

## **Bylaws of the Prince Edward Island Chapter of ARMA International**

### **ARTICLE I – NAME**

This Not-for-Profit organization shall be known as the Prince Edward Island Chapter, ARMA International.

### **ARTICLE II – OBJECTIVES**

The objectives of this not-for-profit, educational organization are:

- to promote and advance the improvement of records and information management and related fields through study, education and research;
- to advance professional knowledge and techniques by sharing and exchanging experiences and information related to the field of records and information management;
- to develop and advance standards of professional competence in the field of records and information management.

### **ARTICLE III – MEMBERS**

Section 1. Classes 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, Prince Edward Island 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, Prince Edward Island 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 Prince Edward Island 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 Prince Edward Island 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.

## **ARTICLE IV – OFFICERS AND THEIR DUTIES**

### 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.

#### Nominating Procedures

The Nominating Committee prepares a slate of at least one nominee for each elective office to be filled, and presents such slate to the Board of Directors at the June Board of Directors Meeting each year.

At the Annual Meeting in June, the presiding officer calls for nominations from the floor prior to the election of each officer and director.

#### Election Procedures

Voting will be by Chapter members in good standing.

Voting will be by acclamation when there is only one candidate for a particular office.

Voting will be by secret ballot prepared by the Secretary when there is more than one candidate for a particular office or if nominations are made from the floor. Such ballots will contain only necessary instructions for proper completion, the names of the nominees and spaces for write-in candidates for each office. There will be no individual voter identification on any ballot.

All ballots, to be valid, will be handed to the Secretary or his/her designate at the conclusion of balloting for each office to be filled.

Any candidate who receives a majority of votes on any ballot is declared elected.

If no candidate receives a majority of votes on the first ballot, a second ballot will be taken on the two candidates who received the highest number of votes.

At the conclusion of balloting for each office to be filled, and upon receipt by the Secretary or his/her designate, of all ballots cast for each office, the Secretary tabulates the ballots cast; certifies and reports the results to the presiding officer who immediately announces the results to the membership.

#### Section 4. Term of office

All Officers shall assume office July 1. They shall serve for a term of two year(s) or until their successors are elected and have assumed duties. No officer except the Secretary or Treasurer shall serve more than two (2) consecutive terms in the same office. 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 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:

- be responsible for the enforcement of the Constitution and By-Laws and all directives of the Board of Directors;
- appoint, with the approval of a majority vote of the Board of Directors, all standing Committee Chairs, unless provided otherwise in this Constitution and By-Laws and, if necessary, appoint members of all Committees or at his/her discretion authorize the Board of Directors to make such appointments;
- serve as ex-officio member of all standing committees except nominating;
- keep the Board of Directors fully informed of the activities of the Chapter;
- submit to the Board of Directors proposals and recommendations for amendments to the Standing Rules;
- deliver to his/her successor in office all books, papers, records and other property of the Chapter for which he/she is or may become responsible.

- B. Vice-President. The Vice-President shall:
- assume all of the duties of the President during his/her absence or disability;
  - assist the President with his/her duties;
  - serve as an ex-officio member of and be responsible for coordinating the activities of all special committees;

At the end of the two year term the President-Elect will automatically fill the position of President.

- C. Secretary. The Secretary is the official custodian of all records of the Chapter, including the Chapter charter. The Secretary shall:
- keep a record of all meetings of the Board of Directors and meetings of the Chapter membership;
  - distribute to the Board of Directors, copies of proceedings of all meetings;
  - is responsible for preparing and distributing notices of all meetings;
  - maintain the official chapter list of members and their addresses;
  - is responsible for the submission of the annual returns as required by the Consumer, Corporate and Insurance Division, Office of the Attorney General;
  - mail to all members the slate of nominees for each elective office to be filled each year as submitted by the Nominating Committee and as now approved by the Board of Directors;
  - handle correspondence as directed by the President and/or the Board of Directors;
  - perform duties as provided in the Constitution and By-Laws, Standing Rules or as assigned by the President and/or the Board of Directors.

- D. Treasurer. The Treasurer shall:
- be the custodian of all funds of the Chapter;
  - receive all membership dues and other payments to which the Chapter is entitled;
  - disburse funds of the Chapter only on approval by the Board of Directors;
  - deposit all funds in the name of the Chapter approved by the Board of Directors;
  - provide budgets and statements of the financial condition of the Chapter at the close of each fiscal year and at other times as requested by the Board of Directors.
  - submit reports as required by ARMA International.

All cheques shall require the signature of any two (2) officers.

#### 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. Regular Meetings.

Chapter Membership meetings will be ordered by the Board of Directors. In the case of an emergency or extremely bad weather, the President may cancel a meeting.

### Section 2. Special Meetings.

Any elected officer or director for the purpose of collaboration may call special meetings when issues require immediate action. When the Board of Directors endorse/approve issues at a special meeting, the results will be reflected in the next Board of Directors meeting minutes.

### Section 3. Annual Meeting.

The Annual meeting for the election of officers and directors will be held at the Chapter Membership meeting in June each year. The Secretary sends a notice of the annual meeting to each Chapter member in good standing not less than ten (10) days prior to the meeting.

### Section 4. Quorum.

A quorum must be present to conduct business coming before the Chapter Membership at its Annual meeting. The quorum consists of twenty per cent (20%) of the Chapter members in good standing. No voting by proxy is permitted.

## **Article VI - Board of Directors**

### Section 1. Composition.

The governing body of the Chapter is known and referred to as the Board of Directors. It consists of the elected officers, four (4) directors and the immediate past-president.

### Section 2. Duties.

The management of the Chapter, its affairs, meeting and property shall be vested in

said Board of Directors and upon a two-thirds (2/3) majority vote of its members; said Board of Directors shall:

- Approve appointed officers;
- Suspend any member for cause after said member has been duly notified of the reasons for such action and has had an opportunity to appear before the Board of Directors;
- Remove any committee chair with cause;
- Reinststate any member terminated;
- Approve all cash disbursements;
- Perform duties as required by a Board of Directors of an incorporated association;
- Perform duties as requested by the President.

### Section 3. Board of Directors Meetings.

Board of Directors meetings will be ordered by the President with one meeting held at least bi-monthly. Notices/agendas will be sent to the Board of Directors not less than five (5) days prior to the meeting.

### Section 4. Special Meetings

Special meetings may be called by any elected officer or director for the purpose of collaboration when issues require immediate action. When the Board of Directors endorse/approve issues at a special meeting, the results will be reflected in the next Board of Directors meeting minutes.

### Section 5. Quorum

A quorum must be present to conduct business coming before the Board of Directors at any of its meetings. The quorum consists of a 2/3 majority of the members of the Board of Directors. No voting or proxy is permitted.

## **Article VII - 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 1st.

## **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 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**

If the ARMA Prince Edward Island Chapter becomes dormant its financial assets are to be forwarded to ARMA International for safekeeping. Upon the dissolution of ARMA Prince Edward Island Chapter, all of its assets shall be distributed to the Canadian Region of ARMA International.

### **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 two-thirds 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.