

Institute of Certified Records Managers

Incorporated in North Carolina

Constitution and Bylaws

As amended July 10, 2021

ARTICLE I

Name

The name of this organization shall be the Institute of Certified Records Managers (ICRM).

ARTICLE II

Mission Statement and Objectives

Vision: The Institute of Certified Records Managers (ICRM) is the certifying body for records and information management (RIM) professionals, recognized and valued by every RIM practitioner and their employers world-wide.

Mission: To certify RIM professionals and to administer related certification programs. The ICRM exists to develop and administer certification programs that identifies and recognizes records and information professionals. The objectives of this non-profit organization are:

1. To identify the current body of records and information management knowledge,
2. To develop and administer a program for the professional certification of records managers, including the granting of appropriate recognition, and
3. To develop and administer certification examinations in records management with complete responsibility for the scope, complexity and integrity of such examinations,
4. To develop and maintain a program for the maintenance of certification for the members of the Institute,
5. To promote the value of certification of records managers to the private sector and the various national, state and local governments, and
6. To ensure that members maintain high ethical standards.

ARTICLE III

Membership

Section 1 - Composition and Membership of the Institute

The Institute shall be composed of individuals who have been designated as a Certified Records Analyst (CRA) or a Certified Records Manager (CRM) as authorized by the Board of Regents (hereafter known as the Board).

Section 2 – Membership Categories

- A. **Certified Records Analyst (CRA).** To be designated as a CRA, a member must have passed Parts 2-4 of the examinations. A CRA or Retired CRA may vote in elections of the ICRM. A CRA or Retired CRA may not hold office but can serve as a member or chairman of an ICRM Commission, Committee or Taskforce and other volunteer services as provided by the Board of Regents. A CRA or Retired CRA is entitled to attend the ICRM Business Meeting and Reception held annually at the ARMA Conference; has access to the ICRM website, membership directory and all publications and information provided as a benefit of ICRM membership.

- B. Certified Records Manager (CRM). To be designated as a CRM, a member must have passed Parts 1-6 of the examinations. A CRM or Retired CRM may vote in elections of the ICRM. A CRM may hold office. A CRM or Retired CRM may serve as a member or chairman of an ICRM Commission, Committee or Taskforce and other volunteer services as provided by the Board of Regents. A CRM or Retired CRM is entitled to attend the ICRM Business Meeting and Reception held annually at the ARMA Conference; has access to the ICRM website, membership directory and all publications and information provided as a benefit of ICRM membership.

ARTICLE IV

Certification

Section 1 – Qualifications

The preferred qualifications for applying for the Certified Records Analyst (CRA) or Certified Records Manager (CRM) designations are a college degree (four-year or bachelor's degree) and one year of professional records and information management (RIM) experience. One additional year of professional RIM experience may be substituted for each year of college not completed (i.e. a high-school graduate with five years of professional RIM experience could apply). For example:

- Bachelor degree (Graduate degree implies completion of Bachelor degree) PLUS one year professional level RIM experience OR
- 3 years college PLUS two years professional level RIM experience OR
- 2 years college PLUS three years professional level RIM experience OR
- 1 year college PLUS four years professional level RIM experience OR
- High School Diploma or GED PLUS five years professional level RIM experience

Section 2 – Examination

An approved Candidate for certification must satisfactorily pass the required examinations as administered by the ICRM within such time limits as may be established by the Board.

Section 3 – Maintaining Certification as a CRA or CRM

To remain a member of the ICRM in good standing, and thereby authorized to use the professional designations of "CRA" or "CRM", a person who is certified must meet the requirements, set forth by the Board, including adhering to the Code of Ethics, meeting certification maintenance requirements, and the payment of any fees. The Board may, by a two-thirds vote of the Regents present and voting, revoke the certification and the membership of any member of the ICRM that the Board determines is not in good standing.

ARTICLE V

Finances

Section 1 – Fiscal Year

The fiscal year of the Institute shall begin January 1 and end December 31 of the calendar year.

Section 2 – Revenues

ICRM revenues may be obtained from the following sources:

- A. Application Fees: The Board shall specify required fees for applying to sit for ICRM examinations or any part thereof and for certification.
- B. Examination Fees: The Board shall specify required fees for sitting for the examinations or any part thereof and for certification.

- C. Annual Fee: Each individual certified shall become a member of the Institute and be required to pay an annual fee in an amount to be specified by the Board in order to remain in good standing.
- D. Proceeds from sale of products and services.
- E. Grants, Donations, Bequests and Contributions: The ICRM shall solicit grants, donations, bequests and contributions from such organizations, institutions and individuals who wish to promote the objectives of this Institute.
- F. License Fees from affiliates.

ARTICLE VI

Organization

Section 1 – Governing Body

The governing body of the ICRM shall be known and referred to as the Board and shall consist of three Officers, five Regents, each of whom shall be certified as a CRM and a member in good standing of the ICRM. The Board shall, insofar as practical, be representative of CRM's in good standing that represent RIM in the private and public sector of business and industry, the international community, federal or state and local government, and in educational institutions.

Section 2 – Officers

The officers of the ICRM shall be Chair, President, President-Elect/Treasurer.

Section 3 – Terms of Office

- A. Terms of office for the Chair, President, President-Elect/Treasurer, shall be for one year commencing on January 1 and ending on December 31, or when their successors have been elected and assume office. The President-Elect/Treasurer shall succeed to the Presidency, and the President shall succeed to Chair upon completion of their respective one-year terms.
- B. Terms of office for Regents shall be for two years commencing on January 1 and ending on December 31, or when their successors have been elected and assume office. The Regents may not serve more than four consecutive terms on the ICRM Board, of which no more than two consecutive terms may be served in the same position.
- C. The Board shall establish rules and procedures to provide that a President-Elect/Treasurer and Regents shall be elected as appropriate each year.
- D. Committee Members and Appointees: Beginning January 1, 2020, it shall be the policy of ICRM that tenure for individual service on committees, task forces, and appointed positions be consistent with limits defined in Bylaw Article VI, Section 3, Terms of Office, for service in elected positions on the ICRM Board of Regents. Individuals should not serve continuously in any delegated position or within the same committee for more than eight years. Upon assuming office in January, the new President shall review and approve all assignments to committees and key appointments as authorized by By-Law Section VII Commissions, Committees, and Task Forces. Regents overseeing committees and functional positions shall prepare a roster of committee members, chairs, and key assignments under their purview for approval by the President.

Section 4 – Election of Officers and Regents

- A. Candidates for Officer or Regent shall be a Certified Records Manager (CRM) and a member in good standing of the ICRM. CRMs may be nominated or self-nominated for any Officer or Regent positions. It is strongly recommended that the Regent for Exam Development be filled by a candidate with recent Exam Development Committee experience.
- B. Election as an Officer or Regent shall be by a majority vote of valid ballots cast by members of the ICRM under such rules and procedures for elections as prescribed by

the Board. In the event of a vacancy, the President will appoint a replacement to fill the unexpired term of office of Officers or Regents to be confirmed by a two-thirds vote of the members of the Board present and voting, or as otherwise provided except that a vacancy in the office of President shall be filled by the succession of the President-Elect and the vacancy in the office of the Chair shall be filled by the succession of the President. Vacancy of the President Elect shall be filled by a vote of the ICRM membership in a special election.

Section 5 – Duties of Elected Board Members

- A. **Chair, President, and President-Elect/Treasurer:** These three officers shall meet within 30 days of assuming office to affix responsibility for oversight of selected strategic plan initiatives or executive tasks amongst the three positions, such as but not limited to election management, public relations, analytics, and external partnerships. The assignment of responsibilities shall remain in effect for the terms of office and be published to the membership.
- B. **Chair:** The immediate past President is an Ex-Officio member of the Board and shall serve as Chair and function as senior advisor and ombudsman. The Chair may preside over meetings of the Board and perform other duties as requested by the President. The Chair will vote only in the event of a tie and will cast the deciding ballot.
- C. **The President** shall be the Institute's chief executive officer and is responsible for providing the leadership, guidance, and direction in executing and implementing the policies of the Board and the Institute's membership. The President performs duties assumes at the start of the term of office.
- D. **The President-Elect/Treasurer** is a member of the Executive Committee and serves as custodian of funds, securities, and other financial assets. They are responsible for presenting and updating the Strategic Plan to the Board and ensuring and tracking the tasks' completion based on dates assigned to Regents. Acts for the President in their absence and assumes the office of President if the President is unable to fulfill the duties of the office. They will serve a three-year term: One year as President-Elect/Treasurer, one year as President, and one year as Chair of the Board.
- E. **Regents:** There shall be five Regents: Marketing & Communications, Applicant and Member Relations, Examination Administration and Grading, Examination Development, and Legislation & Appeals. Regents will be responsible for overseeing and administering their functional areas and committees as assigned by ICRM policies and procedures.

Section 6 – Removal of Officers and Regents

Any officer or member of the Board may be removed for cause (e.g., failure to remain in good standing, violation of ethics, dereliction of duties) if two-thirds vote on a motion for such removal is obtained from those present and voting their approval at any regular or special Board meeting. Vacancies of a Regent or the Secretary/Treasurer will be filled by presidential appointment to be confirmed by a two-thirds vote of the Board members present, and voting their approval (Please see Article VI section 4). These appointments will extend until the next election of the members to the Board. Vacancy of the Presidency that occurs as a result of a removal will be filled by the succession of the President Elect and the vacancy or removal of the Chair shall be filled by the succession of the President. Votes to confirm the removal or fill the vacancies created by this section shall only be conducted at regular or special Board meetings and may not be conducted by mail, email or FAX.

ARTICLE VII

Commissions, Committees, and Task Forces

The President, with approval of the Board, shall appoint members in good standing as chairpersons of commissions, committees, task forces and other such bodies as may be necessary to carry out the objectives of the ICRM. The President may appoint any member of the ICRM to serve on such bodies as be required. Non-members of the Institute may be appointed to special committees of limited duration with the consent of the Board.

ARTICLE VIII

Meetings and Conduct of Business

Section 1 – Meetings

The Board shall hold at least two meetings per year to administer the activities of the Institute. Meetings shall be held at the call of the President or at the request of four members of the Board with at least fourteen days' notice to members of the Board. An absent member of the Board may designate, by written proxy, another member of the Board to act on his or her behalf at a scheduled meeting of the Board. Notification of requests for proxy must be submitted to the President and approved by him/her prior to the scheduled Board meeting.

One of the meetings of the ICRM will include an annual business meeting at which the Board will formally report activities of the ICRM to the general membership of the ICRM. Minutes of the annual business meeting will be made available to all ICRM members in good standing.

Section 2 – Quorum

A quorum to conduct business shall consist of a majority of the members of the Board.

Section 3 – Distributed Decision Making and Transaction of Business

Official business, including voting, may be transacted by mail, digital communications technologies including email, FAX or similar transmissions. Board meetings may be conducted by teleconference.

Section 4 – Parliamentary Authority

The rules contained in *Robert's Rules of Order*, as revised, shall govern in all cases where they do not conflict with the Constitution and Bylaws of the Institute.

ARTICLE IX

Education Activities

The Institute may develop, sponsor and hold seminars on how to apply and study for examinations, and offer certification maintenance.

ARTICLE X

Headquarters

The headquarters of the ICRM shall be located at an address designated by the Board.

ARTICLE XI

Contracts

The Board may authorize any officer or member to enter into any agreement or execute and deliver any instrument in the name of or on behalf of the Institute, and such authority may be general or confined to a specific instance. Unless so authorized by the Board, no officer, member, or employee shall have any power or authority to bind the Institute by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

ARTICLE XII

Exempt Activity Provision

Notwithstanding any other provision of these Bylaws, no member, regent, officer, employee, or representative of the Institute shall take any action or carry on any activity by or on behalf of the Institute not permitted to be taken or carried out by an organization described in Section 170(c)(3) of the Internal Revenue Code of 1954, or any successor provision or provisions thereto.

ARTICLE XIII

Distribution of Assets

In the event this Institute is dissolved, the net assets thereof shall be distributed as soon as practical to the entity designated and confirmed by a two-thirds vote of the Board at a Board meeting held prior to the Institute's dissolution.

ARTICLE XIV

Amendments

Section 1 – By Regents

The Board shall have the power to amend the Constitution and Bylaws of the Institute by affirmative vote of two-thirds of the Board present at any meeting of the Board, provided that the proposed amendment is included in the notice of such meeting and is discussed at that meeting. Proposed amendments made at a meeting of the Board require a two-thirds affirmative vote of the Board, and may be voted upon by mail, digital communications, or teleconference before the next regularly scheduled meeting of the Board.

All such amendments adopted by the Board may be altered, amended, or repealed by the members.

Section 2 – By Members

The Constitution and Bylaws may be amended by members of the Institute through submission of a petition, signed by twenty percent of the members of the Institute in good standing, such petition to be submitted to the members of the Institute in good standing for ratification. Affirmation by two-thirds of the members in good standing is required for adoption of a proposed amendment.