

**ARMA International
Edmonton Chapter
Bylaws
Revised July 1, 2020**

1. MEMBERS

a. Classes of Membership

Professional: An individual in good standing with the Association entitled to full voting and other rights and benefits of the Association.

Honorary: An individual who has been granted life membership by the Association's Board of Directors and as defined by the Association's policies and procedures. Honorary members are entitled to full voting and other rights and benefits of the Association.

Associate: A duly qualified individual in good standing with the Association is entitled to limited benefits of the Association. Associate membership does not include the privilege of voting in an ARMA International election, ARMA Edmonton elections, or sitting on the Chapter Board.

b. Requirements

The requirements for each of the various classes of membership and the processes for application, in addition to those contained within these bylaws and the bylaws of ARMA International, shall be established and published by the ARMA International Board of Directors. Membership in ARMA or the Edmonton Chapter shall not be denied nor abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation or choice of lifestyle.

c. Good Standing

A member in good standing is one whose current dues are paid to ARMA International, the Edmonton Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

d. Applications

Applications for membership shall be made in writing on forms furnished by ARMA International for this purpose. Applications are to be sent directly to ARMA International.

e. Non-Renewal and Reinstatement

Members whose dues have not reached ARMA International or the Chapter within one calendar month following the expiration date of membership shall be considered non-renewed.

A non-renewed member or a former member may apply for membership upon full payment of annual Association and Chapter dues.

f. Censure, Suspension or Expulsion

Any member may be censured or suspended by a majority vote of the Board of Directors of the Chapter for good cause if according to its findings, a violation of any provision or obligation of the Articles of Incorporation, Bylaws, or rules and regulations has occurred. Any member may be expelled by a two-thirds vote of the Board of Directors of the Chapter for good cause if according to its finding, a violation of any provision or obligation of the Articles of Incorporation, Bylaws, or rules and regulations has occurred. Conduct unbecoming a member, conduct inimical to the welfare of ARMA International or the Chapter, and indebtedness to ARMA International or the Chapter shall also be causes for such disciplinary action. When such action is contemplated, the Board of Directors of the Chapter shall provide written notification to the party concerned and afford an opportunity for a hearing before the Board or a special committee appointed by the Board for this purpose. Should revocation result, any dues paid to a date beyond such revocation will not be refundable.

2. OFFICERS/EXECUTIVE COMMITTEE

a. Executive Committee & Officer Terms

The Board of Directors shall maintain an Executive Committee. The Board shall develop and maintain a policy defining the specific roles and responsibilities of the Executive Committee. Officer roles must include at minimum a President and Treasurer. Additional officer positions may be defined from time to time in accordance with the policy. Officers shall be elected by the Membership. The term for each Officer position will be 1 year.

b. Minimum Duties

The Executive Committee will be defined within the policy described in 2(a). The minimum duties to be included in this policy are as follows:

- i. To call and chair meetings of the Members and Board of Directors
- ii. To chair the committee responsible for finance which will monitor the annual budget and review annual financials

3. MEETINGS

a. Regular Meetings of Board of Directors

- i. Regular meetings of the Board of Directors shall be held at least quarterly.
- ii. One-half of the members of the Board of Directors at any meeting constitutes quorum.

b. Annual Meeting of The Members

ARMA Edmonton Chapter shall conduct an Annual General Meeting (AGM) within 6 months of financial year end. The business conducted at the AGM shall include:

- i. Election of Board of Directors & Officers
- ii. Review of financial statements

c. Quorum

- i. Twenty percent of the total members shall constitute a quorum for the transaction of business in any meeting of the Chapter.
- ii. No meeting of the members will conduct any business if quorum is not obtained.

d. Voting

- i. All members in good standing, as defined in Article 1, Section c of these bylaws, are eligible to vote in any meeting of the membership. Such votes must be made by the person and not by proxy or otherwise. Votes will be taken by show of hands during in-person meetings. Alternate methods deemed appropriate by The President can be used in virtual meetings.

5. BOARD OF DIRECTORS

a. Board Members

- i. A Board of Directors shall govern the business of ARMA Edmonton and shall not exceed 15 members.
- ii. Any member of the Board of Directors must be a member in good standing of ARMA and is elected at the AGM for a term of 1 year
- iii. A member of the Board of Directors can not be a member for more than 6 consecutive years.
- iv. Board Members are required to sign the Code of Conduct Oath to serve on the Board

b. Removal of Board Member

The Board of Directors may by resolution passed by at least three fourths of the votes cast at a Board of Directors meeting for which notice specifying the intention to pass such resolution has been given, remove any Director from their position before the expiration of their term if:

- i. The Officer is deemed to be failing to meet the requirements of the role as defined in the policy, or acting in contravention of the Code of Conduct.

- ii. Absence of three consecutive meetings of the Board or six meetings per year, unless the reason for absence is reasonable to the Board
- iii. Just and reasonable causes, including contravention of the stated purpose of the organization in the bylaws or policies of ARMA Edmonton

6. FINANCIAL AFFAIRS

a. Management of Financial Affairs

- i. The fiscal year is July 1st to June 30th.
- ii. The Board of Directors shall maintain a financial policy that defines:
 - a. Acceptable management of funds of ARMA Edmonton
 - b. Borrowing powers
 - c. Membership dues
 - d. Audit procedures

7. COMMITTEES

The Board of Directors has the authority to create and manage any committees necessary for the successful operation of ARMA Edmonton. The roles, functions and duties of these committees will be clearly defined by the Board of Directors in each committees Terms of Reference.

8. DISSOLUTION

The ARMA Edmonton Chapter is incorporated under the Alberta Societies Act and is subject to the terms of dissolution as prescribed by the Act.

9. PARLIAMENTARY AUTHORITY

The ARMA Board of Directors meetings and Annual General Meeting will be governed by the modified rules of order defined in the Board of Directors Terms of Reference.

10. AMENDMENT

These bylaws may be amended by a 75% vote of the members in good standing in attendance at the Annual General Meeting provided that notice of the proposed amendment has been sent in writing at least thirty (30) days prior to the meeting at which the amendment is voted. In the case an amendment is required prior to the Annual General Meeting a separate vote may be conducted electronically or through a special meeting with 75% of responding chapter members in good standing approving the amendment.

Once approved by chapter membership, the Chapter President will provide a review copy of the proposed amended documents, clearly showing the change from the current approved document, to the HQ's Department of Member Services (chapters@armaintl.org).

The Member Services Department coordinate an expeditious review of the proposed change, and the results of the review are communicated to the Chapter President no later than 30 days after receipt of the changes. Each Chapter President ensures that a current copy of the chapter's approved Bylaws are on file at ARMA Headquarters.

Dated ____ of _____, 2020

Signature: _____ Address: _____

Name (Print): _____

WITNESS

Signature: _____ Address: _____

Name (Print): _____