

# Society Bylaw Change - Registration Statement

**Alberta Amendment Date: 2010/08/10**

**Service Request Number:** 15110382

**Corporate Access Number:** 502473846

**Legal Entity Name:** ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS  
- CALGARY CHAPTER

**French Equivalent Name:**

**Legal Entity Status:** Active

**Fiscal Year End:** 06/30

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## Annual Return

File Year	Date Filed
2010	2010/02/05
2009	2009/09/04
2008	2009/09/04

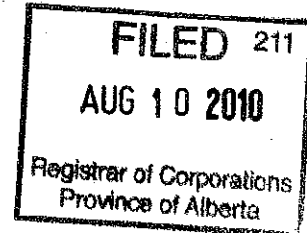
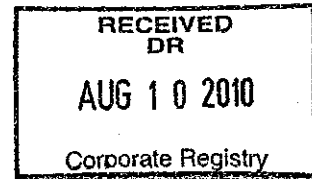
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## Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000999000370790	2000/02/02
Annual Return Form	10000901000002697	2001/01/19
Annual Return Form	10000001000310718	2002/02/25
Audited Financial Statement	10000801000310719	2002/02/25
Correspondence	10000002000342342	2003/04/02
Correspondence	10000103000019568	2003/05/06
Annual Return Form	10000903000029337	2003/09/02
Audited Financial Statement	10000703000029338	2003/09/02
Annual Return Form	10000803000674412	2004/04/07
Audited Financial Statement	10000603000674413	2004/04/07
Correspondence	10000605100734274	2005/04/07
Correspondence	10000205100832276	2005/07/05
Annual Return Form	10000705100731581	2005/09/30
Audited Financial Statement	10000105100731584	2005/09/30
Annual Return Form	10000406101896360	2006/05/24
Audited Financial Statement	10000206101896361	2006/05/24

Audited Financial Statement	10000006102359224	2007/02/26
Annual Return Form	10000206102359223	2007/02/26
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List of Director/Officer	10000307103414369	2007/10/15
Correspondence	10000507104210841	2008/04/30
Correspondence	10000907103955463	2008/05/01
Correspondence	10000507103961630	2008/05/26
Correspondence	10000507104922077	2008/11/10
Correspondence	10000707105437861	2009/06/08
Audited Financial Statement	10000807106195691	2009/09/04
Annual Return Form	10000507106195697	2009/09/04
Audited Financial Statement	10000207106195694	2009/09/04
Annual Return Form	10000707106195719	2009/09/04
Audited Financial Statement	10000407106859427	2010/02/05
Annual Return Form	10000607106859426	2010/02/05
List of Director/Officer	10000507108129634	2010/07/01
Bylaws & Special Resolution	10000507108537632	2010/08/10
Special Resolution/Objects	10000707108537631	2010/08/10

**Registration Authorized By: BARBARA BELLAMY**  
**PRESIDENT**



### Special Resolution

We hereby certify that the following special resolution was passed at the Annual General Meeting of the members of ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS - CALGARY CHAPTER held on May 12, 2010.

The 1990 ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS - CALGARY CHAPTER Bylaws were repealed and replaced with the 2010 ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS - CALGARY CHAPTER Bylaws. The 2010 Bylaws are attached.

Ratified on: May 12, 2010

Signed by:

*Barbara Bellamy*

Printed Name: Barbara Bellamy

Position: President

Date:

*August 9 2010*

Bylaws of the ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS -  
CALGARY CHAPTER

**ARTICLE I - Name**

This association shall be known as the ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS - CALGARY CHAPTER (hereinafter referred to as the Chapter or the Calgary Chapter or ARMA Calgary Chapter).

**ARTICLE II - Members**

Section 1. Classes of members.

A. Regular Chapter Member

A duly qualified individual in good standing with the Association is 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, ARMA Calgary 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, ARMA Calgary 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 ARMA Calgary 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 ARMA Calgary 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 Application for 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 Application for 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 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 III - Officers and Their Duties**

### **Section 1. Officers.**

The officers of the Chapter shall be a President, Vice President, Secretary, Treasurer, four (4) Directors, and Immediate Past President.

### **Section 2. Qualifications**

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

### **Section 3. Nomination and Election.**

At the Annual Meeting (refer to Article V, Section 3.), the regular Chapter members shall elect a President, a Vice President, a Treasurer and a Secretary each for a one (1) year term and a minimum of two (2) Directors each for a two (2) year term.

### **Section 4. Term of office**

All Officers shall assume office July 1. They shall serve for the specified term for the position or until their successors are elected and have assumed duties. No officer except the Secretary or Treasurer shall serve more than two 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 will be filled by a replacement appointed by a majority vote of the Board of Directors for the unexpired term. A vacancy in the position of Immediate Past President may not be filled. Any person filling a vacancy in an elected office shall be eligible for nomination and election to that office (refer to Article III, Sections 3. and 4.).

### **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 Chapter and Board of Director meetings.
2. Appoint the chairmen of all Standing Committees with the approval of the Board of Directors.
3. Appoint all Special Committees with approval of the Board of Directors.
4. Be an ex-officio member of all committees except the Nominating Committee.
5. Other assigned duties as required by ARMA International.

#### **B. Vice-President.**

The Vice-President shall:

1. Be an aide to the President.

2. 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.
3. Organize and responsible for Strategic Planning
4. Other assigned duties as required.

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 10 days following the meeting.
2. Preserve all books and papers belonging to the Chapter.
3. Conduct the official correspondence of the Chapter.
4. Other assigned duties as required.

D. Treasurer.

The Treasurer shall:

1. Have custody of all of the funds of the Chapter, which shall be deposited in a federally insured institution.
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 of transactions 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 Board of Directors.
6. Submit reports as required by government and ARMA International.
7. Recruit and recommend an annual audit by an accredited person or Committee who, when satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

E. Immediate Past President.

The Immediate Past President shall:

1. Ensure continuity between the past and current year.
2. Chair the annual Awards and Nomination Committees.
3. Attend monthly and special Board meetings.

F. Director – Education

The Education Director shall:

1. Develop diversified and accessible education events.
2. Chair Education Committee meetings.
3. Attend monthly and special Board meetings.

G. Director – Programme

The Programme Director shall:

1. Organize monthly luncheon meetings and speakers.
2. Organize ad hoc information sessions.

3. Chair Programme Committee meetings.
4. Attend monthly and special Board meetings.

#### H. Director – Membership

The Membership Director shall:

1. Maintain and protect accurate membership information.
2. Conduct member recruitment activities as directed by ARMA International.
3. Conduct annual membership award recognition.
4. Chair Membership Committee meetings.
5. Attend monthly and special Board meetings.

#### I. Director – PR & Marketing

The PR & Marketing Director shall:

1. Promote the interests and activities of the Chapter.
2. Chair PR & Marketing Committee meetings. Produce the Chapter's newsletter.
3. Attend monthly and special Board meetings.

### Section 7. Removal

A. Any Chapter officer or Director whose conduct shall be considered detrimental to the best interest of 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 or Director removed from office under this section shall be ineligible for election to any office for at least one term.

## **Article IV – Meetings of the Members**

### Section 1. Regular Meetings of the Members.

Regular meetings of the members shall be held monthly, with the exception of the summer months July and August. Notice of meetings will be sent in writing sent to members via mail or email to their last known address two weeks (14 days) prior to the date of the meeting.

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 regular meeting of members may be cancelled by the President.

### Section 2. Special Meetings of the Members.

Special meetings may be called by the president or by a majority of the Board of Directors. A minimum of forty-eight (48) hours notice of the meeting. Notification of the special meeting will be in writing by mail or email to the last known address. All Chapter members may attend regular or special meetings.

Section 3. Voting

Any member who has not withdrawn from membership, nor has been suspended, nor expelled, shall have the right to vote at any meeting of the Chapter. Such votes must be made in person or by secret ballot and not by proxy.

Section 4. Quorum for Regular and Special Meetings

Quorum for regular and special meetings is fifty percent (50%).

Section 5. Annual General Meeting.

The regular meeting of members held in May shall be the Annual General Meeting at which Annual Reports shall be presented. Members shall receive written notice of the meeting twenty-one (21) days prior to it by mail or email, to their last known address. A quorum for the transaction of business at the Annual Meeting shall be fifty percent (50%) of the membership attending the meeting. Any Chapter member (see Article VI, Section 3. Voting) shall have the right to vote at Annual General Meetings. Voting will be by secret ballot. The meeting chairperson will declare whether a vote has been carried. Minutes of the Annual General Meeting will be recorded by the Secretary of the Board. Decisions will be entered into the minutes without proof of the number or proportion of votes recorded in favour or against a question. In case of an equality of votes upon a show of hands, the chairman of the meeting shall be entitled to a second or casting vote.

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## **Article V - Board of Directors**

Section 1. Composition.

The Board of Directors, which is the governing body of the Chapter, shall consist of the elected officers who have voting privileges. The Board of Directors elected office positions are: Immediate Past President, President, Vice President, Secretary, Treasurer and Directors.

Section 2. Duties.

The Board of Directors shall:

- A. Manage the activities of the Chapter.
- B. Approve all expenditures.
- C. Approve an annual budget.
- D. Select the dates and make arrangements for regular meetings of the members.
- E. Other duties as required for effective management of the Chapter and accountability to ARMA International.

Section 3. Board of Director Meetings.

- A. The Board of Directors shall meet at least 8 times annually, with the dates and time to be decided at its first meeting.
- B. Fifty percent (50%) 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. A minimum of forty-eight (48) hours notice shall be given by written

notice via mail or email to their last known address. Special meetings may be conducted in person or electronically.

D. In the case of an emergency or extremely bad weather, a Board meeting may be cancelled by the President.

## 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. Borrowing Money.

The Chapter may require to borrow money in order to operate the business of the Chapter. If the Chapter must borrow money it can only do so upon approval of seventy-five percent (75%) of the Board of Directors..

### Section 4. Remuneration.

Unless authorized at any meeting, and after notice for same shall have been given, no officer, director or member of the Chapter shall receive any remuneration for their services.

### Section 5. Auditing

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each year shall be July 1<sup>st</sup> and end June 30<sup>th</sup> of the following year.

### Section 6. Seal

The Chapter does not use a seal.

## Article VII – Committees

### Section 1. Standing Committees.

A standing committee has a permanent and continuing role. The ARMA Calgary Chapter Standing Committees are:

Standing Committee	Chairperson	Elected Directors	Responsible to	Term
Archives	Appointed by the Board		Board	N/A
Awards	Immediate Past President		Board	1 year
Chapter Bylaws	Immediate Past President		Board	1 year

CRM	Appointed by the Board		Board	N/A
Education	Elected	Director	Board	2 years
Long Range Planning	Vice President		Board	1 year
Membership	Elected	Director	Board	2 years
Newsletter	Recruited by Publicity		Publicity	2 years
Nominating (elections)	Immediate Past President		Board	1 year
Programme	Elected	Director	Board	2 years
Publicity	Elected	Director	Board	2 years
Webmaster	Appointed by the Board		Board	N/A

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.

Section 5. Special Committees.

A Special Committee may be requested and approved by the Board of Directors to complete a specific assignment. The Special Committee will terminate at the end of the specified assignment.

**Article VIII – Dissolution**

The ARMA Calgary Chapter is incorporated under the Alberta Societies Act and is subject to the terms of dissolution as prescribed by the Act.

**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 - Amendment**

These bylaws may be rescinded, altered or added to by a "Special Resolution" as indicated in the Alberta Societies Act.

## **Article XI – Access to ARMA Calgary Chapter Records**

The books and records of the ARMA Calgary Chapter may be inspected by any member of the Chapter upon giving reasonable notice to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

# Society Bylaw Change - Proof of Filing

**Alberta Amendment Date: 2010/08/10**

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The Bylaws are filed as of 2010/08/10

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**PRESIDENT**