

**Bylaws of the  
Edmonton Chapter  
of  
ARMA International**

**ARTICLE I – OFFICIAL NAME**

This association shall be known as the ARMA International, Edmonton Chapter Association, hereafter referred to as the Edmonton Chapter. It is a chapter of ARMA International, headquartered in Lenexa, Kansas, U.S.A.

**ARTICLE II – MEMBERS**

**Section 1 – Classes of Membership**

A. Regular Chapter Member

A duly qualified individual in good standing with the Association entitled to full rights and benefits of ARMA International.

B. Honorary

An individual who has been granted life membership by ARMA International's Board of Directors.

C. Student

An enrolled full-time post-secondary student. Student membership does not convey the privileges of voting in ARMA International elections, Edmonton Chapter elections, or holding Chapter office.

D. Retired

A current or former member in good standing with the Association, who has retired from the profession of records management. Retired membership does not include the privilege of voting in ARMA International elections, Edmonton Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.

**Section 2 – 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 life style.

### **Section 3 - Qualifications**

Any individual holding or occupying a position as manager, supervisor, educator, student or who is generally interested in the field of Records and Information Management shall be eligible for membership. Any individual so qualified may not be excluded from nor denied membership in ARMA International or a Chapter thereof, subject to the provisions of Section 7 of this Article.

### **Section 4 – 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.

### **Section 5 – Applications**

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

### **Section 6 – Non-Renewal and Reinstatement**

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

### **Section 7 – 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.

## ARTICLE III – Officers and Their Duties

### **Section 1 – Officers**

The officers of the Chapter shall be President, Vice-President, Secretary, and Treasurer. Other officers include the Past President, Program and Learning Director, Marketing Director, Membership Director, Communications Director, and Director of Student Services. No officer will be remunerated for their work on the Board of Directors.

### **Section 2 – Qualifications**

All officers shall be members in good standing of ARMA International and the Chapter.

### **Section 3 – Nomination and Election**

A call for nominations will be done in April / May of each year.

Once the nominations have been received and there:

- is only one nominee per position, the candidate will be appointed by acclamation, ratified by the current board of directors, and no election will be held
- are more than one nominee per position, election and (electronic) vote will be held within 60 calendar days, but prior to the end of the current fiscal year, of the call for nominations.

### **Section 4 – Term of Office**

All Officers shall assume office July 1. They shall serve for a term of one year or until their successors are elected and have assumed duties.

An Officer who has served for more than half a term shall be considered to have served a full term.

### **Section 5 – Vacancies**

A vacancy in any office other than that of President shall be filled by election by the Board of Directors for the unexpired term.

### **Section 6 – Duties and Responsibilities**

The Officers shall perform the duties provided in this section and such other duties as are prescribed in these bylaws, by the Board of Directors, in the adopted parliamentary authority or by ARMA International.

A – President. The President shall:

- Preside at all meetings of the Board of Directors and of the members.
- Appoint the chairmen of all standing committees with the approval of the Board of Directors
- Be an ex-officio member of all committees except the nominating committee
- Other assigned duties

B – Vice President. The Vice President shall:

- Assist the President
- Perform the duties of the President in the absence of that officer, including the responsibility to preside over meetings of the board. In the case of permanent disability or resignation of the President, shall succeed to that office for the unexpired portion of that term.
- Other assigned duties

C – Secretary. The Secretary shall:

- Prepare and distribute agendas and minutes of all Chapter Board Meetings, Special and Annual General Meetings
- Maintain the official records of the Chapter Board of Directors as the designated Records Manager of the Chapter.
- Other assigned duties

D – Treasurer. The Treasurer shall:

- Have custody of all of the funds of the Chapter, which shall be deposited in a federally insured institution.
- Keep a full and accurate account of receipts and expenditures
- In accordance with the budget adopted by the Chapter, make disbursements as authorized.
- Prepare a Financial Annual Report which shall be submitted along with the financial records to the Auditing Committee or Auditor. Upon approval that Treasurer's annual report is correct shall sign a statement of the fact at the end of the report.
- Submit reports as required by ARMA International
- Submit Quarterly GST returns
- Submit an approved Financial Annual Report to the Societies Commission (Alberta Registries) including an audited statement
- Other assigned duties

E – Past President. The Past President shall:

- Shall assist the President in the running of the Chapter by providing advice on executive matters related to policies, decisions, procedures, long range goals and directions so as to ensure continuity
- Other assigned duties

F - Learning and Program Director. The Learning and Program Director shall:

- Schedule and arrange the learning program creating promotional material to advertise the events
- Attend as many functions as possible to introduce speaker, coordinate event, and ensure evaluations are completed
- Other assigned duties

G - Marketing Director. The Marketing Director shall:

- Develop and support activities of the Chapter aimed at increasing membership and encouraging participation at Chapter events
- Liaise with associations and groups to support ARMA Edmonton communications
- Other assigned duties

H - Membership Director. The Membership Director shall:

- Maintains the membership database
- Identify and lead initiatives to encourage membership growth and promotion
- Make contact with members whose membership has lapsed and initiates first contact
- Send out notices and communications on behalf of the Board to members
- Other assigned duties

I - Communications Director. The Communications Director shall:

- Identify a strategy to communicate to members using appropriate media e.g. newsletter, website, etc.
- Provide timely and accurate information to the membership on an ongoing basis
- Other assigned duties

J- Director of Student Services. The Director of Student Services shall:

- Liaise between RIM education programs and institutions
- Create and administer a practicum registry and assists with placement and promotion of practicum placements
- Encourage and support student participation in ARMA Edmonton Chapter events
- Devise plans for encouraging student participation and membership for ARMA Edmonton Chapter
- Other assigned duties

## **Section 7 – Removal**

- A. Any Chapter Officer whose conduct shall be considered detrimental to the best interest of ARMA International or the Chapter or who shall willfully exploit the organization for personal gain or otherwise violate the Bylaws as they are written or other rules or

regulations may be removed from his/her office by a majority vote of the Board of Directors.

- B. When such action is contemplated in the case of an Officer, he/she shall be entitled to receive specific charges in writing from the Board of Director and shall, if he/she expresses a desire in writing, be afforded an opportunity for a hearing before the Board of Directors or a special committee appointed by the Board of Directors for this purpose.
- C. Any Officer removed from office under this section shall be ineligible for election to any office for at least one term.

## ARTICLE IV – MEETINGS OF THE MEMBERS

### **Section 1 – General Meetings**

General meetings of the members shall be held monthly except for July and August. Notice of meetings will be sent in writing to members via email or mail to their last known address at least one week (7 calendar days) prior to the date of the meeting. The dates and arrangements of these meetings shall be determined annually by the Board of Directors at their first meeting held following July 1. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

### **Section 2 – Special Meetings**

Special Meetings may be called by the President or by a majority of the Board of Directors. A minimum of forty-eight hours notice of the meeting shall be given to all members. Notification of the special meeting will be in writing by mail or email to the last known address. All Chapter members may attend general or special meetings.

### **Section 3 – Annual Meeting**

The meeting held in June shall be the Annual Meeting at which Officer's annual reports shall be presented.

### **Section 4 – Quorum**

Twenty percent of the total members shall constitute a quorum for the transaction of business in any meeting of the Chapter.

### **Section 5 – Voting**

All members in good standing, as defined in Article II, Section 4 of these bylaws, are eligible to vote in any meeting of the membership. Such votes must be made in person and not

by proxy or otherwise. Votes will be taken by show of hands unless otherwise prescribed in these bylaws or policies of the Chapter.

## ARTICLE V – BOARD OF DIRECTORS

### Section 1 – Composition

The Board of Directors, which is the governing body of the Chapter, shall consist of the elected officers (President, Vice President, Secretary, and Treasurer), and the Past President, Program and Learning Director, Marketing Director, Membership Director, Communications Director, and Director of Student Services.

### Section 2 – Duties

The Board of Directors shall:

- Appoint the Auditing Committee and approve its report
- Approve an annual budget
- Select the dates and make arrangements for meetings of the members
- Other duties.

### Section 3 – Meetings

- A. The Board of Directors shall meet at least 10 times annually the dates and times to be decided at its first meeting.
- B. A majority of the Board of Directors shall constitute a quorum.
- C. Special meetings of the Board of Directors may be called by the President or by a majority of its members. Two days or 48 hours notice shall be given.
- D. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

### Section 4 – Seal of Chapter

The custody and use of seal of the Chapter is the responsibility of the Board of Directors. The policies of the Chapter further define the details.

## ARTICLE VI - FINANCES

### Section 1 – Fiscal Year

The fiscal year of the Chapter shall begin on July 1<sup>st</sup> and end June 30<sup>th</sup> of the following year.

### Section 2 – Membership Dues

Membership dues for the Chapter shall be set by the Board of Directors in advance of the new fiscal year. The amount will be in addition to the amount

designated by the Association. The Chapter shall notify the Association of any changes in local dues no later than May 1<sup>st</sup>.

### **Section 3 – Borrowing Powers**

For the purpose of carrying out its objects, the Chapter may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Chapter, and in no case shall debentures be issued without the sanction of a special resolution of the Chapter.

## **ARTICLE VII – AUDIT**

The financial records held by the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Chapter elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Chapter to be held each June.

Upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same, any records (including financial) of the Chapter may be reviewed by any Chapter member and/or Board member.

## **ARTICLE VIII – COMMITTEES**

### **Section 1 – Committees**

The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Chapter. The term of each chairman shall be for one year or until a successor has been selected.

### **Section 2 – Duties of the Committees**

Committees shall perform duties as specified by the Board of Directors.

### **Section 3 – Plan of Work**

The Chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

### **Section 4 – Ex officio Member**

The President shall be member ex officio of all committees except the Nominating Committee.

## **ARTICLE IX – 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.

#### ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Chapter in all cases not provided for in these Bylaws or Articles of Incorporation and ARMA International Policies and Procedures.

#### ARTICLE XI – AMENDMENT

These bylaws may be amended by a 75% vote of the members in good standing 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. Proposed amendments shall be reviewed by ARMA International's Director of Member Services and the Region Manager prior to notice being sent to the members to insure that the proposed amendment does not conflict with ARMA International Policy.