

# **ASSOCIATION OF CANADIAN ARCHIVISTS**

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## **GENERAL OPERATING BY-LAW NO. 1**

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**BY-LAW NO. 1**

A by-law relating generally to the conduct  
 of the affairs of

**ASSOCIATION OF CANADIAN ARCHIVISTS**  
 (the “Corporation”)

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**BY-LAW NO. 1**

A by-law relating generally to the conduct  
of the affairs of

**ASSOCIATION OF CANADIAN ARCHIVISTS**  
(the “Corporation”)

**BE IT ENACTED** as a by-law of the Corporation as follows:

**SECTION I**  
**INTERPRETATION**

**1.01 Definitions**

In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Corporations Act*, R.S.C. 1970, c. C-32, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time;
- (b) “board” means the board of directors of the Corporation and “director” means a member of the board;
- (c) “by-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (d) “in good standing” means for the purposes of this by-law, a member who has paid annual membership dues in accordance with section 3.05;
- (e) “letters patent” means the letters patent as amended from time to time including any letters patent of continuance in the event of subsequent substitution of the Act;
- (f) “meeting of members” includes an annual meeting of members and a special meeting of members; and
- (g) “Operating Policies, Rules and Procedures” means the policies, rules and procedures approved in accordance with section 1.03.

## **1.02 Interpretation**

In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words referring to gender include the feminine, masculine and neuter genders;
- (e) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **1.03 Operating Policies, Rules and Procedures**

The board may prescribe by resolution such policies, rules and procedures not inconsistent with the by-laws relating to the management and operation of the Corporation and other matters provided for in this by-law as they may deem expedient.

## **SECTION II** **GENERAL**

### **2.01 Head Office**

The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario subject to change by by-law sanctioned by at least 2/3 of the votes cast at a special meeting of members.

### **2.02 Corporate Seal**

The corporate seal of the Corporation shall be such as the board may by resolution from time to time approve.

### **2.03 Fiscal Year**

The fiscal year of the Corporation shall end on December 31<sup>st</sup> or as otherwise determined by the board of directors.

**2.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the president and any one of the vice-president or secretary/treasurer. Notwithstanding the foregoing, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

**2.05 Banking**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part thereof shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

**2.06 Auditors**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting provided, however, the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors. The auditor may not be a director, officer or employee of the Corporation, unless the consent of all members has been obtained.

**2.07 Borrowing**

Subject to the limitations set out in the Act and this by-law, the board may:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue or cause to be issued bonds, debentures or other securities of the Corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient; and
- (d) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

From time to time, the board may authorize any director or officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed

as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

### **SECTION III** **MEMBERS**

#### **3.01 Membership Categories**

There shall be seven (7) categories of members in the Corporation, namely, Individual members, Individual Sustaining members, Canadian Student members, Retired members, Associate members, Institutional members, International Student members and Honorary members. The board of directors of the Corporation may approve the admission of the members or it may authorize a committee or officer of the Corporation to admit members in accordance with the by-laws and any membership policies that are approved by the board of directors from time to time. Each member shall be promptly informed by the Secretary of their admission as a member. Unless otherwise provided in the Corporation's Operating Rules, Policies and Procedures, all membership terms shall be annual, subject to renewal on payment of membership dues in accordance with Section 3.06. The following classes of members are hereby established:

- (a) Individual Members:
  - (i) Individual membership shall be available to individuals who are employed or otherwise involved in the discipline and practice of archival science and who are interested in furthering the objects of the Corporation.
  - (ii) Each Individual member is entitled to receive notice of, attend and vote at all meetings of members and each Individual member in good standing shall be entitled to one (1) vote at such meetings.
- (b) Individual Sustaining Members:
  - (i) Individual Sustaining membership shall be available to individuals who satisfy the criteria in (a)(i) above and who wish to assist the Corporation financially in its work on behalf of archivists and archives.
  - (ii) Each Individual Sustaining member is entitled to receive notice of, attend and vote at all meetings of members and each Individual Sustaining member in good standing shall be entitled to one (1) vote at such meetings.

- (c) Honorary members:
  - (i) Honorary membership shall be available to those persons nominated by the board and appointed at the annual meeting of members of the Corporation whom the Corporation wishes to honour for their distinguished service to the archival community.
  - (ii) The board may designate a maximum number of Honorary members in any operating rules, policies or procedures of the Corporation.
  - (iii) Each Honorary member is entitled to receive notice of, attend and vote at all meetings of members and each Honorary member in good standing shall be entitled to one (1) vote at such meetings.
  
- (d) Canadian Student Members:
  - (i) Canadian Student membership shall be available to individuals enrolled as full-time students at a Canadian college, school or university and who are interested in furthering the objects of the Corporation.
  - (ii) Canadian Student members shall be entitled to be Canadian Student members for the length of term and/or maximum number of terms set out in the Corporation's Operating Rules, Policies and Procedures.
  - (iii) Each Canadian Student member is entitled to receive notice of, attend and vote at all meetings of members and each Canadian Student member in good standing shall be entitled to one (1) vote at such meetings.
  
- (e) Retired Members:
  - (i) Retired membership shall be available to individuals who are no longer working, who have previously held individual membership in the Corporation, and who are interested in furthering the objects of the Corporation.
  - (ii) Retired members shall be entitled to be members for the length of term and/or maximum number of terms set out in the Corporation's Operating Rules, Policies and Procedures.
  - (iii) Each Retired member is entitled to receive notice of, attend and vote at all meetings of members and each Retired member in good standing shall be entitled to one (1) vote at such meetings.

- (f) Associate Members:
  - (i) Associate membership shall be available to individuals interested in the field of archives and who are otherwise interested in furthering the objects of the Corporation.
  - (ii) An Associate member is not entitled to receive notice of, attend or vote at any meeting of the members; however the board may extend an invitation to Associate members to attend a members' meeting for information purposes.
- (g) Institutional Members:
  - (i) Institutional membership shall be available to institutions that wish both to receive the publications of the Corporation on a regular basis and to assist the Corporation financially in its work on behalf of archivists and archives.
  - (ii) Each Institutional Member shall notify the executive director regarding the name and contact particulars of its official representative who will act as the single point of contact between the member and the Corporation, as well as any changes in the name and contact particulars.
  - (iii) Institutional members are not entitled to receive notice of, attend or vote at any meeting of the members; however the board may extend an invitation to Institutional members to attend a members' meeting for information purposes.
- (h) International Student Members:
  - (i) International Student membership shall be available to individuals enrolled as full-time students at a college, school or university outside of Canada and who are interested in furthering the objects of the Corporation.
  - (ii) International Student members shall be entitled to be International Student members for the length of term and/or maximum number of terms set out in the Corporation's Operating Rules, Policies and Procedures.
  - (iii) An International Student member is entitled to receive notice of, attend and vote at all meetings of members and each International Student member in good standing shall be entitled to one (1) vote at such meetings.

**3.02 Disqualification**

If a member at any time ceases to meet the criteria for membership of the particular category of membership to which such member has been admitted as described above or if a member fails to pay the annual membership dues as required by Section 3.06, such member shall automatically cease to be a member of the Corporation.

**3.03 Cessation of Membership**

Subject to the Act, the interest of a member in the Corporation is non-transferable and lapses and ceases to exist upon the earlier of the expiration of membership, the member's resignation, death, disqualification or removal in accordance with this by-law or in the event of the dissolution of the Corporation.

**3.04 Resignation**

Any member may resign as a member by delivering a written resignation to the Secretary/Treasurer of the Corporation. A resignation shall be effective from the date specified in the resignation.

**3.05 Removal**

A member may be expelled as a member of the Corporation in accordance with any process provided by the Corporation's Operating Rules, Policies and Procedures.

**3.06 Membership Dues**

Membership dues shall be fixed by resolution of the board of directors subject to confirmation by the members at the annual general meeting of members next following. Upon approval of membership dues in this manner, members shall be notified in writing of the membership dues at any time payable by them and the due date for such membership dues. If a member fails to pay membership dues by their due date, the member shall automatically cease to be a member in good standing of the Corporation without any further requirement for notice by the Corporation. Where a member does not pay any outstanding membership dues within sixty (60) days of their due date, such member shall be considered in default and shall thereupon automatically cease to be a member of the Corporation.

**SECTION IV  
MEETINGS OF MEMBERS****4.01 Annual Meetings**

Subject to the by-laws, the board shall call, at such date and time as it determines, an annual meeting of members for the purpose of considering the financial statements and

reports of the Corporation pursuant to the Act, electing directors, appointing the auditor and transacting such other business as may properly be brought before the meeting.

#### **4.02 Special Meetings**

The board may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members. The board shall call a special general meeting of members on written requisition of members carrying not less than 10% of the voting rights.

#### **4.03 Place of Meetings**

Subject to compliance with Section 102 of the Act, meetings of the members may be held at any place within Canada or, if a majority of the members so agree, outside Canada.

#### **4.04 Voting at Meetings**

Only voting members of the Corporation in good standing shall be entitled to vote at meetings of the members of the Corporation.

#### **4.05 Special Business**

All business transacted at a special meeting or an annual meeting of members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor's report, election of directors and appointment of the auditor constitutes special business.

#### **4.06 Notice of Meetings**

Notice of the time and place of a meeting of members shall be provided in the manner provided in Section 13.01 of this by-law to the following:

- (a) each voting member of the Corporation (which may be determined in accordance with any record date fixed by the board or failing which, in accordance with the Act);
- (b) each director; and
- (c) the auditor of the Corporation

not less than thirty (30) days before the meeting is to take place. Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any resolution or by-law to be submitted to the meeting. Notice of a meeting of members must remind members that they have the right to vote by proxy.

**4.07 Waiving Notice**

A member and any other person entitled to attend a meeting of members may in any manner and at any time waive notice of a meeting of members, and attendance of any such person at a meeting of members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**4.08 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be the voting members of the Corporation in good standing, the directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, the letters patent or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

**4.09 Chairperson of the Meeting**

In the event that the president and the vice-president are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

**4.10 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be five (5%) per cent of the voting members of the Corporation in good standing. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 4.11 and/or 4.12, by telephonic and/or by other electronic means.

**4.11 Participation at Meeting by Telephone**

The members of the Corporation may meet by teleconference provided that either a majority of the members consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the members at a meeting of the members of the Corporation.

**4.12 Participation at Meetings by Other Electronic Means**

Any person entitled to attend a meeting of members may participate in the meeting using other electronic or other communications facility permitting all participants to communicate adequately with each other during the meeting provided that:

- (a) the board of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) the Corporation makes available such a communication facility or the person in question has access to such a communication facility; and
- (c) each person has consented in advance to meeting by such means and a written consent pursuant to this section may be given before or after the meeting to which it relates and may be a “blanket” consent, relating to all meetings of the members.

A person participating in the meeting by any such means shall be deemed to have been present at that meeting.

#### **4.13 Adjournment**

The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **4.14 Absentee Voting**

Subject to compliance with the Act, in addition to voting in person, every member entitled to vote at a meeting of members may vote by any of the following means:

- (a) by appointing in writing a proxyholder or one or more alternate proxyholders who must be Individual members, as the member’s nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy;
- (b) except where the Act requires a meeting of members with respect to the matter to be voted on by the members, by using a mailed-in ballot in the form provided by the Corporation;
- (c) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

#### **4.15 Votes to Govern**

At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by this by-law. The chairperson of the meeting shall only vote in order to break a tie in the case of an equality of votes on any matter arising at the meeting.

**4.16 Show of Hands**

Subject to the Act and this by-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

**4.17 Ballots**

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the members on the question shall be determined by the result of such ballot.

**SECTION V**  
**DIRECTORS****5.01 Powers**

Subject to the Act and the letters patent, the board of directors shall manage or supervise the management of the activities and affairs of the Corporation.

**5.02 Number**

There shall be a minimum of three (3) directors. The precise number of directors of the Corporation from time to time shall be determined by the board by resolution. Subject to the passing of such a resolution, the number of directors shall be fixed at four (4).

**5.03 Qualifications**

Each director shall be an individual who is not less than 18 years of age. No person who has been found by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a director. If a director acquires the status of a bankrupt or becomes incapable and is so found, such person shall thereupon cease to be a director. A director must be and remain a voting member of the Corporation in good standing throughout the director's term of office.

**5.04 Election and Term**

Subject to the provisions of this by-law and in particular Sections 5.05 and 8.01, directors shall be elected by the members at a meeting of members from a slate of candidates put forward by the governance committee. The directors' term of office shall be two (2) years calculated from January 1<sup>st</sup> in the year following their election until December 31<sup>st</sup> in the

second year next following or until their successors are elected. During the period following their election at the annual general meeting until they take office on January 1<sup>st</sup>, the newly elected candidates shall be considered “directors-elect” and shall be entitled to attend board meetings at the invitation of the board but not to vote at such meetings. Directors shall be eligible for election for a maximum of two (2) consecutive terms.

#### **5.05 Nomination as Director**

Any voting member of the Corporation in good standing may nominate one or more voting members in good standing as directors of the Corporation, provided such nomination is received by the chair of the governance committee no later than ten (10) weeks before the date of the annual meeting of members of the Corporation. Each nomination shall be accompanied by the following:

- (a) A statement from the nominee declaring the nominee’s willingness to stand for election;
- (b) The signatures of five (5) additional members in good standing who have agreed to co-sponsor the nomination; and
- (c) A description of the nominee’s qualifications.

A voting member in good standing may also be nominated from the floor at a meeting of members by any two (2) other voting members in good standing provided that such nominees indicate acceptance of the nomination in writing or in person at the time of nomination.

#### **5.06 Vacation of Office**

A director ceases to hold office when the director dies, resigns, is removed from office by the members, or becomes disqualified to serve as director.

#### **5.07 Resignation**

A director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

#### **5.08 Removal**

Subject to the Act, the members may, by resolution passed by a two-thirds (2/3) vote of the Individual voting members present at a special meeting of members, remove any director from office before the expiration of the director’s term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the board.

**5.09 Filling Vacancies**

Subject to Section 5.08 above and to the provisions of the Act, a vacancy on the board may be filled by the remaining directors with a qualified Individual member in good standing until the next annual meeting of the members. If there is not a quorum of directors or if the vacancy results from a failure to elect the number of directors required to be elected at any meeting of members, the directors then in office shall forthwith call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

**5.10 Remuneration of Directors**

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

**SECTION VI  
MEETINGS OF DIRECTORS****6.01 Place of Meetings**

Meetings of the board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the board may determine.

**6.02 Calling of Meetings**

Meetings of the board may be called by the president, the vice-president or any two (2) directors at any time.

**6.03 Notice of Meeting**

Unless sent by mail, forty-eight (48) hours notice of a meeting of the board of directors shall be given to each director. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 13.01 of this by-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place. Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

**6.04 Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, and no other notice shall be required for any such regular meeting.

**6.05 Quorum**

A majority of the directors in office shall form a quorum for the transaction of business. For the purpose of determining quorum, a director may be present in person, or, if authorized under Section 6.06 and/or 6.07 below, by teleconference and/or by other electronic means.

**6.06 Participation at Meeting by Telephone**

The directors of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation. A written consent pursuant to this section may be given before or after the meeting to which it relates and may be a “blanket” consent, relating to all meetings of the board and/or committees of the board.

**6.07 Participation at Meeting by other Electronic Means**

The directors may, if all are in agreement and have provided their written consent, participate in a board meeting using such electronic or other means permitting all participants to communicate adequately with each other during the meeting provided that:

- (a) the board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
- (b) each director has equal access to the specific means of communication to be used.

A director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A written consent pursuant to this section may be given before or after the meeting to which it relates and may be a “blanket” consent, relating to all meetings of the board and/or committees of the board.

**6.08 Chairperson of the Meeting**

In the event that the president and the vice-president are absent, the directors who are present shall choose one of their number to chair the meeting.

**6.09 Votes to Govern**

Each director is authorized to exercise one (1) vote. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chairperson of the meeting shall only vote in order to break a tie in the case of an equality of votes on any matter arising at the meeting.

**6.10 Disclosure of Interest**

A director or officer of the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors or committees of directors, the nature and extent of any interest that the director or officer has in any material contract or material transaction whether made or proposed, with the Corporation if the director or officer:

- (a) is a party to the contract or transaction,
- (b) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction or
- (c) has a material interest in a party to the contract or transaction.

Disclosure shall be made at the time and in the manner required by the Act, and a director or officer so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction.

**6.11 Delegation**

Subject to the Act, the board may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any of the powers of the board.

**6.12 Remuneration of Officers, Agents, Employees**

The remuneration of officers, agents, and employees shall, subject to the other provisions of this by-law, be fixed by the board by resolution provided that the board may delegate this function to an officer or officers of the Corporation.

## **SECTION VII**

### **OFFICERS AND APPOINTIVE OFFICIALS**

**7.01 Executive Director**

The board of directors may from time to time engage an executive director of the Corporation who shall hold office in accordance with the terms of such person's contract of engagement with the Corporation. The executive director shall be an *ex-officio* non-

voting member of all committees of the Corporation. The executive director shall have full power to manage and direct the business and affairs of the Corporation and, if authorized by the board of directors, to employ and discharge agents and employees of the Corporation. Any duties of the Secretary/Treasurer of the Corporation may be delegated by the board of directors to the executive director. The executive director may resign from the position by delivering a written resignation to the president of the Corporation.

## **7.02 President, Vice-President and Secretary/Treasurer**

The president, vice-president, and secretary/treasurer shall be appointed by the members from among those directors elected at the annual general meeting of the Corporation. The term of office of the president, vice-president, and secretary/treasurer shall coincide with the terms of office of the directors elected in accordance with Section 5.04.

## **7.03 Description of Positions**

Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed thereto, shall have the following duties and powers associated therewith:

- (a) **President** - The president shall preside at all meetings of the board, committees of directors, if any, and the members. The president shall be an *ex-officio* member of all committees.
- (b) **Vice-President** - If the president is absent or is unable or refuses to act, the vice-president shall, when present, preside at all meetings of the board, committees of directors, if any, and the members. In the event of the resignation, death, or incapacity of the president, the vice-president shall succeed the president as acting president for the duration of the then president's term.
- (c) **Secretary/Treasurer** - The secretary/treasurer, when in attendance, shall be the secretary of all meetings of the board, members and committees of the board and, whether or not the secretary/treasurer attends, the secretary/treasurer shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary/treasurer shall give, or cause to be given, as and when instructed, notices to members, directors, the auditor and members of committees; the secretary/treasurer shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation. The secretary/treasurer shall perform such other duties as may be prescribed by the board of directors.

The secretary/treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation;

whenever required, the treasurer shall render to the board an account of all such person's transactions as treasurer and of the financial position of the Corporation.

Any responsibilities of the secretary/treasurer may be delegated by the board to the executive director of the Corporation.

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them.

#### **7.04 Other Officers**

The board may designate any other offices of the Corporation, appoint such officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.

#### **7.05 Appointive Officials**

The board may also designate appointive officials, such as an editor of Archivaria, an editor of the newsletter, a programme chair and a local Host Chair as it determines to be necessary and such appointive officials shall have such duties as may be determined by the board of directors or as may be prescribed by the Operating Rules, Policies and Procedures.

#### **7.06 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer or appointive official of the Corporation. Unless so removed, such officer or appointive official shall hold office until the earlier of:

- (a) such person's successor being appointed,
- (b) such person's resignation,
- (c) such person ceasing to be a director (if a necessary qualification of this appointment) or
- (d) such person's death,

whichever shall first occur. If the office of any officer or appointive official of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

#### **7.07 Remuneration of Officers and Appointive Officials**

The remuneration of all officers appointed by the board shall be determined from time to time by resolution of the board. All officers and appointive officials shall be entitled to be

reimbursed for reasonable expenses incurred in the performance of the officer or appointive official's duties.

#### **7.08 Agents and Attorneys**

Subject to the by-laws, the board may authorize any officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the board considers fit.

#### **7.09 Disclosure (Conflict of Interest)**

An officer shall have the same duty to disclose such officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon directors pursuant to the provisions of the Act and the by-laws.

### **SECTION VIII** **COMMITTEES**

#### **8.01 Governance Committee**

The members of the governance committee will be appointed by the board of directors at the board meeting next following the annual general meeting of members in every second year. The governance committee will consist of between three (3) and five (5) members who will serve for a term of two (2) years or until their successors are appointed. Any vacancy on the committee will be filled by the board of directors of the Corporation. In the case of an appointment to fill a vacancy on the committee, such new committee member will serve until the expiration of the remaining term of the departing committee member. Committee members may serve for a maximum of two (2) consecutive terms. The chair of the governance committee will be selected by the board of directors. The governance committee will carry out its duties in accordance with these by-laws and any applicable requirements of the Corporation's Operating Policies, Rules and Procedures. The committee will:

- (i) solicit from among the voting members of the Corporation the names of potential candidates for the board and officer positions in accordance with the nominations process described in Section 5.05;
- (ii) prepare a slate of one or more candidates for each director's office which will be vacant and for which an election is to be held at the annual general meeting. In recommending candidates for election to the board of the Corporation, the committee will strive to ensure that the candidates have the attributes necessary to govern the Corporation in accordance with the Corporation's vision, purpose and values, strategic direction, policies and governance practices and that there is diversity of board composition reflecting age, gender, professional expertise as well as geographic

location. The committee will seek to ensure that the board of directors is comprised of individuals with appropriate skill sets to chair standing committees and that the composition of the board meets any particular criteria that have been established by the board of directors in the Corporation's Operating Rules, Policies and Procedures;

- (iii) recruit committee members and chairs of both standing and other committees of the Corporation and table the names of the proposed candidates at the annual general meeting each year for information purposes and then to the board for appointment of the committee members and chairs at the board of directors' meeting next following the annual general meeting;
- (iv) monitor the terms of all directors, officers and committee members to ensure that upcoming vacancies are identified on a timely basis and that the organization renews itself in an orderly way and make recommendations to the board of directors of names of persons to fill vacancies on the board, in officer positions and on committees that occur throughout the year;
- (v) make recommendations to the board of directors at its request on matters relating to nominations, including board and committee terms of reference, orientation and training for board members and volunteers, volunteer recognition and succession planning;
- (vi) solicit nominations and recommend to the board the names of individuals to be honoured by the Corporation with the conferring of an award, including honorary memberships;
- (vii) develop and revise regulations, procedures and forms to document the nomination and election of the board and award recipients;
- (viii) fulfil such other duties, including following such procedural requirements in carrying out its mandate as may be directed by the board of directors by resolution or as provided in the Operating Policies, Rules and Procedures.

A quorum for the conduct of business at any meeting is a majority of the members of the governance committee, not including those who are on leave, have resigned, or have been removed, but have not yet been replaced. Governance committee members shall be subject to removal by resolution of the board of directors. Governance committee members shall not be entitled to receive remuneration for serving as such but shall be entitled to be reimbursed for any reasonable expenses incurred by them in the exercise of their duty in accordance with any policies adopted by the board of directors.

## **8.02 Standing Committees**

With the exception of the governance committee referred to in Section 8.01 and which

shall be appointed by the board as provided, the board may, by resolution, establish or repeal standing committees of the Corporation at its discretion. As of the effective date of these by-laws, the standing committees of the Corporation are:

- Communications
- Ethics
- Financial Review
- Membership Development
- Professional Learning
- Outreach

The governance committee will recruit chairs of all standing committees of the Corporation and table the names of the proposed candidates at the annual general meeting each year for information purposes. The board of directors shall appoint the members of each standing committee and the chairs of such committees at the board of directors' meeting which follows the annual general meeting. Standing committees will generally consist of between three (3) and five (5) members who will serve for a term of two (2) years or until their successors are appointed. Standing committee members will serve for a maximum of two (2) consecutive terms. The executive director of the Corporation shall be an *ex-officio* member of all standing committees of the Corporation. The mandate, work, procedural rules and reporting requirements applying to each of the standing committees of the Corporation shall be detailed in the Corporation's Operating Policies, Rules and Procedures or other policy documents of the Corporation. Any committee member may be removed by resolution of the board of directors.

### **8.03 Other Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. The board shall establish the terms of reference for each committee and may alter these terms of reference at its pleasure. Any committee member may be removed by resolution of the board of directors. The procedural rules and reporting requirements of a committee shall be determined by the board or shall be in accordance with the Operating Policies, Rules and Procedures, where applicable.

## **SECTION IX SPECIAL INTEREST SECTIONS**

### **9.01 Establishment of Special Interest Sections**

Special interest sections of the Corporation may be established by the board to provide a forum for discussion by members with similar interests, to attract and integrate new members of the same interest into the Corporation, and to advocate the advancement of archives in these special interest areas. The board may establish policy concerning the

establishment and operation of special interest sections which shall be contained in the Corporation's Operating Rules, Policies and Procedures.

Any group of seven (7) or more voting members in good standing with similar professional interests, may, upon presentation of a statement of goals and objectives, petition the board for recognition as a special interest section.

The board shall recognize a section application when its statement of goals and objectives and the number of its members cannot be accommodated by a select or standing committee or when the board deems that it is not advisable to create such a committee. Should the board wish to undertake an in-depth study in any area for which a special interest section has been formed, the board will establish a select committee and will draw on a member of the special interest section to form such a committee.

Membership in each special interest section shall be open to all interested members of the Corporation.

### **9.02 Minimum Requirements for Special Interest Sections**

In order to remain active, a special interest section must identify and maintain a leadership group comprised at a minimum of a chair, vice-chair and secretary, hold an annual meeting and report to the members of the Corporation at the Corporation's annual general meeting. If a special interest section fails to maintain these minimum requirements, it may be dissolved by the board of directors in accordance with Section 9.04.

### **9.03 Regulation of Affairs**

A special interest section may engage in activities and adopt rules, regulations and policies for the management of its affairs which are not inconsistent with the letters patent, by-laws or Operating Rules, Policies and Procedures of the Corporation. However, nothing herein shall be construed as giving to a special interest section, the power and authority to:

- (a) to contract a loan, open a line of credit or issue a guarantee without the prior approval of the board;
- (b) make any expense or disbursement, or incur any contractual liability which is in excess of any amounts approved by the board from time to time;
- (c) to represent or act on behalf of the Corporation in any manner or thing, except with the express consent of the board of the Corporation.

**9.04 Dissolution of Special Interest Section**

Any special interest section may be dissolved by the board of directors by resolution. A special interest section may also be dissolved by a majority vote of its members subject to approval by the board.

**SECTION X**  
**STUDENT CHAPTERS****10.01 Student Chapters**

Student chapters of the Corporation may be established by the board to provide a forum for discussion by student members, to attract and integrate new student members into the Corporation, and to encourage student involvement in the Corporation. The board may establish policy concerning the establishment and operation of student chapters which shall be contained in the Corporation's Operating Rules, Policies and Procedures.

Any group of three (3) or more student members of the Corporation, including one designated as a coordinator, may, upon presentation of a letter of statement of intent signed by its members and by a faculty advisor, petition the board for recognition as a student chapter.

Membership in each student chapter shall be open to all interested student members of the Corporation.

Each student chapter will hold meetings as its members deem necessary.

The membership of each student chapter will elect a coordinator. This officer will be elected for a one (1) year term and be eligible for re-election.

**10.02 Minimum Requirements for Student Chapters**

In order to remain active, a student chapter must identify and maintain a leadership group comprised at a minimum of a chair, vice-chair and secretary, hold an annual meeting and report to the members of the Corporation at the Corporation's annual general meeting. If a student chapter fails to maintain these minimum requirements, it may be dissolved by the board of directors in accordance with Section 10.04.

**10.03 Regulation of Chapter Affairs**

A student chapter may engage in activities and adopt rules, regulations and policies for the management of its affairs which are not inconsistent with the letters patent, by-laws or the Operating Rules, Policies and Procedures of the Corporation. However, nothing herein shall be construed as giving to a student chapter, the power and authority to:

- (a) to contract a loan, open a line of credit or issue a guarantee without the prior approval of the board;
- (b) make any expense or disbursement, or incur any contractual liability which is in excess of the amounts approved by the board from time to time;
- (c) to represent or act on behalf of the Corporation in any manner or thing, except with the express consent of the board of the Corporation.

#### **10.04 Dissolution of Student Chapters**

Any student chapter may be dissolved by the board of directors by resolution. A student chapter may also be dissolved by a majority vote of its members subject to approval by the board.

### **SECTION XI** **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### **11.01 Limitation of Liability**

Except as otherwise provided in the Act, no director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

#### **11.02 Indemnity of Directors and Officers**

Subject to the Act, the Corporation may indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if,

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

### **11.03 Insurance**

The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section.

## **SECTION XII** **RULES OF ORDER**

### **12.01 Rules of Order**

In general, the meetings of the members and board of directors of the Corporation shall be carried out in accordance with the most recent edition of *Robert's Rules of Order* unless such Rules of Order are in conflict with this by-law or the members or board of directors resolve not to carry out a particular meeting in compliance with such Rules of Order.

## **SECTION XIII** **NOTICES**

### **13.01 Method of Giving Notices**

Any notice, communication or other document required to be given by the Corporation to a member, director, officer, or auditor of the Corporation pursuant to the Act, the letters patent or by-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered,

- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,
- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or
- (d) to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary.

### **13.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **13.03 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **13.04 Waiver of Notice**

Any member, proxyholder, director, officer, member of a committee of the board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner.

## **SECTION XIV BY-LAWS**

### **14.01 Enactment of By-laws**

The board may from time to time enact by-laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, by-laws providing for applications for supplementary letters patent, and may from time to time by by-law

amend, repeal or re-enact the by-laws but no by-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the members duly called for the purpose of considering same and the repeal or amendment of by-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.

#### **14.02 Repeal of Former General Operating By-law**

By-law No. 1 enacted on February 20, 1979 is hereby repealed and replaced by General Operating By-law No. 1 herein effective immediately upon the enactment of this by-law at the time of confirmation by the members of the Corporation and after approval of the Ministry of Industry has been obtained.

The said repeal of By-law No. 1 shall not affect the previous operations of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under such by-laws so repealed shall continue to act as if appointed under the provisions of this by-law. All board or members' resolutions, with continuing effect, passed under such repealed by-laws shall continue to be valid, except to the extent inconsistent with this by-law, and until amended or repealed.

**ENACTED** this fourteenth day of June, 2008.

*Original document signed by Scott Goodine,*  
\_\_\_\_\_  
President, 2006-2008

*Original document signed by Heather Home,*  
\_\_\_\_\_  
Secretary-Treasurer, 2006-2008