

DAMA CHAPTER BYLAWS OUTLINE

January 2025

The following is a suggested outline of organizational bylaws for consideration when forming DAMA-I Chapters and affiliates.

Bylaws of [Nonprofit Name]

(Adopted on [Date], Amended on [Date])

Article I – Name and Purpose

Section 1. Name *[Note: To meet DAMA-I requirements, the chapter may have a "legal name" that meets the naming requirements or a "trade name" that does so, but the name under which it does business and is known by the public must comply with the DAMA-I naming convention.]*

- Official name of the organization.
- Any abbreviations or trade names.

Section 2. Purpose

- Mission and objectives of the organization. *[Note: the mission and purpose must align with DAMA-I's mission/purpose]*
- Compliance with applicable laws *[Note: compliance with all applicable laws is a requirement of affiliation.]*
- Prohibition on partisan political activities *[Note: must state that the organization will not engage in partisan political campaigns on behalf of any candidate or candidates for public office].*
- Prohibition of personal financial benefit: *[Note: must state that individuals participating in the governance are prohibited from receiving any direct or indirect personal or corporate financial benefit as a result of their participation (other than reasonable compensation for services approved by the governing body)].*

Article II – Membership *[Note: most professional associations and business leagues have members.]*

Section 1. Membership Classes

- Categories of membership (e.g., individual, corporate, honorary).
- Eligibility criteria.

Section 2. Rights and Privileges

- Voting and non-voting rights. *[Note: classes of members may or may not be granted voting rights]*
- Access to association resources and events.

Section 3. Dues and Fees

- Membership dues structure and payment deadlines.
- Procedures for setting or modifying dues. *[Note: actually, dollar figures are not generally included in the bylaws but are set by the board/members following a specified procedure]*

Section 4. Termination of Membership

- Resignation, suspension, or expulsion.
- Process for appeal or reinstatement. *[Note: usually, there should be minimum due process provided; notice and an opportunity to be heard.]*

Article III – Board of Directors *[Note: may adopt another name for the governing body if appropriate or required by local law.]*

Section 1. Composition and Powers

- Size of the board (minimum and maximum number of directors).
- General powers and responsibilities.

Section 2. Qualifications and Elections

- Eligibility requirements.
- Nomination and election procedures.

Section 3. Term and Tenure

- Length of board terms and term limits.
- Staggered terms if applicable.

Section 4. Meetings and Quorum

- Frequency of board meetings (regular and special).
- Notice requirements and quorum rules.

Section 5. Removal and Vacancies

- Grounds for removal of directors. [**Note:** *in some jurisdictions, directors elected by members can only be removed by a vote of the members*].
- Process for filling vacancies.

Article IV – Officers of the Board and Corporation

Section 1. Officer Positions

- Titles and responsibilities (e.g., President or Chair, Vice President or Vice Chair, Treasurer, Secretary, Executive Director). [**Note:** *Generally, an executive director is appointed to serve as an officer of the corporation but does not serve on the Board.*]

Section 2. Selection and Terms

- Eligibility criteria.
- Election or appointment process.
- Term length and succession.

Section 3. Duties of Officers

- Specific responsibilities of each officer.

Section 4. Resignation, Removal, and Vacancies

- Procedures for officer resignation or removal.
- Process for appointing interim officers.

Article V – Committees of the Board

Section 1. Standing and Special Committees

- List of standing committees created in the bylaws (**Note:** *this list should include only a few key committees, e.g., Finance and Governance; other committees should be established by resolution and have defined terms of existence*).
- Authorization to create additional standing committees as needed and special or ad hoc committees or working groups. [**Note:** *all committees and other working or decision-making bodies should have a board approved charge that defines its role, responsibilities, membership, duration of existence, and source of staffing*].

Section 2. Committee Authority and Responsibilities

- General duties and decision-making powers.
- Reporting requirements to the board.

Article VI – Meetings of the Members

Section 1. Annual and Special Meetings

- Frequency and purpose of meetings.
- Notice and agenda requirements.

Section 2. Quorum and Voting

- Definition of a quorum for member meetings.
- Voting methods (e.g., in-person, proxy, electronic).

Article VII – Financial Management

Section 1. Fiscal Year

- Fiscal year definition. *[Note: It may be best to simply state that the fiscal year will be set by the Board of Directors rather than put it in the bylaws.]*

Section 2. Budget and Financial Oversight

- Budget approval process.
- Treasurer’s reporting responsibilities.

Section 3. Contracts and Expenditures *[Note: this can be covered in a Board resolution including delegations of authority to individual board members or staff rather than included in the bylaws.]*

- Authority to enter into contracts.
- Approval thresholds for financial transactions.

Section 4. Financial Audits and Records

- Audit or financial review requirements.
- Record retention policy.

Article VIII – Conflict of Interest and Ethics

Section 1. Conflict of Interest Policy *[Note: Bylaws should also include specific commitment to comply with DAMA-I Conflict of Interest Policy.]*

- Requirement for board members and officers to disclose conflicts.
- Recusal process for conflicted individuals.

Section 2. Code of Ethics *[Note: Bylaws should include a specific commitment to comply with DAMA-I Ethics Requirements.]*

- Standards for professional conduct.
- Enforcement mechanisms.

Article IX – Indemnification and Liability

- Protection of directors, officers, and volunteers from liability.
- Insurance requirements.

Article X – Amendments

- Process for proposing and approving bylaw amendments. *[Note: under local laws member approval may be required to amend some bylaw provisions.]*
- Required notice and voting thresholds.

Article XI – Dissolution

- Procedures for dissolution.
- Asset distribution in compliance with applicable laws.

This is not intended as legal advice. This outline follows best practices for governance, accountability, and compliance for non-profit professional associations in the United States. The outline or included provisions may need to be amended to comply with specific requirements in particular states or other countries. Forming chapters should have their organizational documents (articles of incorporation, constitutions, and bylaws) reviewed by competent legal counsel in their jurisdictions.