

# DAMA Phoenix Bylaws

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Version 1.1

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# Document Control

## Revision History

Date	Version	Description	Author
2018 January	0.1	Complete revision to Bylaws from version dated 2003	William A Pawlowski, Chapter President, DAMA Phoenix
2018 February	0.2	Bylaws submitted for REVIEW by DAMA Phoenix members	
2019 March	1.0	Bylaws agreed by DAMA Phoenix Board	
2020 September	1.1	Section V.B. pronoun correction Section V.C. grammatical correction	Rafael Bustamante

## Revision Requests

Submit all requests for revisions to this document to the DAMA Phoenix Chapter Vice President of Messaging at [communications@dama-phoenix.org](mailto:communications@dama-phoenix.org)

# Table of Contents

<u>I.</u>	<u>INTRODUCTION</u>	4
<u>II.</u>	<u>DAMA Phoenix MISSION, VISION, PURPOSE AND GOALS</u>	4
<u>III.</u>	<u>Meetings – DAMA Phoenix</u>	5
<u>IV.</u>	<u>THE CHAPTER BOARD OF DIRECTORS – DAMA Phoenix</u>	6
<u>IV.A</u>	<u>President</u>	6
<u>IV.B</u>	<u>Vice President of Administration &amp; Member Services</u>	6
<u>IV.C</u>	<u>Vice President of Programs</u>	6
<u>IV.D</u>	<u>Vice President of Financial Services &amp; Logistics</u>	6
<u>IV.E</u>	<u>Vice President of Outreach</u>	7
<u>IV.F</u>	<u>Vice President of Messaging</u>	7
<u>IV.G</u>	<u>Past President</u>	7
<u>IV.H</u>	<u>Associate Vice Presidents</u>	7
<u>V.</u>	<u>OFFICERS AS MEMBERS OF THE CHAPTER BOARD OF DIRECTORS</u>	7
<u>V.A</u>	<u>Membership on the Chapter Board of Directors</u>	8
<u>V.B</u>	<u>Term of Office</u>	8
<u>V.C</u>	<u>Calendar Term</u>	8
<u>V.D</u>	<u>Removal from Office</u>	8
<u>V.E</u>	<u>Mid-Term Vacancy of Chapter Board of Directors Position</u>	8
<u>V.F</u>	<u>Officer Position Changes</u>	9
<u>VI.</u>	<u>ELECTION OF MEMBERSHIP TO THE CHAPTER BOARD OF DIRECTORS</u>	9
<u>VI.A</u>	<u>Eligibility for Chapter Board of Directors' Office</u>	9
<u>VI.B</u>	<u>Nominations and Elections</u>	9
<u>VI.C</u>	<u>Balloting Section</u>	10
<u>VII.</u>	<u>INDEMNIFICATION OF DIRECTORS AND OFFICERS</u>	11
<u>VII.A</u>	<u>Right to Indemnification through DAMA International</u>	11
<u>VII.B</u>	<u>Non-Exclusivity</u>	11
<u>VII.C</u>	<u>Insurance</u>	11
<u>VIII.</u>	<u>CHAPTER BOARD OF DIRECTORS MEETINGS – DAMA Phoenix</u>	11
<u>IX.</u>	<u>DAMA PHOENIX CHAPTER MEMBERSHIP</u>	12
<u>IX.A</u>	<u>DAMA International Membership Eligibility</u>	12
<u>IX.B</u>	<u>DAMA Phoenix Membership Types</u>	13
<u>IX.C</u>	<u>DAMA Phoenix Membership Fees</u>	13
<u>X.</u>	<u>AMENDMENT OF BYLAWS</u>	13
<u>XI.</u>	<u>CHAPTER BOARD OF ADVISORS</u>	13
<u>XII.</u>	<u>AMENDMENTS</u>	14

# DAMA Phoenix BYLAWS

## I. INTRODUCTION

This document contains the bylaws that are used to operate the DAMA Phoenix Chapter of DAMA International.

Each DAMA Phoenix Chapter Board of Directors member must use this information in conducting the business of DAMA Phoenix in their respective positions. It is also intended to provide the background information new DAMA Phoenix Chapter Board members need to serve as a member and to highlight changes that have occurred to the bylaws during the existence of DAMA Phoenix.

Note that DAMA Phoenix may be referred to within this document as “the Chapter” for ease of expression.

## II. DAMA Phoenix MISSION, VISION, PURPOSE AND GOALS

- **Mission:** DAMA Phoenix is a not-for-profit, vendor-independent,<sup>1</sup> association of technical and business professionals dedicated to advancing the concepts and practices of information and data management.
- **Vision:** DAMA Phoenix is an essential resource to those who engage in information and data management.
- **Purpose:** DAMA Phoenix promotes the understanding, development and practice of managing data and information as key enterprise assets to support the organization.
- **Goals:** DAMA Phoenix’s goals are to:
  - Help practitioners become more knowledgeable and skilled in the data and information management profession, and in the data and information management discipline
  - Influence practices, education and certification in the data and information management profession and discipline
  - Support DAMA members and their organizations to address their data and information management needs
  - Form alliances with other organizations with similar principles to share data and information management needs and insights, to strengthen the data and information management profession and discipline, and to leverage data and information management techniques for business advantage

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<sup>1</sup> In this context, “vendor” indicates any provider of data management goods or services to DAMA International members, DAMA Phoenix members, or potential members and their employers. This use of the term is not to be confused with the term “vendor to DAMA” used elsewhere in this document.

### III. Meetings – DAMA Phoenix

The Chapter Board of Directors will determine the Chapter calendar of events, including meetings each year, and may modify the calendar at any time. The objective is to conduct at least one meeting per calendar quarter. Each meeting will incorporate at least one educational session focusing on one or more topics in areas of enterprise data / information management.

Meeting content planning and execution is the responsibility of the Vice President of Programs and any support staff for that office.

Event logistics are the responsibility of the Vice President of Financial Services & Logistics and any support staff for that office, coordinated with the Vice President of Programs.

Meeting announcements and related marketing and communications are the responsibility of the Vice President of Messaging, coordinated with Vice Presidents of Programs and Member Services.

Meeting notices (dates, locations, speakers, topics, etc.) should be published at least 30 days in advance of each meeting to allow members and guests to register and to permit final arrangements to be made.

DAMA Phoenix is a vendor neutral organization and does not support one vendor over another. The Chapter will consider all data management vendors equally when looking for opportunities for them to discuss their vision for data management and their expertise within the data management environment. This can include solutions implemented at their customers, especially when that customer presents in conjunction with the vendor. Presentations by any vendor must be focused on the discussion of data management business solutions, but can include demonstrations of vendor software, hardware or methodologies relevant to those solutions. These demonstrations must constitute less than 25% of the presentation. These demonstrations are intended to provide visibility into actual marketplace products to which DAMA Phoenix members might not normally have visibility. All presentations must be given without sales orientation such as discussion of product pricing and licensing.

## **IV. THE CHAPTER BOARD OF DIRECTORS – DAMA Phoenix**

The DAMA Phoenix Chapter Board of Directors serves to represent the general membership of the Chapter and is charged with the strategic and tactical management of the Chapter. Each member of the Board is responsible for their specific duties, and all members of the Board must:

1. Maintain proper attendance at all Board and Chapter meetings;
2. Be eligible to vote at all Chapter Board of Directors' meetings;
3. Vote on all contracts with conference partners, vendors and other parties as necessary;
4. Sign annually and adhere to the DAMA International Code of Ethics.

Officer positions may be added, removed, or changed in scope by a majority vote of the Chapter Board of Directors.

### **IV.A President**

The President, who is also the Chief Executive Officer (CEO), is responsible for providing leadership and direction for the Chapter. The President is the general representative to all external organizations and bears final accountability for the continued health and well-being of the Chapter.

Specific responsibilities are described in the Chapter Standing Rules.

### **IV.B Vice President of Administration & Member Services**

The Vice President of Member Services is responsible for administering the chapter proceedings, and providing, coordinating and maintaining the Chapter's member services. Members are those individuals and organizations who have paid DAMA Phoenix Chapter membership dues.

Specific responsibilities are described in the Chapter Standing Rules.

### **IV.C Vice President of Programs**

The Vice President of Programs is responsible for identifying relevant and appropriate data management topics, identifying and obtaining knowledgeable speakers, and coordinating with the VP of Financial Services & Logistics for Chapter meetings on these topics and with selected speakers.

Specific responsibilities are described in the Chapter Standing Rules.

### **IV.D Vice President of Financial Services & Logistics**

The Vice President of Financial Services & Logistics, who is also the Chief Financial Officer (CFO) of the Chapter, is responsible for maintaining the Chapter's financial and legal records including the accounting for all revenues, dues, and disbursement of all funds in a responsible and controlled manner.

The Vice President of Financial Services & Logistics is also responsible for managing the Chapter's arrangements for all meeting locations.

Specific responsibilities are described in the Chapter Standing Rules.

#### **IV.E Vice President of Outreach**

The Vice President of Outreach is responsible for developing relationships with other organizations that have an interest in or need for effective data management practices. These organizations include but are not limited to business and technology professional organizations, business and technology user groups, universities and institutions of higher learning, and data management software and service vendors. The purpose of this position is to improve the sharing of knowledge between organizations and to enlarge the audience of participants who benefit from effective data management practices.

Specific responsibilities are described in the Chapter Standing Rules.

#### **IV.F Vice President of Messaging**

The Vice President of Messaging is responsible for providing the Chapter with marketing, branding, publicity, and communication. The Vice President of Messaging is the primary contact between the Chapter and individuals and organizations that can benefit from and raise awareness of the Chapter and DAMA International. This position is also responsible for providing the Chapter with online electronic communications services and support, including the management and sustainment of the Chapter website and its content. Additional responsibilities include providing the Chapter with its internal communications, serving as the documentation source for all internal communication of the Chapter.

Specific responsibilities are described in the Chapter Standing Rules.

#### **IV.G Past President**

The Past President is responsible for providing transitional support to the Chapter and for assuring the continuation of the Chapter Board of Directors through supervising nominations and elections.

Specific responsibilities are described in the Chapter Standing Rules.

#### **IV.H Associate Vice Presidents**

A Chapter Board of Directors' Associate Vice President is an individual who is appointed by the President with approval of the Chapter Board of Directors to provide support to an assigned Vice President position. Associate Vice Presidents are recommended by a Chapter Board of Directors member. The Associate Vice President position is a temporary position whose objective is to assist a Chapter Board of Directors member with specific tasks and deliverables.

Specific responsibilities are described in the Chapter Standing Rules.

### **V. OFFICERS AS MEMBERS OF THE CHAPTER BOARD OF**

## DIRECTORS

### V.A Membership on the Chapter Board of Directors

Each elected member of the Chapter Board of Directors will be an Officer of the Association. All Officers of the Chapter must sign annually and adhere to the DAMA International Code of Ethics.

### V.B Term of Office

Each Officer will be elected for a two-year term. All Officers other than President may run for additional consecutive terms. The President is limited to two (2) non-consecutive two-year terms. The President will automatically assume the office of Past President at the end of their term as President. Past Presidents may be elected to other Officer positions after their term as Past President has been served.

Terms of the elected Officer positions will be staggered, beginning as follows:

Odd Years <sup>2</sup> :	Even Years:
<ul style="list-style-type: none"><li>• President</li><li>• Messaging</li><li>• Programs</li></ul>	<ul style="list-style-type: none"><li>• Financial Services &amp; Logistics</li><li>• Administration &amp; Member Services</li><li>• Outreach</li></ul>

### V.C Calendar Term

Each Officer's term of office will begin July 1. Advisors' terms will begin July 1 and will end June 30 of the following calendar year. These terms are selected to provide the most effective transition and continuity of responsibility.

### V.D Removal from Office

For any cause, an Officer may be removed from office by a two-thirds vote by the Officers of the Chapter Board of Directors (exclusive of the Past President). Causes that may precipitate such action include but are not limited to:

1. Violation of ethical standards;
2. Non-performance of the duties of their office;
3. Violation of federal, state or local laws; or
4. Other reasonable and documented causes (as determined by a majority vote of the remaining Officers)

### V.E Mid-Term Vacancy of Chapter Board of Directors Position

A vacancy in a position on the Chapter Board of Directors will be filled by appointment as determined by majority vote of the Chapter Board of Directors. The individual who is filling the mid-term vacancy will hold that position only for the remainder of the 2-year

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<sup>2</sup> Odd Year and Even Year refer to the calendar year upon which the Chapter Board of Directors position becomes effective. E.g., the election for Chapter President could occur in 2017, and the elected President formally assumes the role on January 1, 2018.



term and until the regularly scheduled election for said role on the Chapter Board of Directors occurs. The individual appointed to fill the vacant position does not serve a complete 2 year term but may be nominated for election to a full term in the position during the normal election process.

#### **V.F Officer Position Changes**

Officer positions may be added, removed or changed by majority vote of the entire voting-eligible Chapter Board of Directors and subsequent revision to the Bylaws. Amendment to these Bylaws must reflect any changes to the Officer positions.

### **VI. ELECTION OF MEMBERSHIP TO THE CHAPTER BOARD OF DIRECTORS**

#### **VI.A Eligibility for Chapter Board of Directors' Office**

1. Candidate must currently be a member of the Chapter in good standing (i.e., full payment of dues, no violations of protocol, etc.).
2. Candidates for President of the Chapter should have, but is not required to have, served at least one complete term in another office on the Chapter Board of Directors.
3. Candidates must be prepared to make a serious commitment in time, energy and talent. They must be able to maintain proper attendance at all Chapter Board of Directors meetings, and must be willing to follow through on all commitments made to complete the obligations of the office to which they have been elected / appointed.
4. An elected Officer who becomes ineligible or unable to complete their duties during their term will vacate their office at a date determined by a simple majority vote of the Chapter Board of Directors.
5. All candidates must attend regularly scheduled meetings of the Chapter. "Proper attendance" is defined to mean that a candidate attends at least half of the Chapter meetings held during a calendar year.

#### **VI.B Nominations and Elections**

1. The Past President serves as chairperson of the Elections Committee. Should the Past President be unable to serve in this role, the Chapter Board of Directors will appoint a substitute to administer the election.
2. The Elections Committee will communicate, in a timely fashion, the dates for all election milestones for the upcoming election. In this election communication a call for candidates for the open offices will be made along with the schedule for the nomination and election process.
3. A nominee may seek a maximum of one office in any one election. The Elections Committee will certify the nominee's eligibility (e.g., chapter membership, platform and profile, etc.).

4. Any member of the Chapter Board of Directors who wishes to run for another office does not have to resign their current position until they are elected to a new position. If they are elected to a new position, the President will appoint a person to fill the vacancy for the remainder of the term of office<sup>3</sup>.
5. The Past President / Chair of Elections must receive nominations by the deadline as published in the Election Calendar.
6. If no nominations are received, the Chapter Board of Directors will seek volunteers to fill the open positions.

## VI.C Balloting Section

1. If there are no contested positions, (positions for which more than one person is nominated), no balloting is required. The nominee will automatically take office the following July 1.
2. If more than one nomination for a position is received, the choice among nominees will be put to a vote of the DAMA members as follows
  - For all positions, a ballot showing all nominees, the office and a short profile, will be sent to each the Chapter member on or before the date indicated in the Election Calendar
  - Each Chapter individual member may submit only one ballot, signed by the Chapter individual member and dated appropriately.
  - Corporate members will receive ten (10) ballots, sent to the Corporate member designated representative. The Corporate member designated representative will distribute the ballots within his organization as he considers appropriate. Each Corporate member receiving a ballot will submit the ballot, signed and dated appropriately.
  - To be valid, all ballots must be returned to the Elections Committee by the indicated date in the Election Calendar
  - Ballot counts will be certified by the chairperson of the Elections Committee in conjunction with one other member of the committee
  - The winner of each position will be that nominee receiving a majority of the votes cast for that position
  - In case of a tie, the winner will be determined by majority vote of all **current** Chapter Officers
3. Any office that is left vacant after the election process will be filled by appointment by the **elected** Chapter Board of Directors.

The incoming President of the Chapter will announce the composition of the Chapter Board of Directors within two weeks of the closing of the Election process. At that time a communication showing all Board members' names, their office and a short profile of

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<sup>3</sup> In the case of a current Officer being elected to another position, the maximum likely timeframe for an Officer appointed by the Chapter President is 1 year.

each officer will be sent to each Chapter member and announced through other media as appropriate.

## **VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **VII.A Right to Indemnification through DAMA International**

Each person who was, or is, threatened to be made a party to any actual or threatened action, suit, or proceeding, whether civil or criminal by reason of the fact that he or she is, or was, a Director or Officer of DAMA International or a DAMA Chapter, shall be indemnified and held harmless by DAMA International to the full extent permitted by applicable law as then in effect against all expense, liability, and loss including attorneys' fees, judgments, fines, and penalties actually and reasonably incurred by such person, and such indemnification shall continue to a person who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided that with respect to proceedings to enforce the right of indemnification, DAMA International shall indemnify only if such proceeding was authorized by the Board of Directors of DAMA International. The Board of Directors may authorize payment in advance to a Director or Officer for expenses incurred in defending a proceeding provided that the Director or Officer seeking payment provides to the Board of Directors in advance of the final disposition of said proceeding an undertaking to repay all amounts so advanced if said Director or Officer shall ultimately be determined not entitled to be indemnified.

### **VII.B Non-Exclusivity**

The right to indemnification and payment of expenses shall not be exclusive of any other right that any person may have or hereafter acquire under any statute or rule of law.

### **VII.C Insurance**

DAMA International maintains insurance at its expense to protect itself and any Director, Trustee, Officer, or employee of DAMA International, including DAMA US Chapters for Directors and Officers liability. This insurance is held under the statutes applicable in the state of Washington.

## **VIII. CHAPTER BOARD OF DIRECTORS MEETINGS – DAMA Phoenix**

- A. The President will convene the Chapter Board of Directors' meetings at least quarterly each year, or more frequently as agreed to by the Chapter Board of Directors. At least one meeting will be held in person at a selected location annually.
- B. The quorum for a DAMA Phoenix Chapter Board of Directors' meeting will be one more than one-half of the eligible voting members of the Chapter Board of Directors. Members of the Chapter Board of Directors may be represented in person or by proxy at a Chapter Board of Directors meeting. A voting Board member may hold no more than one proxy for other Chapter Board members, and a proxy does not count toward the quorum.

- C. A member of the Chapter Board of Directors may appoint another member of the Chapter Board or their Associate VP to serve as their proxy for purposes of exercising their right to vote at any Chapter Board of Directors meeting. Any proxy appointment must be filed with the Vice President of Messaging before the appointed time of the Chapter Board of Directors meeting.
- D. The President will determine the agenda for Chapter Board of Directors meetings. Tentative meeting agendas will be distributed to the Chapter Board of Directors' members prior to the scheduled meeting. Any of the Chapter Board of Directors or Chapter Advisors may request Chapter Board meeting agenda items by notifying the President.
- E. All Chapter Board of Directors votes will be decided by the simple majority vote of the members, including proxies, attending the scheduled meeting unless otherwise specified in these bylaws.
- F. The Vice President of Member Services will record and publish minutes of all Chapter Board of Directors meetings. The Vice President of Messaging will retain a copy of all minutes and meeting agendas in the Chapter archives for audit and other purposes.

## **IX. DAMA PHOENIX CHAPTER MEMBERSHIP**

### **IX.A DAMA International Membership Eligibility**

Chapters must be independent legal entities that:

1. Are legally registered as not-for-profit organizations, and have maintained appropriate legal status
2. Are vendor<sup>4</sup> independent – in other words, no vendor is favored over another and no vendor is endorsed by DAMA International or by any DAMA-I chapter
3. Were chartered or incorporated to establish or promote data administration / management or information resource management and its educational advancement; and
4. Have a signed affiliation agreement with DAMA International, meeting all the points in the DAMA-I Affiliation Agreement that pertain to the chapter's duties as an affiliated chapter of DAMA International

Members of the Chapter are members solely of the local DAMA Phoenix Chapter. Membership in DAMA International must be pursued and obtained separately from membership in the DAMA Phoenix Chapter.

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<sup>4</sup> In this context, "vendor" indicates any provider of data management goods or services to DAMA International members, DAMA Phoenix members, or potential members and their employers. This use of the term is not to be confused with the term "vendor to DAMA" used elsewhere in this document.

## **IX.B DAMA Phoenix Membership Types**

There are two (2) types of memberships in the Chapter: Individual and Corporate.

1. Individual Member: a member who registers as one person, paying dues for only one person
2. Corporate Member: membership by a company, corporation, or major division of a corporation. Membership is not held by particular individuals, and a total for ten (10) people are permitted to attend each Chapter event under a corporate membership, unless otherwise approved by a majority vote of the Chapter Board of Directors. Each Corporate Member should designate one individual within its membership to be its primary representative.

## **IX.C DAMA Phoenix Membership Fees**

There are two (2) types of membership fees in the Chapter, corresponding to the Chapter membership types. Membership fees are declared within the Chapter Standing Rules for increased flexibility and responsiveness.

## **X. AMENDMENT OF BYLAWS**

- A. Amendments to these bylaws may be submitted as agenda items for the Chapter Board of Directors meetings. Submission is made to the Vice President of Messaging or to the Vice President of Membership Services at any time, for consideration at the next Chapter Board of Directors meeting.
- B. Amendments may be adopted as proposed, postponed or rejected by simple majority vote of the Chapter Board of Directors. Those amendments that are adopted as proposed will be presented to the Chapter members for vote. Amendments that are postponed or rejected will be communicated back to the submitter with rationale for the decision.
- C. Proposed bylaws will be presented to the Chapter members for formal vote at any regular or special Chapter meeting, and will become amendments with the approval of a simple majority of the Chapter members present.
- D. Record of amendments must be recorded in these bylaws as described in the section "Amendments".

## **XI. CHAPTER BOARD OF ADVISORS**

- A. An appropriate individual (see Advisor Eligibility below) may be recommended by any Chapter Board of Directors member, and upon receiving a majority vote of the Chapter Board of Directors will become a member of the Chapter Board of Advisors. There will be a minimum of zero (0) Chapter Advisors and a maximum of five (5) Chapter Advisors.
- B. The term for a Chapter Advisor is for one year beginning July 1. A Chapter Advisory Board member may serve multiple terms as long as the Chapter Board of Directors selects the member for additional terms of advisorship through the normal nomination process.

- C. Members of the Chapter Board of Advisors may be dropped from the Chapter Board of Advisors by a two-thirds vote of the Chapter Board of Directors. Members of the Chapter Board of Advisors are encouraged to contribute their expertise and guidance to the Chapter Board of Directors and submit agenda items for the Chapter Board of Directors consideration.
- D. Advisor Eligibility
  1. Be a respected member of the community either in industry or public service (practitioner, academic or consulting); does not have to be a member of the Chapter
  2. Possess demonstrable experience to the extent that the person can offer expert advice to the Chapter Board of Directors in the execution of the chapter's goals and operations
  3. Be willing to assist and lead the Chapter in establishing and maintaining a proper direction for the Chapter as a dynamic professional organization
  4. Be willing and able to spend time advising the chapter on data/information resource management related topics
  5. Demonstrate support of the DAMA International and Chapter organization, mission, and goals, and the chapter's advancement of those goals

## **XII. AMENDMENTS**

Amendments to these Bylaws must be approved by a majority vote of the Chapter members. Amendments must be recorded in this section and include the original verbiage and the modified verbiage. No overwriting of the changed section is permitted once the Bylaws have been approved. Also, changes must be recorded in the Document Control section of this document.