

**CONSTITUTION OF TERRA NOVA - ST. JOHN'S CHAPTER OF THE
ASSOCIATION OF RECORDS MANAGERS AND
ADMINISTRATORS, INC.**

ARTICLE I

The name of this Chapter shall be the TERRA NOVA - ST. JOHN'S Chapter of the Association of Records Managers and Administrators, Inc.

ARTICLE II

The principal office of the Chapter shall be at the Provincial Archives in the City of St. John's, Province of Newfoundland/Labrador. The Chapter may have such other offices as may from time to time be designated by its members or its Executive Committee.

ARTICLE III

The purpose of this Chapter shall be:

1. To promote and advance the improvement of records and information administration and management and related fields through study, education and research.
2. To advance professional knowledge and techniques by sharing and exchanging experience and information related to the fields of records and information administration and management.
3. To develop and advance standards of professional competence in the field of records and information administration and management.
4. To do anything necessary and proper for the accomplishment of any purposes set forth in the statement of principals adopted by the founders of this Chapter.
5. This chapter is organized and operated exclusively for the above stated purpose and for other not-for-profit purposes and no part of any income or earnings shall inure to the benefit of any private member.

ARTICLE IV

In furtherance of the objects described above, but not in limitation thereof, the Chapter shall have the power to collect and disseminate educational information, to conduct studies and research, to engage in various fund raising activities, to conduct promotion activities, including advertising and publicity, in or by any suitable manner or media, to conduct and promote seminars in the field of records and information administration and management and to hold such property as is necessary to accomplish its purposes.

ARTICLE V

Anyone is eligible to become an active member of this Chapter with full voting and other privileges, provided he or she is qualified under such rules as is set forth in the conditions of membership which shall be stated in the By-Laws.

ARTICLE VI

The annual dues required for membership in the Chapter, the location and time for an annual meeting and special meetings of the Chapter, the quorum requirements at a meeting, the election procedure and duties and responsibilities of Officers and Directors of the Chapter, the establishment of committees and appointment of members of the committee, the powers, duties and privileges of the members of the Chapter, and other such matters concerning the establishment and operation of the Chapter shall be such as specified in the By-Laws of the Chapter.

ARTICLE VII

These articles may be amended or repealed in whole or in part as is provided for in the Chapter By-Laws.

ARTICLE VIII

By-Laws will be hereafter adopted. Such By-Laws may be amended or repealed in whole or in part in the manner provided therein and the amendment to the By-Laws shall be binding on all members including those who may have voted against them.

**ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS
TERRA NOVA - ST. JOHN'S
BY-LAWS**

ARTICLE I - NAME

This association shall be known as the **ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS - TERRA NOVA - ST. JOHN'S CHAPTER.**

ARTICLE II - OBJECTIVES

The objectives of this non-profit, educational organization are:

1. To promote and advance the improvement of records and information management and related fields through study education and research.
2. To advance professional knowledge and techniques by sharing and exchanging experiences and information related to the field of records and information management.
3. To develop and advance standards or professional competence in the field of records and information management.

ARTICLE III - MEMBERSHIP

Section 1 - Classes of Membership

Each individual must be a member in good standing of the Association of Records Managers and Administrators.

A. Regular Chapter Membership

Every individual who has an interest in the field of records and information management and pays the appropriate Chapter dues.

B. Honorary Membership

Chapter Membership

Qualification for this type of membership are the same as for regular chapter membership except that the individuals contribution to the profession are of a nature to warrant special and unique consideration. Recommendation for Honorary Chapter Membership will be submitted with proper documentation to the Chapter's Board of Directors. Upon acceptance, the individual will be listed on the Chapter rolls as an Honorary member. Persons holding this class of membership shall not be required to pay annual Chapter dues and shall not be eligible to hold an elective office. Honorary members shall be eligible to vote in Chapter elections.

Association Membership

The Association Board of Directors shall grant membership in this class in recognition of special and unique contributions to the Association and/or Records Management Profession. Applications for this type of membership shall be submitted to the Chapter Board of Directors for their approval. If approved, the application shall be forwarded to the Association Board of Directors through the Regional Vice President for their consideration. A person holding this class shall not be required to pay annual association dues.

Scholastic Membership

Membership in this class shall include college and university students regularly enrolled and who demonstrate interest in the field of Records and Information Management. Persons holding this class of membership shall not be eligible to vote or hold an elective office.

Section 2 - Applications

Applications for Chapter Regular Membership or Scholastic Membership shall be made in writing on forms furnished by ARMA International for this purpose.

Section 3 - Privileges of Members

Each member shall have the privilege of participating in all activities of the Chapter, be entitled to receive any printed material and have access to sources of records management information that may be available through the Chapter. Each member shall have the privilege of inviting guests to attend any Chapter meeting or activity.

Section 4 - Termination and Reinstatement of Membership

A. Resignations

A member may resign at any time upon submitting written notification to the Board of Directors.

B. Suspension

Any member whose conduct shall be considered detrimental to the best interest of the Chapter or who shall willfully exploit the organization for personal gain or otherwise violate the Constitution and By-Laws or other rules and regulations, may be suspended by a majority vote of the Board of Directors. When such action is contemplated in the case of any members, the member shall be entitled to receive specific charges in writing from the Board of Directors and shall, if so desired, be afforded an opportunity for a hearing before the Board of Directors or a special committee appointed by the President for this purpose. If a member so suspended is not restored to active status within 90 days from date of suspension, the members membership shall be terminated immediately.

C. Reinstatement - Restoration of Membership

- Any member suspended shall be eligible to apply to have membership restored to active status by submitting a written request to the Board of Directors for action.
- Application for restoration or reinstatement of membership must be approved by a majority vote of the Board of Directors.

Any member who resigns or is terminated for any reason shall not be entitled to a refund of dues paid.

ARTICLE IV - FINANCES

Section 1 - Annual Dues (Chapter)

The annual dues for each Regular Chapter Members shall be \$25.00.

Section 2 - Association Dues

Association dues are set by the Association of Records Managers and Administrators. Each member will be billed by Association Headquarters for both Chapter and Association dues.

Section 3 - Chapter Assessments

No assessments shall be imposed except as approved by a two-thirds majority vote of the Board of Directors of this Chapter.

ARTICLE V - ORGANIZATION

Section 1 - Governing Body

- A. The Governing Body of the Chapter shall be known and referred to as the Board of Directors. It shall consist of the elected officers, four (4) directors and the immediate past president.
- B. The management of the **ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS - TERRA NOVA - ST. JOHN'S CHAPTER**, its affairs, meetings and property shall be vested in said Board of Directors and said Board of Directors shall have power to:
- Verify membership applications
 - Approve appointed officers
 - Suspend any members for cause after said members has been duly notified of the reasons for such action and has had an opportunity to appear before the Board of Directors
 - Remove any Committee Chair for cause
 - Reinstate any member terminated
 - Approve all cash disbursements
 - Perform such other duties as properly devolve upon a Board of Directors of an unincorporated association

- Perform such other duties as may be requested by the President

Section 2 - Elected Officers - Terms and Qualifications

The elected officers of the Chapter shall be the President, Vice-President, Secretary and Treasurer.

9. All Officers must be members in good standing.
10. Officers shall be elected at the annual meeting for a one year term commencing when installed at the annual meeting and shall serve until their successors are installed.
11. No elected officer shall be eligible to serve for more than two (2) consecutive terms in the same office.

Section 3 - Directors - Terms and Qualifications

1. All Directors must be members in good standing.
2. At the original organization meeting, two (2) Directors shall be elected for a term of two (2) years and two (2) Directors for a term of one (1) year. Thereafter two (2) Directors shall be elected at the annual meeting for a two year term commencing when installed.

Section 4 - Duties of Elected Officers

I. President

The President shall be the Chief Executive Officer of the Chapter and shall exercise general supervision over the affairs of the Chapter; be responsible for the enforcement of the Constitution and By-Laws and all directives of the Board of Directors; preside at all meetings of the Chapter and of the Board of Directors; appoint, with the approval of a majority vote of the Board of Directors, all standing Committee Chairs, unless provided otherwise in this By-Laws and, if necessary, appoint members of all committees or authorize the Board of Director's to make such appointments; serve as ex-officio member of all standing committees except nominating; keep the Board of Directors fully informed of the activities of the Chapter; deliver to the President's successor in office all books, papers, records and other property of the Chapter for which the President is or may become responsible; notify the Chapter Treasurer in writing of members terminating, furnishing dates and cause of termination; and perform all other duties normally incident to this office.

J. Vice President

The Vice President shall assume all of the duties of the President during the absence or disability of the President; serve as an ex-officio member and be responsible for coordinating the activities of all special committees.

K. Treasurer

The Treasurer shall be the custodian of all funds of the Chapter; receive all membership dues and other payments to which the Chapter is entitled; disburse funds of the Chapter on approval by the Board of Directors. All cheques shall require the signature of any two (2) officers; deposit all funds in the name of the Chapter in depositories approved by the Board of Directors; provide budgets and statements of the financial condition of the Chapter at the close of the fiscal year and at other reasonable times as the Board of Directors may require; promptly submit to the Association Headquarters, verified applications of new members, complete with Association dues.

L. Secretary

The Secretary is the official custodian of all records of the Chapter and shall keep a record of all meetings of the Board of Directors and meetings of the Chapter membership; distribute to the Board of Directors, copies of the record of proceedings of all meetings; be responsible for preparing and distributing notices of all meetings; maintain the official list of members and their addresses; notify the Association Headquarters of all changes in membership including change of address; mail to all members the slate of nominees for each elective office to be filled each year as submitted by the Nominating Committee and as ratified by the Board of Directors; handle correspondence as directed by the President and/or the Board of Directors; and perform such other duties as provided in the By-Laws or as may be assigned by the President and/or the Board of Directors.

Section 5 - Appointed Officers

Appointed Officers are responsible to the Board of Directors and perform such duties as the President and/or Board of Directors may direct.

Section 6 - Vacancies

Vacancies occurring in any office or among the Directors shall be filled by appointment for the unexpired term by the President with the approval of a majority vote of the Board of Directors. If any Officer or Director is absent from two (2) consecutive Board of Directors meetings, for causes unacceptable to the Board of Directors, a vacancy shall be considered to exist and a successor appointed.

Section 7 - Restriction

The president and Vice President shall not be employed by the same firm or Government Department.

ARTICLE VI - ELECTION PROCEDURES

At the annual business meeting in June, the attending Chapter members in good standing shall elect successors to the Office of President, Vice President, Treasurer and Secretary each for a one year term and two (2) Directors each for two (2) year terms as provided in this By-Law.

Section 1 - Nominating Procedure

- A. The Nominating Committee shall prepare a slate of at least one nominee for each elective office to be filled, and shall present such slate to the Board of Directors at the Annual Board of Directors meeting.
- B. At the annual meeting, the presiding officer shall call for nominations from the floor prior to the election of each Officer and Director.

Section 2 - Election Procedures

- A. Voting shall be by attending Chapter members in good standing.
- B. Voting will be by acclamation when there is only one candidate for a particular office.
- C. Voting shall be by secret ballot prepared by the Secretary when there is more than one candidate for a particular office or if nominations are made from the floor. Such ballots shall contain only necessary instructions for proper completion, the names of the nominees and spaces to write in candidates for each office. There will be no individual voter identification on any ballot.
 - 1. All ballots, to be valid, will be handed to the Chapter Teller or designees at the conclusion of balloting for each office to be filled.
 - 2. Any candidate who receives a majority of votes on any ballot shall be declared elected.
 - 3. If no candidate receives a majority of votes on the first ballot, a second ballot shall be taken on the two (2) candidates who received the highest number of votes.
 - 4. At the conclusion of balloting for each office to be filled, and upon receipt by the Chapter Teller, of all ballots cast for each such office, the Chapter Teller's Committee shall tabulate the ballots cast; the Chapter Teller shall certify and report the results to the presiding Officer who immediately shall announce the results to the membership.

ARTICLE VII - MEETINGS

Section 1 - Chapter Membership Meetings

Will be ordered by the Board of Directors.

Section 2 - Annual Meeting

The annual meeting for the election of Officers and Directors shall be held at the Chapter membership meeting in June each year. The Secretary shall send a notice of the annual meeting to each Chapter member in good standing not less than ten (10) days prior to the meeting.

Section 3 - Board of Directors Meetings

Will be ordered by the President with one meeting held at least bi-monthly. The Secretary shall send a notice of a Board of Directors meeting to each Officer and Director not less than five (5) days prior to the meeting.

Section 4 - Special Meetings

- A. Special meeting of the Board of Directors may be called by the President or any four (4) members of the Board of Directors, and must be called whenever the Board of Directors meeting scheduled falls on the day before the annual meeting.
- B. A special meeting of the Chapter membership may be called by the Board of Directors or by petition to the Board of Directors of ten (10) members in good standing. Notice of such special meeting shall be sent by the Secretary to all Chapter members in good standing at least five (5) days prior to the date fixed for such special meeting, and such notice shall be accompanied by an agenda of the special meeting.

Section 5 - Quorum

A quorum must be present to conduct business coming before the Board of Directors at any of its meetings. The quorum shall consist of a two-third majority of the members of the Board of Directors. No voting by proxy shall be permitted.

Section 6 - Suspension of Rules of Order

Any rule of order may be suspended temporarily by a two-third majority vote of members present at any meeting.

ARTICLE VIII - COMMITTEES

Section 1 - Standing Committees

The President shall be responsible for seeing that standing committees are appointed from the members of the Chapter to serve one year from the date of installation of Officers and Directors. Unless otherwise provided in the By-Law the Chairman of each standing Committee shall be appointed by the President with the approval of a majority vote of the Board of Directors. Unless otherwise provided in this Constitution and By-Laws members of Standing Committees shall be appointed by the Chair of each such committee.

These standing committees shall be:

Awards Committee
Budget and Finance Committee
Legislative Committee
Membership Committee
Nominating Committee
Professional Development and Research Committee
Program Committee
Public Relations Committee
Publications Committee
Social and Hospitality Committee

In addition to such other duties as may be assigned by the President, the duties of the standing committees are as follows:

- Awards Committee
 4. Nominate a Chapter member to receive the annual Chapter Member of the Year award and other members who should be recognized for outstanding service.
 5. Submit all recommendations to the President and the Board of Directors for approval.
 6. Procure an appropriate plaque to be presented to the outgoing President.
- Budget and Finance Committee
 1. To examine fiscal policy from time to time or as directed by the President and advise the President and Board of Directors with regard to financial matters concerning the Chapter.
 2. Provide an annual audit of the books of the Treasurer and present a report to the Board of Directors at the September meeting.
 3. Provide an annual budget for each fiscal year for presentation to the Board of Directors at the September meeting.

- Legislative Committee
 1. Prepare or review proposed amendments to the Constitution and By-Laws and submit to the Board of Directors for approval.
 2. Maintain the Constitution and By-Laws in a current status.
- Membership Committee

Develop, recommend and implement ways and means to recruit new members.
- Nominating Committee

Secure nominations for Officers and Directors and prepare a slate of at least one nominee for each elective office to be filled.
- Professional Development and Research Committee

Plan and conduct educational training sessions conducive to the professional development and advancement of members and the public.
- Program Committee

Feature programs consistent with the objectives and in the best interest of the Chapter.
- Public Relations Committee

Provide and maintain a suitable public relations and publicity program consistent with the objectives and in the best interest of the Chapter.
- Publications Committee
 1. Gather, assemble, publish and distribute the TERRA NOVA - ST. JOHN'S CHAPTER manual to all Chapter members and update the manual as necessary.
 2. Publish and distribute the Chapter's quarterly newsletter.
- Social and Hospitality Committee
 1. Host guests and new members at all Chapter functions.
 2. Plan and schedule at least (1) social event during the year.

Section 2 - Special Committees

Special Committees and their Chairs shall be appointed by the President when deemed necessary by the President and/or the Board of Directors.

ARTICLE IX - FISCAL YEAR

The fiscal year of the TERRA NOVA - ST. JOHN'S CHAPTER is July 1 to June 30.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Revised, shall govern in all cases to which they are applicable and where they do not conflict with the Article of Incorporation and By-Laws of the ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS.

ARTICLE XI - AMENDMENTS

Proposals to amend the Constitution and By-Laws may be made by the Board of Directors upon an affirmative vote of two-thirds of its members present and voting or by petition to the Board of Directors of twenty percent (20%) of the regular Chapter members in good standing. Within thirty (30) days following the Board of Directors meeting at which any such proposal is made, the Secretary shall mail to each Chapter member in good standing a notice of proposal together with a pre-addressed return envelope and an official ballot stating the proposed amendment revision; each member will complete and mail the ballot in the return envelope provided directly to the Chapter's Teller committee. All ballots to be valid must be mailed to reach the Chapter Teller's Committee within fifteen (15) days of the date of the said notice of proposal and said notice shall specify the date ballots are to be received by the Chapter Teller's Committee. The Chapter Teller's Committee shall tabulate the valid votes and certify the results to the Board of Directors within five (5) days following the date provided herein for ballots to be received by the Chapter Teller's Committee.

The Constitution and By-Laws shall be amended by an affirmative vote of two thirds of the valid votes received by the Chapter Teller's Committee.

Changes or revisions in this Constitution and By-Laws shall be effective the day certification of balloting results is made by the Chapter Teller's Committee.