

**ASSOCIATION OF CANADIAN ARCHIVISTS  
/ Association canadienne des archivistes**

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**GENERAL OPERATING BY-LAW NO. 2**

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**BY-LAW NO. 2**

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

**Association of Canadian Archivists /  
Association canadienne des archivistes**  
(the “Corporation”)

**TABLE OF CONTENTS**

**SECTION I INTERPRETATION..... 1**

**1.01 Definitions ..... 1**

**1.02 Interpretation ..... 2**

**1.03 Operating Policies, Rules and Procedures ..... 2**

**SECTION II GENERAL ..... 2**

**2.01 Corporate Seal ..... 2**

**2.02 Fiscal Year ..... 2**

**2.03 Execution of Documents ..... 2**

**2.04 Banking ..... 3**

**2.05 Annual Financial Statements ..... 3**

**2.06 Borrowing ..... 3**

**SECTION III MEMBERS ..... 3**

**3.01 Membership Classes ..... 3**

**3.02 Disqualification ..... 4**

**3.03 Membership Transferability: ..... 4**

**3.04 Termination of Membership, ..... 4**

**3.05 Effect of Termination of Membership, ..... 5**

**3.06 Membership Dues ..... 5**

**SECTION IV MEETINGS OF MEMBERS ..... 5**

**4.01 Annual Meetings ..... 5**

**4.02 Special Meetings ..... 5**

**4.03 Place of Meetings ..... 6**

**4.04 Voting at Meetings ..... 6**

**4.05 Special Business ..... 6**

**4.06 Notice of Meetings ..... 6**

**4.07 Waiving Notice ..... 6**

**4.08 Persons Entitled to be Present ..... 7**

**4.09 Chairperson of the Meeting ..... 7**

**4.10 Quorum ..... 7**

**4.11 Participation at Meetings by Electronic Means ..... 7**

**4.12 Adjournment ..... 7**

**4.13 Absentee Voting ..... 8**

**4.14 Votes to Govern ..... 8**

**4.15 Ballots ..... 8**

**SECTION V DIRECTORS ..... 8**

**5.01 Powers ..... 8**

**5.02 Number ..... 8**

**5.03 Qualifications ..... 9**

5.04	Election and Term .....	9
5.05	Nomination as Director .....	9
5.06	Vacancy in Office .....	9
5.07	Filling Vacancies .....	10
5.08	Appointment of Directors .....	10
5.09	Remuneration of Directors .....	10
<b>SECTION VI MEETINGS OF DIRECTORS .....</b>		<b>10</b>
6.01	Place of Meetings .....	10
6.02	Calling of Meetings .....	10
6.03	Notice of Meeting .....	10
6.04	Regular Meetings .....	11
6.05	Quorum .....	11
6.06	Participation at Meeting by Electronic Means .....	11
6.07	Chairperson of the Meeting .....	11
6.08	Votes to Govern .....	11
6.09	Disclosure of Interest .....	12
6.10	Delegation .....	12
6.11	Remuneration of Officers, Agents, Employees .....	12
<b>SECTION VII OFFICERS AND APPOINTIVE OFFICIALS .....</b>		<b>12</b>
7.01	Executive Director .....	12
7.02	President, Vice-President and Secretary/Treasurer .....	12
7.03	Description of Positions .....	13
7.04	Other Officers .....	13
7.05	Appointive Officials .....	13
7.06	Vacancy in Office .....	14
7.07	Remuneration of Officers and Appointive Officials .....	14
7.08	Agents and Attorneys .....	14
7.09	Disclosure (Conflict of Interest) .....	14
<b>SECTION VIII COMMITTEES .....</b>		<b>14</b>
8.01	Governance Committee .....	14
8.02	Standing Committees .....	16
8.03	Other Committees .....	16
<b>SECTION IX Special interest sections .....</b>		<b>16</b>
9.01	Establishment of Special Interest Sections .....	16
9.02	Minimum Requirements for Special Interest Sections .....	17
9.03	Regulation of Affairs .....	17
9.04	Dissolution of Special Interest Section .....	17
<b>SECTION X student chapters .....</b>		<b>18</b>
10.01	Student Chapters .....	18
10.02	Minimum Requirements for Student Chapters .....	18
10.03	Regulation of Chapter Affairs .....	18
10.04	Dissolution of Student Chapters .....	19
<b>SECTION XI PROTECTION OF DIRECTORS, OFFICERS AND OTHERS .....</b>		<b>19</b>
11.01	Limitation of Liability .....	19
11.02	Indemnity of Directors and Officers .....	19
11.03	Insurance .....	20

**SECTION XII RULES OF ORDER ..... 20**  
    **12.01 Rules of Order ..... 20**

**SECTION XIII NOTICES ..... 20**  
    **13.01 Method of Giving Notices ..... 20**  
    **13.02 Computation of Time..... 20**  
    **13.03 Omissions and Errors ..... 21**  
    **13.04 Waiver of Notice..... 21**  
    **13.05 Invalidation of any Provisions of this By-law ..... 21**  
    **13.06 Dispute Resolution Mechanism ..... 21**

**SECTION XIV BY-LAWS..... 22**  
    **14.01 Enactment of By-laws ..... 22**  
    **14.02 Repeal of Former General Operating By-law ..... 22**

**BY-LAW NO. 2**

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

**ASSOCIATION OF CANADIAN ARCHIVISTS / Association canadienne des archivistes**  
(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 Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time ;
- (b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "board" means the board of directors of the Corporation and "director" means a member of the board;
- (d) "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;
- (e) "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;
- (f) "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;
- (g) "meeting of members" includes an annual meeting of members and a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (h) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (i) "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member) of the Act;
- (j) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

- (k) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution, and
- (l) "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 Corporate Seal**

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

### **2.02 Fiscal Year**

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

### **2.03 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.

#### **2.04 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 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 may by resolution from time to time designate, direct or authorize.

#### **2.05 Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

#### **2.06 Borrowing**

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

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- (c) give a guarantee on behalf and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

### **SECTION III MEMBERS**

#### **3.01 Membership Classes**

There shall be two (2) classes of members in the Corporation, namely, Individual members and Institutional members. Membership may be further divided into categories of membership as described in the Corporation's Operating Policies. Each category shall have the privileges and pay the membership fee set out in the operating policies. The board may approve the admission of members or it may authorize a committee or officer of the Corporation to admit members in accordance with the by-laws and Operating Policies. Each member will be promptly informed by the Secretary of their admission as a member. Unless otherwise provided in the Corporation's Operating Policies, membership terms shall be, subject to annual 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 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) 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 of directors may extend an invitation to Institutional members to attend a members' meeting for information purposes."

- (c) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

**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 Membership Transferability:**

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. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

**3.04 Termination of Membership:**

A membership in the Corporation is terminated when:



1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
2. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
3. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or
6. the Corporation is liquidated or dissolved under the Act.

### **3.05 Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **3.06 Membership Dues**

Membership dues shall be fixed by resolution of the board 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 meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

**4.03 Place of Meetings**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada or, if approved by ordinary resolution at a general meeting, 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**

In accordance with and subject to the Act, notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Notice of a meeting of members shall also be given to each director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any 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 special resolution or by-law to be submitted to the meeting. The directors may fix a record date for determination of members entitled to receive notice of any meeting of members in accordance with the requirements of Section 161 of the Act. Subject to the Act, a notice of members' meeting provided by the Corporation shall include any proposal submitted to the Corporation under Section 4.16.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

**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 Meetings by 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 participating by electronic means 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.

#### **4.12 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.

#### **4.13 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 proxy holder or one or more alternate proxy holders 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.

#### **4.14 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. 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.

#### **4.15 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 proxy holder 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 shall manage or supervise the management of the activities and affairs of the Corporation.

#### **5.02 Number**

The board shall consist of the number of directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer

than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

### **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 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 of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

1. the officer's successor being appointed,
2. the officer's resignation,

3. such officer ceasing to be a director (if a necessary qualification of appointment) or
4. such officer's death.

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

#### **5.07 Filling Vacancies**

Subject to Section 5.06 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.

#### **5.08 Appointment of Directors**

Subject to the provisions of the Act, following an AGM, the board may appoint a qualified Individual member in good standing as a Director, until the next annual meeting of the members. Director appointments are limited to one third of the number of Directors elected at the AGM (e.g.  $3 \times 1/3 = 1$ )

#### **5.09 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 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 Electronic Means**

The directors may, if all are in agreement and have provided their written consent, participate in a board meeting using teleconference or other electronic 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.

#### **6.07 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.

#### **6.08 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.

**6.09 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.

**6.10 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.

**6.11 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 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, 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 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.

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, oversight of investments and investment policy 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 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 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 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. 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 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 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's meeting within 90 days 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 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 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;
- (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 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. 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.

## **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 shall appoint the members of each standing committee and the chairs of such committees at the board's 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.

## **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. 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 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 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 students who are Individual Members, to attract and integrate new students who are Individual 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 any group of seven (7) or more students who are Individual 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 students who are Individual 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 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 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) the individual 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, the individual had reasonable grounds for believing that their 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 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 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.

**13.05 Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

**13.06 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

**SECTION XIV**  
**BY-LAWS**

**14.01 Enactment of By-laws**

The board may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

**14.02 Repeal of Former General Operating By-law No. 1**

By-law No. 1 enacted on June 14, 2008 and amended June 9, 2012 is hereby repealed and replaced by General Operating By-law No. 2 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-laws 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.

**By-Law #2 ENACTED** this fifteenth day of June, 2013.

*Original signed by Loryl MacDonald*  
President

*Original signed by Karen Buckley*  
Secretary

\*\*\*\*\*  
Certified to be a true copy of General Operating By-Law No. 2 ASSOCIATION OF CANADIAN ARCHIVISTS  
which by-law is still in full force and effect and unamended as of the date hereof.  
Dated this 15<sup>th</sup> day of June 2013.

*Original signed by Loryl MacDonald*  
Loryl MacDonald President

*Original signed by Karen Buckley*  
Karen Buckley Secretary/Treasurer