



**DAMA International**

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**DAMA International Bylaws**  
Revised: June 2010

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Version 4.11

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# Document Control

## Revision History

Date	Version	Description	Author
6/4/10	04.11	<p>Revised Section II:</p> <ul style="list-style-type: none"> <li>○ Clarified the statements for the mission, purpose and goals of the association.</li> <li>○ Added a statement for vision</li> </ul>	Andres Perez
3/31/09	04.10	<p>Made clarifying corrections to the role of Vice President Of Data Management Standards and the role of the ICCP Liaison. Also, clarified the use of the term “vendor.” Clarified the formation and role of the Executive Committee.</p> <p>Remove references to the “affiliate liaison” role; this role was discontinued from practice.</p> <p>Revised the use of the term “affiliate” to clarify new relationships with associations that have the same aim and belief as DAMA International in servicing the Information and Data Management professionals.</p>	Andres Perez
3/15/08	04.09	Made clarifying corrections to the role of Ex-Officio Officer: ICCP Directors and the use of the term “vendor.”	Andres Perez
2/13/08	04.08	<p>Clarified eligibility requirements to prevent conflict of interest.</p> <p>Added new role of VP Of Data Management Standards; restated the VP of Education and Special Projects Services to the VP of Research and Education Services.</p> <p>Removed “professional groups” from the organizational structure.</p> <p>Other minor corrections and edits. No material changes to the content.</p>	Andres Perez
12/31/07	04.06	<p>Clarified what positions are considered Directors (e.g., Ex-Officio Officers are not).</p> <p>Removed the Presidents’ Council Vice Chair position description.</p> <p>Clarified the term, roles and responsibilities and eligibility of the Board of Advisors.</p>	Andres Perez
7/31/07	04.05	Minor corrections and edits. No material changes to the content.	Andres Perez
3/31/07	04.04	Renamed Presidents’ Council Liaison to Presidents’ Council Chairperson; added new role for the Presidents’ Council Vice Chairperson.	Andres Perez
12/31/06	04.03	Minor corrections and edits. No material changes to the content.	Andres Perez
2/28/06	04.02	Included new roles and responsibilities for ICCP Directors, and ex-officio officers.	Kathy Sivier

## Revision Requests

Submit all requests for revisions to this document to the DAMA International Vice President of Operations at [vp\\_operations@dama.org](mailto:vp_operations@dama.org).

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# DAMA International BYLAWS

## I. INTRODUCTION

This volume contains the bylaws that are used to operate the DAMA International organization.

Each Board Member must use this information in conducting the business of DAMA International in their respective positions. It is intended to provide the background information new board members need to serve as a board member and to highlight changes that have occurred to the bylaws during the existence of DAMA International. Affiliated DAMA International affiliates shall abide by pertinent DAMA International bylaws requirements.

## II. DAMA INTERNATIONAL MISSION, VISION, PURPOSE AND GOALS

- **Mission:** DAMA International is a not-for-profit, vendor-independent,<sup>1</sup> global association of technical and business professionals dedicated to advancing the concepts and practices of information and data management
- **Vision:** DAMA International's vision is to be an essential resource to those who engage in information and data management.
- **Purpose:** DAMA International's primary purpose is to promote the understanding, development and practice of managing data and information as key enterprise assets to support the organization.
- **Goals:** DAMA International's goals are to:
  - Help practitioners become more knowledgeable and skilled in the information and data management profession
  - Influence practices, education and certification in the information and data management profession
  - Support DAMA members and their organizations to address their information and data management needs
  - Form alliances with other organizations with similar principles to strengthen the profession.

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<sup>1</sup> In this context, "vendor" indicates any provider of data management goods or services to DAMA International members or potential members and their employers. This use of the term is not to be confused with the term "vendor to DAMA" used elsewhere in this document.

### III. ORGANIZATIONAL STRUCTURE

DAMA International is composed of the following bodies:

- The Board of Directors
- The Presidents Council
- The Board of Advisors
- Affiliates: an affiliate is an independent legal entity that: (a) is legally registered as not-for-profit organization; (b) is vendor<sup>2</sup> independent; (c) was chartered or incorporated to establish or promote data administration or information resource management; and, (d) has an affiliation agreement with DAMA International. There are two kinds of affiliates:
  - Chapter (or Affiliated Chapter) is a DAMA International Affiliate that was chartered or incorporated with the express purpose of being an affiliate of DAMA International to bring Data Management education and networking to a specific community
  - Strategic Partner (or non-Chapter Affiliate) is an organization that was chartered or incorporated with the purpose to bring Data Management education and networking to a specific community and that later on established an affiliation agreement with DAMA International to better serve its members and the members of DAMA International.

### IV. THE BOARD OF DIRECTORS

#### IV.A President

The President, who is also the Chief Executive Officer (CEO), is responsible for providing leadership and direction. The President is the general representative to outside groups and bears final accountability for the health and well being of DAMA International.

Roles and responsibilities:

1. Provide leadership for current activities and long term direction
2. Decide appropriate tasks and the person(s) responsible to complete that task within the definitions of the various offices as below
3. Monitor completion of designated tasks
4. Preside at Board of Directors' meetings
5. Attend meetings of the Presidents' Council
6. Preside at meetings of the Board of Advisors

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<sup>2</sup> In this context, "vendor" indicates any provider of data management goods or services to DAMA International members or potential members and their employers. This use of the term is not to be confused with the term "vendor to DAMA" used elsewhere in this document.

7. Appoint Committee Chairpersons
8. Be eligible to serve on all committees
9. Negotiate contracts with partners, vendors and DAMA International employees which will be subject to a vote of the Board of Directors
10. Initiate audit of financial records for completeness and accuracy
11. Nominate assistants to the President
12. Represent DAMA International to external organizations
13. Coordinate activities of Board of Advisors
14. Coordinate activities of President's Council
15. Maintain the DAMA International Strategic Business Plan
16. Serve as the primary contact with the DAMA International legal counsel. For strategic legal issues, the President will consult with the Ethics Officer; and Executive Committee
17. Communicate strategic decisions to Board of Directors
18. Be eligible to vote at Board of Directors' meetings only in case of ties among the other Board Members eligible to vote
19. Sign and adhere to the DAMA International Code of Ethics.
20. Chair the Executive Committee

#### **IV.B Vice-President, Member Services**

The Vice-President of Member Services is responsible for providing, coordinating, and maintaining DAMA International's member services, which consists of individuals who are not part of an affiliate. These individuals have the same benefits and communications as individuals in affiliated organizations.

Roles and responsibilities:

1. Administer member services and benefits
2. Administer DAMA Direct Member services and benefits
3. Plan and package overall services and benefits
4. Maintain the Member Services Directory and DAMA International membership list and send membership list to VP Conference Services
5. Vote on all contracts with conference partners, vendors and DAMA International employees
6. Participate in minimum of three (3) DAMA International Board of Directors' meetings each year
7. Be eligible to vote at Board of Directors' meetings

8. Sign and adhere to the DAMA International Code of Ethics; Create tactical committees as required, act as Chair for these Committees, select members, run operations and report the results to the Board.
9. Serve on the Executive Committee when appointed

#### **IV.C Vice-President, Chapter<sup>3</sup> Services**

The Vice-President of Chapter Services is the primary contact for the chapters and is responsible for providing and coordinating DAMA International affiliated chapter communications, tracking, and support.

Roles and responsibilities:

1. Maintain contact and relationship with DAMA chapters
2. Assist in new chapter formation
3. Maintain the New Chapter Kit
4. Provide guidance and support for all DAMA chapters
5. Collaborate with the VP Member Services and VP Online Services to maintain accurate and accessible data concerning chapters and their membership, including participation in the development and maintenance of records (electronic and other formats)
6. Collaborate with VP Member Services on chapter membership issues and concerns
7. Collaborate with other Board members and Chapter officers to create new services and benefits for chapters
8. Coordinate regional tour program, review proposals and actual, recommend support as appropriate with the VP Financial Services. If either the VP Financial Services or this VP officer are members of any of the chapters involved in a tour proposal, they will remove themselves from the approval process and another VP will perform the approval at the selection of the President
9. Vote on all contracts with conference partners, vendors and DAMA International employees
10. Serve on the Executive Committee when appointed
11. Be eligible to vote at Board of Directors' meetings
12. Participate in minimum of three (3) DAMA International Board of Directors' meetings each year
13. Sign and adhere to the DAMA International Code of Ethics

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<sup>3</sup> A Chapter (or Affiliated Chapter) is a DAMA International Affiliate that was chartered or incorporated with the express purpose of being an affiliate of DAMA International to bring Data Management education and networking to a specific community

14. Create tactical committees as required, act as Chair for these Committees, select members, run operations and report the results to the Board.

#### **IV.D Vice-President, Conference Services**

The Vice-President of Conference Services is responsible for providing DAMA International with conference and symposia planning services and support.

Roles and responsibilities:

1. Be the Board liaison to the DAMA International symposia, conferences and/or regional conferences
2. Assist President with contract negotiations for conference partners, vendors and DAMA International employees
3. Plan and coordinate DAMA International activities at DAMA-sponsored or external conferences
4. Recommend strategic direction for future conferences
5. Monitor performance of conferences affiliated with DAMA International
6. Coordinate with the VP Industry Services, relationships with other professional conferences that share/complement DAMA International goals and principles
7. Report on conference activities and results to DAMA International Board of Directors
8. Vote on all contracts with conference partners, vendors and DAMA International employees
9. Attend a minimum of three (3) DAMA International Board of Directors' meetings each year
10. Be eligible to vote at Board of Directors' meetings
11. Sign and adhere to the DAMA International Code of Ethics
12. Create tactical committees as required, act as Chair for these Committees, select members, run operations, and report the results to the Board.
13. Serve on the Executive Committee when appointed

#### **IV.E Vice-President, Industry Services**

The Vice-President of Industry Services is responsible for providing and coordinating DAMA International activities with industry. The VP of Industry Services is one of the three primary contacts DAMA International has with other organizations, (VP Conference Services and VP Marketing & Communication), and these three officers should work together to present a cohesive DAMA International.

Roles and responsibilities:

1. Promote data management concepts and benefits to the information services industry

2. Promote DAMA International influence on software developers and vendors
3. Collaborate with the VP Marketing and Communications to further the goals of DAMA
4. Coordinate the DAMA International speakers' bureau
5. Promote relationships with other professional societies and develop new non-chapter affiliate relationships
6. Manage the relationship with, and provide guidance and support for, all DAMA non-chapters affiliates
7. Plan and negotiate discounts for DAMA members
8. Vote on all contracts with conference partners, vendors and DAMA International employees
9. Attend a minimum of three (3) DAMA International Board of Directors' meetings each year
10. Be eligible to vote at Board of Directors' meetings
11. Sign and adhere to the DAMA International Code of Ethics
12. Create tactical committees as required, act as Chair for these Committees, select members, run, operations and report the results to the Board.
13. Serve on the Executive Committee when appointed

#### **IV.F Vice-President, Research and Education Services**

The Vice-President of Research and Education Services is responsible for providing and coordinating DAMA International educational-related services, and for conducting assigned special projects.

Roles and responsibilities:

1. Develop, and promote DAMA International influence with academia and curriculum developers
2. Develop and promote DAMA International recommended curriculum for post secondary education
3. Coordinate the development of DAMA International sponsored certification exams
4. Manage activities concerning awarded grants and other funds, including supporting DAMA International Foundation audits
5. Develop and communicate research funding targets to the DAMA International Foundation
6. Serve as external reviewer for the Data Management Body of Knowledge and the published guidelines and other data resource management publications
7. Coordinate DAMA International publications development, publication, sales, shipping and reporting on same to the Board

8. Vote on all contracts
9. Create tactical committees as required, act as Chair for these Committees, select members, run operations and report the results to the Board
10. Maintain education lists of resources for the DAMA International website
11. Act as a cross appointment to the DAMA International Foundation
12. Attend a minimum of three (3) DAMA International Board of Directors' meetings each year
13. Be eligible to vote at Board of Directors' meetings
14. Sign and adhere to the DAMA International Code of Ethics.
15. Serve on the Executive Committee when appointed

#### **IV.G Vice-President, Financial Services (Treasurer)**

The Vice-President of Financial Services, who is also the Chief Financial Officer (CFO), is responsible for maintaining DAMA International's financial and legal records including the accounting for all revenues, dues, and disbursement of all funds in a responsible and controlled manner.

Roles and responsibilities:

1. Direct the preparation of the annual DAMA International budget
2. Track and report actual revenues and expenses compared to the annual budget
3. Coordinate financial accounting and reporting (keep a ledger)
4. Maintain checking, savings and investment accounts
5. Coordinate collection of annual affiliation fees from Affiliates
6. Assist Affiliates with financial issues relating to DAMA International
7. Process payments of bills and vouchers
8. Assist chapters in obtaining credit card processing for their respective chapters
9. Maintain DAMA International incorporation status
10. Manage the preparation of state and federal tax reports
11. Assist President with contract negotiations for conference partners, vendors, and DAMA International employees
12. Vote on all contracts with conference partners, vendors and DAMA International employees
13. Serve on the Executive Committee when appointed
14. Attend a minimum of three (3) DAMA International Board of Directors' meetings each year
15. Be eligible to vote at Board of Directors' meetings
16. Sign and adhere to the DAMA International Code of Ethics

17. Monitor financial performance of contracts
18. Create tactical committees as required, act as Chair for these Committees, select members, run operations and report the results to the Board
19. Provide support for regional tour program as appropriate based on recommendation of the VP of Research and Education Services.

#### **IV.H Vice-President, Operations**

The Vice-President of Operations, who is also the Chief Operations Officer (COO), is responsible for maintaining DAMA International's administrative and business operations, and supervising administrative contractors or personnel.

Roles and responsibilities:

1. Provide minutes of meetings attended by the DAMA International Board of Directors
2. Administer the internal operations of DAMA International, including administrative services
3. Ensure that renewal of State Incorporation status and Trademark of DAMA International name is maintained as specified by the respective government agencies
4. Perform special tasks as assigned by the President
5. Manage the administrative services and contract that DAMA International selects
6. Manage the archives of the DAMA International Board
7. Serve on the Executive Committee when appointed.
8. Provide minutes of the Executive Committee to the Board of Directors
9. Be eligible to serve on all committees
10. Vote on all contracts with conference partners, vendors and DAMA International employees
11. Attend a minimum of three (3) DAMA International Board of Directors' meetings each year
12. Be eligible to vote at Board of Directors' meetings
13. Sign and adhere to the DAMA International Code of Ethics
14. Create tactical committees as required; act as Chair for these committees, select members, run operations and report results to the board.

#### **IV.I Vice-President, Communications**

The Vice President of Communications is responsible for providing DAMA International with communications and is the primary contact between DAMA International and

organizations that can provide publicity for, and raise awareness of, DAMA International through publication of DAMA sponsored communication pieces.

Roles and responsibilities:

1. Promote a positive image of DAMA International, the DAMA Foundation and DAMA Professional Groups
2. Communicate the evolution of the information management disciplines to the DAMA International community and the world at large
3. Promote the publishing of data administration and Data Resource Management communication pieces in industry publications with references to DAMA International and its principles
4. Coordinate and administer web-based communications
5. Provide timely, pertinent information to all DAMA members concerning DAMA-I administration, events, education and other data management related areas
6. Vote on all contracts with conference partners, vendors and DAMA International employees
7. Attend a minimum of three (3) DAMA International Board of Directors' meetings each year
8. Be eligible to vote at Board of Director's meetings
9. Sign and adhere to the DAMA International Code of Ethics
10. Create tactical committees as required, act as Chair for these Committees, select members, run operations and report the results to the Board.
11. Serve on the Executive Committee when appointed.

#### **IV.J Vice-President, Online Services**

The Vice-President of Online Services is responsible for providing DAMA International with online electronic communications services and support

Roles and responsibilities:

1. Provide technical advice and respond to technical questions from the Board of Directors and affiliate officers
2. Manage and maintain the various web resources of DAMA International including electronic forums
3. Assist the VP, Communications and the VP Marketing in the duties for communication, publication and promotion
4. Provide technical support to the on-line membership database
5. Be the liaison to web-related DAMA International vendors including negotiating contracts and monitoring performance of the vendors

6. Vote on all contracts with conference partners, vendors and DAMA International employees
7. Attend a minimum of three (3) DAMA International Board of Directors' meetings each year
8. Be eligible to vote at Board of Director's meetings
9. Sign and adhere to the DAMA International Code of Ethics
10. Create tactical committees as required, act as Chair for these Committees, select members, run operations, and report the results to the Board.
11. Serve on the Executive Committee when appointed.

#### **IV.K Vice-President, Marketing**

The Vice President of Marketing is responsible for providing DAMA International with strategic online and print marketing support and for supervising any contractors or personnel hired for the purpose of marketing DAMA International.

Roles and responsibilities:

1. Promote a positive image of DAMA International, The DAMA Foundation and DAMA Professional Groups
2. Perform Market research and marketing activities in support of DAMA International strategic plan and tactical needs
3. Coordinate and create promotional materials
4. Administer targeted publicity programs for DAMA International
5. Vote on all contracts with conference partners, vendors and DAMA International employees
6. Attend a minimum of three (3) DAMA International Board of Director's meetings each year
7. Be eligible to vote at Board of Director's meetings
8. Sign and adhere to the DAMA International Code of Ethics
9. Create tactical committees as required, act as Chair for these Committees, select members, run operations and report the results to the Board.
10. Serve on the Executive Committee when appointed.

#### **IV.L Vice-President, Data Management Standards**

The Vice President of Data Management Standards is responsible for providing DAMA International with strategic direction in influencing organizations responsible for the development of Data Management Industry Standards to ensure that these standards are complementary and aligned with each other (and to avoid contradictory and conflicting) in guiding the Data Management Practice.

#### Roles and Responsibilities:

1. Promote DAMA International influence with appropriate standards committees
2. Develop a list of existing standards, definitions, regulations, and legislation pertaining to data resource management
3. Coordinate DAMA International representation with appropriate standards organizations
4. Develop a coherent vision of DAMA International's strategic and tactical role in standards development
5. Act as point of contact for DAMA International for standards matters
6. Keep DAMA membership informed of relevant standards activity
7. Perform special tasks as assigned by the President;
8. Be eligible to serve on all committees;
9. Attend a minimum of three (3) DAMA International Board of Director's meetings each year
10. Be eligible to vote at Board of Director's meetings
11. Sign and adhere to the DAMA International Code of Ethics.
12. Serve on the Executive Committee when appointed.

#### **IV.M Past President**

The Past President is responsible for providing transitional support to DAMA International and for assuring the continuation of the Board through supervising nominations and elections.

##### Roles and responsibilities:

1. Provide advice to the Board of Directors
2. Be eligible to serve on all committees
3. Administer the nominations and elections process for the DAMA International Board of Directors and the DAMA International Advisory Board with a committee of three other Board members or advisors
4. Administer the awards and recognition programs for DAMA International
5. As a non-voting Board Member, provide guidance and recommendations at Board of Directors' meetings and through correspondence with other Board Members
6. Sign and adhere to the DAMA International Code of Ethics.

#### **IV.N Presidents' Council Chairperson**

The Presidents' Council Chairperson is responsible for providing communication between the DAMA International Board and the Presidents' Council. The Presidents'

Council Chairperson is elected by the Affiliate Presidents and must have served as a Affiliate President.

Roles and responsibilities:

1. Provide regular communication to the Presidents' Council
2. Coordinate and facilitate Presidents' Council meeting
3. Provide minutes of Presidents' Council meeting
4. Maintain communication list for Affiliate Presidents
5. Participate with Past President and other Board officers in the management of all Board elections
6. Vote on all contracts with conference partners, vendors and DAMA International employees
7. Attend a minimum of three (3) DAMA International Board of Directors' meetings each year
8. Be eligible to vote at Board of Directors' meetings
9. Sign and adhere to the DAMA International Code of Ethics.

#### **IV.O Governance and Ethics Officer**

The Governance and Ethics Officer is responsible for providing guidance on ethical and governance issues to the DAMA International Board. This officer can be recommended by any member of the Board or an Affiliate, and is appointed by the DAMA International Board for a term of 2 years.

Roles and responsibilities:

1. Develop and publicize organizational values and statements for DAMA International
2. Provide advice to the Board of Directors
3. Serve on the Board as a non-voting member
4. Be eligible to serve on all committees as a non-voting member
5. As a non-voting member, provide guidance and recommendations at Board of Director's meetings and through correspondence with other Board Members
6. Act as advisor to DAMA International President on matters involving DAMA legal Counsel
7. Participate as an advisor to all committees formed for DAMA-I
8. Participate in the management of all board election
9. Assist affiliates in ethical and governance issues as requested
10. Attend a minimum of three (3) DAMA International Board of Directors' meetings each year
11. Sign and adhere to the DAMA International Code of Ethics.

12. Serve on the Executive Committee when appointed.

#### **IV.P Ex Officio Officers: ICCP Directors**

DAMA International has a relationship with the Institute for Certification of Computing Professionals (ICCP) as a Constituent Member, and this membership status enables and makes DAMA International responsible for appointing 2 Directors to sit on the ICCP Board. These two Directors also need to attend a minimum of 2 ICCP meetings per year. DAMA International funds these Directors in their ICCP Board duties.

Roles and responsibilities:

1. Serve on the ICCP Board on behalf of DAMA International
2. Manage/develop/maintain data oriented exams in conjunction with the DAMA International/ICCP exam development teams and the ICCP Certification Council
3. Coordinate existing/new data exam activities with the VP Research and Education Services for exam content within the content of the DAMA-DMBOK.
4. Work with the VP Industry Services for ICCP relationship matters.
5. Participate in and/or provide certification exam guidance during the post secondary curriculum activities (e.g. curriculum and course exit exam assessment), exam study guides and other development activities
6. Report activities from ICCP to DAMA International at one DAMA International Board meeting per year (required of one director)
7. Develop reports for the VP Research and Education Services or VP Industry Services on behalf of the DAMA International Board as required
8. Communicate and promote DAMA International's certification program to affiliates and members directly and/or in collaboration with the VP Online Services, VP Communications, and VP Marketing
9. Perform the service of answering certification questions and providing guidance for DAMA International Board members as well as individual and potential DAMA members
10. Provide and/or coordinate exam review courses and/or exam proctoring services with the ICCP Office for affiliate meetings and DAMA International Symposium on a request basis
11. Serve on the DAMA International Board as a non-voting member
12. Sign and adhere to DAMA International Code of Ethics.

#### **IV.Q Ex Officio Officers: Others**

An Ex Officio Officer is an individual who is appointed by a separate organization to represent that organization to DAMA International. These officers are required to attend

a minimum of three DAMA International Board meetings per year and serve for a term of 2 years.

Roles and responsibilities:

1. Serve on the DAMA International Board on behalf of the appointing organization as a non-voting member
2. Provide regular communication to the appointing organization
3. Be a member in good standing of the appointing organization
4. Attend a minimum of three (3) DAMA International Board of Directors' meetings each year (not required to attend in person meetings)
5. Sign and adhere to the DAMA International Code of Ethics.

## V. OFFICERS AS MEMBERS OF THE BOARD OF DIRECTORS

### V.A Membership on the Board of Directors

Each elected member of the Board of Directors will be an Officer of the Association. All Officers of DAMA International must sign and adhere to the Code of Ethics. Each member will remain a DAMA member in good standing of DAMA International throughout his or her term of office.

Each appointed member of the Board of Directors must also sign and adhere to the Code of Ethics. Each appointed member will remain a member in good standing of DAMA International throughout his or her term of office.

### V.B Term of Office

Each Officer will be elected for a two-year term. All officers may run for additional terms. The President will automatically assume the office of Past President at the end of their term(s). Past Presidents may be elected to other Board positions after their term as Past President has been served.

Terms of the vice presidential positions will be staggered, beginning as follows:

<b>Odd Years:</b>	<b>Even Years:</b>
<ul style="list-style-type: none"><li>• Chapter Services</li><li>• Communications</li><li>• Industry Services</li><li>• Conference Services</li><li>• Marketing</li><li>• President's Council Chairperson<sup>4</sup></li></ul>	<ul style="list-style-type: none"><li>• Data Management Standards</li><li>• Governance and Ethics Officer<sup>5</sup></li><li>• Research and Education Services</li><li>• Financial Services</li><li>• Member Services</li></ul>

<sup>4</sup> The Presidents' Council Chairperson will be elected by the DAMA Chapter Presidents' Council for a two-year term.

<sup>5</sup> In this context, "vendor" indicates any provider of data management goods or services to DAMA International members or potential members and their employers. This use of the term is not to be confused with the term "vendor to DAMA" used elsewhere in this document.

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| <ul style="list-style-type: none"><li>• Operations</li></ul> | <ul style="list-style-type: none"><li>• Online Services</li><li>• President</li></ul> |
|--|---|

ICCP Directors will be appointed for two-year terms. Their terms will run concurrently and be aligned with the ICCP Executive Board of Directors elections.

Ex Officio Officers will be appointed by the appointing organization for two-year terms.

### **V.C Calendar Term**

Each Officer's term of office will begin January 1. ICCP Directors' term of office will begin August 1.

### **V.D Removal from Office**

For any cause, an Officer may be removed from office by a two-thirds vote by the Officers of the Board of Directors (exclusive of the Past President). Causes that may precipitate such action include but are not limited to:

- 1) Violation of ethical standards;
- 2) Non-performance of the duties of their office;
- 3) Violation of federal, state or local laws; or
- 4) Other reasonable causes (as determined by a majority vote of the remaining Officers).

### **V.E Mid-Term Vacancy of Board Position**

A vacancy in a position on the DAMA International Board of Directors will be filled by appointment as determined by majority vote of the DAMA International Board of Directors.

### **V.F Officer Position Changes**

By a majority vote of the Board of Directors, officer positions may be added, removed or changed in scope without requiring a change in the bylaws.

## **VI. ELECTION OF MEMBERSHIP TO THE BOARD OF DIRECTORS**

### **VI.A Eligibility For Board Of Directors Office**

1. Candidate must be currently a member of a DAMA International or an Affiliate of DAMA International
2. Candidate must have served as an officer of an Affiliate for at least one prior year
3. Candidates for President of DAMA International must have served at least one term in another capacity on the DAMA International board
4. Candidates may NOT 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 in this category include: 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: organizations that provide products and services directly to DAMA members and their employers, conference and other event sponsors, grantors to the foundation, etc.

5. Candidates must be prepared to make a serious commitment in time, energy and money. They must be able to attend a minimum of three DAMA International Board Meetings per year, with expenses covered by the candidate's employer, affiliate or as approved by DAMA International
6. Candidates must be prepared to spend from ten to twenty-five hours between meetings on DAMA Responsibilities, including email and regular mail responses
7. Candidates must be able to communicate via Internet email
8. No more than two Officers who originate from the same Affiliate may share a term of office in common; the office of Past President is exempt from this rule.
9. An elected officer who becomes ineligible during their term will vacate their office at a date determined by a majority vote of the Board of Directors.

## **VI.B Nominations**

1. The Past President serves as chairperson of the Nominating Committee. Should the Past President be unable to serve in this role, the President will appoint a substitute to administer the election.
2. The Nominating Committee will commence soliciting nominations from the DAMA International Affiliates by the fall Board of Directors meeting. The Nominating Committee will certify the nominee's eligibility.
3. A nominee may seek a maximum of one office in any one election.
4. Any member of the Board of Directors who wishes to run for another office does not have to resign their current position until they are elected to a new position. If they are elected to a new position, the President will appoint a person to fill the vacancy for one year.
5. The election administrator must receive nominations by the fourth Friday of October in the year proceeding the term for which the nominations are being sought.
6. If no nominations are received from the Affilaites, the Board of Directors will seek volunteers to fill the open positions. Exercising this clause may require waving the restriction(s) to Board membership defined in Section VI.A #1 and/or #2 (eligibility for Board of Directors office).

## VI.C Balloting Section

1. If there are no contested positions, (positions for which more than one person is nominated), no balloting is required. The nominee will automatically take office the following January 1.
2. If more than one nomination for a position is received, the choice among nominees will be put to a vote of the Affiliates as follows.
  - For all positions, a ballot showing all nominees, their affiliation membership and a short profile, will be mailed to each Affiliate President or their designated representative by the first Friday of November for distribution to the Affiliate members.
  - Each Affiliate may submit only one ballot.
  - All ballots must be returned to the nominating committee by the second Friday of December in order to be valid.
  - Ballot counts will be certified by the chairperson of the nominating committee in conjunction with either one other member of the committee or a person authorized by a majority vote of the committee.
  - The winner of each position will be that nominee receiving a majority of the votes cast for that position.
  - In case of a tie, the winner will be determined by majority vote of all elected Officers.
3. Any office that is left vacant after the election process will be filled by appointment by the -elected Board of Directors. Exercising this clause may require waiving the restriction to Board membership defined in section V.A.#1 and/or #2.
4. If three or more newly elected Officers are from the same Affiliate, only those Officers elected to the two offices with higher preference are eligible to serve. The office of Past President is not included in this situation. This situation will be resolved as follows:
  - The office of President will be determined first by simple majority vote. In case of a tie, the winner will be determined by majority vote of all elected Officers.
  - The remaining offices will be determined in like manner in descending preference order until all offices are filled.
  - If a third nominee for an office is a member of the same Affiliate as two previously declared winners, that nominee is ineligible, regardless of the number of votes received.
5. For election purposes, the precedence of offices will be as follows:
  - i. President
  - ii. VP. Member Services

- iii. VP. Chapter Services
- iv. VP. Conference Services
- v. VP. Industry Services
- vi. VP. Research and Education Services
- vii. VP. Financial Services (Treasurer)
- viii. VP. Operations
- ix. VP. Communications
- x. VP. Online Services
- xi. VP. Marketing

The incoming President of the Board of Directors will announce the composition of the Board of Directors within two weeks after the first Board of Director's meeting. At that time a communication showing all board members' names, their affiliation membership and a short profile of each officer will be mailed to each Affiliate President or their designated representative.

## **VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **VII.A Right to Indemnification**

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 International, shall be indemnified and held harmless by DAMA International 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 International shall indemnify only if such proceeding was authorized by the Board of Directors of DAMA International. The Board of Directors 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.

### **VII.B 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.

### **VII.C Insurance**

DAMA International may, within the discretion of the Board of Directors, maintain insurance at its expense to protect itself and any Director, Trustee, Officer, or employee of DAMA International, whether or not DAMA International would have the power to

indemnify such person against such expenses or loss under applicable Washington statutes.

## **VIII. BOARD OF DIRECTORS MEETINGS**

- A. The President will convene three (3) DAMA International Board of Directors' meetings each year or as agreed to by the Board.
- B. The date and time of the next Board of Directors' meeting will be confirmed at the end of each Board of Directors' meeting.
- C. The quorum for a DAMA International Board of Directors' meeting will be five members of the Board of Directors. Members of the Board of Directors may be represented in person or by proxy at a Board of Directors' meeting. A Board member may hold no more than proxies for two other Board members.
- D. A member of the Board of Directors may appoint another DAMA International Board member to serve as their proxy for purposes of exercising their right to vote at any Board of Directors' meeting. Any proxy appointment must be filed with the VP - Operations before the appointed time of the Board of Directors' meeting or upon the calling to order of the meeting.
- E. The President will determine the agenda for Board of Directors' meetings. Tentative meeting agendas will be distributed to the Board of Directors' members at least two weeks prior to the scheduled meeting.
- F. Any DAMA International Board of Directors' member or member of the President's Council may initiate Board of Directors' agenda items by notifying the President.
- G. All Board of Directors' votes will be decided by the vote of the majority of the members attending the scheduled meeting unless otherwise specified in these bylaws.
- H. The VP - Operations will keep and publish minutes of all Board of Directors' meetings.
- I. Meetings and minutes of the Board of Directors' meetings will be open and accessible to Affiliate Officers.

## **IX. DAMA INTERNATIONAL MEMBERSHIP**

### **IX.A DAMA International Membership Eligibility**

Affiliates must be independent legal entities that:

- 1. Are legally registered as not-for-profit organizations
- 2. Are vendor<sup>6</sup> independent

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<sup>6</sup> In this context, "vendor" indicates any provider of data management goods or services to DAMA International members or potential members and their employers. This use of the term is not to be confused with the term "vendor to DAMA" used elsewhere in this document.

3. Were chartered or incorporated to establish or promote data administration or information resource management; and
4. Have an affiliation agreement with DAMA International.

Members of DAMA International affiliates are members of DAMA International.

A DAMA Direct Member is an individual that joins DAMA International directly by:

1. Applying for membership by self-registering directly into the DAMA Member Database via the Web
2. Meeting all the requirements for membership established by DAMA International
3. Paying the recurrent DAMA Direct Membership dues as directed by DAMA International; and
4. Being accepted as an active member by DAMA International (all DAMA Direct Members are Registered Members)

### **IX.B Affiliate Membership Eligibility**

The eligibility of individual and organizational members in DAMA International affiliates as well as their voting rights in those affiliates will be determined by the Affiliate of which they are members.

## **X. DAMA INTERNATIONAL MEMBERSHIP RIGHTS AND RESPONSIBILITIES**

### **X.A Affiliate Responsibilities**

The responsibilities of an affiliate of DAMA International are:

1. Have a set of bylaws that are materially consistent with the bylaws of DAMA International
2. DAMA Affiliates' bylaws must have core elements that recognize affiliation with the DAMA International organization. Core elements include but are not limited to: affiliate is formed as an independent incorporated entity, holds non-profit/tax exempt status, meets regularly for educational and information sharing purposes, and maintains complete and accurate financial records.
3. By word and action, promote the positive image of data administration/information resource management;
4. Agree with and fulfill the mission, charter and bylaws of DAMA International;
5. Sign and adhere to the DAMA International Code of Ethics (affiliate board members, only);
6. Obtain legal incorporation within affiliate's state, province or other appropriate governmental region;
7. Obtain affiliate's own tax identification number from their country's taxing authority and file as a tax-exempt educational organization;

8. Submit to DAMA International copies of their Articles of Incorporation, bylaws, and tax exempt rulings;
9. Submit to DAMA International the names, addresses and telephone numbers of its governing Board of Directors and any changes thereto in a timely fashion;
10. Submit to DAMA International for each affiliate officer a signed copy of the DAMA International Code of Ethics Statement;
11. Submit to DAMA International an up-to-date list of the names and addresses of its current membership annually. Affiliate members will not have their names and addresses sent to any list not specifically authorized or published by DAMA International;
12. Participate in DAMA International activities such as co-hosting symposia, nominating Achievement Award candidates, responding to affiliate surveys, voting as required, etc.
13. Provide financial support to DAMA International in the form of affiliation fees in accordance with DAMA International bylaws. Affiliates may also provide donations to help support DAMA International;
14. Participate in the President's Council for the purpose of setting the direction of DAMA and DAMA International, by sending their President or an empowered Affiliate officer;
15. Be recognized by DAMA International as an Affiliate through payment of annual affiliation fees and submission of appropriate documents;
16. Remain a legally separate incorporated entity from DAMA International.

## **X.B Affiliate Rights and Benefits**

The rights and benefits of Affiliates of DAMA International are:

1. Use of the name DAMA International in affiliate publications and references;
2. Use of the DAMA International logo in affiliate publications and references;
3. Declaration of membership in DAMA International, providing networking with other DAMA International affiliates and allied organizations;
4. Use of all DAMA International services, including DAMA International award-winning web site;
5. Access to well known speakers –for regional and affiliate meetings;
6. Chapters<sup>7</sup> may receive conference planning consultation and conference planning manual;
7. Chapters may receive financial support –seed money for conferences, liability insurance, etc;

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<sup>7</sup> A Chapter (or Affiliated Chapter) is a DAMA International Affiliate that was chartered or incorporated with the express purpose of being an affiliate of DAMA International to bring Data Management education and networking to a specific community

8. Participation in DAMA International Newsletter and other communication vehicles (website, magazines, etc...);

### **X.C Member Individual Rights and Benefits**

The rights and benefits of members of DAMA International are:

1. Discounts granted to members of DAMA International (conference and course discounts);
2. Share in DAMA International prestige and access to DAMA International Advisory Board;
3. Discounts to DAMA sponsored or endorsed professional development / certification and curricula;
4. Discounts to DAMA sponsored publications available for purchase;
5. DAMA International conferences for education, knowledge transfer, networking, etc.
6. DAMA International brand name as a voice of professionalism in Data Management

### **X.D DAMA International Responsibilities**

The responsibilities of DAMA International to its Affiliates include, but are not restricted to:

1. Establishment and maintenance of an international professional organization dedicated to the advancement of data management and its practices, education of the practitioners of data management and publicity of the goals and objectives of data management to the world at large
2. Assistance to all DAMA International affiliates in the areas of: a.) Organization and development, b.) Financial responsibility, c.) Member education through speaker's bureau, d.) Publicity for affiliate events, e.) Contact with industry leaders through the Advisory Board, f.) Education from the annual International symposium.
3. Assistance to all affiliates through the work of the members of the DAMA International Board of Directors, a volunteer organization charged with the management of DAMA International (with affiliate cooperation).

## **XI. DAMA INTERNATIONAL DUES AND FEES**

### **XI.A Affiliation Fees**

1. Affiliation fees will be established by a majority vote of the DAMA International Board of Directors.
2. Affiliation fees are due annually during the first DAMA International fiscal quarter on or before a date set by a majority vote of the DAMA International Board of Directors.

## **XI.B Affiliate Membership Assessments**

Determination of the active member headcount is the responsibility of each affiliate of DAMA International. The actual count must include all registered and unregistered affiliate members.

## **XII. AMENDMENT OF BYLAWS**

1. Amendments to these bylaws may be submitted as agenda items for DAMA International Board of Directors' meetings.
2. Amendments may be adopted, postponed or rejected by two-thirds vote of the DAMA International Board of Directors or by a majority vote of the Presidents of all Affiliates (the full Presidents' Council).

## **XIII. PRESIDENTS' COUNCIL**

- A. The President, or their designate, of a DAMA International Affiliate is a voting member of the President's Council. Such a designee shall be a member of the affiliate of the designating President. No designee may hold proxy for more than one affiliate. The President of the DAMA International Board of Directors is also a voting member of the President's Council.
- B. The Presidents' Council may meet periodically and any member of the President's Council may call the meeting.
- C. The Vice-President - Operations of the DAMA International Board of Directors is a non-voting member of the Presidents' Council. The President's Council will appoint an individual to keep and publish minutes of the Presidents' Council meetings;
- D. The Presidents' Council may vote on issues of import through attendance at meetings or by written ballot.
- E. DAMA International Board members and Board of Advisors members may attend the Presidents' Council meetings.

## **XIV. BOARD OF ADVISORS**

- A. Any individual may be recommended by any DAMA International Board of Directors' member and upon receiving a two-thirds vote of the Board of Directors' will become a member of the Board of Advisors. There will be a minimum of three (3) Advisors and a maximum of five (5) Advisors excluding any person voted to be a lifetime DAMA International advisor.
- B. The term is for one year beginning the first of January for the year following the Board of Advisors election. An Advisory Board member may serve multiple terms as long as the DAMA International Board selects the member for additional terms of membership through the normal nomination process.
- C. DAMA International does not engage in any financial arrangements with Advisors that could result in financial gain for the Advisor. Therefore, DAMA International does not promote or recommend an Advisor's products and/or

services, will not sponsor Advisor engagements or participate in similar relationships with Advisors.

- D. Members of the Board of Advisors may be dropped from the Board of Advisors by a two-thirds vote of the Board of Directors. Advisors must attend at least one meeting annually of the Advisors' Board.
- E. Members of the Board of Advisors are encouraged to contribute their expertise to DAMA International and submit agenda items for DAMA International's consideration.
- F. The Board of Advisors and the DAMA International Board of Directors will meet as determined by the DAMA International Board of Directors.
- G. The Vice-President of Operations will record and publish minutes of these meetings.

#### **XIV.A Roles and Responsibilities**

- A. Participate in the planning and direction setting meetings with the DAMA International Board of Directors at their annual meeting in conjunction with their symposium
- B. Provide advice to the DAMA International organization as needed throughout the year, responding to DAMA International policy and IRM or DRM questions via email, phone or other method in a timely manner
- C. Participate in DAMA events (annual DAMA International Symposia, DAMA affiliate meetings and other DAMA events) whenever possible in a "pro-bono" capacity
- D. Act as good will ambassador for the DAMA International organization at DAMA events (annual DAMA International Symposia, other DAMA events, and DAMA affiliate meetings) when in attendance
- E. Actively encourage DAMA International membership and champion the mission and goals of DAMA International in their other roles or associations and interactions with related professionals
- F. Promote DAMA International and its benefits and services at conferences, seminars, courses and other events that an Advisor may host, conduct or participate in. DAMA International offers Advisors the use of the DAMA International logo and web site URL in literature that promotes events or products through which the Advisor champions DAMA International
- G. Participate in or write for publications sponsored by DAMA International as appropriate
- H. Sign and adhere to the DAMA International Code of Ethics.

#### **XIV.B Eligibility**

- A. Be a respected member of the community either in industry or public service (practitioner, academic or consulting)

- B. Possess demonstrable experience to the extent that the person can offer expert advice to the DAMA International organization
- C. Be willing to assist and lead DAMA International in establishing and maintaining a proper direction for DAMA International as a dynamic professional organization
- D. Be willing and able to spend time advising the DAMA organization on data/information resource management related topics
- E. Demonstrate support of the DAMA International organization, mission, and goals
- F. Understand and accept the "pro-bono" nature of the Advisor role with DAMA International.

## **XV. GLOSSARY**

- A. Affiliate: an independent organizations that has executed an affiliation agreement with DAMA International and is functionally associated with DAMA International for the promotion of education and networking of information and data management professionals but is legally an independent organization, or legal entity, from DAMA International.
- B. Chapter (or Affiliated Chapter): is a DAMA International Affiliate that was chartered or incorporated with the express purpose of being an affiliate of DAMA International to bring Data Management education and networking to a specific community
- C. DAMA International Member: (or DAMA member, or member) is a person or organization that is a member in good standing of an affiliate of DAMA International ("DAMA Affiliate Member") or a direct member of DAMA International ("DAMA Direct Member"):
  - i. DAMA Direct Member: is an individual that joins DAMA International directly by: (a) applying for membership by self-registering directly into the DAMA Member Database via the Web; (b) meeting all the requirements for membership established by DAMA International; (c) paying the recurrent DAMA Direct Membership dues as directed by DAMA International; and, (c) being accepted as an active member by DAMA International (all DAMA Direct Members are Registered Members)
  - ii. DAMA Affiliate Member: an organization or individual that is an active member of a DAMA International affiliate as defined by the membership rules and regulation of the affiliate
    - 1. Registered Member: an affiliate member who has self-registered in the DAMA Membership Database. Members must have their contact information in the DAMA database to have access to DAMA member benefits offered via the web

(e.g., access to web members' only pages, DAMA discounts, DM-BOK access, etc.)

2. Unregistered Member: an affiliate member who declines to register in the DAMA Membership Database. These members will NOT have access to DAMA member benefits via the web
- D. Executive Committee: is a committee formed by the President to provide council and support to the President and is composed of four members, including the President, appointed by the President. The committee members must be current Board of Directors members
  - E. Data resource management organizations: are organizations of data resource management practitioners pursuing similar goals to DAMA International. Also referred to "Information Resource Management."
  - F. Presidents' Council: is defined as the collection of Affiliate Presidents, or the empowered representative delegated by an Affiliate President. This Council meets annually or as appropriate and assists the DAMA International Board of Directors in establishing and fulfilling the goals and objectives of DAMA International.
  - G. Two thirds majority: will be defined as the total eligible vote times .67 and rounded to the nearest whole number.
  - H. Vendor: unless otherwise stated, is used to mean "vendor to DAMA;" it refers to an individual or organization that provides services to DAMA International or any of its affiliated chapters. Examples of "vendors to DAMA" include: 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 to DAMA" include: organizations that provide products and services directly to DAMA members and their employers, conference and other event sponsors, grantors to the foundation, etc.