## Document Control

### Revision History

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### Revision Requests

Submit all requests for revisions to this document to the DAMA International Governance Officer

`governance@dama.org`
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DAMA International
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Article I. PREAMBLE
The following Bylaws shall be subject to, and governed by the Non-Profit Corporation Act of the State of Delaware of the United States of America (USA) and the Articles of Incorporation of DAMA International. This volume contains the Bylaws used to operate the DAMA International organization and supersedes all previous versions of these Bylaws, or any other organizational guidelines previously held.

Unless otherwise stated below, all elected, financially contracted, and otherwise appointed positions defined herein these Bylaws, are considered Officers, or Employees, of the Organization, and as such, must use this information when conducting business of DAMA International in their respective positions.

These Bylaws, together with the DAMA International Officers’ Handbook, are intended to provide the structural information needed by each Officer, or Employee, to carry out their respective duties, and includes all changes that have been adopted by the Board of Directors (BoD) during the existence of DAMA International.

All DAMA International Officers and Employees shall abide by these Bylaws as a condition of their affiliation “in good standing” with DAMA International, as defined below, and as described in the DAMA International Officers’ Handbook.

Section 1.01: Name
The legal name of this Non-Profit Organization shall be known as “DAMA International,” and shall herein be referred to as either “DAMA International,” or “the Organization.”

Section 1.02: Location
The principal office of DAMA International shall be located at 364 E. Main Street, Suite 157, Middletown, Delaware 19709, USA. The Organization may have additional offices or locations in or outside of the USA as the BoD may determine or deem necessary; however, shall not move its principal office or registered agent outside the State of Delaware.

Section 1.03: Fiscal Year
DAMA International’s Fiscal Year shall begin April 1st of each year.

Section 1.04: Administrative Year
DAMA International’s Administrative Year shall begin June 1st of each year.
Section 1.05: Administrative Calendar

By July 1st of each Administrative Year, the new Administration shall publish an Administrative Calendar to include at least the following information: dates for all BoD, Executive Council, and Standing Committee meetings; deadlines for all required Reports; filing deadlines for all tax and other legal actions; all annual elections, hires, and appointments dates and deadlines; all DAMA International conferences, symposia, and other sanctioned events dates; and, any other Organization date of significance, as described in either these Bylaws or the DAMA International Officers’ Handbook.

Section 1.06: Purpose

The general purposes for which DAMA International has been established is set forth in the attached Articles of Incorporation. The Organization is established within the meaning of Internal Revenue Service (IRS) Publication 557, Section 501(c)(6) of the Code of 1986 (Code) of the USA, as amended, or the corresponding section of any future Federal tax code.

The primary purpose of DAMA International is to promote the Data Management profession, including the understanding, development and practice of managing data and information as key enterprise assets. In addition, DAMA International has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any power which are not in furtherance of its primary non-profit purposes.

DAMA International shall hold and may exercise all such powers as may be conferred upon any non-profit organization by the laws of the State of Delaware and the USA as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Organization.

At no time and in no event, shall DAMA International participate in any activities which have not been permitted to be carried out by an organization exempt under Section 501(c) of the IRS Code of 1986.

Section 1.07: Assets

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any individual, including, but not limited to: Officers, Employees, Central Members, Chapter Affiliate Members, Contractors, Consultants, Vendors, or any other individual or volunteer.

On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to an organization dedicated to non-profit purposes similar in nature to those of the DAMA International, which has established its tax-exempt status pursuant to Section 501(c) of the IRS Code, per the laws of the State of Delaware and the USA.
Section 1.08: Parliamentary Authority

In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of the State of Delaware, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of DAMA International, it shall then be these Bylaws which shall be controlling.

Additionally, these Bylaws are meant to be used in conjunction with the DAMA International Officers’ Handbook, which details all current practices, processes, policies and procedures that are used to operate the Organization. In the event that none of the above-mentioned documents provide clear direction on a given subject, default parliamentary authority shall be Robert’s Rules of Order Newly Revised 11th Edition.

Section 1.09: “In Writing”

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the BoD may adopt from time to time, the terms “written” and “in writing,” as used in these Bylaws, include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided that:

1. Electronic transmissions from the Organization: Organization has obtained an unrevoked written consent from the recipient to the use of those means of communication;
2. Electronic transmission to this Organization: Organization has in effect reasonable measures to verify that sender is the person purporting to have sent transmission; and,
3. The transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible, tangible form.

Article II. ORGANIZATIONAL STRUCTURE

Section 2.01: Board of Directors (BoD)

DAMA International shall be governed by a Board of Directors, which shall have all the rights, powers, privileges and limitations of liability of Directors and Officers of a non-profit corporation organized under the Non-Profit Corporation Act of the State of Delaware of the USA.

The BoD shall meet to establish policies and directives governing business and programs of the Organization, and shall delegate to the President and other Organization Officers, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Only the DAMA International BoD may execute the following authority, where so granted by these Bylaws, the Articles of Incorporation, and the Non-Profit Corporation Act of the State of Delaware of the USA:

1. Amend, adopt, reject, or repeal, Bylaws or Articles of Incorporation;
2. Approve, reject, amend, or repeal, any action that, pursuant to applicable law, would also require the affirmative vote of the Board of Directors to implement;
3. Elect or remove Officers of the Organization;
4. Affirm, reaffirm, or reject, financially contracted or otherwise appointed Officers, or Employees;
5. Remove or otherwise modify the powers, duties, responsibilities and/or privileges (including voting privileges) of any Officer or Employee, whether elected, financially contracted, or otherwise appointed, that are consistent with law, with the Articles of Incorporation, these Bylaws, and the DAMA International Officers’ Handbook;
6. Fix, approve, or eliminate compensation for any financially contracted Officer or Employee;
7. Fix, approve, or reject cost or fees for any Contractor or Vendor;
8. Add, remove or otherwise modify the sub-classifications, requirements and/or privileges (including future voting privileges) of the Central Membership;
9. Fix, approve, discount, or eliminate cost or fees for Central Membership;
10. Change the principal office location of the Organization within the State of Delaware, or add or remove additional locations in or outside the USA;
11. Borrow money and incur indebtedness on behalf of the Organization, and cause to be executed and delivered for the Organization’s purposes, in the Organization’s name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
12. Approve, reject, or repeal, a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization, including planning for the sale, lease, or exchange of all or considerably all of the property and assets of the Organization other than in the usual and regular course of its business;
13. Approve or reject any self-dealing transactions, except as provided pursuant to law; and,
14. Delegate any specific action already approved by the BoD to the ExCo and/or a Committee for execution, and/or the facilitation of said execution, as well as adopt, make, use, and alter an Organization corporate seal.

Section 2.02: Officers of the Board of Directors

DAMA International’s Board of Directors shall include the following nine (9) elected Officers: one (1) President / Chairperson; one (1) VP of Business Operations / President Pro Tempore; and, seven (7) Regular Vice Presidents, as described herein these Bylaws. All nine (9) elected Officers shall have full voting privileges, except the President who shall maintain tie-vote-only privileges in all voting situations. These nine (9) elected Officers, including the President, shall be considered the Organization’s “voting Officers” and, when occupied, shall be counted in all quorum calculations. When all positions defined herein are held, the official Organization quorum shall be five (5).

The BoD shall also include three (3) non-voting Ex Officio Directors, including: one (1) Privacy Officer, one (1) Ethics Officer, and one (1) Governance Officer, who shall advise the BoD on, and maintain the Organization’s parliamentary processes and procedures, as described in the DAMA International Officers’ Handbook and Robert’s Rules of Order Newly Revised 11th Edition.
The BoD shall also accommodate one (1) non-voting Past President, when held, as Advisor to the President, as well as three (3) financially contracted Staff Officers with no voting privileges, including: one (1) Executive Director, one (1) Secretariat, who shall maintain an official role as the Organization Registrar / Record Keeper, and one (1) Treasurer / Accountant.

The BoD may also accommodate a maximum of three (3) optional non-voting Regional Advisors at Large, including one (1) each from: Asia / Australia / Antarctica; Africa / Europe; and, North / South Americas.

Section 2.03: Executive Council (ExCo)

DAMA International shall maintain an Executive Council, the purpose of which is to help the BoD accomplish its day-to-day work in the most efficient way possible by assisting with implementing the Board of Directors’ fiduciary, strategic and generative plans, policies, and decisions. The ExCo may review major issues that the Organization faces and make preliminary decisions for discussion and vote at the next full BoD meeting, as well as facilitate decision-making in between BoD meetings, or in the case of a crisis or other urgent circumstances.

ExCo duties are based on providing organizational direction on behalf of the BoD and advising the BoD on decisions and business matters ranging from strategy planning, policy making, investment / financial planning, and risk. Officers of the ExCo shall liaise with relevant DAMA International Officers, Committees, Contractors, Vendors, Central Members, and all other related internal and external entities, as appropriate, and under the direction of the President and the BoD. In accordance with BoD policy, the ExCo also serves as oversight for all Organization Standing Committees, providing Chairperson and Officer directives, and is also responsible for planning and directing the duties and responsibilities of all financially contracted Staff Officers and Employees.

Section 2.04: Officers of the Executive Council

DAMA International’s Executive Council shall include the following four (4) elected Officers: one (1) President / Chairperson; one (1) VP of Business Operations / President Pro Tempore; and, two (2) Regular Vice Presidents, to be determined and appointed at the beginning of each Administrative Year, as described and allowed herein. All four (4) Officers shall have full voting privileges, except the President who shall maintain tie-vote-only privileges in all voting situations. Appointees are expected to serve a minimum of one (1) Administrative Year on the ExCo.

The ExCo shall also include three (3) non-voting Ex Officio Directors, including: one (1) Privacy Officer, one (1) Ethics Officer, and one (1) Governance Officer, who shall, at the direction of the ExCo, investigate and submit recommendations regarding all parliamentary process and procedure questions, changes, and transgressions, as described and allowed herein these Bylaws, and in the DAMA International Officers’ Handbook and Robert’s Rules of Order Newly Revised 11th Edition.

The ExCo shall also accommodate one (1) non-voting Past President, when held, as Advisor to the President, as well as three (3) financially contracted Staff Officers with no voting privileges, including: one (1) Executive Director, one (1) Secretariat, who shall maintain an official role as the Organization Registrar / Record Keeper, and one (1) Treasurer / Accountant.
Article III. OFFICERS & EMPLOYEES OF THE ORGANIZATION

Section 3.01: Fiduciary Duties

Serving DAMA International is a significant commitment and entails important responsibilities. Unless otherwise stated below, all Organization positions, as defined herein these Bylaws, whether elected, financially contracted, or otherwise appointed, and regardless of position, title and/or voting privileges, shall be considered Organization “Officers” (aka: “Officers of the Board of Directors,” or “BoD Officers”), or “Employees,” and as such, shall be held to the highest standards of duty to the Organization.

Some responsibilities are imposed by State or Federal law; others are the result of years of court decisions which have imposed various “fiduciary duties” on non-profit Officers and Employees. All Officers and Employees shall abide by all published guidelines, as defined herein these Bylaws and the DAMA International Officers’ Handbook, including the Organization’s Code of Ethics Statement, in order to be considered an Officer or Employee in good standing.

Additionally, the ultimate authority for managing the affairs of the Organization is vested in the BoD. And, because the laws of the State of Delaware and the USA grants Officers such authority, the law also imposes on Officers an obligation of fiduciary duties to act in the best interests of the Organization.

The Delaware State law requires that all Organization Officers, at all times:

1. Act in good faith;
2. Act with the care an ordinary, prudent person in a like position would exercise under similar circumstances; and,
3. Act in a manner reasonably believed to be in the best interests of the Organization.

Section 3.02: Duty of Confidentiality

By nature of their roles, all Officers and Employees of the Organization, whether elected, financially contracted, or otherwise appointed, are expected to have access to data relating to identifiable individuals, data which is commercially sensitive, and/or data which relates to the intellectual property of DAMA International. Any intentional processing of data held by DAMA International, or any of its Officers, Employees, Affiliates, Members, Contractors, Vendors, or any other individual or volunteer, in a manner which breaches any defined policies or procedures of DAMA International, or which breaches relevant data privacy laws, shall be considered a serious breach of the duties of said Officer or Employee.

Officers and Employees shall not discuss or disclose information about the Organization, including, but not limited to other Officers or Staff, Employees, Members, Affiliates, or activities to any person or entity unless such information is: 1. already a matter of public knowledge; 2. such person or entity has a legal need to know; or, 3. the disclosure of such information is in furtherance of the Organization’s purpose and can reasonably be expected to benefit the Organization.

Each Officer and Employee shall be required to read, sign annually, and follow all Organization confidentiality and non-disclosure agreements, as well as the Organization’s Code of Ethics Statement, as a condition of service and to remain in good standing, as described in the DAMA International Officers’ Handbook.
Section 3.03: Duty of Disclosure

All Officers and Employees of the Organization, as defined herein these Bylaws, must disclose any real, potential and/or perceived conflict of interest upon initially submitting their candidacy for nomination for any position, whether elected, financially contracted, or otherwise appointed, as well as when initially taking office, renewing any office, and whenever the situation arises in the course of day-to-day activities of the Organization.

Any real, potential and/or perceived conflict of interest not disclosed and found to have, or potentially have influenced, or to be, or potentially be influencing, any DAMA International Officer or Employee, including Officers and Employees of DAMA Chapter Affiliates, said Officer or Employee shall be immediately suspended and subjected to investigation by the PEG in order to determine if there is a true conflict of interest, and if so, how to resolve it. Violations shall be determined by the PEG with consequences sanctioned by the ExCo, and then voted for resolution by the BoD.

Any Officer or Employee, regardless of position, voting privileges, seniority, or longevity with the Organization, found to be in conflict of these Bylaws, the DAMA International Officers’ Handbook, the Code of Ethics, or any other policies, rules and/or regulations as defined and published in any document of the Organization, can be terminated and permanently banned from serving any DAMA International or DAMA Chapter Affiliate Officer or Employee position in the future.

Governing and adjudicating the Organization’s own Officers’ and Employees’ conflicts of interest is not only necessary for the health and welfare of the Organization, but is also required of DAMA International by the Non-Profit Corporation Act of the State of Delaware of the USA.

Section 3.04: Disallowed Relations

Any relation that poses a real or potential conflict of interest must be disclosed by all Officers, Employees, and all candidates for nomination, whether elected, financially contracted, or otherwise appointed, including Past President. At no time shall any candidate for any Officer or Employee position be allowed to be nominated where said candidate has a disallowed conflicting relationship. All Officers (paid and unpaid), as well as all paid Contractors, Consultants, Vendors, and Employees are subject to the same restrictions.

Relationships disallowed by these Bylaws include:

1. **Consanguinity & Affinity:** No first- (parents, children, including in-laws) or second-degree (siblings, grandparents, grandchildren, including in-laws) relations shall be permitted by these Bylaws. Consanguinity (blood) and affinity (marriage / domestic partnership) relations are both restricted to third-degree and above. Additionally, no more than two (2) Officers may serve at any one time who are related by blood and/or by marriage, up to fourth-degree relations. See the DAMA International Officers’ Handbook for a complete description of consanguinity and affinity relations;

2. **Working Relations:** No more than two (2) Officers may serve at any one time who concurrently work and/or volunteer (paid or unpaid) for the same company or organization, including DAMA Chapter Affiliates; and,
3. **Contractor / Vendor Affiliations**: No Officer may have any interest (e.g., ownership, employment, agent or representative) with any Vendors providing services to DAMA International or any of its Affiliates. (Examples of Vendor include, but are not limited to: conference management providers, administrative services providers, publishers of DAMA materials, Internet and other information suppliers, and office goods suppliers. Examples of organizations not considered Vendors under this policy include, but are not limited to: organizations that provide products and services directly to DAMA members and their employers, conference and other event sponsors, and, grantors to the DAMA Foundation.)

**Section 3.05: Elected Officers of the Board**

**Terms of Office**

The authorized number of elected, unpaid, Officers / Directors of the Board shall be nine (9), until changed by a duly adopted amendment to the Articles of Incorporation and by amendment to these Bylaws, adopted by a three-fourths (3/4) majority of the then-current voting-eligible Officers.

Following is the ordered list of all elected, voting Officers of DAMA International:

1. President / Chairperson of the BoD
2. Vice President Business Operations / President Pro Tempore
3. Vice President Chapter Services / Presidents’ Committee Chairperson
4. Vice President Conference Services / Conference Chairperson
5. Vice President Marketing & Communications Services
6. Vice President Member Services
7. Vice President Professional Development Services
8. Vice President Publishing & Editorial Services
9. Vice President Technology Operations

All elected Officers are expected to serve a minimum of one (1) two-year term, and may be re-elected, to not more than three (3) consecutive two-year terms for any single office. After serving three (3) consecutive terms, totaling not more than six (6) years’ service in a single office, the elected Officer is required to vacate said position for a minimum of one (1) two-year “bye” term; however, if qualified, may be immediately nominated for another Officer position within the Organization. At the end of the two-year “bye” term, the same individual may, if qualified, be re-elected for up to an additional three (3) consecutive two-year terms into the previously position held elected office, as long as their status remains in good standing.

**President / Board of Directors Chairperson**

The President, who is also the Chairperson of the Board of Directors and the Executive Council, is responsible for managing and providing leadership and direction for the Organization in general, and bears the final accountability for the continued health and wellbeing of the Organization, including its Officers, Employees, Contractors, Affiliates, and Members. As such, the President shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the BoD, while reporting directly to the BoD.
It shall also be the President’s responsibility to recommend all hires, appointments, and terminations, for Officer and Employee positions, as well as for Affiliate organizations, with the support of the PEG and the ExCo, to the BoD for ratification, as described in the DAMA International Officers’ Handbook.

As Chairperson, the President maintains tie-vote-only privileges in all meeting roll-call and all electronic ballot voting, for both the BoD and ExCo, and must maintain availability to serve as an Advisor-only for all Committees. The President shall not sit as Chairperson for any Committee. During their tenure, the President is ineligible to concurrently hold any other DAMA International position or any DAMA Chapter Affiliate position, voting or non-voting, paid or unpaid.

Vice President Business Operations / President Pro Tempore

The Vice President of Business Operations, who is also the President Pro Tempore of the Board of Directors and the Executive Council, is responsible for maintaining the Organization’s administrative and business operations, as well as all legal records, as required by the laws of the State of Delaware and the Federal government of the USA.

The VP of Business Operations is also responsible for assisting and supporting the President with managing the Board of Directors, the Executive Council, all elected and financially contracted Officers and Employees, and all other appointed Officers and Advisors of the Organization. As such, the VP of Business Operations shall be empowered to act, speak for, or otherwise represent the Organization as defined herein, while reporting directly to the President.

The VP of Business Operations shall maintain full voting privileges in all roll-call and electronic ballot voting for both the BoD and the ExCo, except in the case when the President is absent, disabled, or refuses to act, at which time the VP of Business Operations shall assume and be vested with the duties of the President, as President Pro Tempore, and exercise such other duties as prescribed by the BoD.

During their tenure, the VP of Business Operations is eligible to concurrently hold any non-voting, unpaid position within either DAMA International and/or any DAMA Chapter Affiliate, so long as there are no conflicts of interest and the relationship is disclosed; during their tenure, anyone holding this Office is ineligible to concurrently hold any other voting or paid position within either DAMA International or any DAMA Chapter Affiliate.

Regular Vice Presidents (VPs)

In addition to the VP of Business Operations, DAMA International shall accommodate seven (7) Regular Vice-Presidential Officers, who shall be responsible for managing all aspects of their respective Offices, as defined herein these Bylaws, the DAMA International Officers’ Handbook, and all other published guidelines of the Organization. As such, all Regular VP’s shall be empowered to act, speak for, or otherwise represent the Organization, as defined herein, while reporting directly to the President.

As elected Directors of the Board, all Regular VPs in good standing shall have full voting privileges in all BoD roll-call and electronic ballot votes, and shall attend ExCo meetings as a Director, with voting privileges, if so appointed and invited.
The seven (7) Regular Vice President Officers of the Organization shall include:

1. **Vice President Chapter Services / Presidents’ Committee Chairperson**: Responsible for being the primary liaison between the Organization and all of its Chapter Affiliates, providing communication, tracking, and support;

2. **Vice President Conference Services / Conference Chairperson**: Responsible for providing the Organization with conference and symposia planning services and support;

3. **Vice President Marketing & Communications Services**: Responsible for managing all aspects of DAMA International’s online and print marketing and communications support;

4. **Vice President Member Services**: Responsible for managing all aspects of DAMA International’s Central Membership, including monitoring and managing all membership services and benefits;

5. **Vice President Professional Development Services**: Responsible for managing the development of all proprietary training and certification materials, as well as the evaluation of all education partners;

6. **Vice President Publishing & Editorial Services**: Responsible for managing all publishing and editorial phases for all DAMA International professional publications; and,

7. **Vice President Technology Operations**: Responsible for managing all aspects of DAMA International’s online technology services and support.

During their tenure, Regular VPs are eligible to concurrently hold any other non-voting and/or unpaid position within DAMA International, and/or any unpaid and/or voting or non-voting position, with any DAMA Chapter Affiliate, so long as there are no conflicts of interest and the relationship is disclosed.

Additionally, no more than a total of two (2) voting positions between DAMA International and DAMA Chapter Affiliate positions may be concurrently held by any Regular VP; DAMA Chapter Affiliate Membership-level voting does not apply. However, DAMA Chapter Affiliate Presidents are automatically considered “voting” officers, regardless of their Chapter-level voting privileges.

### Section 3.06: Financially Contracted Staff Officers of the Board

**Terms of Office**

Each financially contracted Staff Officer, as defined herein, shall be expected to serve a minimum term of one (1) Administrative Year, and may be re-affirmed annually by the BoD, if they continue to remain qualified and serve in good standing, with no limit to the number of consecutive terms hired to a single office.

DAMA International shall accommodate three (3) financially contracted, non-voting Staff Officers of the BoD, whose primarily responsibilities are to assist the BoD and the ExCo, while reporting directly to the President, as described in the *DAMA International Officers’ Handbook.*

During their tenure, all financially contracted Staff Officers are ineligible to concurrently hold any other DAMA International position or any DAMA Chapter Affiliate position, voting or non-voting, paid or unpaid.
Staff Officers

The three (3) financially contracted Staff Officers of the Board shall include:

1. **Executive Director / Nominations Committee Chairperson**: Responsible for assisting the BoD and ExCo with managing all day-to-day activities;
2. **Secretariat / Registrar**: Responsible for scribing and maintaining the official record keeping activities of the Organization, as well as keeping and using the official Organization seal; and,
3. **Treasurer / Accountant**: Responsible for maintaining the Organization’s financial records, including the accounting for all revenues, assets, liabilities, dues, and disbursement of all funds, in a responsible and controlled manner.

Section 3.07: Appointed Officers & Advisors to the Board

Terms of Office

Each appointed Officer, shall be expected to serve a minimum of one (1) Administrative Year, and may be re-affirmed annually by the BoD, if they continue to remain qualified and serve in good standing, with no limit to the number of consecutive terms in a single office.

Privacy, Ethics & Governance (PEG) Committee Officers

DAMA International shall accommodate three (3) non-voting, unpaid, Ex Officio Directors, who shall serve as ethics and parliamentary Advisors to the BoD and the ExCo. When necessary, and as directed by the ExCo, the PEG Officers shall convene in Committee to conduct investigations and develop recommendations pertaining to questions of ethics and parliamentary procedures, changes to existing policy, and any transgressions thereof, as defined herein these Bylaws, the *DAMA International Officers’ Handbook, Robert’s Rules of Order Newly Revised 11th Edition*, and all other published guidelines of the Organization.

The three (3) PEG Officers of the Organization shall include:

1. **Privacy Officer**: Responsible for providing information and data privacy leadership and direction;
2. **Ethics Officer**: Responsible for providing ethical leadership and direction; and,
3. **Governance Officer**: Responsible for providing parliamentary and governance leadership and direction.

During their tenure, all three (3) PEG Officers are eligible to concurrently hold any non-voting, unpaid position within either DAMA International and/or any DAMA Chapter Affiliate, so long as there are no conflicts of interest and the relationship is disclosed; during their tenure, anyone holding any of the three (3) PEG Offices is ineligible to concurrently hold any voting or paid position within either DAMA International or any DAMA Chapter Affiliate.

Additionally, at the beginning of each Administrative Year, the President, with the support of the ExCo, and approval of the BoD, shall appoint one PEG Officer to sit as Chairperson for the remainder of that Administrative Year, with no limit on the number of consecutive reaffirmations.
Directors at Large / Ex Officio Directors

DAMA International may have, at any given time, a maximum of three (3) temporarily appointed non-voting, unpaid, Ex Officio Directors at Large, for the purpose of fulfilling a specific duty or set of duties. The appointment of any Director at Large shall conclude at the end of the Administrative Year in which they were appointed. However, the BoD has the authority to reaffirm the same individual into the same position, at their discretion and at the recommendation of the President, at the beginning of the next Administrative Year, with no limit to the number of consecutive reaffirmations.

Ex Officio Directors at Large are eligible to concurrently hold any other voting or non-voting position within DAMA International, and/or DAMA Chapter Affiliate, so long as there are no conflicts of interest and the relationship is disclosed; no more than a total of two (2) voting positions between DAMA International and DAMA Chapter Affiliate positions may be concurrently held by anyone holding this office. Directors at Large are ineligible to concurrently hold any paid position within DAMA International and/or DAMA Chapter Affiliate. Directors at Large shall operate at the discretion of and shall report to the BoD.

Regional Advisors at Large / Advisors for Life

DAMA International may have, at any given time, a maximum of three (3) appointed non-voting, unpaid, Regional Advisors at Large, and any number of concurrent Advisors for Life. Advisors at Large and Advisors for Life are responsible for providing advisory leadership and guidance to the President and all Organization Officers, in general, while reporting to the BoD.

The appointment of any Advisor at Large shall conclude at the end of the Administrative Year in which they were appointed. However, the BoD has the authority to reaffirm the same individual into the same position, at their discretion and at the recommendation of the President, at the beginning of the next Administrative Year, with no limit to the number of reaffirmations.

Regional Advisors at Large shall include one (1) each from: Asia / Australia / Antarctica; Africa / Europe; and, North / South Americas.

After serving a minimum of five (5) years, not necessarily consecutive, Advisors at Large are eligible to be nominated for appointment to serve as an Advisor for Life, and upon successful affirmation, shall hold this position as long as they continue to operate in good standing, without the need for future reaffirmation. Each President may appoint a maximum of one (1) Advisor for Life, regardless of number of Presidential terms or years served.

During their tenure, Advisors at Large and Advisors for Life are ineligible to concurrently hold any other DAMA International position or any DAMA Chapter Affiliate position, voting or non-voting, paid or unpaid, and shall remain available to serve as an Advisor-only to the BoD, the ExCo, and any Organization Committee, as directed by the President.

Past President / Advisor to the President

The President automatically assumes the Office of Past President at the end of their term, and is responsible for serving a maximum of one (1) Administrative Year as a non-voting, unpaid transitional Advisor to the President, providing they continue to serve in good standing.
During their tenure, the Past President shall continue to be ineligible to concurrently hold any other DAMA International position or any DAMA Chapter Affiliate position, voting or non-voting, paid or unpaid, and shall also continue to remain available to serve as an Advisor-only to any Organization Committee, as directed by the succeeding President.

After completing one (1) full Administrative Year as an Advisor to the President, the Past President automatically steps down, and at that time, is again eligible to be elected, financially contracted, or otherwise appointed to another Officer or Employee position, except that of President, if otherwise qualified. Any Past President may run, again, for President, if qualified and after the successful completion of at least one (1) two-year “bye” term for any other elected Vice President position within the past four (4) years.

**Section 3.08: Minimum Officers Required**

In order to maintain operations, the Organization shall be required to retain at all times a minimum of seven (7) Officers, including: one (1) President; one (1) VP of Business Operations; two (2) additional Regular Vice Presidents; one (1) Ex Officio PEG Officer; one (1) Secretariat; and, one (1) Treasurer / Accountant.

**Section 3.09: Paid Employees of the Organization**

In addition to paid and unpaid Officers, DAMA International may, at its discretion, hire administrative or other paid Employees, as needed; however, said Employees shall not be considered Officers of the Organization, and shall be managed by the President, based on applicable State and Federal laws, and as described in the *DAMA International Officers’ Handbook*.

During their tenure, all paid Employees are ineligible to concurrently hold any other DAMA International position or any DAMA Chapter Affiliate position, voting or non-voting, paid or unpaid.

**Article IV. OFFICER RESIGNATIONS, TERMINATIONS & VACANCIES**

**Section 4.01: Officer Resignations**

Any Officer, whether elected, financially contracted, or otherwise appointed, may resign upon giving written notice to either the President, the Vice President of Business Operations, or any of the three (3) PEG Officers. Any such resignation shall be effective immediately, unless the notice specifies a later time for the effectiveness of the resignation. Acceptance of such resignation shall not be necessary to make it effective. All resignations must be forwarded, in writing, to the President within twenty-four (24) hours of receipt, who will, in turn, notify all Organization Officers, in writing, within twenty-four (24) hours of receipt.

Additionally, unless the Attorney General of Delaware is first notified, no Officer may resign when the Organization would then be left without the minimum required set of Officers in charge of its affairs, as defined herein these Bylaws.
Section 4.02: Officer Terminations

As a legal entity registered with, and governed by the Non-Profit Corporation Act of the State of Delaware, DAMA International has the legal obligation and ultimate right to make and enforce its own rules, and to require that its Officers, and those of its Chapter Affiliates, refrain from conduct injurious to the Organization or its purposes. At no time shall it be acceptable for any Officer, or Chapter Affiliate Officer, voting or non-voting, paid or unpaid, to injure the good name of the Organization, disturb its well-being, or hamper it in its work.

Any Officer, elected, financially contracted, or otherwise appointed, including the President, may be removed at any time by any duly constituted anonymous electronic ballot vote of the BoD, where there is an affirmative vote of three-fourths (3/4) majority of voting-eligible Officers then in office (except the Officer in question, if they are a voting Officer), if it is so judged to be in the best interest of the Organization.

Immediately upon closure of the ballot, the vote shall be confirmed by both the Secretariat and the Executive Director. The Executive Director shall immediately notify the President, or the Vice President of Business Operations in the event of the removal of the President, who shall be responsible for notifying the BoD and the Officer in question in writing. Written notification shall be made to the Officer in question, as well as all Officers of the BoD, within twenty-four (24) hours after the closure of the ballot.

Section 4.03: Officer Vacancies

Vacancies for any Officer position, elected, financially contracted, or otherwise appointed, as defined herein these Bylaws, regardless of position, title, and/or voting privileges, shall automatically exist at the occurrence of any of the following conditions, and shall be noted in the Minutes of the next BoD meeting:

1. The death, voluntary resignation, or involuntary termination of an Officer;
2. An increase in the authorized number of Officers;
3. The failure to fill authorized number of Officers during elections, appointments, or hires;
4. The declaration by resolution of the BoD of a vacancy in the office of an Officer who has been:
   a. declared of unsound mind by a final order of court;
   b. convicted of a felony; and/or,
   c. found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for an Officer; or,
5. The Officer has been found, within any given Administrative Year, absent from:
   a. a total of four (4) BoD or ExCo meetings, either remote and/or in-person, with or without notice of apology;
   b. three (3) consecutive BoD or ExCo meetings, with or without notice of apology;
   c. two (2) consecutive BoD or Exco meetings without notice of apology; or,
   d. the minimum required meetings, as assigned to that Office and/or Officer, and as defined in these Bylaws and the DAMA International Officers’ Handbook.
Article V. OFFICER NOMINATIONS, ELECTIONS & APPOINTMENTS

Section 5.01: Elections Schedule

The Nominations Committee, as defined herein these Bylaws, shall maintain a two-year rolling *Elections Schedule*, to be published with the DAMA International Administrative Calendar and within the *DAMA International Officers’ Handbook*, with any changes published and disseminated to all Officers at least thirty (30) days prior to any Call for Nominations.

Regular elections for the Organization shall take place annually, with nomination candidate submissions accepted no earlier than April 1st of each Administrative Year, with interim appointments for elected positions occurring as needed, as allowed by these Bylaws, and as outlined in the *DAMA International Officers’ Handbook*.

Elections shall take place during the month of May, each Administrative Year, by anonymous electronic ballot and shall be managed by the Nominations Committee, as described in the *DAMA International Officers’ Handbook*.

The office positions shall follow a staggered Annual Elections as follows:

<table>
<thead>
<tr>
<th>Odd Year Elections (Term begins June 1 of Even Years)</th>
<th>Even Year Elections (Term begins June 1 of Odd Years)</th>
</tr>
</thead>
<tbody>
<tr>
<td>• VP Business Operations</td>
<td>• VP Member Services</td>
</tr>
<tr>
<td>• VP Chapter Services</td>
<td>• VP Professional Development Services</td>
</tr>
<tr>
<td>• VP Conference Services</td>
<td>• VP Publishing &amp; Editorial Services</td>
</tr>
<tr>
<td>• VP Marketing / Communications Services</td>
<td>• VP Technology Services</td>
</tr>
<tr>
<td></td>
<td>• President</td>
</tr>
</tbody>
</table>

Candidates accepted as Officer nominees shall select and run for no more than one (1) Officer position at a time during any given election. Any elected Officer positions not filled during the regular Annual Elections may be filled via subsequent appointment.

Section 5.02: Election by Electronic Ballot

All elections shall take place via an anonymous electronic ballot system, with specific dates and system to be used, as determined by the BoD. Specific processes and procedures outlining all election conditions, policies and system to be used, shall be described in the *DAMA International Officers’ Handbook*.

During all elections, the Secretariat shall be responsible for providing an Elections Results Report, with the Executive Director seconding the count as witness, to the ExCo immediately upon closure of the ballot. The President shall then notify all Officers and nominees of the elections results, in writing, no more than twenty-four (24) hours after the closure of the ballot, with winners required to provide written acceptance within forty-eight (48) hours after written notification has been given.
All Officers newly elected during the Annual Elections shall begin service starting no earlier than June 1st of the year in which they have been elected. Any incumbent Officer leaving a specific office shall not vacate their duties or office until the official Administrative Turnover date, which shall be determined by a vote of the BoD, but no later than June 30th of each new Administrative Year.

**Section 5.03: Officer Nomination Prerequisites & Qualifications**

In order to qualify as a nominee for any elected, financially contracted, or otherwise appointed Officer position, candidates must comply with all prerequisites and qualifications as described herein these Bylaws and the *DAMA International Officers’ Handbook*, including being a current DAMA Central Member in good standing. All Officers, new and incumbent, shall also be required to complete and sign all required paperwork, including, but not limited to, the Organization’s Code of Ethics, or forfeit their office. No new Officer shall be given access to any DAMA International material or intellectual property until after said documents are appropriately signed, nor before the official annual Administrative Turnover Date, as determined and published by the BoD.

All nominees must also show they have the necessary skill set for the desired office, as well as all other minimum qualifications, as outlined in the *DAMA International Officers’ Handbook*, including being willing and able, with written permission from their current employer, to serve the minimum term of their desired office. All nominees must also have proven experience formerly serving as an officer for at least one other non-profit Board of Directors similar to DAMA International, preferably a DAMA Chapter Affiliate, in the same or similar capacity in which they are seeking nomination.

Further, while paid Staff Officers (and Employees) shall be monetarily compensated, as per current policy and as approved by the BoD, all prospective volunteer Officers must be prepared to make a serious commitment in time, energy and money. They must have technological access and be capable of maintaining proper attendance at all Organization meetings, including the two (2) required semi-annual international in-person meetings, with expenses covered by either themselves, their employer, their DAMA Chapter Affiliate, or as approved by DAMA International. Although the Organization shall make every effort, there is no guarantee that any expenses shall be covered for any elected or appointed Officer of the Organization.

**Special Prerequisites**

In addition to all other requirements described herein these Bylaws and the *DAMA International Officers’ Handbook*, it shall be required that:

1. **President / Chairperson of the BoD**: Any nominee for President, except the incumbent, must have previously completed serving a minimum of one (1) two-year term as an elected Vice President of the DAMA International BoD, in good standing, within the past four (4) years;

2. **Vice President Chapter Services**: Any nominee for VP of Chapter Services must have previously served, in good standing, a minimum of one (1) full year as President of any DAMA Chapter affiliate, also in good standing, within the past four (4) years;
3. **PEG Committee Officer**: Any nominee for any of the three (3) PEG Committee Officer positions must have proven knowledge and experience in either: information and data privacy, protection and security practices; non-profit ethics; and/or, governance and parliamentary procedures. All nominees must also be familiar with conducting and leading related investigations of a confidential and sensitive nature; and,

4. **Treasurer / Accountant**: Any nominee for Treasurer must have proven knowledge and experience in the financial practices of the United States of America, including financial record keeping practices and tax filings for non-profit organizations.

**Section 5.04: Mid-Term Vacancies & Interim Appointments**

Any office, whether elected, financially contracted, or otherwise appointed may, if vacant, be filled by interim appointment, as determined by an anonymous electronic ballot vote with an affirmative vote of no less than three-fourths (3/4) majority of all voting-eligible Officers then in office, and where a quorum is present.

Any individual filling a mid-term vacancy for a two-year elected office shall hold said position for the remainder of the two-year term, and until the regularly scheduled Annual Election for Board of Directors occurs for said position. If the individual appointed to fill the vacant position serves for at least one (1) full Administrative Year (i.e. 12 full months), they will be considered to have served a full two-year term of office, for term of office purposes. If the individual appointed to fill the vacant position serves for less than twelve (12) full months, they will be considered to have not served at all, for term of office purposes.

If there is a vacant position and no qualified nominees, a candidate may be appointed to fulfill the duties of a particular office as a non-voting Director at Large, allowing the individual to gain valuable experience and potentially qualify in the future. If an individual has served the maximum number of term limits and there is no one to take over the office, including President, with the Board of Directors’ approval and three-fourths (3/4) majority of voting officers, the incumbent may continue to hold the office until such time as a replacement can be found; the office may also be allowed to remain vacant. Such extensions must be affirmed and reaffirmed via electronic ballot at the beginning of each Administrative Year.

**Article VI. COMMITTEES**

**Section 6.01: Standing & Temporary Committees**

DAMA International shall be allowed to create and maintain both Standing and Temporary Committees of the BoD and the ExCo for the purposes of conducting business of an ongoing and/or specific nature and time period.

Standing Committees shall be created or dissolved by an affirmative three-fourths (3/4) majority vote of all voting-eligible Officers.

Temporary Committees shall be created by an affirmative majority vote of all voting-eligible Officers, and where a quorum is present. All Temporary Committees shall automatically dissolve at the end of the current Administrative Year in which they were created, unless dissolved sooner, or reaffirmed to continue at the beginning of the next Administrative Year. Any Temporary Committee not reaffirmed shall be automatically disbanded.
The Organization may adopt rules as needed for the governance of any Committee as long as such rules do not conflict with these Bylaws. Policies and procedures of all Standing and Temporary Committees shall be maintained in the *DAMA International Officers’ Handbook*.

### Committee Chairpersons & Members

Except as otherwise described herein these Bylaws, the President may appoint Chairpersons to Committees, as needed, with the support of the ExCo and the PEG, and ratified by the BoD, with a majority vote. All Organization Committees shall consist of a minimum of three (3) voting members, including the Chair, two (2) of whom must be Organization Officers, voting or non-voting, paid or unpaid, as identified in these Bylaws, except any Officer position designated as Advisor-only to Committees, including, but not limited to, President and Past President. Only an eligible Organization Officer, as described herein these Bylaws, may Chair a Committee. It is expected that all elected Officers shall be available to Chair any Committees related to their office; however, any eligible Officer may be called upon to Chair any Committee, except those designated as Committee Advisor-only. Additionally, only PEG Officers are allowed to Chair PEG Committees and/or investigations, and may participate in any other Committee business as Advisors-only, and as directed by the ExCo.

### Committee Powers

At its discretion, the BoD may grant any Temporary or Standing Committee the ability to exercise authority of the BoD, as allowed by these Bylaws and the law, and if so granted, may only consist of BoD Officers, elected, financially contracted, or otherwise appointed. If non-Officers exist on any Committee subsequently granted any authority of the BoD after its formation, all non-Officer Committee members must resign their Committee position, or else the Committee is ineligible to be granted said authority. Any Employee temporarily designated to scribe Meeting Minutes in the absence of the Secretariat is exempt from this requirement. Unless otherwise authorized by the DAMA International BoD, no Committee shall compel the Organization in a contract or agreement, verbally or in writing, or expend Organization funds.

### Section 6.02: Nominations Committee

DAMA International shall maintain a Standing Committee for the purpose of managing nominations for all Officer elections and appointments, the hiring of all financially contracted Staff Officers and Employees, and all Administrative Year-end Awards. The Nominations Committee shall be Chaired by the Executive Director, and shall also include the Secretariat, as official Record Keeper, as well as the three PEG Officers, who shall be responsible for all verification duties. Additional members may be appointed to the Nominations Committee by the BoD; however, no one may participate in any Nominations Committee actions relating to their own election, appointment, hiring, or award. Additional responsibilities, duties, policies and procedures of this Committee shall be maintained in the *DAMA International Officers’ Handbook*.
Section 6.03: Presidents’ Committee (PC)

The Presidents’ Committee shall be maintained as a Standing Committee in order to liaise and maintain an open relationship with all DAMA Chapter Affiliates Presidents and their respective Boards of Directors, and is meant to help support the advancement of DAMA International as a global organization. As such, the PC shall be made up of all current Presidents in good standing, from all DAMA Chapter Affiliates in good standing, with the DAMA International Vice President of Chapter Services serving as the PC Chairperson.

Additionally, the PC shall include the following five (5) DAMA International Officers as Ex Officio Advisors: 1. President; 2. Vice President Business Operations; 3. Privacy Officer; 4. Ethics Officer; and, 5. Governance Officer. The Secretariat shall also maintain an official role on the PC as Organization Registrar.

Due to the nature of this Committee, neither the Chairperson, its members, nor any Advisors have any voting or decision-making authority. Additional responsibilities, duties, policies and procedures of this Committee shall be maintained in the DAMA International Officers’ Handbook.

Section 6.04: Privacy, Ethics & Governance Committee (PEG)

DAMA International shall maintain the Privacy, Ethics and Governance Committee as a Standing Committee, which shall operate as an oversight and advisory Committee for all Organization Officers, with specific emphasis on the interpretation of ethics, governance, parliamentary authority, information and data privacy, and other related Organization policies and procedures.

The PEG Committee shall be responsible for investigating, as directed by the ExCo, all inquiries of potential and/or perceived conflicts of interest and compliance, including verifying concerns about being in good standing within DAMA International, its Chapter Affiliates, and any related entities, as defined herein these Bylaws, as well as for, elections, appointments, hires, terminations, and all Affiliation Agreements.

Also, and as directed by the ExCo, the PEG has the authority to investigate and recommend the removal of Officers, Advisors, and Employees from DAMA International, as well as those from DAMA Chapter Affiliates, due to ethical conflicts, conflicts of interest, and/or other conflicts with any policies, procedures, regulations and/or State or Federal laws of the USA, as they pertain to DAMA International. Additional responsibilities, duties, policies and procedures of this Committee shall be maintained in the DAMA International Officers’ Handbook.

The PEG shall include the following three (3) annually appointed Officers: 1. Privacy Officer; 2. Ethics Officer; and, 3. Governance Officer. The Secretariat shall also maintain an official role on the PEG as Organization Registrar.

Article VII. VOTING

Section 7.01: Proxy Voting

No proxy voting shall be allowed during any remote or in-person meeting of the Organization, or in any electronic ballot voting. In-person meetings may be attended by an Officer via electronic means, in order to exercise their own voting privileges; however, Officers may not designate a substitute person, or proxy, to cast their votes. All voting must be done personally, by the Officer designated to do so.
Section 7.02: Quorum

Both the BoD and the ExCo shall be required to maintain a quorum for purposes of transacting meeting business, including meeting roll-call and electronic ballot voting, which shall be calculated as the majority (more than half) of voting-eligible Officers then in office and in good standing, including the President. (Note: Financially contracted or otherwise appointed Officers may have voting privileges in Committees, as allowed herein these Bylaws, and if so, shall be counted in the quorum for those meetings and votes only.)

If there is an absence of a quorum, any business transacted is null and void, except that the meeting shall be called to order, declared as having been convened and attended by all Officers present, and then immediately adjourned, and shall so reflect in the Meeting Minutes.

Any meeting that loses its quorum after starting, shall be immediately adjourned with no further business or voting allowed to be conducted.

Section 7.03: Simple Majority Voting

The act of a simple majority of the members present at any BoD, ExCo, or Committee meeting at which a quorum is present shall be the act of the group, unless the act of a greater number is required by law or these the Bylaws. Any vote, roll-call or electronic, that does not attain at least a quorum of voting Officers participating, shall be consider invalid.

No action requiring more than a simple majority shall be allowed to be voted on during any remote meeting of the Organization, except where allowed by these Bylaws.

Section 7.04: Electronic Ballot Voting

While simple majority votes may be conducted via electronic ballot, all actions requiring greater than a simple majority must be conducted via either electronic ballot voting, or during any official in-person meeting where a quorum is physically present (i.e. not calling in via electronic means).

Votes requiring electronic ballot include, but are not limited to: elections, appointments, terminations, and awards; creating or dissolving any Standing Committee; and, adopting, amending, suspending, or repealing any Officer position, the Articles of Incorporation, or any Bylaws of the Organization.

All electronic ballot votes must be initiated by the President, or a minimum of three (3) other elected Officers, and must be accompanied by a written explanation of the action being proposed, which shall be sent to all Officers, in good standing, at least five (5) days before the close of the ballot. Electronic ballot votes conducted during the course of either of the two (2) BoD semi-annual in-person meetings are exempt from the five-day rule; all other voting rules still apply.

All electronic ballot votes must attain a quorum of participating Officers to be considered valid, and are monitored by the Executive Director, and tallied and reported by the Secretariat.
Article VIII. MEETINGS & MINUTES

Section 8.01: Schedule of Meetings

The Organization’s Schedule of Meetings shall be set by the BoD no later than July 1 each Administrative Year, and published with the official DAMA International Administrative Calendar.

Section 8.02: Organization Meetings

Telecommunications

Except for those meetings required to be in-person, as defined herein these Bylaws, all Organization meetings may be conducted via conference call, teleconference, or other electronic means, as permitted by law, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting.

Votes and other decisions of the members of any electronic meeting shall have the same force and effect as votes at a meeting at which the Officers are physically congregated.

Regular Meetings

All Regular Meetings of the BoD and ExCo, are called by the President at a time and place as shall be determined by a resolution passed by a majority of the BoD or the ExCo, and designated in a notice or waiver of notice of the meeting.

Special Meetings

Special Meetings of the BoD or ExCo may be called by or at the request of the President, or any three (3) Officers, two (2) of whom must be elected. The person or persons authorized to call Special Meetings may fix the time and location, and requires a minimum of five (5) days’ notice to all Officers, and may be conducted via conference call or in person.

Semi-Annual In-Person Meetings

The Organization shall conduct two (2) Semi-Annual In-Person Meetings at a time and place as shall be determined by a resolution passed by a majority of the BoD and designated in a notice or waiver of notice of the meeting. Those Officers unable to attend these two (2) required in-person meetings, may participate and vote, if eligible, via electronic means, provided that a quorum is already attained from those Officers attending in person; however, said Officer shall still be counted as not having attended the in-person meeting, and it shall so reflect in the proceedings of the meeting.

Committee Meetings

Any Committee Meetings of the Organization, Temporary or Standing, may be called by or at the request of the Committee Chairperson, or the President. The person or persons authorized to call Committee Meetings may fix the time and location, and requires a minimum of five (5) days’ notice to all associated Officers and members of the Committee.
Annual Central Membership Meeting

A Central Membership meeting shall be held once each Administrative Year at such date, time and place as shall be determined by a resolution passed by a majority of the BoD and designated in a notice or waiver of notice of the meeting. Notice of the Annual Central Membership meeting shall be sent to each member by either U.S. Mail, overnight courier, facsimile, electronic mail, or other mode of written transmittal, not less than ten (10) days before, nor more than sixty (60) days before the time set for such meeting, and must include the time, date, and place of such meeting, as per law of the State of Delaware.

The BoD may, but is under no obligation to, provide electronic means by which Central Members may attend said meeting via conference call, teleconference, or other electronic means, as permitted by law.

Section 8.03: Meeting Attendance

All Officers are required to attend a minimum of 75% of all assigned meetings, including at least one (1) of the two (2) Semi-Annual In-Person Meetings. If unable to attend a meeting, Officers are required to give notice of apology at least twenty-four (24) hours in advance of meeting, or be considered to have missed said meeting without notice of apology. Additionally, any Officer leaving a meeting without attending at least 75% of that meeting, shall be considered to not have attended said meeting, and any votes cast by said Officer during their attendance will be considered invalid, except as otherwise allowed herein these Bylaws.

Section 8.04: Action Without a Meeting

Any action required or permitted to be taken by the BoD or ExCo may be taken without a meeting, if all voting-eligible Officers and all PEG Officers individually consent in writing to that action. Consent may be given via email, or other recordable means, and such action by written consent shall have the same force and effect as a regular vote of the BoD or ExCo. Votes themselves, however, must be conducted via electronic ballot by all voting-eligible Officers, and with a quorum. All such written consents shall be filed with the Meeting Minutes of the next meeting’s proceedings.

Section 8.05: Meeting Minutes

The Secretariat shall keep, or cause to be kept, at the principal office, or such other place as designated by the BoD, Minutes of all meetings and actions of the Organization. The Secretariat shall be responsible for the recording of all Minutes of each and every meeting of the Organization, including all regular, special, annual, semi-annual, or other meetings, whether electronic or in-person, including those of the BoD and ExCo, as well as all Standing and Temporary Committees. Should the Secretariat be unavailable, the President, or presiding Officer of the meeting, shall designate an individual to temporarily act as the Secretariat at the meeting, during which time they may be required to recuse themselves from other Officer duties and privileges, including voting privileges, in order to accommodate the need for a meeting Record Keeper.

The Secretariat, or the individual designated to act as the Secretariat, shall prepare, record and disseminate the Meeting Minutes to all required Officers in a timely manner and as required in the DAMA International Officers’ Handbook.
All Meeting Minutes shall state: the time and place the meeting was held; whether it was regular or special; if special, how it was called or authorized; the names of all current Officers and their attendance status, including whether with or without apology; an accurate account of all proceedings, actions and votes; the date and time of the next meeting; and, when the meeting was adjourned.

**Article IX. REPORTS**

Deadlines for all required reports shall be determined and published with the Administrative Calendar no later than July 1st each Administrative Year, with any changes published and sent to each Organization Officer, at least thirty (30) days before each report shall be due.

The Organization shall make all required reports available to all Organization Officers, Central Members, and DAMA Chapter Affiliates, as defined by these Bylaws, no later than thirty (30) days after the BoD meeting where they have been presented for review.

The Organization shall also make all reports, audits and other financial reports and documentation available to the Delaware Attorney General and members of the public for inspection no later than thirty (30) days after the BoD meeting where they have been presented for review, and as required and as allowed by law.

In addition to those items listed below, information required to be included in each Organization Report shall be documented in the *DAMA International Officers’ Handbook*.

**Section 9.01: Semi-Annual State of the Organization Reports**

The President, with the assistance of the ExCo, shall be responsible for facilitating the development, preparation, and presentation of each of the Organization’s two (2) Semi-Annual State of Organization reports, to be presented for review and approval at the two (2) in-person BoD meetings, held each Administrative Year.

Each of the two (2) Semi-Annual State of the Organization reports shall include a minimum of:

1. All then-current Officers, including: full name, Organization Officer position(s) and Committee role(s), and other DAMA affiliation(s), if any;
2. Any known current, and/or potential future conflicts of interest;
3. The then-current Semi-Annual State of the Financial Affairs report;
4. All applicable Quarterly Status Reports;
5. An overview of all Standing and Temporary Committee activities and expenses; and,
6. An overview of all projected future activities and expenses of the Organization.

**Section 9.02: Semi-Annual State of Financial Affairs Reports**

The Treasurer / Accountant shall be responsible for facilitating the development, preparation, and presentation of the Organization’s two (2) Semi-Annual State of Financial Affairs reports, which shall also coincide with the two (2) the Semi-Annual State of the Organization reports, and shall be presented for review and approval at the two (2) in-person BoD meetings, held each Administrative Year.
Each of the two (2) Semi-Annual State of Financial Affairs reports shall use generally accepted accounting principles, and be audited by an independent certified public accountant (CPA), or an equivalent, in conformity with generally accepted accounting standards, and shall include, for the then-current Fiscal Year of the Organization, a minimum of:

1. All Officers’ budgetary responsibilities;
2. All Organization assets and liabilities, including trust funds, and all changes thereof;
3. All expenses and disbursements of funds, both general and restricted; and,
4. All information required by the Non-Profit Corporation Act of the State of Delaware concerning self-dealing transactions involving more than $50,000, or indemnifications involving more than $10,000.

**Section 9.03: Quarterly Status Reports**

All Officers and Standing Committee Chairpersons shall be responsible for facilitating the development, preparation, and presentation of four (4) Quarterly Status Reports, which shall also coincide with the two (2) the Semi-Annual State of the Organization reports, to be presented to the BoD for review and approval, each Administrative Year.

Each of the four (4) Quarterly Status Reports shall include a minimum of:

1. All then-currently assigned members, including: full name, Organization Officer position(s) and role(s), and other DAMA affiliation(s), if any;
2. An overview of all business transactions, decisions, and progress;
3. An overview of budgetary and expense dealings;
4. An overview of projected future activities; and,
5. Any new or potential conflicts of interest to be addressed.

**Article X. COMPENSATION & EXPENSES**

**Section 10.01: Elected & Appointed Officers**

Elected and appointed Officers of the Organization are ineligible to receive monetary compensation for their services, as they are expected to serve in a volunteer capacity. They may, however, be compensated for any approved expenses incurred while in the performance of their office, as fixed or determined by resolution of the BoD, and as described in the **DAMA International Officers’ Handbook**.

**Section 10.02: Financially Contracted Staff, Employees & Vendors**

The fees and expenses for all financially contracted Staff Officers, paid administrative / support Employees, Vendors, Consultants, and all other paid Contractors shall be determined and approved by resolution of the BoD, and shall be reviewed and reaffirmed annually, as necessary.

All job descriptions, policies and procedures, and processes shall be described in the **DAMA International Officers’ Handbook**.
**Section 10.03: Loans**

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any Officer, as defined herein, unless approved by the Delaware Attorney General; provided, however, that the Organization may advance money to an Officer for expenses reasonably anticipated to be incurred in the performance of the duties of such Officer, so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

No loans or advances shall be contracted on behalf of the Organization and no other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the BoD. Without the express and specific authorization of the BoD, no Officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

**Article XI. MEMBERS & AFFILIATES**

**Section 11.01: DAMA International Central Membership**

The Organization shall have one (1) class of non-voting Members, known as DAMA International Central Membership. Except as otherwise provided herein, the conditions of membership shall be set forth in the *DAMA International Officers’ Handbook*, and the Members shall be the persons holding membership in accordance with the requirements so stated.

Central Membership fees shall be established by a majority vote of the DAMA International BoD, as recommended by the Exco and the Treasurer of the Organization, are due annually, and are payable per terms documented in the *DAMA International Officers’ Handbook*.

**Section 11.02: DAMA Chapter Affiliates**

The Organization shall have one (1) class of non-voting Chapters, known as DAMA International Chapter Affiliates. Except as otherwise provided herein, the conditions of membership shall be set forth in the *DAMA International Officers’ Handbook*, and the Members shall be non-profit legal entities holding membership in accordance with the requirements so stated.

**Chapter Affiliate Rights & Benefits**

All DAMA Chapter Affiliates in good standing shall be afforded the following rights and benefits, plus all rights and benefits as described in the *DAMA International Officers’ Handbook*:

1. Use of the trademarked names "DAMA" and "DAMA International" and logos in chapter/other affiliate publications and references;
2. Declaration of affiliation with DAMA International, as a chapter, providing networking with other DAMA International affiliates and allied organizations; and,
3. Use of all DAMA International services, including DAMA International website.
Chapter Affiliate Requirements

In order to become and remain a DAMA Chapter Affiliate in good standing, Chapter Affiliates must maintain and provide current, updated and approved copies of Bylaws materially consistent with the Bylaws of DAMA International. DAMA Chapter Affiliate Bylaws or similarly appropriate legal documents must have core elements that recognize affiliation with the DAMA International organization and must meet the following minimum guidelines: (a) chapter is formed as an independent incorporated entity; (b) holds legally recognized non-profit / tax exempt status; and, (c) maintains complete, accurate, and auditable financial records.

In addition to those requirements described herein these Bylaws and all requirement as described in the DAMA International Officers’ Handbook, all DAMA Chapter Affiliates and their Officers must abide by all of the following in order to remain an active Chapter Affiliate in good standing:

1. Maintain a signed Affiliation Agreement with DAMA International;
2. Agree with and adhere to the Mission, Charter and Bylaws of DAMA International, including remaining vendor-independent;
3. Submit to DAMA International the names and relevant contact information of current Chapter Affiliate Officers (to the extent allowed by local privacy laws) by January 31 annually, or within 30 days after being elected, hired, or appointed to office;
4. Sign annually and adhere to the DAMA International Code of Ethics (including all elected, financially contracted, and otherwise appointed individuals who sit on and/or regularly attend BoD meetings, and/or is regularly exposed to BoD’s confidential information and decisions), no later than January 31 annually, or within 30 days after being elected, hired, or appointed to office;
5. Obtain legal incorporation within the Chapter Affiliate’s state, province or other appropriate governmental region;
6. Obtain tax identification number (or local equivalent) from the Chapter Affiliate’s taxing authority (for example, in the United States, chapters should obtain tax-exempt status as a 501(c)(6) organization);
7. Submit to DAMA International all copies of their Articles of Incorporation, Bylaws, and tax-exempt documents;
8. By word and action, promote the positive image of the data management profession;
9. Hold regular meetings for data management education and information sharing purposes;
10. Provide chapter membership counts by standardized category (e.g., individual, group, student, other) (to the extent allowed by local privacy laws) annually by January 31;
11. Participate in DAMA International activities such as co-hosting symposia, submitting award candidates, responding to surveys, and other Chapter Affiliate level communications with DAMA International;
12. Provide financial support to DAMA International in the form of Chapter Affiliation fees in accordance with DAMA International Bylaws annually, and additional donations to help support DAMA International; and,
13. Participate in the President’s Committee, whose purpose is to help support the advancement of DAMA International as a global organization.
Chapter Affiliation Fees

Chapter affiliation fees shall be established by a majority vote of the DAMA International BoD, as recommended by the Exco and the Treasurer of the Organization. Chapter affiliation fees are due annually and are payable per terms documented in the DAMA International Affiliation Fee Invoice and the DAMA International Officers’ Handbook.

DAMA International Responsibilities to Its Chapter Affiliates

DAMA International shall have the following responsibilities to its Chapter Affiliates, including, but are not limited to:

1. Establishment and maintenance of an international professional organization dedicated to:
   (a) the advancement of data management and its practices; (b) education of the practitioners of data management; and, (c) publicity of the goals and objectives of data management to the world at large; and,

2. Assistance to all DAMA International Chapter Affiliates in the areas of: (a) organization and development; (b) financial responsibility; (c) member education through the Organization’s speakers’ bureau; (d) publicity for Chapter Affiliate events; (e) contact with industry leaders; (f) education from the Organization’s annual International symposium.

Section 11.03: DAMA Chapter Membership

All DAMA International Chapter Affiliates shall have one (1) class of Members, voting or non-voting, collectively known as the DAMA International Chapter Membership. Except as otherwise provided herein, the conditions of membership shall be set forth by the individual Chapter Affiliates; however, may not conflict with any Chapter Membership requirements set forth in the DAMA International Officers’ Handbook. All Chapter Members shall be the persons holding membership in accordance with the requirements so stated.

Chapter Membership fees and payment schedules shall be established by a majority vote of the individual Chapter Affiliates’ Boards of Directors.

Section 11.04: Strategic Affiliates

A Strategic Affiliate is an independent non-profit legal entity organization (i.e. not a DAMA Chapter Affiliate), itself chartered or incorporated separate from DAMA International, but with an active Affiliation Agreement, in good standing with the Organization, and with a stated purpose related to data management. A Strategic Affiliate must have an expressed interest to improve service to its own members and the members of DAMA International through an alliance dedicated to the promotion of education and networking of information and data management professionals.
Article XII. INDEMNIFICATION OF DIRECTORS & ADVISORS

Section 12.01: Right to Indemnification

Based on legal and regulatory rules, each person who 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 they are or were, a Director or Officer of the Organization, shall be indemnified and held harmless by the Organization 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 their, executors, and administrators; provided that with respect to proceedings to enforce the right of indemnification, the Organization shall indemnify only if such proceeding was authorized by the BoD of the Organization.

The BoD 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 BoD 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.

Section 12.02: 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.

Section 12.03: Insurance

The Organization may, within the discretion of the BoD, maintain insurance at its expense to protect the Organization Officers.

Article XIII. MAINTENANCE & INSPECTION OF RECORDS

The Organization shall keep at its principal office, the original paper and/or electronic copy of its Articles of Incorporation and Bylaws, as amended to date, as well as copies of the Organization’s Federal tax exemption application and its annual tax returns for three (3) years from their date of filing, which shall be open to public inspection and copying to the extent required by law. The Organization shall also keep adequate and correct books and records of accounts, and written Meeting Minutes of the proceedings of the BoD, ExCo, and all Committees.

Upon leaving office, each Officer, or agent of the Organization shall turn over to their successor, or the President, in good order, such Organization monies, books, records, minutes, lists, documents, contracts, or other property of the Organization as have been in the custody of such Officer, or agent during their tenure. No former Officer, whether elected, financially contracted, or otherwise appointed may be allowed to retain any Organization material or intellectual property, including electronic or print files, after leaving Office, unless said property is legally available for public consumption. Any former Officer found to be harboring any DAMA International material or intellectual property shall be considered in possession of stolen property and subject to the laws thereof.
Additionally, every elected Officer, as well as all PEG Officers, shall have absolute right at any reasonable time to inspect all books, records, and documents of every kind, and the physical assets of the Organization and each of its subsidiary organizations, including the DAMA Foundation and all DAMA Chapter Affiliates. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents, as allowed and required by law.

**AMENDMENTS**

DAMA International Articles of Incorporation and Bylaws, including Officer positions, may be adopted, amended, suspended, or repealed only by a 3/4 majority electronic ballot vote of all elected Officers then in office. Proposed amendments shall be postponed, rejected, or approved for electronic ballot vote, by a simple majority vote at any regular or special BoD meeting, providing that a quorum is present.

Such action is authorized provided that specific notice of the proposed amendment or a summary of the changes to be effected thereby, is given, in writing, by the BoD, and delivered by the Secretariat, to each elected Officer at least five (5) days in advance of any regular or special meeting of the BoD set to discuss such proposed changes, and at least five (5) days in advance of any electronic ballot vote to be cast, unless said ballot vote is set less than five (5) days following the meeting to discuss the vote, in which case, notice shall be provided to all elected Officers from the BoD, and delivered by the Secretariat, the same day as the meeting; no such vote may be cast before discussion has taken place in either a regular or special meeting of the BoD.

Any change to the Articles of Incorporation or the Bylaws that occurs due to a successful three-fourth (3/4) majority electronic ballot vote goes into effect immediately upon its adoption, unless the motion to adopt specifies a time for its going into effect. Designating a time for the motion to go into effect may be done at the BoD meeting with a majority vote of approval.
Article XIV. ADOPTION OF BYLAWS

We, the undersigned, as representatives of the current DAMA International Board of Directors at the time of its adoption, consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding 36 pages, as the Bylaws of this Organization.

ADOPTED AND APPROVED by the Board of Directors on this ?? day of February, 2018.

Sue Geuens: _______________________________  President

Lisa Olinda: ______________________________ ________________________________  Secretariat

Nelson Goucher: ______________________________  Treasurer

Mark Humphries: ______________________________  VP Business Operations

Jan Henderyckx: ______________________________  VP Chapter Services

Missy Wittmann: ______________________________  VP Conference Services

Katherine O’Keefe: ______________________________  VP Professional Development Services

Laura Sebastian-Coleman: ______________________________  VP Publishing & Editorial Services

Tony Mazzarella: ______________________________  VP Technology Operations

Daragh O’Brien: ______________________________  Privacy Officer

Howard Diesel: ______________________________  Ethics Officer

Joy Medved: ______________________________  Parliamentary Authority / Bylaws Author