

**Association of Records Managers and Administrators
Sask. Inc.**

Bylaws

Amended

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Bylaws of the Saskatchewan Chapter of ARMA International

ARTICLE I – Name

The name of this Chapter is the Association of Records Managers and Administrators, Sask. Inc., which will hereafter be referred to as "ARMA Saskatchewan". It is a Chapter of the Association of Records Managers and Administrators, Inc. which will hereafter be referred to as "ARMA International".

ARTICLE II – Objectives

As an incorporated non-profit organization registered in Saskatchewan, the objectives of ARMA Saskatchewan are:

- A. To promote and advance the improvement of records and information management and related fields through study, education and research.
- B. To advance professional knowledge and techniques by sharing and exchanging experience and information related to the field of Records and Information Management.
- C. To support the enhancement of professionalism of the members of ARMA International who live or work in Saskatchewan.
- D. To promote cooperative endeavors with related professional groups in the province of Saskatchewan.

ARTICLE III – Members

Section 1 - Classes of Membership

- 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 ARMA International election, ARMA Saskatchewan Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine. This is the best option for retirees.

Section 2 - Requirements

The requirements for each class 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 Saskatchewan Chapter shall not be denied nor abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation or choice of lifestyle.

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, **and** the Saskatchewan Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section 5 - Applications

Applications for membership (Professional or Associate) 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, Treasurer, held by at least three (3) separate individuals. These members constitute the Executive Board of the Chapter. In addition to the executive board members, the following also constituted the board, Immediate Past President, Program Directors), Membership Director, Marketing Director, Website Director and up to four (4) Directors-at-Large.

If the office of Vice-President is vacant at the time of the nomination and election process for a new Board of Directors, a President-Designate shall be nominated and elected at the Annual General Meeting and shall assume the office of ARMA Saskatchewan President on the first day of July following that meeting.

Section 2 - Qualifications

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

Section 3 - Nomination and Election

A. - Nominations Procedures

1. The Past President shall prepare a slate of at least one nominee for each elected office as referenced in Section 1 – Officers.
2. A call for nominations will be posted on the ARMA Saskatchewan website or otherwise transmitted to all members at least thirty (30) days prior to the Annual General Meeting (AGM). The nominees for each office are presented at the June Board of Directors meeting immediately preceding the Annual General meeting and an invitation is made for further nominations to be received from the floor at the Annual General Meeting.
3. The Past President is responsible for ensuring that each candidate nominated understands the requirements and responsibilities of the position.
4. One week prior to the AGM, the Past President is to provide the Vice President with a slate of candidates.

B. - Election Procedures

1. Officers shall be elected and announced at the Annual General Meeting.
2. Elections shall be conducted by the Past President.
3. Only Professional ARMA Saskatchewan members in good standing who have paid the required annual dues shall be eligible to vote. Associate members shall not be eligible to vote.
4. Election will be by acclamation when there is only one candidate for a particular office.
5. When there is more than one candidate for a particular office, voting shall occur by secret ballot if the AGM is in person, or, if the AGM is virtual, through online Teams (or other platform) voting conducted by the Past President who shall tabulate the ballots for the candidates for each

such office, certify the results and report them to the membership. For virtual elections, the voting will be done anonymously and everyone shall see the immediate results.

6. Any candidate who receives a majority vote of returned ballots shall be declared elected.
7. If no candidate receives a majority of votes on the first ballot, a second ballot shall be taken on the two candidates who received the highest number of votes.

Section 4 - Term of Office

All officers shall assume office on July 1. They shall serve for a term of one year or until their successors are elected and have assumed duties, with the exception of the Vice-President, who is committed to serve a three (3) year term, one year each as Vice-President, President and Immediate Past President. An Officer who has served for more than half a term shall be considered to have served a full term.

Section 5 - Vacancies

- A. A vacancy in the office of President shall be filled by the Vice-President.
- B. Vacancy in any other office except that of the President shall be filled through appointment by the President with the approval of the Board of Directors.
- C. If the office of Vice-President is vacant at the time of the nomination and election process for a new Board of Directors, a President-Designate shall be nominated and elected at the Annual General Meeting and shall assume the office of ARMA Saskatchewan President on the first day of July following that meeting.

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:

1. Preside at all meetings of the Board of Directors and of the members.
2. Appoint the chairpersons of all Committees (see Article VIII - Committees) with the approval of the Board of Directors.
3. Appoint all Special Committees (see Article VIII - Committees). .
4. Serve as an ex-officio member of any and all committees.
5. Submit reports as required by ARMA International.
6. Enforce Bylaws and exercise general supervision of the affairs of ARMA Saskatchewan.
7. Keep the Board of Directors fully informed of the activities of ARMA Saskatchewan.
8. Develop an annual ARMA Saskatchewan workplan in collaboration with other board members. The President will report on the workplan at the chapter's year-end AGM.

9. Monitor and maintain the ARMA Saskatchewan email account.
10. Shall act as a mentor and guide for new Board members and help to provide background and history of the association.
11. Maintain all records for which they are responsible in the ARMA Saskatchewan Microsoft OneDrive (or other electronic repository).
12. Other assigned duties.

B. Vice-President

The Vice-President shall:

1. Be an aide to the President.
2. Perform the duties of the President in the absence of the 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.
3. Maintain all records for which they are responsible in the ARMA Saskatchewan Microsoft OneDrive (or other electronic repository).
4. Other assigned duties.

C. Secretary

The Secretary shall:

1. Record the minutes of all meetings of the Board of Directors and the membership and send a copy of the minutes to the President within seven (7) days following the meeting.
2. Preserve all books and records belonging to the chapter.
3. The Secretary will maintain the file structure of ARMA Saskatchewan's One Drive (or other electronic repository).
4. Conduct the official correspondence of the chapter.
5. Maintain all records for which they are responsible on the ARMA Saskatchewan Microsoft OneDrive (or other electronic repository).
6. Other assigned duties.

D. Treasurer

The Treasurer shall:

1. Have custody of all of the funds of the chapter, which shall be deposited in a CDIC Insured Bank.
2. Keep a full and accurate account of receipts and expenditures.
3. In accordance with the budget adopted by the chapter, make disbursements as authorized.
4. Present a report at all meetings of the Board of Directors and Membership.
5. Prepare an annual report, which shall be submitted along with the financial records to the Auditing Committee. The Committee, when satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.
6. Submit reports as required by ARMA International.

7. Participate and provide documentation for external audits as required by the Board of Directors or the Auditing Committee.
8. Ensure that two (2) members of the Executive Committee approve all disbursements. Disbursements must be previously approved by the Board of Directors through budget allocations or motions of the Board of Directors.
9. Provide a budget annually.
10. Ensure that income tax returns and any other required financial documents are filed with the appropriate authorities, and ensure the chapter is registered as require with the appropriate authorities.
11. Maintain all ARMA Saskatchewan records for which they are responsible in the ARMA Saskatchewan OneDrive (or other electronic repository).
12. Other assigned duties.

E. Immediate Past President

The Immediate Past President shall:

1. Collect nominations and hold the election as per Section III of these bylaws.
2. Maintain and coordinate the update of any ARMA Saskatchewan Policies and Bylaws.
3. Shall act as mentor and guide for new board members and help to provide background and history of the association to ensure continuity.
4. Maintain all ARMA Saskatchewan records for which they are responsible in the ARMA Saskatchewan OneDrive (or other electronic repository).
5. Other assigned duties.

F. Membership Director

The Membership Director shall:

1. Recommend and implement ways and means to recruit new members and retain existing members.
2. Maintain an up-to-date roster of members.
3. Maintain a supply of promotional membership materials.
4. Maintain all ARMA Saskatchewan records for which they are responsible in the ARMA Saskatchewan OneDrive (or other electronic repository).
5. Other assigned duties.

G. Program Director

The Program Director shall:

1. Be an active participant in the Program Committee.
2. Provide an annual report for activities of the Program Committee at the AGM.
3. Work with the Marketing Director and Website Director to publicize all program and educational events.

4. Maintain all the ARMA Saskatchewan records for which they are responsible on the ARMA Saskatchewan OneDrive (or other electronic repository).
5. Other assigned duties.

H. Website Director

The Website Director shall:

1. Work with the Marketing Director to publicize all programming and educational events.;
2. Coordinate the development, content, site maintenance and updating of the ARMA Saskatchewan website.
3. Communicate information to the ARMA Saskatchewan membership via the website about educational opportunities and events available through other professional organizations.
4. Maintain all ARMA Saskatchewan records for which they are responsible in the ARMA Saskatchewan OneDrive (or other electronic repository).
5. Other assigned duties.

I. Marketing Director

The Marketing Director shall:

1. Advertise and promote ARMA Saskatchewan via any media at their disposal.
2. Work with the Website Director to ensure all marketing information developed is available on the ARMA Saskatchewan website.
3. Participate in conference planning and the Marketing Director is responsible for building a conference marketing plan.
4. Maintain all ARMA Saskatchewan records for which they are responsible in the ARMA Saskatchewan OneDrive (or other electronic repository).
5. Other assigned duties.

J. Directors-at-Large

The Directors-at-Large shall:

1. Be an active member on a minimum of one committee.
2. Carry out such other duties as may be assigned by the President and the Board of Directors.
3. Maintain all ARMA Saskatchewan records for which they are responsible in the ARMA Saskatchewan OneDrive (or other electronic repository).
4. 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 two-thirds 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.
- D. Any director absent from two (2) consecutive Board of Directors Meetings without explanation and prior notification shall be subject to possible removal from the Board by the President with the approval of a majority vote of the Board of Directors. See Article VI – Board of Directors, Section 4 – Participation Within the Board of Directors.
- E. If at any time that a member of the Board of Directors is unable to fulfill their obligations on the board, they shall notify the President.

ARTICLE V - Meetings

Section 1 - Regular Meetings

Unless otherwise agreed by the Board of Directors, ARMA Saskatchewan Board of Director meetings shall be held monthly or at such other intervals as may be determined by the Board of Directors. The dates and arrangements for these meetings shall be determined annually by the Board of Directors at their first meeting held following July 1.

Section 2 - Special Meetings

- A. Notice of Special Meetings shall be sent by the President to all ARMA Saskatchewan members in good standing at least five (5) days prior to the date scheduled for such Special Meeting, and such notice shall be accompanied by an agenda on the Special Meeting.
- B. The President or one-third of the Board of Directors may call Special Board of Directors Meetings. A notice of five (5) days is required for any Special Meetings unless the Board agrees to waive this requirement.

Section 3 - Annual Meeting

The Annual General Meeting shall be held in June of each year in conjunction with the regular Board of Directors meeting. Annual reports shall be presented by the President, Treasurer, Programming Director, and on any other activities of the Board of Directors as determined by the President.

Section 4 - Quorum

Quorum is 50% of eligible, attending voting members present at the Annual General Meeting or Special Membership Meetings.

ARTICLE VI - Board of Directors

Section 1 - Composition

The ARMA Saskatchewan Chapter Board of Directors, which is the governing body of the chapter, shall consist of the elected officer (President, Vice-President, Secretary, Treasurer) and Immediate past President, Programming Director, Website Director, Marketing Director, Membership Director, and Director-at-Large (4).

Section 2 - Duties of the Board of Directors

The requirements of *The Non-Profit Corporations Act of Saskatchewan* under which ARMA Saskatchewan is incorporated shall always take precedence over the ARMA Saskatchewan Bylaws.

The Board of Directors shall:

- A. Manage the activities of the chapter.
- B. Appoint the Auditing Committee and approve its report.
- C. Approve an annual budget.
- D. Select the dates and make arrangements for meetings of the members.
- E. Maintain the chapter status of good standing with ARMA International.
- F. Other duties.

Section 3 - Meetings

- A. The Board of Directors shall meet at least ten (10) times annually, the dates and times to be decided at the first meeting following July 1.
- B. A majority of the Board of Directors shall constitute a quorum.
- C. Special meetings of the Board of Directors may be call by the President or by a majority of its members. Five (5) days' 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 Saskatchewan Chapter shall begin on July 1st and ends 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.

ARTICLE VIII - Committees

The following are the committees of ARMA Saskatchewan:

1. Program Committee
2. Conference Committee
3. Audit Committee
4. Other special committees as determined by annual planning.

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 described in *The Canadian Income Tax Act* and the regulations promulgated there under, as both now exist or may hereafter be amended. These assets are to be paid over or transferred to ARMA International as prescribed in its Policies.

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 provided for review at least thirty (30) days prior to the meeting at which the amendment is voted. Proposed amendments shall be reviewed by ARMA International prior to notice being sent to the members, to insure that the proposed amendment does not conflict with ARMA International Policy. Upon approval, the approved bylaws will be published under the "About Us" section of ARMA Saskatchewan's website.