

Data Base Association (Ontario) Inc.

BY-LAW NUMBER ONE

Article I: NAME OF ASSOCIATION

SECTION 1. The association shall be known as the “DATA BASE ASSOCIATION (ONTARIO) INC.”, hereinafter referred to as the “Association”.

The Association may also be known generally by the initials “DBAO”, by the name “Information Resource Management Association of Canada”, or by the initials “IRMAC”.

SECTION 2. Neither the name of this Association nor its roster shall be used in any manner or for any purpose other than as authorized by the Executive Committee.

Article II: PURPOSES

The purposes of the Association are:

SECTION 1. To supply to its members current information in the field of information management.

SECTION 2. To encourage and promote a professional attitude among its members in their pursuit of the discipline of information management and in their relations to others similarly engaged.

SECTION 3. To enable members to meet socially.

SECTION 4. To foster among executives, the public generally, and the members of the Association a better understanding of the vital business role of information management and the proper relationship of a well managed information resource to management of an enterprise.

SECTION 5. To assist in the promotion of the teaching of information management.

SECTION 6. To maintain close liaison with the vendors and developers of information management software, equipment and services and to co-operate with all organizations affected directly or indirectly by the Association.

Article III: MEMBERSHIP

There may be three classes of membership: (a) individual, (b) corporate and (c) honorary.

SECTION 1. Individual membership in the chapter may be granted at the discretion of the Chapter Board of Directors to a person who is:

- engaged in any aspect of the management of information, or,
- a professional, manager, educator or executive who has a direct interest in information management principles, or,
- in full or part-time attendance at an accredited post secondary educational institution in a course of study related to information management.

SECTION 2. Corporate membership in the chapter may be granted at the discretion of the Chapter Board of Directors to a corporate body (corporation, partnership, sole proprietorship or government department, ministry or agency) that is:

- engaged in any aspect of the management of information, or,
- that employs professionals, managers, educators or executive personnel who have a direct interest in information management principles.

A corporate member will designate one person to represent their interests at any meeting of the Association and to vote on behalf of the corporate member on issues that require a vote.

SECTION 3. Honorary membership in the chapter may be granted at the discretion of the chapter Board of Directors.

SECTION 4. Different classes of membership may have different membership fees and different sets of privileges as set from time to time by the Board of Directors.

SECTION 5. The annual membership fee shall be set from time to time by the Board of Directors; but any increase shall be subject to ratification by the membership at the next general meeting of members.

Failure to pay membership fees within 60 (sixty) days subsequent to when they become due shall be sufficient cause for the Board of Directors to declare a member not in good standing and/or cancel the membership of any member so involved.

Special assessments may be made against members when approved by a two-thirds majority vote at any general meeting of the Association. Proposed assessments shall be forwarded in writing to the membership at least ten days before the meeting at which they are to be discussed.

Article IV: VOTING POWER

Any member in good standing shall be entitled to one vote on any issue coming before general meetings. Decisions may be adopted by a simple majority of the members present at a meeting voting in favour, unless otherwise required by these Bylaws.

Article V: PARLIAMENTARY RULES

The presiding officer of all meetings of the Association will be governed by Parliamentary Rules according to Robert's Rules of Order, Revised, so long as they are not inconsistent with the By-laws or Standing Rules of this Association.

Article VI: SERVICE OF MEMBERS

All Association work must be carried on without remuneration of any type to its members. All expenses must be properly approved by the Association, as set forth in Article VII, Section 2, of these By-laws.

Article VII: BANKING AND FINANCE

SECTION 1. The funds of the Association shall be deposited in such Chartered Bank or Banks or other financial institutions as may be approved by the Board of Directors from time to time.

SECTION 2. The funds of the Association shall not be disbursed except by approval of the Board of Directors and then only upon vouchers submitted by the Director responsible for the activity involved.

SECTION 3. All cheques drawn upon the funds of the Association shall require the signatures of any two officers of the Association as designated by the Board of Directors from time to time.

Article VIII: LIABILITIES

Neither the Board of Directors nor any member of the Association shall have power to assume liabilities on behalf of the Association for an amount in excess of the funds of the Association.

Article IX: DIRECTORS AND THEIR ELECTION

Only regular individual members and representatives of corporate members may be members of the Board of Directors.

SECTION 1. The Board of Directors shall consist of between seven and eleven members. There shall be four to eight Directors at large, each holding office for a two year term, half of them being elected in each year. The remaining Directors shall be the Vice President, President and Immediate Past President.

The Vice President and half of the Directors at large shall be elected for a two year term at the Annual General Meeting of the Association, which shall be held within the last four (4) months of the operational year.

SECTION 2. The Board of Directors shall be responsible for the co-ordination, planning, and administration of all Association activities.

The Executive Committee shall be responsible for day by day conduct of the affairs of the Association subject to the ratification of the Board of Directors at its next meeting.

Neither the Board of Directors nor its Executive Committee shall commit any future Board or Executive to any course of action except in the form of an addendum to the By-laws or Standing Rules, whichever is appropriate.

In this context, a future Board or Executive is one that will be in place after the completion of the term of office of the member of the current Board or Executive with the longest remaining term of office.

SECTION 3. Nominations shall be made by a Nominating Committee appointed by the Board of Directors each year. The report of this committee shall be known to members at least seven days before the Annual General Meeting of the Association. Nominations may also be made from the floor at the Annual General Meeting.

SECTION 4. Directors shall be elected by ballot at the Annual General Meeting of the Association. Directors will take office on the first day of July and shall hold office until the following June 30th unless otherwise specified in these By-laws.

SECTION 5. The Board of Directors shall hold at least four regular meetings during each year and shall hold special meetings as necessary. No action may be taken by the Board of Directors without the majority of the Board being present.

SECTION 6. The resignation of any Director shall be tendered to the Board of Directors and shall be acted upon at the next regular or special meeting of the Board.

SECTION 7. Any member of the Board of Directors may be removed for cause by a three-quarter vote of the Board of Directors, provided such Director shall be granted the opportunity for a hearing before the Board. The Board shall call a special meeting of the Association to be held within thirty days from the date when any such removal is voted. At such special meeting the Board shall make a full and complete report of the action taken in removing the Director and reason for such action. At such meeting, the office made vacant by such action shall be filled. The Director removed by the Board may be re-elected by the members and, if so re-elected, may not again be removed by the Board of Directors for the same offense. Any Director may be removed by a two-thirds vote of the members present at any regular or special meeting of the Association.

SECTION 8. If any vacancy shall occur in the Board of Directors by reason of death, resignation, or absenteeism, the Board of Directors is empowered to fill such position until the Association shall elect a member to fill the said vacancy at the next regular or special general meeting. Absenteeism is defined as absence from three consecutive Director meetings by a Director or his/her delegate and non-submission of written reports prior to the aforesaid meetings unless the absence is mitigated by extenuating circumstances as determined by the Board of Directors. The notice for the said regular or special meeting, at which a member is to be elected to fill a vacancy, shall state that the vacancy exists and that an election will be held to fill said vacancy. Nominations shall be submitted to the President at least seven days before the said regular or special general meeting.

Article X: OFFICERS AND THEIR APPOINTMENT

There shall be four officers of the Association:

- President;
- Vice-President;
- Secretary; and
- Treasurer.

The Vice President shall be elected by the membership at the Annual General Meeting and shall be elected for a two-year term, the second of which he/she shall serve as President.

The Secretary and the Treasurer shall be appointed by the Board of Directors at their first meeting in any fiscal year. There is no requirement that the Secretary or the Treasurer

be Directors of the Association. Either the Secretary or the Treasurer may be replaced at any time during the fiscal year by a two-thirds majority vote of the Board.

The Officers of this Association shall constitute the Executive Committee of the Association.

The duties of the officers shall be as determined from time to time by the Board of Directors and set out in the Standing Rules.

Article XI: COMMITTEES

Chairs of Committees as prescribed in the Standing Rules, and of additional Committees deemed necessary from time to time, shall be appointed by the President with the approval of the Executive Committee.

Article XII: AMENDMENT OF BY-LAWS

SECTION 1. Proposed amendments to these By-laws shall be submitted in writing to the Secretary by any member of the Association. The Secretary shall notify all Directors.

SECTION 2. Any proposed amendment must be submitted to and approved by the Board of Directors. A copy of proposed amendment shall be sent to each member at least ten (10) days in advance of the meeting at which any amendment is to be submitted to a vote. Amendments to these By-laws shall be made at any regular or special meeting of the Association by a two-thirds vote of the members present.

Article XIII: STANDING RULES

The Board of Directors shall formulate Standing Rules to supplement these By-laws. Standing Rules may be adopted, amended, or rescinded at any Board meeting by a vote of two-thirds of the Directors present. Notice of a proposal to the Board of Directors for adoption, amendment or rescinding shall be given in writing to each of the Directors at least seven days before such meeting.