

**Bylaws of the New Brunswick Chapter of ARMA International  
Version 1.3**

**ARTICLE I – NAME**

This association is known as the **ARMA NEW BRUNSWICK CHAPTER** herein known as the Chapter.

**ARTICLE II - OBJECTIVES**

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

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

**ARTICLE III - Definitions**

- 3.1 Articles of Incorporation: Is the legal instrument that created the ARMA New Brunswick Chapter under the laws of the Province of New Brunswick, and is filed with the Province of New Brunswick. The Articles of Incorporation set out the name and objective of the Chapter and its Officers.
- 3.2 Bylaws: The Bylaws of the ARMA New Brunswick Chapter sets out the rules of the Chapter including, but not limited to, the powers and election of officers and directors, signing authority, how vacancies are filled, frequency of meetings, required notice periods and setting the fiscal year.
- 3.3 Chapter Procedures: Describe, in detail, the operating practices of the Chapter. Procedures can be adopted and/or revised at any time by a majority vote of the Board of Directors.
- 3.4 Dissolution: Means the dissolving or termination of the Chapter either through revocation of the Chapter Charter by ARMA International or by virtue of the fact that the Chapter has insufficient assets to continue its activities, is no longer able to assemble a quorum of directors or members and/or the Chapter chooses to cease operation.
- 3.5 Letters Patent: Are the documents incorporating the Chapter. They are a published written order by the Province of New Brunswick that recognizes and permits the existence of the ARMA New Brunswick Chapter.
- 3.5 Majority Vote: A majority vote of the Board of Directors is fifty percent (50%) of the Board of Directors plus one (1) additional Board member. A majority vote of the General Membership is twenty percent (20%) of the members in good standing.
- 3.6 Financial Review: Is an examination of the Chapter's financial records and financial reporting activities in order to provide an opinion on the accuracy and full representation of financial activities and claims.
- 3.7 Robert's Rules of Order: Is the short title of a book, written by Brig. Gen. Henry Martyn Robert, containing rules of order intended to be adopted as a parliamentary authority for use by a deliberative assembly. It is published under the name *Robert's Rules of Order Newly Revised* and is the most widely used parliamentary authority in Canada and the United States.

## ARTICLE IV - Members

### 4.1 Classes of Members

- 4.1.1 Professional: A duly qualified individual in good standing with the Association entitled to full voting and other rights and benefits of the Association.
- 4.1.2 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.
- 4.1.3 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 Atlantic Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine.

### Requirements

- 4.2.1 The requirements for each of the various classes of membership and the process for application, in addition to those contained within these Bylaws and the Bylaws of ARMA International, are established and published by ARMA International Board of Directors.
- 4.2.2 Membership in ARMA International or the Chapter may not be denied nor abridged on the basis of race, color, religion, sex, age, national origin, disability, sexual orientation or choice of life style.

### 4.3 Qualifications

- 4.3.1 Any individual working within, or with an interest in, the field of records and information management is eligible for membership.
- 4.3.2 Any individual so qualified may not be excluded from nor denied membership in ARMA International or the Chapter thereof, subject to the provisions of Articles 4.4, 4.6 and 4.7 of these Bylaws.

### 4.4 Good Standing

- 4.4.1 A member in good standing is one whose current dues are paid to ARMA International and the Chapter, and who complies with the provisions and obligations of the Chapter's Articles of Incorporation and these Bylaws.
- 4.4.2 Members whose Chapter dues have not been received by ARMA International within one (1) calendar month following the expiration date of membership are considered non-renewed, and that individual is no longer a member of the Chapter and does not retain any of the rights or privileges of a Chapter member.

### 4.5 Application

Application for membership is submitted on forms for this purpose provided by ARMA International and submitted directly to ARMA International.

### 4.6 Member Privileges

- 4.6.1 Members may participate in all activities of the Chapter and have access to information resources published by the Chapter and ARMA International in compliance with the type of membership.

4.6.2 Any member may invite a guest(s) to attend any Chapter meeting or Chapter-sponsored event, subject to the payment of any registration fees as applicable, with the exception of the Annual General Meeting.

#### 4.7 Censure, Suspension or Expulsion

4.7.1 Any member is subject to disciplinary action by the Chapter Board of Directors if, in the opinion of the Board, the member has engaged in

- a) conduct unbecoming a member;
- b) conduct inimical to the welfare of ARMA International or the Chapter;
- c) conduct in violation of any provision or obligation of the Chapter's Articles of Incorporation, Bylaws, Procedures or Job Descriptions or ARMA International's *Code of Professional Responsibility* (AL-040, Exhibit A); or is in
- d) financial indebtedness to ARMA International and/or the Chapter.

4.7.2 Disciplinary action requires a majority vote of the Chapter Board of Directors and may be in the form of censure, suspension of the member's Chapter membership or expulsion of the member from the Chapter.

4.7.3 The Chapter member is notified, in writing, by the Chapter Board of the nature of the unacceptable conduct, the Board's decision to censure, suspend or expel and informing him/her of the opportunity to appeal the decision as set out in Article 4.7.8 of these Bylaws.

4.7.4 The decision of the Chapter Board is provided, in writing, to the Canadian Region Manager and the Executive Director of Member Products and Services for ARMA International.

#### 4.7.5 Censure

The Chapter membership of a censured member is not terminated.

#### 4.7.6 Suspension

4.7.6.1 The Chapter membership of a suspended member is considered suspended on the date of the Board's decision to suspend. Any Chapter dues paid to a date beyond such suspension are not refundable.

4.7.6.2 Suspension is for a thirty (30) day period.

4.7.6.3 Following the thirty (30) day period, the suspended member may apply to have his/her Chapter membership restored to active status by submitting a written request to the Chapter Board of Directors.

4.7.6.4 If a suspended member is not restored to active status within sixty (60) business days, his/her Chapter membership is terminated, and ARMA Canada and ARMA International are informed of the termination.

#### 4.7.7 Expulsion

4.7.7.1 The Chapter membership of an expelled member is considered terminated on the date of the Board decision to expel the member. Any Chapter dues paid to a date beyond the expulsion are not refundable.

4.7.7.2 Any member expelled from the Chapter is eligible to apply for re-instatement by submitting a written request to the Chapter Board of Directors.

#### 4.7.8 Appeal

4.7.8.1 The member may appeal the disciplinary action taken by the Chapter Board by submitting a written request, describing the basis for the appeal, to the ARMA Canada Region Manager.

4.7.8.2 The Chapter Board of Directors will comply with any decision rendered by the ARMA Canada Region Manager.

#### 4.8 Refund of Dues

Chapter dues are non-refundable.

### **Article V – Officers, Directors and Their Duties**

#### 5.1 Officers, Directors

5.1.1 The governing body of the Chapter is referred to as the Board of Directors.

5.1.2 The Board of Directors is comprised of the following Officers - President, Past-President, President-Elect, Secretary and Treasurer – and four (4) Directors.

5.1.3 In addition, the Chairs of the Standing Committees (as appointed in accordance with Article 9.0 of these Bylaws) may attend meetings of the Board of Directors to present Committee reports and recommendations, as required, but they are not considered part of the composition or quorum of the Board of Directors, nor are they eligible to vote at Board of Directors' meetings.

#### 5.2 Qualifications

All Officers and Directors must be members in good standing of ARMA International and the Chapter.

#### 5.3 Nomination and Election

5.3.1 Chapter members in good standing annually elect successors to the offices of President-Elect, Treasurer, Secretary and Directors, as required.

5.3.2 Two (2) Directors are elected for a two (2) year term such that two (2) new Directors are elected every year to ensure continuity of Board knowledge and activities.

5.3.3 Each year, the Nominating Committee prepares a list of at least one (1) nominee for each office/position to be filled and at least one (1) nominee for each Director position to be filled, and presents a slate of Officers and Directors to the Chapter Board of Directors at a meeting held prior to the election.

5.3.4 Only Chapter members in good standing, in compliance with the type of membership, may vote in the election.

5.3.5 Where there is only one (1) candidate for a particular office/position, the candidate is considered to have been elected by acclamation.

5.3.6 The Board of Directors determines the method of voting and the date(s) on which the voting will take place.

- 5.3.7 Any candidate who receives a majority of votes is declared elected.
- 5.3.8 If no candidate receives a majority of votes, a second vote is taken on the two (2) candidates who received the highest number of votes.
- 5.3.9 At the conclusion of the election, the Chapter Secretary and the Chair of the Nominating Committee validate the results of the vote and report the results to the General Membership.

#### 5.4 Term of Office

- 5.4.1 All Officers and Directors assume office on July 1.
- 5.4.2 Officers and Directors serve for a term of two (2) years, or until their successors are elected and have assumed duties.
- 5.4.3 No Officer or Director may serve more than three (3) consecutive terms in the same office.
- 5.4.4 A Chapter Officer or Director who has served for more than half a term is considered to have served a full term.
- 5.4.5 Notwithstanding the above, the Chapter membership has the authority, by a majority vote, to reduce or extend the term of any elected Officer or Director.

#### 5.5 Vacancies

- 5.5.1 A vacancy in any Officer or Director position, except that of President, is filled by appointment for the unexpired term by the President, with the approval of a majority vote of the Chapter Board of Directors. The appointee assumes all the rights, responsibilities and voting privileges of the position.
- 5.5.2 A vacancy in the office of President is filled by the President-Elect for the remainder of the unexpired term.
- 5.5.3 If any Officer or Director is absent from two (2) consecutive Chapter Board of Directors meetings, for causes unacceptable to the Chapter Board of Directors, a vacancy is considered to exist and a successor is appointed, for the unexpired term, in accordance with these Bylaws. The appointee assumes all the rights, responsibilities and voting privileges of the position.

#### 5.6 Duties, Responsibilities and Governance

- 5.6.1 The governance of the Chapter, its affairs, meetings and property is vested in the above-noted Board of Directors and, upon a majority vote of its members, the Board of Directors has the power to:
- manage the business and activities of the Chapter;
  - censure, suspend or expel any member for cause (see Article 4.7 of these Bylaws);
  - remove any Officer, Director or Committee Chair with cause;
  - reinstate any terminated member (see Article 4.7 of these Bylaws);
  - approve all cash disbursements;
  - appoint an auditor or authorize a financial review;
  - approve an annual budget;

- select the dates of, and make arrangements for, meetings of the Chapter membership;
- perform duties as required by a Board of Directors of an incorporated association and as prescribed by ARMA International and the Chapter Bylaws, Procedures and Job Descriptions;
- ensure Chapter compliance of the Chapter with these Bylaws.

## 5.7 Removal

- 5.7.1 Any Chapter Officer or Director whose conduct is considered by the Board of Directors to be detrimental to the best interest of ARMA International or the Chapter, or who willfully exploits the organization for personal gain, or otherwise violates the Chapter's Articles of Incorporation, Bylaws, Procedures or Job Descriptions, or other rules or regulations as they may be written, may be removed from his/her office by a majority vote of the Board of Directors.
- 5.7.2 When such action is contemplated, he/she is entitled to receive the specific charges in writing from the Board of Directors.
- 5.7.3 The Officer/Director and ARMA Canada is informed, in writing, by the Chapter President of the removal from office.
- 5.7.4 If he/she expresses a desire, in writing to the ARMA Canada Region Manager, the Officer/Director is afforded an opportunity for a hearing before the Region Manager or a special committee appointed by the Region for this purpose.
- 5.7.5 Any Officer or Director removed from office under this Article is ineligible for election to any office for at least one (1) term.

## **Article VI - Meetings of the Chapter Membership**

### 6.1 Chapter Membership Meetings

- 6.1.1 Meetings of the Chapter membership are held at least two (2) times during the fiscal year, as determined by the Board of Directors. The Chapter's Annual Meeting may be considered a Chapter membership meeting.
- 6.1.2 The dates and arrangements for these meetings are determined by the Board of Directors, typically at the first meeting held following the Annual Meeting, and in accordance with the Chapter's procedures.
- 6.1.3 The Notice of Meeting and Agenda are distributed to the membership ten (10) business days prior to the date of the meeting.
- 6.1.4 Minutes of Chapter membership meetings are recorded, including any actions that are approved by motion, and distributed to the Chapter membership at least ten (10) business days prior to the next Chapter membership meeting at which they will be considered for adoption (with the exception of minutes of the Annual Meeting which are distributed as set out in Article 6.3.3 of these Bylaws).

### 6.2 Special Meetings

- 6.2.1 Special meetings of the Chapter membership may be called by the President or by a majority vote of the Board of Directors.
- 6.2.2 The Notice of Special Meeting and Agenda are distributed to the membership ten (10) business days prior to the date of the meeting.

6.2.3 Minutes of Special Meeting of the Chapter membership meetings are recorded, including any actions that are approved by motion, and distributed to the Chapter membership at least ten (10) business days prior to the next Chapter membership meeting at which the minutes will be considered for adoption.

6.3 Annual Meeting

6.3.1 An Annual Meeting of the Chapter is held each year at a date and time determined by the Board of Directors.

6.3.2 At the Annual Meeting, an Annual Report(s) is presented and an election of Officers and Directors takes place, at the discretion of the Board of Directors (see Article 5.3 of these Bylaws).

6.3.3 The Notice of Meeting, Agenda and Minutes of the previous Annual Meeting are distributed to the general membership ten (10) business days prior to the date of the Annual Meeting.

6.3.4 Minutes of the Annual Meeting are recorded, including any actions that are approved by motion, and distributed to the general membership prior to the next Annual Meeting, as noted in Article 6.3.3 of these bylaws.

6.4 Quorum

6.4.1 Fifteen percent (15%) of Chapter members in good standing constitutes a quorum for the transaction of business of the Chapter membership.

6.4.2 Voting by proxy is not permitted.

6.5 Suspension of Rules of Order

*Any Rule of Order*, as set out in *Robert's Rules of Order*, may be suspended temporarily by a majority vote of members present at any meeting.

6.6 Cancellation

6.6.1 In the case of an emergency or inclement weather, a meeting may be cancelled by the Chapter President.

## Article VII – Meetings of the Board of Directors

7.1 Regular Meetings

7.1.1 The Board of Directors meets at least every other month at dates and times determined by the Board of Directors at their annual planning session held as soon as possible after the Annual Meeting, and as set out in the Chapter's procedures.

7.1.2 The Notice of Meeting, the Agenda and Minutes of the previous Board Meeting are sent to the Board at least five (5) business days prior to the date of the meeting.

7.1.3 Minutes of Regular Board Meetings are recorded, including any actions that are approved by motion, and considered for adoption at the next Regular Board Meeting.

7.1.4 Regular meetings of the Board of Directors may be held by telephone or other means of electronic communication as long as the device permits all Board members to communicate adequately with each other during the meeting.

## 7.2 Special Meetings

- 7.2.1 Special Meetings of the Board of Directors may be called by the President, by majority vote of Board members, or by any elected Officer or Director for the purpose of discussing issues that require immediate action.
- 7.2.2 The Notice of the Special Meeting and the Agenda are sent to the Board of Directors as soon as possible following the decision to call a Special Meeting, but no later than forty-eight (48) hours prior to the Special Meeting.
- 7.2.3 Minutes of Special Meetings are recorded, including any actions which are approved by motion, and distributed to Board members with the Notice and Agenda of the next Regular Meeting, where the minutes will be considered for adoption.
- 7.2.4 Special Meetings of the Board of Directors may be held by telephone or other means of electronic communication as long as the device permits all Board members to communicate adequately with each other during the meeting.

## 7.3 Quorum

- 7.3.1 Fifty percent (50%) plus one (1) member of the Board of Directors constitutes a quorum for the transaction of business at any Board of Directors meeting.
- 7.3.2 Voting by proxy is not permitted.

## 7.4 Suspension of Rules of Order

Any *Rule of Order*, as set out in *Robert's Rules of Order*, may be suspended temporarily by a majority vote of members present at any meeting.

## 7.5 Cancellation of Meetings

In the case of an emergency or inclement weather, a meeting may be cancelled by the Chapter President.

# Article VIII - Finances

## 8.1 Fiscal Year

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

## 8.2 Banking

The banking business of the Chapter is transacted at a bank selected by a majority vote of the Board of Directors.

## 8.3 Membership Dues

- 8.3.1 Membership dues for the Chapter are set by the Board of Directors by the deadline established by ARMA International.
- 8.3.2 The amount for Chapter dues is in addition to the amount for dues designated by the ARMA International.
- 8.3.3 The Chapter notifies ARMA International of any changes in Chapter dues by the deadline established by ARMA International.



8.3.4 Chapter members are invoiced by ARMA International for both International and Chapter dues.

8.3.5 Chapter dues are forwarded to the Chapter by ARMA International.

#### 8.4 Financial Reporting

8.4.1 The accounts and financial records of the Chapter are subject to a financial review by a qualified third party or by two (2) members of the Chapter, chosen by a majority vote of the Board of Directors, within sixty (60) business days following the fiscal year end.

8.4.1.1 The two (2) members of the Chapter must include one (1) member of the Board, excluding the Treasurer, and one (1) member from the General Membership.

8.4.2 The results of the review are submitted to the Board of Directors.

#### 8.5 Signing Officers

8.5.1 Signing Officers of the Chapter are the President, President-Elect or Secretary, and the Treasurer.

8.5.2 Any two (2) of the three (3) signatures is valid signing authority.

8.5.3 Signing authority for newly elected Officers takes effect on July 1<sup>st</sup> following the election of Officers.

### **Article IX – Standing Committees**

9.1 The Board of Directors may create Standing Committees, as necessary, to promote the purposes and carry on the work of the Chapter. These Standing Committees may include:

- Awards Committee
- Budget and Finance Committee
- Communications Committee
- Education Committee
- Legislative Committee
- Marketing and Public Relations Committee
- Membership Committee
- Nominating Committee
- Program Committee
- Social and Hospitality Committee

9.2 The Chair of each Standing Committee created by the Board of Directors is appointed by the President, with the approval of a majority vote of the Board of Directors.

9.3 Committee Chairs are accountable to the Chapter Board of Directors and perform duties as directed by the President or the Chapter Board of Directors, and as set out in the Chapter's *Job Descriptions*.

9.4 Committee Chairs are considered ex officio, non-voting members of the Board of Directors and may participate in the meeting, but are not eligible to vote (see also Article 5.1.3 of these Bylaws).

9.4.1 Notwithstanding 9.2 above, the following Officers serve as Committee Chairs and, by virtue of the Office they hold, are voting members of the Board of Directors:

- a) Chair of the Awards Committee is the immediate Past-President.

- b) Chair of the Budget and Finance Committee is the Chapter Treasurer.
- c) Chair of the Nominating Committee is the immediate Past-President.
- d) Chair of the Program Committee is the President-Elect.

9.4.2 The term of each Chair is for one (1) year or until a successor has been selected.

9.4.3 The Chair of each Standing Committee appoints members to the Committee, and informs the Board of the composition of the Committee.

9.5 Duties of Standing Committees

9.5.1 Standing Committees perform duties as specified by the Board of Directors as set out in the Chapter's procedures.

9.5.2 The duties are determined by the Board of Directors at the time the Committee is appointed.

9.5.3 No committee work is undertaken without the consent of the Board of Directors.

9.5.4 Standing Committees make recommendation to the Board of Directors who have the final decision-making authority.

9.5.5 The President is an ex-officio member of all Standing Committees except the Nominating Committee.

**Article X – Dissolution**

10.1 In the event of dissolution of the Chapter, all Chapter assets are paid over or transferred to ARMA International as prescribed in their Policies.

10.2 Should ARMA International cease to exist at the time of Chapter dissolution, or if ARMA International has merged with another association and is no longer called ARMA International, the Chapter's asset are to be paid over or transferred to an organization(s) of a kind similar to ARMA, at the discretion of the Chapter's Board of Directors at the time of dissolution.

**Article XI - Parliamentary Authority**

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

**Article XII - Amendment**

12.1 These Bylaws may be amended by a majority vote of the Chapter membership, following review and approval of the amendment(s) by the Chapter Board of Directors, provided that notice of the proposed amendment(s) has been sent to the Chapter membership, in writing, at least thirty (30) days prior to the date(s) on which the vote is to take place.

12.2 The proposed amendment(s) is reviewed by ARMA International and the ARMA Canada Region Manager prior to notice being sent to the Chapter membership, to ensure that the proposed amendment(s) does not conflict with ARMA International Policy.

12.3 Amendment(s) to these Bylaws is effective the date of Chapter membership approval.

<b>Bylaw Amendments</b>				
<b>Version No.</b>	<b>Approving Body</b>	<b>Summary of Changes</b>	<b>Approval Dates</b>	
1.1	Chapter Board of Directors	Revisions to bring the Bylaws into compliance with ARMA International Bylaws, as requested by ARMA International in January 2007.	January 22, 2008	
	ARMA International		March 24, 2008	
	Chapter General Membership		June 17, 2008	
	ARMA International (as amended by the General Membership on June 17, 2008)	Revision to Articles 3.8 and 9.	September 23, 2008	
1.2	Chapter Board of Directors (Special Meeting)	Revision to Articles 6.3.2 and 8.4	February 3, 2009	
	Chapter Board of Directors	Revision to first sentence of Article 2.	May 19, 2009	
	Chapter General Membership		June 16, 2009	
	ARMA International		June 17, 2009	
1.3	ARMA International	Extensive revisions throughout the Bylaws to reflect the Chapter's current practices and to reflect best practice in not-for-profit governance.	May 17, 2013	
	Chapter Board of Directors		May 27, 2013	
	Chapter General Membership		June 28, 2013	
	Revised Article 4.1, <i>Classes of Members</i>		Revision to reflect new classes of membership as prescribed by ARMA International in July, 2013.	No additional approval is required as this is a mandatory change to Chapter Bylaws directed by ARMA International.
	Province of New Brunswick, Corporate Registry Division		Approved Chapter name change and accepted revised Bylaws for registration.	January 6, 2014