

ARMA INTERNATIONAL

EDMONTON CHAPTER BYLAWS

ARTICLE I - OFFICIAL NAME

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

ARTICLE II - OBJECTIVES

The purposes of this chapter shall be:

1. To promote and advance the improvement of records and information administration and management through study, education and research.
2. To advance professional knowledge and techniques by sharing and exchanging experiences and information related to the fields of records and information management.
3. To develop and advance standards of professional competence in the fields of records and information management.
4. To operate on a not-for-profit basis and no part of any income or earnings shall be used for the benefit of any private member.

ARTICLE III - MEMBERSHIP

Any individual with an interest in the field of records and information management shall be eligible for membership.

A. Membership Categories:

Section 1 – Class of members

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

Any 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 an ARMA International elections, Edmonton Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.

Section 2 – Requirements

The requirements of 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 have 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.

Section 8 Resignation and Transfers

Members may withdraw their membership by submitting written notice to the Chapter Board of Directors. Any dues paid beyond the date of termination shall not be refunded.

Members may transfer in from another Chapter with no payment of Chapter dues until the next fiscal year. Members transferring to another chapter shall not receive a refund.

ARMA International must be advised of all membership changes if the member directs the notice of change only to the Chapter.

ARTICLE IV - GOVERNING BODY

Section 1 – Officers

The officers of the chapter shall be a President, Vice President, Secretary, and Treasurer.

Section 2 – Qualifications

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

Section 3 – Nomination and Election

Call for nominations will be done in March/April of each year.

Once the nominations are received and there:

- is only one nominee per position, no elections will be held
- are more than one nominee per position, election and electronic vote will be held

Section 4 – Term of office

All officers shall assume office July 1 and hold office until June 30 of the following year.

The President-Elect, President, and Past President could serve up to two years in their elected position or until their successors are elected and have assumed duties.

All other officers 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 except that of President shall be filled by election by the Board of Directors for the unexpired term.

Section 6 – Duties and Responsibilities.

The incumbents 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 Chapter Board of Directors and 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
- Develop a plan outlining the Chapter's short range goals and objectives for approval by the Chapter Board of Directors and a budget for the office of the President
- Be responsible for the enforcement of the Chapter Bylaws and all policies emanating from the Chapter Board of Directors
- Initiate action leading to the removal of any officer who fails to perform their assigned duties. Removal of an officer shall require a majority vote of the remaining Chapter Board of Directors
- Initiate action to replace officers who have resigned or have been removed from office. Replacement of an officer shall require a majority vote of the remaining Chapter Board of Directors
- Keep the Chapter Board of Directors and Chapter members fully informed of activities of the ARMA International, Canadian Region and the Edmonton Chapter
- Represent the Edmonton Chapter at the Annual ARMA International Chapter Presidents' Meeting and Canadian Region Chapter Presidents' Meeting. Should the President be unable to attend any Chapter Presidents' Meeting, he/she shall recommend a representative. The representative shall be approved by the Chapter Board of Directors and have full voting power

B – President Elect (Vice President)

The President Elect shall:

- Assist the President in the maintenance of the Chapter
- Perform the duties of President in the absence of that officer and in the case of permanent disability or resignation of that officer, shall succeed to that office for the unexpired portion of the term.
- If chapter sponsored local multi-day seminar or conference being held, chair Seminar/Conference Committee
- Other assigned duties

C – Secretary

The Secretary shall:

- Prepare and distribute agendas and minutes of all Chapter Board Meetings, Special and Annual Meetings,
- Maintain the official records of all meetings of the Chapter Board of Directors
- Carry forward of all unfinished business items, at each Chapter Board of Directors Meetings
- At year-end prepare a Record of Decisions (list of the motions) made at of Chapter Board of Directors Meetings and distribute to members
- 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. Cheques drawn on this account shall require the signature of two (2) designated officers
- Keep a full and accurate account of receipts and expenditures.
- In accordance with the budget adopted by the chapter, make disbursements as authorized.
- Present a report at all meetings of the Board of Directors and Membership.
- Prepare a Financial Annual Report, which shall be submitted along with the financial records to the Auditing Committee or Auditor. Upon approval that the treasurer's annual report is correct shall sign a statement of that 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

Section 7 – Removal

- A. Any Chapter officer whose conduct shall be considered detrimental to the best interest of the 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 Directors 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 V – MEETINGS

Section 1 – Meetings

Regular meetings of the members shall be held in the month of June. The dates and arrangements for 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 – Board of Directors' Meeting

The Chapter Board of Directors' Meetings shall be held monthly on a day to be set by the Board of Directors at the beginning of the fiscal year. The Secretary shall notify each Officer and Director at least ten (10) days prior to the meeting. There will be no meetings for the months of July and August.

Section 3 – Special Meetings

A. A special meeting may be called as follows:

- By the President
- By petition to the President by two-thirds (2/3) of the Chapter Board of Directors
- By petition to the President of 20% of the total Chapter members

B. Two days or 48 hours notice of the meeting shall be given.

C. All Chapter members may attend regular or special Board meetings in a non-voting capacity.

Section 4 – Annual Meeting

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

Section 5 – Quorum

Fifty percent plus one of the total Board members shall constitute a quorum for the transaction of business in any meeting of the chapter.

ARTICLE VI - 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), Past President, Program and Learning Director, Marketing Director, Membership Director, Newsletter Editor, Communications Director and Webmaster.

Section 2 – Nomination and Election

Call for nominations will be done in March/April of each year.

Once the nominations are received and there:

- is only one nominee per position, no elections will be held
- are more than one nominee per position, election and electronic vote will be held

Section 3– Duties and Responsibilities

The Board of Directors shall:

- Manage the activities of the Chapter.
- Appoint the Auditing Committee and approve its report.
- Approve an annual budget.
- Select the dates and make arrangements for meetings of the members.
- Commitment to attend as many monthly chapter functions as possible
- Other duties.

A – Past President

The Past President shall assist the President in the running of the Chapter:

- Advice on executive matters related to policies, decisions, procedures, long range goals and directions so as to ensure continuity from one year to the next.
- Establish and chair the Awards Committee
- Commitment to attend as many monthly chapter functions as possible
- Other assigned duties

B – Program & Learning Director

The Program Director shall:

- Schedule and arrange the annual learning program including speakers
- Develop a plan and budget for learning program functions and initiatives
- Notify the Chapter Membership Director of events including session details.
- Arrange for any special equipment as required by speaker
- Report on the status of program activities
- Commitment to attend as many monthly chapter functions as possible
- Other assigned duties

C – Marketing Director

The Marketing Director shall

- Promote ARMA - Edmonton Chapter to individuals and groups involved in the records and information community
- Coordinate sponsorships for ARMA events
- Develop a plan and budget for Chapter marketing functions and initiatives
- Communicate with and represent the Chapter on all marketing/publicity initiatives endorsed by the Chapter
- Report on the status of marketing/publicity activities
- Manage Web advertising and liaison with Website Coordinator
- Commitment to attend as many monthly chapter functions as possible
- Other assigned duties

D – Membership Director

The Membership Director shall:

- Maintain the membership database
- Develop a plan and budget for Chapter membership functions and initiatives
- Report on the status of membership activities in the Chapter
- Follow up with members whose membership has lapsed
- Send out notices or communication to Chapter members as directed by Chapter President and

- Solicit applications for membership and advise potential members of membership benefits
- Commitment to attend as many monthly chapter functions as possible
- Other assigned duties

E – Newsletter Editor

The Newsletter Editor shall:

- Develop a plan and budget for Chapter publication initiatives
- Make all arrangements for the production and distribution of the newsletter
- Provide timely and accurate information to the chapter on a prescribed basis
- Report on the status of publication activities in the Chapter
- Commitment to attend as many monthly chapter functions as possible
- Other assigned duties

F – Communications Director

The Director of Communications is responsible for Marketing, Website Administration (excluding maintenance and updating of website) and will:

- Liaison with Website Hosting and Design provider including enhancements to the website; UAT; contract management; set priorities for enhancements
- Develop a plan and budget for Chapter website maintenance and initiatives
- Monthly Board Meetings held every Monday of the month
- Review payables
- Order marketing material
- Monitor content to ensure that it reflects up to date information
- Address website feedback and inquiries
- Commitment to attend as many monthly chapter functions as possible

G – Webmaster

The Webmaster maintains the ARMA Edmonton Chapter website at <http://www.armaedmonton.com> with guidance from the ARMA Edmonton Chapter Board of Directors and shall:

- Post information as provided by board members to ensure content is up to date
- Work with the Board to reflect issues and events important to ARMA Edmonton Chapter members
- Make a decision with the ARMA Edmonton Chapter when a new format is necessary, and works with the board to create new design or changes to site
- Attend at least 3 board meetings
- Notify the Membership Director of new information posted for distribution to members (i.e. job postings, program etc.)
- Other assigned duties

Section 4– Meetings

- A. The Board of Directors shall meet at least 10 times annually the dates and time 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.

ARTICLE VII - FINANCES

Section 1 – Fiscal Year

The fiscal year of the Chapter shall begin on July 1st and end June 30th 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 1st.

Section 3 – Remuneration

No chapter member, including the Board of Directors, shall receive remuneration for their services to the Chapter. Reimbursements for administrative expenses shall be granted upon approval by the Chapter Board of Directors.

Section 4 – Signing Officers

Cheques drawn on the Chapter bank account shall require the signature of two (2) Board of Directors members.

Section 5 – Financial Statements

- A. The financial records of the Chapter shall be audited within 60 days after the Annual Meeting by either an accredited auditor or by two (2) members of the Chapter. One member will be on the Board of Directors, excluding the Treasurer, and the other will be from the general membership.
- B. The annual year-end financial statement must be distributed to the membership.

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 a member ex officio of all committees except the Nominating Committee.

ARTICLE IX – DISSOLUTION

In the event of dissolution of the Chapter, all of its assets shall be paid over or transferred to one or more exempt organization of the kind as outlined in the Alberta Societies Act (S-14). These assets are to be paid over or transferred to ARMA Canada Region.

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 fifty percent plus one vote of the Board of Directors 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.