



BY-LAWS

DAMA INTERNATIONAL CENTRAL OHIO CHAPTER

d.b.a DAMA Central Ohio and Buckeye DAMA

Version 1.3

LAST UPDATED 11/22/2023

Abstract

This document contains the by-laws that are used to operate the Central Ohio Chapter of DAMA International. Each board member must use this information in conducting the business of the chapter. These by-laws were last revised on October 1, 2018 and adopted by the Board of Directors on November 15, 2018.

DAMA COC Board

Revision History

Date	Version	Description	Author
10/4/2018	1.0	Initial Version	Tony Simpkins Jeff Kanel
11/15/2018	1.1	Adopted by Board of Directors	Tony Simpkins
1/20/2019	1.2	Modify Board of Directors Election section to not require vote if the number of candidates is equal to or less than the open seats.	Tony Simpkins
11/22/2023	1.3	ByLaws update. Most significant: Members can join committees	Board

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BY-LAWS OF DAMA CENTRAL OHIO CHAPTER

Article I. Terminology

Section 1.01 Definition of Terms

- “Chapter” refers to the organization governed by these by-laws and by extension the legal entity under which that organization operates.
- “Board of Directors” collectively refers to elected or appointed individuals who direct the operations of the Chapter.
- “Director” refers to any elected or appointed person currently serving on the Board of Directors. “Directors” refers collectively to all persons qualifying as a “Director”.
- “Data Management” refers collectively to the field of managing data and information, and the dispersal thereof.
- “Central Ohio (Region)” refers to the Columbus Metropolitan Area as defined by the U.S. Census Bureau. .
- “Member” refers to any person who: actively supports the mission of the Chapter; meets the requirements for membership, as determined by the Board of Directors; is current with respect to the dues established by the Board. “Members” refers collectively to all persons qualifying as a “Member”.
- “Membership” refers to the agreement through which Members are conveyed rights to attend Chapter meetings, vote in Chapter elections, or any other rights the Board of Directors may deem appropriate.
- “External Party” refers to any individual or organization having an interest in Data Management and not having a Membership in the Chapter. “External Parties” refers collectively to all individuals or organizations qualifying as an “External Party”.
- “Officer Position” refers to a title and accompanying duties required to administer and operate the Chapter.

- “Officer” refers to a person appointed to an Officer Position in the current term by the Board of Directors to administer and execute operations of the Chapter. “Officers” refers collectively to all individuals qualifying as an “Officer”.
- “Officer Appointment Board Meeting” refers to a regular meeting of the Board of Directors, occurring once per year following Board of Director elections, designated to appoint Officers into Officer Positions for the new term.

Article II. NAME & LEGAL MATTERS

Section 2.01 Name

The legal name of the chapter is the DAMA International Central Ohio Chapter, and its principal office is located in Columbus, Ohio. The Chapter may have such other offices, as the Board of Directors may determine, or as the affairs of the Chapter may require from time to time. The Chapter may also be known as DAMA Central Ohio and Buckeye DAMA.

Section 2.02 Legal Entity

The Chapter shall maintain its status as a 501(c)(3) non-profit corporation. The Chapter shall have and continuously maintain in the State of Ohio a registered office and a registered agent, as required by Ohio Non-Profit Corporation Law. The registered office may be, but need not be, identical with the principal office of the Chapter in the State of Ohio, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 2.03 Purpose

The Chapter exists exclusively for educational and professional purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. Although a non-profit, the corporation itself is not tax exempt.

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its Members, Directors, Officers or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office.

Notwithstanding any other provision of these articles, the Chapter shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Chapter, which is to provide education in the concepts and best practices of Data Management.

Section 2.04 Collaboration

To maximize our impact, the Chapter may seek to collaborate with other groups seeking to advance the field of Data Management.

Section 2.05 Dissolution

Upon dissolution of the Chapter, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the Chapter is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Article III. MISSION, GOALS & OBJECTIVES

Section 3.01 Mission

The Chapter is dedicated to furthering the understanding of Data Management in the Central Ohio Region by providing educational opportunities and supporting an open forum addressing issues related to this field.

The Chapter recognizes affiliation with the DAMA International organization and supports the DAMA International mission, goals and by-laws.

Section 3.02 Goals

The Chapter shall operate with the intent of achieving the following goals:

- To help Data Management practitioners become more knowledgeable and skilled in the profession;
- To influence the industry and academia in Data Management practices;
- To form alliances with other organizations with similar principles.
- To meet and share Data Management best practices & ideas with practitioners in Central Ohio

Article IV. MEMBERS

Section 4.01 Classes of Membership

The Chapter shall have three (3) classes of Membership: "Corporate Membership", "Individual Membership" and "Student Membership", described as:

- "Corporate Membership": An agreement between the Chapter and any company, corporation or government paying annual dues on behalf of their employees and being represented by one to four person(s) appointed by the company, corporation or government, and assigning their select employees as proxy Members for the purpose of voting in Chapter elections. Associates of corporate members may attend meetings in-person at no additional cost up to the limit allowed in the defined tier. Tiers include the following:
 - Standard (Base) Corporate Membership, benefits shall be outlined in a corporate benefits package document.
 - Corporate members donating above the base rate for corporate membership shall be recognized as sponsors and may be tiered in four levels: bronze (2x), silver (3x), gold (4x), platinum (>4x)
 - Corporate and Sponsorship benefits outlined in benefits package documents must conform with the By-Laws.
- "Individual Membership": Agreement between the Chapter and any individual who registers as one person, paying annual dues for only one person.
- "Student Membership": Agreement between the Chapter and any individual full-time student attending a recognized educational institution that provides classes that support the Chapter's mission, vision or goals, paying annual dues for only one person.
- A Member need not be a resident of the State of Ohio.
- Members may attend all meetings, including board meetings. If board meeting facilities have limited in-person capacity, non-board members may be restricted to remote/virtual attendance.
- Membership does not guarantee free access to all events. The costs associated with speakers' fees, event facilities (including webinar/streaming), and consumables may require an attendance fee to be determined by the event committee.

Section 4.02 Voting Rights

On each matter submitted to a vote of the Members, each Corporate Membership shall be allocated five (5) votes; each Individual Membership shall be allocated one (1) vote; and Student Membership shall allocated one (1) vote.

Each Corporate Membership appointed representative shall designate one (1) employee as a proxy voter for each allocated vote up to the number of votes allocated to the Corporate Membership. Such employee shall be a Member in good standing.

In any case, no Member may vote more than one time in each election.

Section 4.03 Termination of Membership For Cause

The Board of Directors, by affirmative vote of two-thirds of all of Directors, may suspend or expel a Member for cause after a hearing, and may, by a majority vote of those present at any regularly constituted board meeting, terminate the Membership of such Member.

Section 4.04 Withdrawal of Membership

Any Member may withdraw from the Chapter by submitting their intent in writing.

However, withdrawal shall not relieve the Member of the obligation to pay any outstanding dues, assessments or other charges previously accrued and unpaid.

Section 4.05 Reinstatement

Upon written request signed by a former Member, the Board of Directors may, by the affirmative vote of two-thirds, reinstate the Membership of a former Member upon such terms as the Board of Directors may deem appropriate.

A Member terminated automatically for non-payment of dues shall be automatically reinstated upon payment of all dues and other charges applicable to the period of non-payment.

Section 4.06 Transfer of Membership

Membership is not transferable nor assignable.

Section 4.07 External Parties

The Board of Directors may, at their discretion, convey to an External Party rights to attend Chapter meetings or other Chapter sponsored events.

In any case, the Board of Directors may not convey any voting rights to an External Party.

Article V. MEETINGS OF MEMBERS

Section 5.01 Regular Member Meeting

At least four (4) regular Member meetings shall be conducted per calendar year.

Regular Member meetings will be held on such date and location, as the Board of Directors shall specify. The Chapter shall announce regular meeting details at least fourteen (14) days in advance of the regular meeting.

The Board may designate any place within the Central Ohio Region as the regular place of meeting.

Section 5.02 Special Member Meetings

Special meetings of the Members may be called by: the President, the Board of Directors, or not less than one-third of the Members having voting rights.

In the event of a special meeting, the Chapter will announce details about the special meeting, including the purpose of the special meeting, at least three (3) days in advance of the special meeting.

Article VI. BOARD OF DIRECTORS

Section 6.01 General Powers

The Board of Directors serves to represent the interest of the Members of the Chapter and is charged with the strategic and tactical management of the Chapter. As such, the affairs of the Chapter shall be managed by the Board of Directors.

Section 6.02 Requirements

Each Director must:

- Maintain regular attendance at regular Board of Director meetings,
- Maintain regular attendance at regular Member meetings,
- Sign annually and adhere to the DAMA International Code of Ethics (Appendix A).

Section 6.03 Number, Tenure and Qualifications

The Board of Directors may establish a different number of Directors from time to time, however the number of Directors may not be fewer than three (3) nor more than twelve (12).

Each Director shall hold office until the end of such Director's term (as specified in Article 6, Section 4) and until his successor shall have been elected or appointed by the Board of Directors.

In the event of the resignation of a Director, the remaining Board of Directors may, thereafter, by the affirmative vote of a majority of the remaining Board of Directors, appoint a successor or successors to fill the unexpired term or terms.

Directors need not be a resident of the state of Ohio nor a Member of the Chapter.

Section 6.04 Classes of Directors

Directors shall be divided as evenly as possible into two (2) classes as follows:

- Class I: shall consist of Directors who serve two-year terms of office that begin on January 1st of an odd numbered year and expire on December 31 of the subsequent odd numbered year.
- Class II: shall consist of Directors who serve two-year terms of office that begin on January 1st of an even numbered year and expire on December 31 of the subsequent even numbered year.

In the event that the number of Directors comprising the Board of Directors is changed, the Board of Directors shall designate the created or eliminated Director positions among the two classes as equally as possible, as determined by the Board of Directors' discretion.

No change in the number of Directors serving on the Board of Directors shall shorten the term of any existing Director currently in office.

Section 6.05 Election of Directors

Director whose seats on the Board of Directors are nearing the end of their term, shall be submitted for vote by the Members no later than December 1st of the year preceding the beginning of a new term.

Director elections shall be conducted using a *ranked voting* method. In the event of a tie between lowest ranked candidates, the Board of Directors will determine the winning candidate or candidates. Voting will be cancelled if there are less candidates than open positions.

Other aspects of Directors elections may be determined by the Board of Directors.

Section 6.06 Regular Board Meetings

The President will convene regular board meetings of the Board of Directors at least four (4) times each year, or more frequently as agreed to by the Board of Directors.

Section 6.07 Special Board Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The persons authorized to call special meetings of the Board of Directors may select the location of the meeting.

Section 6.08 Notice

Each Director on the Board of Directors will be notified of all board meetings at least seven (7) days previously.

The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6.09 Quorum

One-half of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than one-half of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting without further notice.

A director on leave of absence shall not be included in the total director count for the purposes of determining a quorum.

Section 6.10 Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 6.11 Removal

The Board of Directors, by affirmation vote of two-thirds of all Directors, may suspend or expel a Director for cause after a hearing.

Section 6.12 Vacancies

Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be appointed an interim Director by the Board of Directors through a vote of at least two-thirds of all Directors comprising the Board of Directors.

An interim Director appointed to fill a vacancy shall serve for the unexpired term of the interim Director's predecessor.

Section 6.13 Compensation

Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors. Nothing contained herein shall be construed to preclude any Director from serving the Chapter in any other capacity and receiving compensation for such services.

Section 6.14 Informal Action By Directors

Any action *required by law* to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of more than one Director, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the Directors.

Article VII. OFFICERS

Section 7.01 Officer Positions

The Officer Positions of the Chapter shall minimally be constituted of:

- President,
- Vice President of Finance;

The Board of Directors may create or eliminate Officer Positions, as it shall deem desirable to have the authority and perform the duties prescribed by the Board of Directors. However, the Officer Positions of President and Vice President of Finance may not be eliminated.

Officer Positions may be created or eliminated during any meeting of the Board of Directors by affirmative vote of two-thirds of all of Directors.

At any time, the Officer Positions President and Vice President of Finance must be held by different individuals. Any two or more Officer positions, with the exception of the Officer Positions President and Vice President of Finance, may be held by the same individual.

Section 7.02 Officer Appointment

The first regular board meeting following the election of Directors (hereafter referred to as the “Officer Appointment Board Meeting”) shall be designated to conduct appointment of Officers to Officer Positions for the term beginning January 1st of the following year. This Officer Appointment Board Meeting shall be convened prior to January 1st of the following year.

In the event that any Officer Position, with the exception of Officer Positions having no qualified candidates, are not appointed Officers during the Officer Appointment Board Meeting, a Special Meeting of the Board of Directors will be convened prior to January 1st of the following year to appoint Officers to open Officer Positions.

Each Officer shall hold their Officer Position until their successor shall have been appointed and shall have qualified.

Section 7.03 Vacancies

A vacancy in any Officer Position because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.04 Removal

Any Officer may be removed by the Board of Directors whenever in their judgment the best interests of the Chapter would be served by such Officer’s removal, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

In the event that an Officer is removed from their position without cause, the Board of Directors may grant up to a sixty-day grace period for such Officer to conclude their service.

Section 7.05 Officer Position of President

The President is an Officer who shall supervise and control all of the business and affairs of the Chapter.

The President shall preside at all meetings of the Members and of the Board of Directors; shall represent the Chapter at all associated functions, including DAMA International functions; and shall provide leadership for current activities and the long term direction of the chapter.

In the absence of the President or in event of the President's inability or refusal to act, the remaining appointed Officers, in the following order, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President: (1) Officers other than Vice President of Finance, whose order of succession shall be determined by the Board of Directors, and finally (3) Vice President of Finance.

Section 7.06 Vice President of Finance

The Vice President of Finance is an Officer who shall be the fiduciary of the Chapter.

The Vice President of Finance shall have charge and custody of and be responsible for all funds and securities of the Chapter; receive and give receipts for moneys due and payable to the Chapter from any source, and deposit all such moneys in the name of the Chapter in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII (Contracts, Checks, Deposits and Funds) of these by-laws; and in general perform all the duties incident to the Vice President of Finance and such other duties as may be assigned to the Vice President of Finance by the president or by the Board of Directors.

Article VIII. COMMITTEES

Section 8.01 Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Chapter. Active Members of any membership type may volunteer and be appointed to committees at the discretion of the Committee Chair(s).

However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any director or officer of the Chapter; amending

the articles of the Chapter; adopting a plan of merger or adopting a plan of consolidation with another Chapter; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Chapter; authorizing, or recommending to the members, the voluntary dissolution of the Chapter or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Chapter; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee.

The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

Section 8.02 Other Committees

Other committees not having nor exercising the authority of the Board of Directors in the management of the Chapter may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Except as otherwise provided in the resolution, the President shall appoint the members of such committees. Any committee member may be removed by the person authorized to appoint such member whenever, in the judgment of the person appointing such member, the best interests of the Chapter shall be served by such removal.

Section 8.03 Termination of Committees

Each committee shall be automatically terminated one (1) year following its designation by the Board of Directors, and each year thereafter where applicable, except by a vote of the Board of Directors to prevent termination.

The Board of Directors may terminate a committee at any time.

Section 8.04 Committee Member Terms

Each member of a committee shall continue to serve on the committee until the committee member's successor is appointed, unless the committee shall be terminated sooner, or unless the committee member is removed from the committee, or unless the committee member shall cease to qualify as a member of the committee.

Section 8.05 Chair

One or more members of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 8.06 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.07 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, one-third of the whole committee (but not fewer than two persons) shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.08 Rules

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Article IX. CONTRACTS AND FUNDS

Section 9.01 Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents of the Chapter, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

However, all contracts or obligation exceeding one (1) year duration must be reviewed and approved by the Board of Directors.

Section 9.02 Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by those Officers or agents of the Chapter and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the President or the Vice President of Finance.

Section 9.03 Deposits

All funds of the Chapter shall be deposited to the credit of the Chapter in the banks, trust companies or other depositories as the Board of Directors may select.

Section 9.04 Gifts

The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Chapter.

Article X. BOOKS & RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

Article XI. FISCAL YEAR

The fiscal year of the Chapter shall begin on the first day of January and end on the last day of December in each year.

Article XII. DUES

Section 12.01 Annual Dues

The Board of Directors may determine the amount of initiation fee, if any, and annual dues payable to the Chapter by members. The Board of Directors shall notify members at least thirty (30) days prior to approval of any increase in the annual dues.

Section 12.02 Payment of Dues

Dues shall be payable on or before the first day of April each year. Dues shall cover membership in the current fiscal year. At the discretion of the board, dues may be pro-rated for memberships beginning on or after the first day of April.

Section 12.03 Default and Termination of Membership

When any member of any class shall not have paid its dues by May 1 of a fiscal year, such membership, including the membership of all associated Corporate Members, shall automatically be terminated.

Article XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Ohio Nonprofit Chapter Law or under the provisions of the articles of in Chapter or the by-laws of the Chapter, a waiver in writing signed by the persons entitled to the notice, whether before or after the time required for giving notice, shall be deemed equivalent to the giving of notice.

Article XIV. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds majority of the Board of Directors after the intended changes are publicly posted for Member comment at least thirty (30) days prior to adoption by the Board of Directors.

Article XV. INDEMNIFICATION

The Chapter shall indemnify persons to the fullest extent authorized by the Ohio Nonprofit Chapter Law, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

Article XVI. INSURANCE

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

Article XVII. RULES OF PROCEDURE

The proceedings of all meetings of the Members, Board of Directors, and committees of this Chapter shall be governed by rules consistent with these by-laws.

Article XVIII. CANONS OF CONDUCT

All Members of the Chapter, including employees of Corporate Members who participate in the business and affairs of the Chapter, agree to abide by the following canons of conduct:

- Shall conduct themselves professionally as a faithful agent avoiding conflicts of interest.
- Shall act in such a manner as to uphold and enhance the honor, integrity and dignity of the profession and shall act without any tolerance for bribery, fraud and corruption.
- Shall promote the intellectual property rights of other members, guests, and vendors.
- Shall in all matters related to this group, treat all persons fairly and encourage equitable participation without regard to gender, race, national origin, ethnicity, religion, age, sexual orientation, disability, political affiliations or family, marital or economic status.