



**BYLAWS
OF**

**Data Management Association International
(DAMA-I)**

Approved on May 30th, 2020

Version 6.0

www.dama.org

Table of Contents

Table of Contents

Document Control	6
INTRODUCTION	11
ARTICLE 1. OFFICES AND LOCATIONS	12
ARTICLE 2. ORGANIZATIONAL STRUCTURE	12
ARTICLE 3. OFFICERS AND DIRECTORS	12
3.1 General Powers	12
3.2 Officers	12
3.3 Board of Directors	12
3.4 Voting Director Roles and Responsibilities	13
3.4.1 President / Chairman of the Board / CEO	13
3.4.2 Vice President, Operations / Secretary / COO	13
3.4.3 Vice President, Finance / Treasurer / CFO	13
3.5.4 Vice-President, Chapter Services	14
3.4.5 Vice-President, Conference Services	14
3.4.6 Vice-President, Marketing & Communications	14
3.4.7 Vice-President, Member Services	14
3.4.8 Vice-President, Online Services	14
3.4.9 Vice-President, Professional Development	14
3.4.10 Presidents' Council Chair	15
3.5 Non-Voting Positions	15
3.5.1 Governance and Ethics Advisor	15

3.5.2 Past President	15
3.5.3 Assistant Directors	15
3.6 Term	16
3.6.1 Eligibility	16
3.6.2 Limitations	16
3.6.3 Membership	16
3.7 Joining and Leaving the Board	16
3.7.1 Director Election Cycle	17
3.7.2 Nomination Process	17
3.7.3 Voting	17
3.7.4 Election Results	17
3.7.5 Appointments	18
3.7.6 Resignation	18
3.7.7 Removal	18
3.8 Board Meetings	18
3.8.1 Regular Meetings	18
3.8.2 Quorum	18
3.8.3 Manner of Acting	18
3.8.4 Action Without a Meeting	19
3.9 Standing Committees	19
3.9.1 Awards Committee	19
3.9.2 Bylaws Committee	19
3.9.3 Chapter Regional Coordinators	19
3.9.4 Election Committee	19

3.9.5 Ethics Committee	20
3.9.6 Finance Committee	20
3.9.7 Other Committees	20
3.10 Compensation	20
3.11 Indemnification of Directors and Officers	20
3.11.1 Right to Indemnification	20
3.11.2 Non-Exclusivity	21
3.11.3 Insurance	21
ARTICLE 4. PRESIDENTS' COUNCIL	21
4.1 Operations	21
4.2 Board Limitations	21
4.3 Attendance at Meetings	21
ARTICLE 5. BOARD OF ADVISORS	21
5.1 Advisor Appointments	21
5.2 General Responsibilities	22
5.3 Membership	22
5.4 Removal	22
ARTICLE 6. CDMP FELLOWS	22
6.1 Operations	22
6.2 General Responsibilities	22
6.3 Membership	22
ARTICLE 7. MEMBERS	22
7.1 Requirements	23
7.2 Limitations and Exclusions	23

7.3 Concurrent Chapter Memberships	23
7.4 Termination	23
7.5 Annual Meeting	23
7.6 Membership Categories	23
ARTICLE 8. CHAPTERS AND AFFILIATION	23
8.1 Affiliation Agreements	24
8.2 Affiliation Fees	24
8.3 Requirements for Active Status	24
8.4 Participation in Board Elections	24
ARTICLE 9. ADMINISTRATIVE PROVISIONS	24
9.1 Books and Records	24
9.2 Accounting Year	24
9.3 Rules of Procedure	24
ARTICLE 10. AMENDMENTS	25

Document Control

Date	Version	Description	Author
30 May 2020	6.0	<p>Version 6.0 is a complete restructure to meet Washington State Non-profit rules (the location where DAMA-I is currently incorporated). Updates were made to reflect current practices, streamline position descriptions, and add clarifications in all sections. The following are substantial changes from version 4.20:</p> <p>INTRODUCTION</p> <ul style="list-style-type: none"> • <i>Added</i> to Vision: Mention of Central Members and Chapters. • <i>Updated</i> goals <p>ARTICLE 1: OFFICES & LOCATION</p> <ul style="list-style-type: none"> • <i>Updated</i> principle address of DAMA-I offices <p>ARTICLE 2: ORGANIZATION STRUCTURE</p> <ul style="list-style-type: none"> • <i>Added</i> requirement that the Board, the PC (Presidents' Council), the Advisors, and the CDMP Fellows understand US and Washington State law regarding non/not-for-profits. <i>Removed</i> DAMA Chapters as part of the Organizational Structure, instead they are Affiliated Organizations. • <i>Changed</i> requirement for Board COE submission from annual to "current signed" COE. <p>ARTICLE 3: OFFICERS AND DIRECTORS</p> <ul style="list-style-type: none"> • 3.3 <i>Specified</i> maximum number of directors. • 3.4 All positions -> <i>removed</i> redundant requirements and procedural instructions • 3.4 All positions -> <i>added</i> Directors are Central Members during their term (current practice) • 3.4.2 -> <i>Removed</i> obligation for VP Ops to supervise all staff • 3.6 Term -> <i>changed</i> from 2-year to <u>3-year</u> term for board continuity, cycled so that the most recently elected are in the later 2 cycles • 3.6.1 Limitations -> <i>changed</i> from 3-term to <u>2-term</u> limit (same 6 years as before) • 3.6.1 Limitations -> <i>added</i> no more than two directors are employed by the same company • 3.6 Term Eligibility -> <i>added</i> experience on another professional association board as an alternate qualification • 3.7 Joining and Leaving the Board -> <i>added</i> ability to solicit nominees from Members • 3.8.3 Manner of Acting -> <i>added</i> no proxy voting and clarified quorum requirements for vote on Board decisions. • 3.9.3 <i>Defined</i> Chapter Regional Coordinators and added as a Standing Committee. • <i>Removed all</i> mention of Executive Committee and ex-officio board members throughout. <p>ARTICLE 4: PRESIDENTS' COUNCIL</p> <ul style="list-style-type: none"> • <i>Removed</i> text regarding how the council is run, replaced with "run by its own charter." <p>ARTICLE 5: BOARD OF ADVISORS</p> <ul style="list-style-type: none"> • <i>Added</i> Advisors are Central Members during their term (current practice) <p>ARTICLE 6: CDMP FELLOWS</p>	Eva Smith and 2019 Bylaws Committee

		<ul style="list-style-type: none"> • <i>Added</i> new article for CDMP Fellows (to reflect current state) and CDMP Fellows are “run by its own charter.” • <i>Added</i> CDMP Fellows are granted Central Members during their term (current practice) <p>ARTICLE 7: MEMBERSHIP</p> <ul style="list-style-type: none"> • <i>Specified</i> the Board’s sole authority to define the categories of membership, with bylaws amendment • <i>Defined</i> Central Member as the only membership category. • <i>Added</i> annual general meeting requirement. <p>ARTICLE 8: CHAPTERS AND AFFILIATION</p> <ul style="list-style-type: none"> • <i>Clarified</i> Chapter participation in elections • <i>Simplified</i> “Active” Chapter criteria to “an affiliation agreement is in effect” and “current on payment of fees.” • <i>Removed</i> detailed Chapter responsibilities from the bylaws. These will be addressed in the Affiliation Agreement. 	
?? 2018	5.0	Unpublished. Complete rewrite of Bylaws for State of Delaware transition.	Joy Medved
21 Oct 2015	4.20	See version archives.	Joy Medved

Document Control

INTRODUCTION

ARTICLE 1. OFFICES AND LOCATIONS

ARTICLE 2. ORGANIZATIONAL STRUCTURE

ARTICLE 3. OFFICERS AND DIRECTORS

3.1 General Powers

3.2 Officers

3.3 Board of Directors

3.4 Voting Director Roles and Responsibilities

3.4.1 President / Chairman of the Board / CEO

3.4.2 Vice President, Operations / Secretary / COO

3.4.3 Vice President, Finance / Treasurer / CFO

3.5.4 Vice-President, Chapter Services

3.4.5 Vice-President, Conference Services

3.4.6 Vice-President, Marketing & Communications

3.4.7 Vice-President, Member Services

3.4.8 Vice-President, Online Services

3.4.9 Vice-President, Professional Development

3.4.10 Presidents' Council Chair

3.5 Non-Voting Positions

3.5.1 Governance and Ethics Advisor

3.5.2 Past President

3.5.3 Assistant Directors

3.6 Term

3.6.1 Eligibility

3.6.2 Limitations

3.6.3 Membership

3.7 Joining and Leaving the Board

3.7.1 Director Election Cycle

3.7.2 Nomination Process

3.7.3 Voting

3.7.4 Election Results

3.7.5 Appointments

3.7.6 Resignation

3.7.7 Removal

3.8 Board Meetings

3.8.1 Regular Meetings

3.8.2 Quorum

3.8.3 Manner of Acting

3.8.4 Action Without a Meeting

3.9 Standing Committees

3.9.1 Awards Committee

3.9.2 Bylaws Committee

3.9.3 Chapter Regional Coordinators

3.9.4 Election Committee

3.9.5 Ethics Committee

3.9.6 Finance Committee

3.9.7 Other Committees

3.10 Compensation

3.11 Indemnification of Directors and Officers

3.11.1 Right to Indemnification

3.11.2 Non-Exclusivity

3.11.3 Insurance

ARTICLE 4. PRESIDENTS' COUNCIL

4.1 Operations

4.2 Board Limitations

4.3 Attendance at Meetings

ARTICLE 5. BOARD OF ADVISORS

5.1 Advisor Appointments

5.2 General Responsibilities

5.3 Membership

5.4 Removal

ARTICLE 6. CDMP FELLOWS

6.1 Operations

6.2 General Responsibilities

6.3 Membership

ARTICLE 7. MEMBERS

7.1 Requirements

7.2 Limitations and Exclusions

7.3 Concurrent Chapter Memberships

7.4 Termination

7.5 Annual Meeting

7.6 Membership Categories

ARTICLE 8. CHAPTERS AND AFFILIATION

8.1 Affiliation Agreements

8.2 Affiliation Fees

8.3 Requirements for Active Status

8.4 Participation in Board Elections

ARTICLE 9. ADMINISTRATIVE PROVISIONS

9.1 Books and Records

9.2 Accounting Year

9.3 Rules of Procedure

ARTICLE 10. AMENDMENTS

INTRODUCTION

Data Management Association International (DAMA International, or DAMA-I) is a not-for-profit, vendor-independent, global association of technical and business professionals dedicated to advancing the concepts and practices of information and data management.

Vision: DAMA-I's vision is to be an essential resource to those who engage in information and data management.

Purpose: DAMA-I's primary purpose is to promote the understanding, development, and practice of managing data and information as key enterprise assets for Information and Data Management professionals through serving individuals ("**Central Members**") and Affiliated Chapters ("**Chapters**").

DAMA-I's goals are to:

Help practitioners become more knowledgeable and skilled in the information and Data Management profession,

Influence practices and education, and certify individuals as Certified Data Management Professionals (CDMP™), in the information and Data Management profession,

Manage the data management body of knowledge and support information sharing amongst Data Management practitioners to encourage professional development,

Form affiliations with other organizations with similar principles to strengthen the profession.

ARTICLE 1. OFFICES AND LOCATIONS

The principal address of **DAMA-I** shall be 2512 East Evergreen Blvd, Vancouver, WA 98661, or such other place as the **DAMA-I** Board of Directors (“**Board**”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the **Board** may designate or as the business of the corporation may require from time to time.

ARTICLE 2. ORGANIZATIONAL STRUCTURE

DAMA-I is governed by the **Board**, and advised by the following Advisory Committees:

1. The Presidents’ Council (“**PC**”) which represents affiliated **Chapters**
2. The Board of Advisors
3. CDMP™ Fellows (“CDMP Fellows”)

All individuals who serve on the **Board** or an Advisory Committee must

1. Submit or have on file a current signed **DAMA-I** Code of Ethics (“**COE**”).
2. Understand legal requirements for non-profit organizations in the USA and the State of Washington.
3. Understand **DAMA-I**’s policies and procedures.

ARTICLE 3. OFFICERS AND DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by the **Board**.

3.2 Officers

At a minimum, a corporation must have three Officers fulfilling the roles of President, Secretary, and Treasurer. These roles are fulfilled by the following members of the **Board**: President, Vice President of Operations, and Vice President of Finance.

3.3 Board of Directors

The **Board** shall consist of no fewer than 3 nor more than 12 voting Directors consisting of the three required Officers, the Presidents’ Council Chair, and Vice Presidents. Voting Directors not specifically defined here have the same responsibilities as all other Voting Directors.

The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in number shall have the effect of shortening the term of any incumbent Director.

3.4 Voting Director Roles and Responsibilities

Specific Responsibilities of all Voting Directors are:

1. Maintain proper attendance at **Board** meetings
2. Regularly report to the **Board** on ongoing activities and projects
3. Understand **DAMA-I**'s financial position and budget
4. Create and chair committees as required

3.4.1 President / Chairman of the Board / CEO

The President shall be the Chief Executive Officer of **DAMA-I**, responsible for providing leadership and direction for **DAMA-I**, and is the general representative to all external organizations. The President bears final accountability for the continued health and wellbeing of **DAMA-I**.

The President presides over **Board** meetings and annual general meetings.

3.4.2 Vice President, Operations / Secretary / COO

The VP of Operations serves as Secretary and Chief Operating Officer of **DAMA-I**, responsible for maintaining **DAMA-I**'s administrative and business operations including:

1. maintaining the minutes of **Board** meetings, and Standing Committees' meetings;
2. seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
3. being custodian of the corporate records of the corporation;
4. ensuring the renewal of State Incorporation status; and
5. ensuring the **DAMA-I** service marks and copyrights are maintained as specified by the respective government agencies.

3.4.3 Vice President, Finance / Treasurer / CFO

The Vice-President of Financial Services serves as the Chief Financial Officer (CFO), responsible for maintaining **DAMA-I**'s financial operations and records including:

1. Managing all funds and securities of the corporation;
2. Supervising financial accounting and reporting including:
 - a. Maintaining checking, savings, and investment accounts,
 - b. Processing dues and other revenue, and
 - c. Processing payments of bills and vouchers;
3. Preparation of the annual budget;
4. Tracking and reporting revenues and expenses compared to the annual budget; and
5. Supervising the preparation and filing of state and federal tax reports.

3.5.4 Vice-President, Chapter Services

The Vice-President for Chapter Services serves as the liaison from the Board to the **Chapters**, responsible supporting those organizations throughout their lifecycle; managing the Chapter affiliation process; providing and coordinating **DAMA-I** to Chapter communications; coordinating with the **Board** to resolve Chapter affiliation issues and concerns; and developing new chapter services.

3.4.5 Vice-President, Conference Services

The Vice-President of Conference Services serves as the liaison for Data Management themed conferences, including: planning and coordination of activities at **DAMA-I**-sponsored or external conferences, monitoring performance of sponsored conferences, and developing relationships with other professional conferences that share/complement **DAMA-I** vision, purpose, and goals, including negotiating discounts for **Chapters**, **Chapter members** and **Central Members**.

3.4.6 Vice-President, Marketing & Communications

The Vice President of Marketing & Communications is responsible for providing **DAMA-I** with strategic planning for: Marketing materials; public relations via online and social media communication; branding and co-branding; and targeted publicity campaigns to promote **DAMA-I**.

3.4.7 Vice-President, Member Services

The Vice-President of Member Services is responsible for coordinating and maintaining **DAMA-I**'s **Central Member** service offerings, including planning and packaging overall services and benefits, managing the membership lists in accordance with applicable legal and privacy laws, and resolving membership issues.

The VP of Member Services also serves as **DAMA-I**'s Privacy Officer unless otherwise assigned.

3.4.8 Vice-President, Online Services

The Vice-President of Online Services is responsible for managing **DAMA-I**'s online presence, including public-facing websites, content management, technical vendor relationships, and membership management systems.

3.4.9 Vice-President, Professional Development

The Vice-President of Professional Development is responsible for development, management, and promotion of publications (such as the Data Management Body of Knowledge (DMBOK)) and certification programs (such as Certified Data Management Professional (CDMP™); coordinating training activities with educational institutions (e.g. universities, professional training organizations, etc.) to promote both; and providing support for **Chapters** and **Central Members** wanting to participate in the certification program or renew annual certifications.

3.4.10 Presidents' Council Chair

The Presidents' Council Chair is the liaison from the **PC** to the **Board**. Responsibilities include providing minutes of all **PC** meetings to the **Board**.

The Chapter Presidents elect the Presidents' Council Chair according to the Presidents Council Charter.

3.5 Non-Voting Positions

3.5.1 Governance and Ethics Advisor

The Governance and Ethics Advisor is responsible for providing guidance on ethical and governance issues to the **Board** including coordinating commentary on governing documents and procedural handbook changes; providing advice on matters involving legal counsel, adjudicating ethical complaints; and providing oversight of election processes to ensure fairness. This Advisor is appointed annually.

The Governance and Ethics Advisor is a non-voting member of the **Board**.

3.5.2 Past President

The Past President is responsible for providing transitional support to **Board**, for assuring the continuation of the **Board** through chairing nominations and elections, and for administering the awards and recognition programs for **DAMA-I**.

The President will automatically assume the position of Past President when they vacate the President position, and serve until the next Past President takes office. Past Presidents may accept nomination in the election where the President will change.

The Past President is a non-voting of the **Board**.

3.5.3 Assistant Directors

An Assistant Director may be appointed by each Director to provide support to the assigned Director. Serving as an Assistant Director does not fulfill the requirement of serving on the **Board** necessary to run for President.

Assistant Directors are not members of the **Board** and are not eligible to vote in place of the absent Director position at **Board** meetings.

3.6 Term

Terms of service shall be 3 calendar years, starting as of January 1 of each year.

3.6.1 Eligibility

1. **Membership:** Nominees must currently be a **Central Member** OR a member of a **Chapter**.
2. **Experience:** Nominees must have experience for at least one full term as a current or former Director of **DAMA-I**, a Chapter board member, OR on the board of another non-profit or not-for-profit professional association.
3. **Term Limits:** A Director at the end of a second consecutive term in one position is not eligible for a third term in the same position, but is eligible for nomination for any other position. The Past President and Presidents' Council Chair roles are exempted from term limits.
4. **Additional requirement for President:** Nominees for President must have served at least one full term in another Director position on the **Board**.

3.6.2 Limitations

1. No Nominee may accept nomination for more than open one position in any election.
2. No Director may serve more than two consecutive terms in one position.
3. No Director may hold more than one position on the **Board** concurrently.
4. No more than two Directors from the same **Chapter** may serve on the **Board** concurrently; the position of Past President and Presidents' Council Chair are exempt from this rule.
5. No more than two Directors employed by the same Company may serve on the **Board** concurrently; the position of Past President and Presidents' Council Chair are exempt from this rule.
6. Any Director who accepts nomination for a different Director position completes the calendar year for their current position. If the position being vacated is in a different election cycle, the position is added to the current election ballot as open for the remainder of the normal term.

3.6.3 Membership

All Directors are granted **Central Membership** during their term.

3.7 Joining and Leaving the Board

DAMA-I will hold annual elections managed by the Election Committee, and publish an election calendar and balloting procedures.

3.7.1 Director Election Cycle

Beginning in 2020, elections for all Directors will be staggered, as follows:

Year 1 Election (term starting 2021)	Year 2 Election (term starting 2022)	Year 3 Election (term starting 2023)
President	VP Financial Services	VP Operations
VP Member Services	VP Conference Services	VP Chapter Services
VP Online Services	VP Marketing & Communications	VP Professional Development

3.7.2 Nomination Process

The Elections Committee will publish on June 1 the annual Election Calendar indicating the dates for all election milestones for the upcoming election.

Nominations will be solicited from **Chapters**. The Elections Committee will certify the nomination from the submitter and verify the nominee’s acceptance and eligibility.

If there is only one nominee for any position, no voting for that position is required. The nominee will automatically join the **Board** the following January 1.

3.7.3 Voting

Directors are elected by votes cast by active **Chapters** as per Section 8.3. Each **Chapter** may submit one vote for each Director position. Voting may be recorded through an executed electronically transmitted record.

3.7.4 Election Results

The nominee with the most votes is elected, with the following exceptions:

1. A tie: the winner will be determined by a **Board** vote as per Section 3.8.3.
2. More than two voting Directors will be from the same Chapter:
 - a. Incumbent Directors do not leave their positions.
 - b. In order of listing in section 3.7.1, with any off-cycle positions appended, positions are filled that do not add a third Director from the same Chapter.
 - c. Once a position in the list is reached where a third Director from the same chapter received the most votes, the nominee with the next highest vote total is elected.

If no nominations for a position are received from the active **Chapters**, the **Board** will seek volunteers to appoint to the open position as in Section 3.7.5.

3.7.5 Appointments

A vacancy in any position shall be appointed by the President and ratified by a vote of the Board. Appointment terms last for a minimum 12 months, and maximum 23 months or until the next available election cycle for that position.

3.7.6 Resignation

A Director may resign at any time by delivering written notice to the **Board**. Any such resignation shall take effect at the time specified therein, or immediately if the time is not specified. The acceptance of such resignation shall not be necessary to make it effective.

3.7.7 Removal

Any elected or appointed Director may be removed by a vote of the **Board** for

1. Non-performance of the duties of their office;
2. Confirmed violation of the **COE**; or
3. Actions that endanger **DAMA-I**, including violation of these Bylaws.

3.8 Board Meetings

3.8.1 Regular Meetings

The **Board** will meet at least 9 times per year, with at least one meeting funded to be conducted in person. All formal decisions are made in a meeting with a quorum in attendance according to Section 9.3.

Minutes of all **Board** meetings shall be published after approval on the organization's website.

3.8.2 Quorum

One plus one half of the number of Directors in office shall constitute a quorum for the transaction of business at any **Board** meeting. If a quorum is not present at a meeting, a majority of the Directors present may either suspend or adjourn the meeting.

3.8.3 Manner of Acting

Each voting Director gets one vote. No proxy voting is allowed. Votes shall be tallied for approval with the following requirements.

1. Decisions requiring two-thirds majority approval of Directors in Office:
 - a. appointments to or removals from the **Board**
 - b. decisions regarding legal matters, and policy changes including bylaws revisions
 - c. **Board of Advisors** appointments
 - d. Standing Committee appointments
 - e. ad hoc committee creation and appointments

- f. approval of contracts, including Affiliation Agreements with **Chapters**
 - g. decisions regarding financial matters, including budget approval and pricing decisions.
2. All other decisions shall require simple majority approval of the quorum of Directors attending the meeting.

3.8.4 Action Without a Meeting

Any action which could be taken at a **Board** meeting may be taken by an electronic vote outside of a **Board** meeting. Votes taken electronically must be taken as a roll call, documented as individual votes, verified, and the results stored with other meeting and decision documents.

Actions taken by electronic vote must be accepted at the following regular **Board** meeting and appear in that meeting's minutes with the results of the electronic vote.

3.9 Standing Committees

The **Board** will designate and appoint the following Standing Committees.

3.9.1 Awards Committee

The Awards Committee will solicit award nominations for the annual DAMA Awards. The Past President chairs this committee.

3.9.2 Bylaws Committee

The Bylaws committee will review the Bylaws upon request or when required by Law, at least annually. The Governance and Ethics Advisor chairs this committee.

3.9.3 Chapter Regional Coordinators

The Chapter Regional Coordinators are roles that are appointed by a **Board** vote. These coordinators may assist the VP of Chapter Services and any other Board members with facilitating communication and supporting chapters in specific geographic regions. The Chapter Regional Coordinators Committee is chaired by the VP of Chapter Services.

3.9.4 Election Committee

The Election Committee will manage the annual election process, including soliciting nominees, verifying nomination and nominee acceptance, and verifying election results. The Past President chairs this committee. The Presidents' Council is represented on this committee.

3.9.5 Ethics Committee

The Ethics Committee will review the terms of the Code of Ethics (**COE**) document and update if needed, as well as adjudicate any ethical complaints, and report their findings to the **Board**. The Governance and Ethics Advisor chairs this committee.

3.9.6 Finance Committee

The Finance Committee will assist the VP of Finance in evaluating changes to our investment plan and budget development. The VP of Finance chairs this committee.

3.9.7 Other Committees

Ad hoc committees may be formed at the **Board**'s discretion. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the **Board** or any individual Director of any responsibility imposed by law.

3.10 Compensation

The Directors, Advisors, and Fellows shall receive no compensation for their service, but may be reimbursed for approved expenses.

3.11 Indemnification of Directors and Officers

3.11.1 Right to Indemnification

Based on legal and regulatory rules, each person who was, or is, threatened to be made a party to any actual or threatened action, suit, or proceeding, whether civil or criminal by reason of the fact that he or she is, or was, a Director or Officer of **DAMA-I**, shall be indemnified and held harmless by **DAMA-I** to the full extent permitted by applicable law as then in effect against all expense, liability, and loss including attorneys' fees, judgments, fines, and penalties actually and reasonably incurred by such person, and such indemnification shall continue to a person who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided that with respect to proceedings to enforce the right of indemnification, **DAMA-I** shall indemnify only if such proceeding was authorized by the **Board**.

The **Board** may authorize payment in advance to a Director or Officer for expenses incurred in defending a proceeding provided that the Director or Officer seeking payment provides to the Board of Directors in advance of the final disposition of said proceeding an undertaking to repay all amounts so advanced if said Director or Officer shall ultimately be determined not entitled to be indemnified.

3.11.2 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.

3.11.3 Insurance

DAMA-I may maintain insurance at its expense to protect the **Board** whether or not it would have the power to indemnify against such expenses or loss under applicable Washington statutes.

ARTICLE 4. PRESIDENTS' COUNCIL

The **Presidents' Council (PC)** purpose is to support communication among the Presidents of **Chapters** and advise the **Board** and other **Chapters** towards the advancement of **DAMA-I's** vision, purpose, and goals.

4.1 Operations

The **PC** shall maintain and operate according to its own Charter, consistent with the vision, purpose, and goals of **DAMA-I**.

4.2 Board Limitations

Chapter Presidents, or their appointed delegate, are voting members of the **PC**. Any Director who is simultaneously a **Chapter** President must appoint another **Chapter** Board member as delegate to represent their **Chapter**. No delegate may represent more than one **Chapter** on the **PC**.

4.3 Attendance at Meetings

The **Board**, the Board of Advisors, and CDMP Fellows may attend **PC** meetings as non-voting attendees.

ARTICLE 5. BOARD OF ADVISORS

The Board of Advisors exists to assist the Board by offering expertise and recommendations on DAMA-I operations, and advise on organizational strategy, prioritization, and goal-setting.

5.1 Advisor Appointments

The **Board** appoints one to three persons to serve as Advisors each year in January. Current Advisors may be reappointed to assure continuity. Advisors may resign at any time.

The **Board** may at its discretion appoint Lifetime Advisors. The number of Lifetime Advisors are not included in the Board of Advisors maximum limit.

5.2 General Responsibilities

All Advisors are to provide commentary and assistance to the **Board** according to their knowledge and experience.

5.3 Membership

All Advisors are granted **Central Membership** during their term on this committee. Lifetime Advisors are granted Lifetime **Central Membership**.

5.4 Removal

Any Advisor may be removed by the **Board** for

- Non-performance of the duties of their office;
- Confirmed violation of the **COE**; or
- Actions that endanger **DAMA-I**, including violation of these Bylaws.

ARTICLE 6. CDMP FELLOWS

The CDMP Fellows exist to assist the Board by offering expertise and recommendations on matters associated with the Certified Data Management Professional program.

6.1 Operations

The CDMP Fellows shall maintain and operate according to its own Charter, consistent with the **DAMA-I** vision, purpose, and goals.

6.2 General Responsibilities

1. Understand the CDMP program
2. Provide commentary and assistance to the **Board** when appropriate
3. Recognize the accomplishments of CDMP holders by creating additional CDMP Fellows

6.3 Membership

All CDMP Fellows are granted Lifetime **Central Membership**.

ARTICLE 7. MEMBERS

The **Board** shall have the sole authority to define the categories of **DAMA-I Members** and to establish and revise a schedule of dues. Membership categories are defined as established by amendment to these Bylaws.

7.1 Requirements

Membership is open to any adult aged 18 or over who:

- Has submitted payment of annual dues, and
- Has not had their membership previously terminated through **Board** action.

7.2 Limitations and Exclusions

1. Memberships are not transferable or assignable.
2. Employment by **DAMA-I** as staff, contractual agent, or paid consultant does not require Membership.

7.3 Concurrent Chapter Memberships

Members may also hold memberships in **Chapters** without limitation. There is no mutual exclusion.

7.4 Termination

Membership can be terminated only by:

- Lapse following nonpayment of dues
- **Board** action.

7.5 Annual Meeting

A general meeting of the **Members** shall be held each year. **DAMA-I** shall notify each **Member** not less than twenty nor more than fifty days before the meeting. This notice will include the date and time of the meeting, connection method, and the proposed agenda.

7.6 Membership Categories

Central Membership is assigned to individuals registered with DAMA-I with access to specific benefits via the website.

ARTICLE 8. CHAPTERS AND AFFILIATION

Affiliated **Chapters** are independent legal entities that are:

1. legally registered as a non-profit or not-for-profit organization in their local jurisdiction;
2. organized to bring Data Management education and professional networking to a specific community (a geographic location, a data management discipline, or an industry or industrial sector), and
3. officially recognized by the **Board** through a mutually adopted Affiliation Agreement.

8.1 Affiliation Agreements

An Affiliation Agreement is a contract between **DAMA-I** and a **Chapter**. Affiliation Agreements must be re-signed whenever the agreement terms change, and approved by vote of the Board. The VP of Chapter Services and the Presidents' Council Chair maintain the list of Affiliated **Chapters**.

8.2 Affiliation Fees

The fee amount shall be set by the **Board** in consultation with the Presidents' Council.

8.3 Requirements for Active Status

1. An Affiliation Agreement is in effect.
2. The **Chapter** is current on Affiliation Fee payments.

8.4 Participation in Board Elections

The Vice-President, Chapter Services and the Presidents' Council Chair will provide a list of eligible **Chapters** to the Election Committee 30 days before nominations open.

ARTICLE 9. ADMINISTRATIVE PROVISIONS

9.1 Books and Records

The corporation shall keep copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its **Board**, and any minutes which may be maintained by committees of the **Board**; records of the name and address and class, if applicable of each **Member** and Director; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any **Member** of three months standing or a **Chapter** Board.

9.2 Accounting Year

The accounting year of the corporation shall be the twelve months ending December 31.

9.3 Rules of Procedure

The rules of procedure at **Board** and committee meetings shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, if applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the **Board**.

ARTICLE 10. AMENDMENTS

These Bylaws may be altered, amended, or repealed by the **Board**.

The foregoing Bylaws were adopted by the **Board** on __May 30, 2020_____.

_____ *Lindy Kresl* _____

Secretary (Vice President, Operations)