



# **Bylaws of the ARMA Vancouver Chapter**

**2015**

Last Amended: June 2015

## **ARTICLE I – NAME**

Association of Records Managers and Administrators – Vancouver Chapter

The name of this Chapter is the Association of Records Managers and Administrators, Inc. – Vancouver Chapter. The Association of Records Managers and Administrators, Inc. will hereafter be referred to as the “Association.” The Vancouver Chapter will hereafter be referred to as the “Chapter”.

## **ARTICLE II - OBJECTIVES**

As an incorporated non-profit organization registered in British Columbia, the objectives are:

- A. To provide education, research, advanced records and information management as a discipline and a profession mainland British Columbia and the Yukon;
- B. To organize and promote programs of research, education, training and networking in the profession of records and information management as practiced in mainland British Columbia and the Yukon;
- C. To support the enhancement of professionalism of the members of ARMA International who live or work in mainland British Columbia and the Yukon; and
- D. To promote cooperative endeavours with related professional groups who also serve the area of mainland British Columbia and the Yukon.

## **ARTICLE III – Members**

### Section 1: Classes of Members

- A. Professional  
A duly qualified individual in good standing with the Association entitled to full voting and other rights and benefits of the Association.
- B. 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.
- C. 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 election for the Association and the Chapter.

## 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 the Association (ARMA International), shall be established and published by the ARMA International Board of Directors. Membership in the Association or the 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 the Association or a Chapter thereof, subject to the provisions of Section 8 of this Article.

## Section 4: Good Standing

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

## Section 5: Applications

Applications for membership will be made to the Association.

## Section 6: Expired Membership

- A. Members whose dues have not reached the Association or to the Chapter within one calendar month following the expiration date of membership are considered non-renewed.
- B. Non-renewed members may apply for membership upon full payment of the Association and Chapter dues.

## Section 7: Membership Transfer

Only a Chapter membership in good standing may be transferred to another Chapter.

## Section 8: Censure, Suspension or Expulsion

Any member may be censured, suspended or expelled in accordance the Association's policies.

## **Article IV - Chapter Executive and Officers**

### Section 1: Chapter Executive

- A. The governing body of the Chapter shall be known and referred to as the “Executive” consists of the President, President Elect, Past President, Treasurer and Secretary.
- B. Chapter Executive are voting members of the Chapter Board.

### Section 2: Chapter Officers

- A. The operating body of the Chapter shall be referred to as the “Officers” consisting of the Director of Programs & Events, Director of Education, and the Director of Membership.
- B. The Chapter Executive may create other Officer positions as necessary to support the operation and activities of the Chapter. Such positions may include: Public Relations and Marketing Director, IT Manager, Librarian, Records Manager and Historian, Newsletter Editor and so forth.
- C. Chapter Officers are voting members of the Chapter Board.

### Section 3: Qualifications

Any Professional member in good standing of ARMA International and the Chapter may be appointed or elected for a Chapter position.

### Section 4: Nomination and Election

Nominations are overseen by the Past President of the Chapter. The Past President can from time to time strike an ad hoc committee to prepare a slate of nominees for Board elections and awards.

#### **Elections:**

1. Only Professional Chapter members in good standing shall be eligible to vote. Associate, Student, Retired or Member at Large members do not have the privilege to vote.
2. When there is more than one candidate for a particulate office the election will be by vote.
3. Election will be by acclamation when there is only one candidate for a particular office.

4. Any candidate who receives a majority vote shall be declared elected.
5. Candidates who are elected shall be announced at the Annual General Meeting.

#### Section 5. Term of Office

- A. All Board members shall assume office July 1.
- B. Board members will serve for a term of one (1) year or until their successors are elected and have assumed duties.
- C. All elected officers of the Chapter shall be for a period of one (1) year with the exception of the President Elect, who is committed to serve a three (3) year consecutive term, one year each as President Elect, President and Past President.
- D. No elected member of the Board shall serve more than two (2) consecutive terms in the same office except in circumstances where the continuation of the Chapter leadership is at risk. In this case, a majority vote of the Board is required to approve the nomination of the member.
- E. Any person filling a vacancy in an elected office shall be eligible for nomination to that office for two (2) full terms thereafter.
- F. The candidate for President must have at least one year's experience on the Board before being elected. No Board member may serve more than two (2) consecutive years in any one office except in exceptional circumstances where the continuation of the Chapter is at risk. In this case, a majority vote of the Chapter Executive and Officers is required to approve the nomination of the member.
- G. There shall be no remuneration for participation on the Chapter Board. Any expenses incurred by a member of the Board of Directors approved prior to the expenditure by the Board of Directors shall be reimbursed in full.
- H. The President and President Elect shall not be employed by the same employer.

#### Section 6. Vacancies

- A. A vacancy in any office except that of President shall be filled by election by the Board for the unexpired term.
- B. A vacancy of the office of the President shall be filled by the President Elect.
- C. A vacancy in any other office shall be filled through appointment by the President with the approval of the Board.

Section 7. Duties and Responsibilities.

- A. The Board shall maintain a description of duties of each Board position in a Chapter Operations Handbook.
- B. All Board members will perform the duties provided in these Bylaws and in the Chapter Operations Manual and other duties prescribed by ARMA International.

Section 8. Removal of the Chapter Executive and Officers

- A. Any Chapter Board Executive or Officer whose conduct is considered detrimental to the best interest of ARMA International or the Chapter may be removed from his/her position by a majority vote of the Board.
- B. When such action is initiated he/she shall be entitled to receive a description of the complaint in writing from a designated representative for Chapter Executive and will be afforded an opportunity to respond to the complaint before the Board Executive.
- C. Any Board member who is removed from their position shall be ineligible for election to any office for at least two terms.

**Article V - Meetings**

Section 1: Meetings of the Chapter Board

- A. The Chapter Executive and Officers will meet on a monthly basis to conduct the business of the Chapter
- B. The Board shall be required to hold an Annual General Meeting prior to June 30 each year.
- C. The Secretary shall notify and provide a written agenda to each Board member not less than five (5) days prior to the meeting date.
- D. All Chapter members in good standing may attend Chapter Board meetings in non-voting capacity.
- E. Any Chapter member who wishes to present on a topic or add an item to the agenda, may do so, by informing the Secretary at least ten (10) days in advance of the next scheduled meeting.

## Section 2: Absences from Meetings

- A. Any Board member who is absent from the Board meeting must submit a written report of their activities during the relevant time period to the Secretary prior to the meeting.
- B. Any Board member who is absent for two (2) consecutive meetings for causes unacceptable to the Executive, can be subject to possible removal from the Board by the President with the approval of a majority vote of the Board.

## Section 3: Quorum

- A. A majority of the total number of Chapter Executive shall be necessary to constitute a quorum for the transaction of Chapter business.
- B. A majority of the total number of Chapter members present at an Annual General Meeting shall constitute quorum. However, a quorum will never be less than three (3) members.

## Section 4: Meeting Voting Exceptions

In accordance with Article IV, all Board positions include the right to vote. However, when two or more individuals share one position, they will have one vote not two; and when one individual serves in the capacity of two positions, the individual will have one vote for each position they serve.

## Section 6: Proxies

Proxies can be used by Board members for voting purposes when the designated proxy is introduced and approved by the President in advance of the meeting.

# **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 1st.

### Section 3: Signing Authority

The signing authority for the Chapter shall be the President, Treasurer and Secretary. Any two of whom must sign all cheques, financial agreements, investments, and transactions.

### Section 4: Annual Financial Review

A financial review of the accounts will take place following the close of each fiscal year by an Auditor appointed by the Chapter Executive.

## **Article VII – Committees**

### Section 1: Committees

The Chapter Board will strike standing or ad hoc committees to support the activities and the mandate of the Chapter as necessary.

## **Article VIII – Dissolution**

According to Section 73 of the BC Societies Act, in the event of the dissolution of the ARMA Vancouver Chapter, the remaining assets of the Chapter, after all debts are paid, are transferred to ARMA International as the successor charitable organization.

## **Article IX - 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 X - Amendments**

These bylaws may be amended by a two-thirds vote of the Chapter Executive and Officers 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 Chapters members to ensure that the proposed amendment(s) do not conflict with ARMA International Policy.

## **Article XI – Bylaw Effective Date**

These bylaws shall become effective upon acceptance of the Association.