

ATIKOKAN AMATEUR RADIO CLUB

By-law Number One

Approved at a Meeting of Members on 25 November 2012

25 November 2012

Atikokan Amateur Radio Club

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Article 1 ... Definitions

The following definitions shall apply to all club by-laws and resolutions unless otherwise specified.

"Act" means the Corporations Act of Ontario, and any Act that may be substitute therefore, as from time to time amended.

"Board" means the Board of Directors of the Club.

"By-laws" means this by-law and all other by-laws by the club.

"Club" means the "Atikokan Amateur Radio Club" Incorporated as a corporation without share capital under the Act by Letters Patent dated the{date}.

"Meeting" includes an Annual Meeting, Special Meetings, and Regularly Scheduled Meetings of the members.

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Article 2 ... Membership

2.1 Classes of Membership

There shall be TWO classes of membership.

A: Full Membership, Voting Privileges

Full membership shall be open only to individuals holding a valid Certificate of Proficiency in Amateur Radio (Basic) as issued by Industry Canada.

Full Members in good standing receive:

- Full voting privileges;
- The right to hold executive office (subject to restrictions set forth in certain positions),
- Access to enhanced repeater functions,
- Access to club courses and events subject to fees,
- Access to all club mailings.

B: Associate Membership, Non Voting Privileges

An Associate membership shall be open to:

1) Persons not holding a valid certificate of radio proficiency but who demonstrate a genuine interest in the affairs of the club, or;

2) Licensed amateurs who, by location (non-resident of Atikokan) or are unable to attend regular meetings of the club.

Associate Members in good standing receive:

- Access to club courses and events subject to fees,
- Access to all electronic club mailings.

2.2 Terms of Membership

The interest of a club member is not transferable.

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2.3 Resignation

Members may resign by written notice to the club secretary. A member resigning before year end shall not be entitled to any refund of dues.

2.4 Annual Membership Dues

Annual Membership dues shall be established from time to time, after due notice, by a vote of the members present at a meeting, and shall take effect in the month of September.

Memberships are due and payable annually and shall run from September 30th to September 29th of each year. Members in default of payment of annual dues on November 30th shall cease to be members.

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Article 3 ... Boards and Committees

3.1 Board of Directors

The Board of Directors of the Club shall include President, Vice President, Secretary-Treasurer, Technical Director, and Youth Representative.

The President, Vice President and Secretary-Treasurer shall form the executive and have the authority to sign on behalf of and bind the Club, as directed by the board of directors.

The position of Technical Director may be combined with one other executive position as needed.

3.2 Quorum

The affairs of the Club shall be managed by its Board of Directors. Fifty percent plus one shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining Directors may act if constituting a quorum.

3.3 Qualifications

No person shall qualify as a Director unless he/she is a full member of the club at the time of election and throughout the term of office. (See Article 2.1 Sub Para A-F)

As signing officers for the Club, the President and Treasurer must be at least 18 years of age at the time of their appointment.

The Technical Director must hold at least Basic and Advanced qualifications.

3.4 Nominating Committee

The President shall appoint a nominating committee at the June meeting. The committee shall present a slate of Directors at the September meeting and nominations shall be accepted from the floor at this time.

3.5 Election of Board and Term of Office

The whole Board shall be elected at the September meeting and will hold office from that meeting to September meeting each year or until their successors are duly elected. Retiring Directors shall, be eligible for re-election. The election may

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be by a show of hands unless a majority of those present and voting decide to vote by ballot.

3.6 Removal of Directors

The members may, by resolution passed by at least two thirds of the votes cast therein at a meeting called for the purpose, remove any Director before the expiration of the term of office and may, by majority vote at that meeting elect any member in his or her stead for the remainder of the term.

3.7 Vacation of Office

The office of Director shall be vacated upon the occurrence of any of the following events:

1. If, by such notice in writing to the club, the Director resigns and if such resignation is not effective immediately, it becomes effective in accordance with the terms of resignation,
2. If an order is made declaring the Director mentally incompetent or incapable of managing his/her affairs,
3. If the Director ceases to be qualified as provided in Article 3.3 (Qualifications).
4. If the Director has been removed from office by resolution as provided in Article 3.6, or;
5. If a receiving order is made against the Director or if an assignment is made under the Bankruptcy Act.

3.8 Filling Vacancies

Vacancies on the Board may be filled for the remainder of the term of office either by the members at a meeting called for this purpose or by the Board.

3.9 Regular Board Meetings

The Board may appoint a time and place for regular meetings. Notice of meetings of the Board, stating the time and place, shall be given to each Director, but no other notice shall be required for any such regular meeting.

The board shall hold a minimum of four meetings per year.

The September meeting shall include both the newly elected Board and the retiring Board members. The purpose of this meeting is to facilitate an orderly turning over of responsibilities,

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minute books, and accounting records as well as a briefing on all committee operations (See Article 3.5)

3.10 Calling of Other Board Meetings

Other board meetings may be held from time to time at the call of the President or any two Directors. Notice of the time any place of every meeting so called shall be given to each Director not less than 48 hours before the time of the meeting is called. No notice of meeting shall be necessary if all the Directors are present or if those absent waive notice of, or otherwise signify consent to such a meeting being held.

3.11 First Meeting of New Board

Provided that a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board takes office (See Articles 3.2 and 3.5)

3.12 Voting

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of a tie vote, the chairperson shall have the deciding vote if he/she has not already vacated the chair to vote.

3.13 Declaration of Interest

It shall be the duty of every Director of the Club who is in anyway interested in:

- (1) a contract,
- (2) an arrangement, or;
- (3) a proposed contract, or proposed arrangement with the Club

to declare such interest, as required by the Act. In the event of a declaration of interest, the Director so declaring shall not vote on any matters relating to such interest.

3.14 Remuneration

The Directors shall serve as such without remuneration.

3.15 Committees

The Board of Directors may, by resolution, create one or more committees for projects to be undertaken by the club. These committees shall include one or more members of the Board. All

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such committees shall be given written terms of reference by the Board. All committees shall be accountable to the Board and shall report to the Board and members as required in the terms of reference. If the Chairperson of a committee is not a Board member, he/she is requested to attend Board meetings as a non-voting member. (See Articles 7.3, 7.4, 7.5, 7.6, 7.7, and 7.8)

Committee terms of reference shall include:

- 1) The name of the committee;
- 2) The purpose of the committee, and an outline of how it may achieve its goals;
- 3) The names of the Chairperson, Recording Secretary and Treasurer;
- 4) The committee's expected time limit (from and to),
- 5) The source of funding and the amount; and
- 6) Such other matters as the Board may deem expedient. (See Articles 4.5 and 7.7)

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Article 4 ... Duties of Officers

4.1 President

The President shall preside at all meetings of this club, and conduct them according to the rules adopted. The President shall enforce due observance of this Constitution and By-Laws; decide all questions of order; sign all official documents adopted by the club, and perform all other duties pertaining to the office of President.

4.2 Vice President

The Vice-President shall assume all the duties of the President in his/her absence. In addition, he/she shall organize club activities, plan and recommend contests for operating benefits, and advance club interest and activity as approved by the club. The Vice President shall maintain close liaison with the RAC Emergency Coordinator to further club participation in the Amateur Radio Emergency Service.

4.3 Technical Director

The Technical Director shall:

- 1) Be responsible for the maintenance of all Club stations.
- 2) Annually provide the Secretary with an inventory of station equipment.
- 3) Regularly inform the Board of the status and maintenance requirements of Club stations.

While some Club testing equipment may be available, it is generally expected that the Technical Director will supply his / her own test equipment. The Club may agree to compensate towards purchase or repair of personal equipment used largely on behalf of the Club.

4.4 Secretary

The Secretary shall:

- 1) Attend and be the Secretary of all meetings of the members and Directors and enter minutes of all proceedings in books kept for that purpose;
- 2) Give notices to members and Directors as required;
- 3) Be the custodian of the Letters Patent, all books, papers records, documents and other instruments belonging to the Club;

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- 4) As required by law, complete and mail annually all government returns, notices, and Incorporation documents;
- 5) Maintain a complete and accurate inventory of all club assets; and
- 6) Receive a copy of the minutes from the meetings of all committees for the information of the Directors and the membership. At the conclusion of each committee's terms of membership, all original minutes shall be provided to the secretary for final audit purposes. (See Article 3.16)

4.5 Treasurer

The Treasurer shall:

- 1) Keep full and accurate books of account in which shall be recorded all receipts and disbursements of the club;
- 2) Under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursements of the club;
- 3) At year end, turn over all accounting books and records to the auditor(s) See Articles 7.3 and 9)
- 4) Receive the financial records of all committees for the purpose of an annual audit or at the conclusion of the committees terms of reference, whichever comes first; and
- 5) Submit an annual audited financial statement to the Board which is to be distributed to all members.

4.6 Youth Representative

It is expected the the Youth Representative will be a member 21 years of age or younger. The Youth Representative shall:

- 1) Represent the needs and wishes of the youth membership to the Board.
- 2) Ensure that communication from the Board is communicated effectively to the youth membership.
- 2) Actively recruit new youth membership to the Club.

The Youth Representative is a full voting member of the Board.

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4.7 Variation of Duties

From time to time the President or the Board may add to, vary or limit the duties of any Director.

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Article 5 ... Meetings of Members

5.1 Annual General Meeting

The Annual General Meeting of members shall be held in February of each year for the purpose of receiving committee reports and statements as required by the Act.

5.2 Special Meetings

The Board or President shall have the power to call a Special Meeting of members at any time. Notice of such a meeting shall be given at least 48 hours in advance of the meeting and shall state the general nature of the business to be transacted at it.

5.3 Place of Meetings

Meetings of the members shall be held in the Town of Atikokan, Ontario or at such other place as determined by the Board.

5.4 Notice of Regular Meetings

Written notice shall be sent by electronic mail to each member at least (7) seven days prior to the date of a regular meeting, to the addresses on the membership list. The meeting notice shall contain at least the time and place of each meeting.

5.5. Chairperson, Secretary, and Scrutineers

The President, or in his/her absence, a Director selected by the President shall be the Chairperson of any meeting of members or Directors. If no such officer be present within (15) fifteen minutes of the appointed time to start, the members present and entitled to vote shall choose one of their numbers to be Chairperson. If the Secretary is absent, the Chairperson shall appoint a Recording Secretary.

If Scrutineers are desired for ballot or recorded votes, they may be appointed by resolution or by the Chairperson with the consent of the meeting. (See Articles 3.1, 3.2, 3.3)

5.6 Quorum

A quorum at a meeting of members shall consist of twenty-five (25) percent of those in good standing and holding full voting privileges. (See Article 2.1)

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Article 6 ... Protection of Officers and Directors

6.1 Limitation of Liability

Every Director and Officer of the Club in exercising his/her duties shall act honestly and in good faith with a view to the best interests of the Club. He/she shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no Director or Officer shall be liable for:

- 1) The acts, receipts, neglects or defaults of any other Director, Officer or employee, or;
- 2) Joining in any receipt or other act for conformity, or insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or;
- 3) Any loss, damage or expense happening to the Club through the insufficiency or deficiency of any security in or upon which any of the monies of the club shall be invested, or;
- 4) Any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, by-law securities or effects of the Club shall be deposited, or;
- 5) Any loss occasioned by any error of judgement or oversight on his/her part, or;
- 6) Any other loss, damage or misfortune which shall happen in the execution of the duties of his/her office in relation thereto. However, nothing herein shall relieve any Director from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

6.2 Indemnity

Subject to the Act, the Club shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Club's request as a Director or Officer of a body corporate of which the Club is or was a shareholder or creditor, and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the

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Director or Officer in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director or Officer of the Club or such body corporate, if:

- 1) he/she has acted honestly and in good faith with a view to the best interests of the Club, and
- 2) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

The Club shall also indemnify such person in such other circumstances as the Act or law permits or requires. 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.

6.3 Insurance

Subject to the Act, the Club may, from time to time, purchase and maintain such insurance for the benefit of any person referred to in Article 6.2 or any other liability coverage.

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Article 7 ... Conduct of Business

7.1 Head Office

The mailing address of the Club shall be the address of the President of the Club, unless otherwise determined by the Board of Directors.

7.2 Corporate Seal

The corporate seal of the Club shall be in the form impressed herein, until changed in accordance with the Act. The seal and Incorporation Papers shall be held by the Secretary.

7.3 Financial Year

The financial year of the Club shall run from January 1st to December 31st each year or as amended from time to time. (See Article 4.5)

7.4 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, and any other instrument shall be signed on behalf of the Club by the President and Treasurer. Any person authorized to sign an instrument on behalf of the Club may affix the Corporate Seal thereto.

7.5 Banking Arrangements

The banking business of the Club shall be transacted with banks or trust companies as may from time to time be designated by or under authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may prescribe or authorize.

7.6. Approval of Expenditures

The Board may approve any single expenditure up to \$50.00. Expenditures over \$50.00 must be approved by the general membership.

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7.7 Committee Finances

Any committee receiving revenue that has a surplus of funds upon termination of its terms of reference, shall turn any surplus funds over to the Treasurer of the Club for deposit into the Clubs general funds. (See Articles 3.16 and 7.5)

Any committee projecting a deficit at any time must report such to the Board and receive permission or denial to proceed or commit the Club to any deficit. (See Article 3.16)

7.8 Agents and Attorneys

The Board may appoint agents or attorneys for the Club with such powers as the Board sees fit.

7.9 Conduct of Business

Where necessary, Roberts Rules shall be used. The informal nature of the Club may be maintained until an issue of controversy has been moved and seconded, at that point the Chairperson may invoke Roberts Rule as the procedure to follow.

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Article 8 ... Affiliation

8.1 Affiliation

The Club shall pay affiliation fees/dues to the organizations approved annually by the Board or as by agreement.

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Article 9 ... Auditor(s)

9.1 Auditor(s)

The auditor(s) shall be appointed by the membership at the November meeting. (See Articles 3.4, 4.5(c), 7.3)

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Article 10 ... By-law Amendments

10.1 By-law Amendments

(30) Thirty days notice of motion shall be given to the members prior to the introduction of any change or addition to the by-laws. Any such change or addition must be carried by a two thirds (2/3) majority vote of the members present, and eligible to vote. (See Article 2.1)

Any amendment shall take effect immediately on passage, except for changes in membership dues. (See Article 2.4)

Warren Paulson, VE3FYN
President & Technical Director

Vic Prokopchuk, VE3AKX
Vice President

Jason Johnson, VE3PEJ
Secretary-Treasurer

Chris Ladouceur, VA3UOD
Youth Representative