

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

**Bylaws**

**Amended**

**August 2007**

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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 endeavours with related professional groups in the province of Saskatchewan.

## 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, Saskatchewan 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, Saskatchewan Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.

### **Section 2. - Requirements**

The requirements of 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 Saskatchewan 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 Saskatchewan 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, President-Elect, Secretary, Treasurer, two Program Directors, Membership Director, Promotion Director, Newsletter

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Director and up to three Directors-at-Large. If the office of President-Elect 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 members in good standing of ARMA International and the Chapter.

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

#### **Sub-Section A. – Nominations Procedures**

1. The Nominations Committee shall prepare a slate of at least one nominee for each elected office (President-Elect, Secretary, Treasurer, two Program Directors, Membership Director, Promotion Director, Newsletter Director and up to three Directors-at-Large). If the office of President-Elect 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.
2. A call for nominations and a nominations form will be included in the Chapter Newsletter, posted on the web site or otherwise transmitted to all members at least sixty days prior to the Annual General Meeting. 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 Nominations Committee is responsible for ensuring that each candidate nominated understands the requirements and responsibilities of the position.

#### **Sub-Section B. – Election Procedures**

1. Officers shall be elected and announced at the Annual General Meeting.
2. Elections shall be conducted by the Chairperson of the Nominations Committee.
3. Only regular ARMA Saskatchewan members in good standing, Honorary members and Retired ARMA members who have paid the required annual dues shall be eligible to vote. Student members shall not be eligible to vote.
4. Election will be by acclamation when there is only one candidate for a particular office.

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5. When there is more than one candidate for a particular office voting shall be by secret ballot conducted by the Nominating Committee which shall tabulate the ballots for the candidates for each such office, certify the results and report them to the membership. The Committee shall ensure that each ballot paper contains only the names of the candidates for each office and that each returned ballot is properly completed and contains no individual voter identification.
6. All ballots to be valid must be received by the Nominating Committee.
7. Any candidate who receives a majority vote of returned ballots shall be declared elected.
8. 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 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 President-Elect, who is committed to serve a three (3) year term, one year each as President-elect, President and Immediate Past President. No officer may serve more than three consecutive years in any one office except in exceptional circumstances. An officer who has served for more than half a term shall be considered to have served a full term.

Whenever possible, the President and President-Elect shall not be employed by the same employer and, barring exceptional circumstances, one shall be from the north of the province and the other from the south.

### **Section 5. - Vacancies**

- A. A vacancy in the office of President shall be filled by the President-Elect.
- B. A 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 President-Elect 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. Prepare and distribute all notices of meetings and meeting agendas to the Board of Directors and the general membership of ARMA Saskatchewan;
2. Preside at all meetings of the General Membership and the Board of Directors;
3. Appoint all standing committee chairpersons, unless provided otherwise in these By-Laws and, if necessary, appoint members of all Committees;
4. Serve as an ex-officio member of any and all standing committees except the Nominating Committee;
5. Attend any Regional leadership meetings as approved by the Board of Directors;
6. Enforce the Constitution and 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. Coordinate the development, content, site maintenance and updating of the ARMA Saskatchewan website;
9. Communicate information to the ARMA Saskatchewan membership about educational opportunities and events available through other professional organizations;
10. Perform other assigned duties.

B. President –Elect. The President-Elect shall:

1. Assume all duties of the President during the President’s absence or disability;
2. Serve as an ex-officio member of and be responsible for coordinating the activities of all special committees;
3. Chair the planning committee to organize the ARMA Saskatchewan Annual Conference;
4. Perform such other duties as may be assigned by the president and the Board of Directors; and
5. Perform other assigned duties.

C. Secretary. The Secretary shall:

1. Keep minutes of all meetings of the Board of Directors, including all reports, appendices and attachments, and promptly provide copies to the President for distribution to the Board of Directors;

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2. Keep minutes of the Annual General Meeting and other special ARMA Saskatchewan membership meetings and promptly provide a copy to the incoming ARMA Saskatchewan President;
3. Assume responsibility for correspondence as directed by the President or Board of Directors; and
4. Perform other assigned duties.

D. Treasurer. The Treasurer shall:

1. Receive all membership dues and other payments to which ARMA Saskatchewan is entitled;
2. Deposit all funds into depositories approved by the Board of Directors;
3. Deliver at the end of June to his/her successor in office all books, papers, records and other property to ARMA Saskatchewan for which he/she is responsible;
4. Ensure all cheques issued bear the signature of two (2) designated officers;
5. Provide a budget annually;
6. Provide written statements of the financial condition of ARMA Saskatchewan at each regular meeting of the Board of Directors, at the close of each fiscal year and at such other times as the Board of Directors may require;
7. Ensure that income tax returns and any other required financial documents are filed with the appropriate authorities;
8. Promptly present the financial records of ARMA Saskatchewan for review by an accounting professional approved annually by the Board of Directors;
9. Disburse the funds of ARMA Saskatchewan upon the approval of the Board of Directors; and
10. Perform other duties normally incident to this office.
11. Submit reports as required by ARMA International.

E. Immediate Past President – The Immediate Past President shall be a member of the Board of Directors to ensure continuity between past and current years. The Immediate Past President shall also:

1. Chair the Nominations Committee and the Brett Balon Memorial Scholarship Committee;
2. Maintain and update the Policy and Procedures Manual and the ARMA Saskatchewan Constitution and By-Laws;
3. Maintain a list of the total length of service of ARMA Saskatchewan members and their entitlement to service award pins,
4. Maintain copies of all committee reports, ARMA Saskatchewan Operations Manual, ARMA Saskatchewan Constitution and Bylaws and Administrative Letters;
5. Assume responsibility for forwarding copies of past ARMA Saskatchewan meeting agendas and minutes, newsletters, program documentation and other important organizational records to the archival repository designated by the Board of Directors; and

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6. Perform all other duties normally incident to this office.
- F. Membership Director – The Membership Director shall:
1. Recommend and implement ways and means to recruit new members;
  2. Contact new members and members who have not attended a number of ARMA Saskatchewan meetings;
  3. Maintain an up-to-date roster of members;
  4. Maintain a supply of promotional and membership materials; and
  5. Perform all other duties normally incident to this office.
- G. Program Directors – The two Program Directors shall:
1. Assist in scheduling the annual educational program and arranging for speakers as members of the Program Committee;
  2. Arrange facilities and gifts and provide speaker introductions for regular or special ARMA Saskatchewan meetings;
  3. Prepare and distribute all educational meeting notices and event advertisements;
  4. Work with the Promotion Director and Newsletter Director to publicize all program and educational events;
  5. Collect program and speaker-related information for presentation to the Program Committee; and
  6. Perform all other duties normally incident to this office.
- H. Newsletter Director – the Newsletter Director shall:
1. Ensure the publication and distribution of the ARMA Saskatchewan newsletter on a monthly basis;
  2. Solicit material for publication;
  3. Edit submitted material and ensure its accurate reproduction; and
  4. Perform all other duties normally incident to this office.
- I. Promotion Director – The Promotion Director shall:
1. Advertise and promote the Association of Records Managers and Administrators via any media at his/her disposal;
  2. Chair the Promotion Committee;
  3. Organize and direct the Fall seminar and any other special ARMA Saskatchewan educational events outside of the annual program;
  4. Maintain up-to-date postal mailing and e-mail databases to facilitate the promotion of ARMA Saskatchewan activities and events; and
  5. Perform all other duties normally incident to this office.

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- J. Directors-at-Large – The Directors-at-Large shall:
1. Chair or serve on Standing or Special Committees at the request of the President and Board of Directors; and
  2. Carry-out such other duties as may assigned by the President and Board of Directors

### **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.**

Unless otherwise agreed by the Board of Directors, ARMA Saskatchewan meetings shall be held monthly or at such other intervals as may be determined by the Board of Directors. ARMA Saskatchewan will not meet during July and August.

### **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 may call Special Board of Directors meetings with the consent of one-half of the members of the Board of Directors. A notice of 14 days is

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required for any Special Meetings unless the Board agrees to waive this requirement.

- C. Special meetings of the Board of Directors may be called by any six (6) members of the Board of Directors.
- D. A special meeting of the ARMA Saskatchewan Membership may also be called by petition to the Board of Directors of ten (10) members in good standing.

### **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 and will alternate between Regina and Saskatoon.

### **Section 4. - Quorum.**

The total number of eligible voting members present at the Annual General Meeting or Special Membership Meetings shall constitute a quorum.

### **Section 5. - Board of Directors Meetings**

Board of Directors meetings shall be conducted as indicated in Article VI. Section 3. (Below).

### **Section 6. - Proxies**

No proxy votes will be accepted.

## **ARTICLE VI - Board of Directors**

### **Section 1 - Governing Body**

The governing body of ARMA Saskatchewan shall be known and referred to as the Board of Directors. It shall consist of the President, the elected officers and the Immediate Past President. The Board of Directors shall be responsible to the members for the policies and management of ARMA Saskatchewan in accordance with the Constitution and Bylaws.

### **Section 2 - Governing Body Powers**

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

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Saskatchewan Bylaws. The management of the Association of Records Managers and Administrators, Sask. Inc., its affairs, meetings and property shall be vested in said Board of Directors, and upon a majority vote (quorum) said Board of Directors shall have the power to:

- A. Approve Appointed Officers;
- B. 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;
- C. Remove any Committee Chairperson with cause;
- D. Reinstate any terminated member;
- E. Approve all disbursements of funds;
- F. Perform such other duties as properly devolve upon a Board of Directors of an incorporated association;
- G. Perform such other duties as may be requested by the President in agreement with the Board of Directors.

### **Section 3. - Board of Directors Meetings**

- A. Meetings of the Board of Directors shall be held regularly on dates requested by the President. The President shall send a notice of Board of Directors Meetings, together with an agenda and accompanying documentation, to each member of the Board of Directors of ARMA Saskatchewan not less than five (5) days prior to the meeting.
- B. Two Board of Directors planning meetings shall be held during the year, one for annual program planning for the following year and one for long-term strategic planning.
- C. All ARMA Saskatchewan members in good standing shall be sent notification of Board of Directors meetings together with a meeting agenda. ARMA Saskatchewan members in good standing may attend regular or special Board of Directors meetings in a non-voting capacity and will upon request be provided with a copy of all meeting documentation. Any member who wishes to present an item for the agenda may do so by informing the President in writing at least 10 days in advance of the next scheduled meeting.
- D. Any Officer or Director who must be absent from the Board of Directors meeting must submit a written report of any activities during the relevant time

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period within their committee or their position to the Secretary prior to the meeting.

- E. Any Officer or Director absent from two (2) consecutive Board of Directors meetings for causes unacceptable to the Board of Directors, shall be subject to possible removal from the Board by the President with the approval of a majority vote of the Board of Directors.
- F. A majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of ARMA Saskatchewan business.

## **ARTICLE VII - Finances**

### **Section 1. - Fiscal Year.**

The fiscal year of the Saskatchewan Chapter shall begin on May 1<sup>st</sup> and end April 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 Officers**

Four signing officers shall be designated by the Board of Directors, any two of whom must sign all cheques, financial agreements, investments, and like transactions.

### **Section 4 - Financial Review**

The Board of Directors shall engage a qualified accounting professional at the end of each fiscal year to review and approve the financial practices of ARMA Saskatchewan and provide year-end financial statements of the organization including comments and recommendations for their guidance.

## **ARTICLE VIII - Committees**

### **Section 1 - Standing Committees**

- A. Unless otherwise provided in these By-Laws, the Chairperson of each Standing Committee shall be appointed by the President with the approval of the Board of Directors and, unless otherwise provided in these By-Laws, the other members of Standing Committees shall be appointed by the Chairperson of each Committee.
- B. These Standing Committees are:
  - 1. Nominations
  - 2. Promotion
  - 3. Program
  - 4. Membership
  - 5. Library
  - 6. Brett Balon Memorial Scholarship

### **Section 2 - Duties**

- A. Nominations Committee –
  - 1. The Nominations Committee shall consist of the Immediate Past President, who shall be Chairperson and up to two (2) regular Chapter Members in good standing.
  - 2. The Nominations Committee shall be responsible:
    - a. To perform all types of balloting functions;
    - b. To secure nominations for officers and directors;
    - c. To prepare a slate of at least one nominee for each elective office to be filled; and
    - d. To present such a slate to the Board of Directors for approval.
  - 3. Prior to submitting the names of candidates to the Board of Directors all nominees must have accepted and agreed to serve, if elected.
  - 4. The Chairperson shall conduct all elections at the Annual General meeting and as otherwise required.

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B. Promotion Committee –

The Chairperson of this Committee shall be the Promotion Director. The Committee shall:

1. Identify the needs of Records Management education and recommend appropriate action to the Executive Committee;
2. Keep the membership and others informed of new developments and techniques in records and information management;
3. Organize and coordinate the Fall seminar and other special educational events outside of the annual program that have been approved by the Board of Directors; and
4. Issue Press Releases and provide and maintain a suitable public relations and publicity program consistent with the objectives and in the best interest of the Association by using radio, TV, promotional displays, printed publications and other media as directed by the Board of Directors.

C. Program Committee –

The Program Committee shall consist of the President, President-Elect and the two Program Directors and shall:

1. Develop and implement programs consistent with the objectives and in the best interest of ARMA Saskatchewan and the Association and schedule and arrange for such programs;
2. Outline and commence the development of an educational program plan for the following year before the end of June of each year;
3. Submit to the Board of Directors by October the time, place, title, topic and any significant arrangement details of each program scheduled;
4. Coordinate the engagement of each speaker and send a letter of appreciation on behalf of ARMA Saskatchewan after each program;
5. Determine and arrange for any special equipment needed by speakers;
6. Maintain a list of desirable programs and speakers that could not be scheduled but may be utilized later;
7. Coordinate the reservation of meeting facilities and the provision of suitable meals and refreshments;

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8. Coordinate the advertising of the regular educational program with sufficient notice to attract ARMA Saskatchewan members and guests to attend; and
9. Maintain a list of gifts awarded to speakers and ensure the provision of an adequate supply of speaker gifts.

D. Membership Committee –

The Chairperson of this Committee shall be the Membership Director. The Committee shall:

1. Develop, recommend and implement ways and means to recruit new members;
2. Contact new members and members who have not attended a number of ARMA Saskatchewan meetings;
3. Work with ARMA International to maintain a complete and up-to-date roster of members;
4. Assemble and distribute the updated ARMA Saskatchewan Membership Manual to new and existing members. This manual shall include, but not be limited to the following:
  - a. The By-Laws
  - b. Code of Ethics
  - c. National Officers
  - d. Chapter Officers and Directors
  - e. Past Presidents of the Saskatchewan Chapter
  - f. Committee Chairpersons
  - g. Membership Roster
  - h. Programs for the coming year
  - i. Other Significant Items
5. Maintain a supply of promotional and membership materials.

E. Library Committee –

A Committee may be appointed from the membership to gather and distribute literature, videos and other material relating to records and information management.

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### F. Brett Balon Memorial Scholarship Committee –

The membership of this committee shall consist of the current Immediate Past President and two other ARMA Saskatchewan members. The Committee shall:

1. Advertise for candidates and set a deadline for the receipt of scholarship applications; and
2. Review the scholarship applications and select and recommend a recipient to the Board of Directors.

### Section 3 - Special Committees

Special Committees may be appointed from time to time to carry-out special functions and their Chairpersons shall be appointed by the President and the Board of Directors. The President-elect shall serve as an ex-officio member of and be responsible for coordinating the activities of all Special committees.

## **ARTICLE IX -Dissolution**

If the ARMA Saskatchewan Chapter becomes dormant its financial assets are to be forwarded to ARMA International for safekeeping. Upon the dissolution of ARMA Saskatchewan, 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**

A Notice of Proposal to amend the By-Laws, stating the proposed amendment/revision, must be sent to all ARMA Saskatchewan Members at least 30 days prior to the meeting. 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.

These By-laws may be amended at any Special or Annual General Meeting of the membership by an affirmative vote of two-thirds of the eligible voting members present.

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A. These By-Laws may also be amended as described below:

1. Within thirty (30) days following the Board of Directors Meeting at which any such proposal is made, the Nominations Committee shall e-mail or mail to each ARMA Saskatchewan eligible voting member a Notice of Proposal together with an official ballot stating the proposed amendment/revision and, where appropriate, a self addressed return envelope.
2. Each member will complete and mail their ballot by e-mail or in the self addressed return envelope provided so as to reach the Nominations Committee by the return date specified in the Notice of Proposal.
3. The Nominations Committee shall tabulate the valid votes and report the results to the Board of Directors within five (5) days following the date provided for ballots to be received by the Nominations Committee.
4. The By-Laws shall be amended by an affirmative vote of two-thirds of the valid votes received by the Nominations Committee.
5. Changes or revisions to these By-Laws shall in the instance of electronic or mail-in ballots, be effective on the date certification of affirmative balloting results is made by the Nominating Committee

## **ARTICLE XII - Archives**

The inactive and archival records of ARMA Saskatchewan shall be housed in an archival repository or such other suitable records storage facility as may be designated from time to time by the Board of Directors.