

Draft Bylaws of West Carleton Amateur Radio Club

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Review Status: Approved by Membership, by Vote in Person

1. General

a. Purpose

- i. The objectives for which West Carleton Amateur Radio Club was incorporated were expressed in the Articles of Incorporation as follows on May 18, 1982:
 1. to promote the participation in the amateur radio service,
 2. to further the technical development of the amateur radio service,
 3. to promote better public understanding of the amateur radio service,
 4. to maintain preparedness to provide communications in case of emergency, and
 5. to provide communications services on a volunteer basis to the community at large e.g. service clubs, and non-profit organization.

b. Language

- i. Corporation and the Club shall conduct all business in English.

c. Jurisdiction

- i. This set of Bylaws shall be governed by the Laws of the Province of Ontario in the Country of Canada.

d. Privacy

- i. The Club complies to the Freedom of Information and Protection of Privacy Act of Ontario.

2. Definitions and Interpretation

a. Definitions

- i. In this Bylaw, unless the context otherwise requires:
 1. “Act” means the Not-for-Profit Corporations Act (ONCA), 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended, or re-enacted from time to time.
 2. “AGM” means the Annual General Meeting of the Membership, also known as the Annual Members’ Meeting.
 3. “Board” means the board of Directors of the Corporation.
 4. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force.
 5. “Chair” means the chair of the Board.
 6. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act.

7. "Club" means the Corporation named the West Carleton Amateur Radio Club.
 8. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called.
 9. "Executive" means the President, the Secretary", the "Treasurer", and any other positions that the President appoints to the Executive group.
 10. "ISED" means Innovation, Science and Economic Development.
 11. "Licensed Amateur Radio Operator" means a person who holds a Certificate of Proficiency in Amateur Radio pursuant to the Radiocommunication Act. The Certificate is issued by ISED.
 12. "Member" means a member of the Corporation.
 13. "Members" means the collective membership of the Corporation; and
 14. "Officer" means an Officer of the Corporation.
 15. "RAC" means the Radio Amateurs of Canada.
 16. "Radiocommunications Act" means the Radiocommunications Act ((R.S.C., 1985, c. R) of Canada, including the regulations made under, as amended, or re-enacted from time to time.
 17. "WCARC" means the West Carleton Amateur Radio Club.
- b. Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.
 - c. The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.
 - d. If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles, or the Act will prevail.

3. Directors

a. Number

- i. The minimum number of Directors shall be three (3).

b. Election

- i. The Members elect the Directors at the Annual General Meeting.

c. Amateur Radio Status

- i. The Board shall contain no less than three (3) Licensed Amateur Radio Operators.

d. Term of Office

- i. Initially, the Members will elect:
 - 1. one half of the Directors for a 2-year term, and
 - 2. one half of the Directors for a 1-year term.
- ii. After this time, newly elected Directors shall be elected for 2-year terms.

e. Forced Vacancies

- i. A director will stop holding office immediately if they:
 - 1. die, or
 - 2. become bankrupt, or
 - 3. are forcibly removed, or
 - 4. are found to be incapable of managing property by a court or under Ontario law.

f. Resignations

- i. A Director may resign by written notice to the Corporation.
- ii. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

g. Removal of Director

- i. Members may remove a Director before the end of their term of office.
- ii. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members.
- iii. If a vacancy occurs because of the Members removing a Director, the Members may fill the vacancy by a majority vote.

h. Mid-Term Vacancies

- i. A quorum of Directors may fill a vacancy among the Directors by a majority vote.
- ii. The total number of Directors so appointed may not exceed one-third of the number of directors elected at the previous AGM of the members.

i. Lack of Director Quorum

- i. If there are not enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a Special Members' Meeting to fill the vacancy.
- ii. If the Directors fail to call such a meeting, the meeting may be called by any Member.

j. Voting Threshold Mid-Term

- i. If the vacancy occurs because of the Members removing a Director, the Members may fill the vacancy by a majority (51%) vote.
- ii. The Board may fill any other vacancy by a majority (51%) vote.

k. Partial Term

- i. The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

l. Board Delegation

- i. The Board may appoint a Director to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

m. Board Committee Composition and Rules

- i. The Board will determine the composition and terms of reference for any committee of Directors by resolution at any time.
- ii. The Board may dissolve any committee by resolution at any time.

n. Board Remuneration

- i. The Directors will fulfil their role as Director without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director.

4. Board Meetings

a. Quorum

- i. A quorum for the transaction of business will be three (3) Directors.

b. Chair

- i. The Board shall appoint from among the Directors a Chair.

c. Duties of the Chair

- i. The Chair will perform the duties described in the Bylaws and such

other duties as may be required by law or as the Board may determine from time to time.

- ii. This shall include:
 - 1. calling and chairing meetings of the Board,
 - 2. setting meeting agendas and
 - 3. chairing Executive committees.

d. Calling a Meeting

- i. The chair or the president or any 2 directors jointly may call meetings of Directors at any time and any place on notice as required by the Notices Section of this Bylaw.

e. Advanced Notice

- i. Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.
- ii. Notice of the time and place of the meeting must be given not less than 7 days before the date that the meeting is to be held.
- iii. Notice must be given according to requirements set out in the Notices Section of this Bylaw.
- iv. Notice of a meeting is not necessary if:
 - 1. all the Directors are present, and none objects to the holding of the meeting, or
 - 2. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
 - 3. a quorum of Directors is present, and it will be the first meeting of a newly elected or appointed Board immediately following the AGM of the Corporation.

f. Conducting Board Meetings

i. Rules of Order

- 1. The latest set of Robert's Rules of Order will be used to conduct Board meetings in an orderly fashion.

ii. Chair

- 1. The Chair will oversee Board Meetings.
- 2. If the Chair is absent, the Directors present will choose a Director to act as the Chair.

iii. Voting

- 1. Each Director, including the Chair, has one vote.

2. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

iv. **Phone and e-Meetings**

1. If all of the Directors of the Corporation consent, a director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means.
2. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting.
3. A Director participating in the above ways is deemed to be present at that meeting.
4. Board meetings may be held entirely by phone or electronic means.

5. **Officers**

a. **List of Officers**

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer
- v. Any other position that the Board appoints

b. **Amateur Radio Status**

- i. The following shall be Licensed Amateur Radio Operators:
 1. President,
 2. Vice-President, and
 3. One of the remaining Officers.

c. **Appointments and Removals**

- i. The Board may appoint any other person to be President, Treasurer and Secretary at its first meeting following the AGM of the Corporation.
- ii. The President shall be a Member.
- iii. The Vice-President, if this position is to be filled, shall be a Member.
- iv. The office of Treasurer and Secretary may be held by the same person.
- v. The office of Chair and President may be held by the same person.
- vi. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

d. **Duties of Other Officers**

- i. Each Officer will perform the duties specified in the Appendix of this Bylaw required by law and as the Board may determine from time to time.

e. Delegation of Duties or Powers

- i. Officers will be responsible for the duties assigned to them, but they may delegate to others the performance of any or all such duties.

6. Legally Protecting Directors and Others

a. Directors and Officers Liability

- i. No Director, Officer or committee member of the Corporation will be liable for:
 - 1. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation, or
 - 2. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation, or
 - 3. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested, or
 - 4. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm, or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or
 - 5. any other loss, damage, or misfortune, whatever may happen in the execution of the duties of his or her respective office or trust.

b. Liability Pre-conditions

- i. No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:
 - 1. complied with the Act and the Corporation's articles and Bylaws, and
 - 2. exercised their powers and discharged their duties in accordance with the Act.

7. Conflicts of Interest

a. Conflict Disclosure

- i. A Director who is a party to a material contract or transaction or

proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

b. Conflict and Voting

- i. No such Director should attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

8. Members

a. Amateur Radio Status

- i. Members do not have to be Licensed Amateur Radio Operators.

b. Membership Classes

- i. Membership in the Corporation shall consist of 2 class(es) of Members: Full-Member and Life-Member.
- ii. Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

c. Full-Member

i. Qualification

1. The language spoken by an individual who is applying for membership shall not impact on their admission to the Club.
2. Full-Member members shall be individuals who have applied and been accepted for Full-Member membership in the Corporation.
3. Full-Member members shall be individuals who have paid their Yearly Dues as set by the Board.

ii. Application for Membership

1. Membership shall be by application, either via a form on the Club website or on paper.
2. The application must contain the following:
 - a. Full name
 - b. Mailing address
 - c. Email address
 - d. Call sign if available
 - e. RAC Membership if available

iii. **Term**

1. The term of membership of a Full-Member member shall be 1 year, subject to renewal according to the policies of the Corporation.

iv. **Member Rights**

1. As set out in the articles, each Member of the Full-Member class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Full-Member class will be entitled to one (1) vote at such meetings.

v. **Member Class Transfer**

1. Full-Members may transfer to Life-Member class.

d. **Life-Member**

i. **Qualification**

1. Life-Member must be a Licensed Amateur Radio Operator.
2. Life-Member members shall be individuals who have applied and been accepted by the Board for Life Member membership in the Corporation.
3. Life-Member are recommended to the whole Membership at a Member Meeting.
4. The Membership must then approve the recommendation by a motion and a vote.

ii. **Term**

1. The term of membership of a Life-Member member shall be forever, until death or until resignation, or until forced to by reasons stated by the Board, subject to renewal according to the policies of the Corporation.

iii. **Member Rights**

1. As set out in the articles, each Member of the Life-Member class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Full Member class will be entitled to one (1) vote at such meetings.

iv. **Member Class Transfer**

1. Members of the Life Member class cannot transfer to other classes.

e. Transfer of Membership

- i. Membership in the Corporation is not transferable.

f. Discipline of Members

i. Discipliners

1. The Board, the Members, a committee of the Board, a committee of the Members, or a committee of Directors and Members may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws and any other reasons calling for discipline in the Discretion of Discipliner.

ii. Discipline Notice

1. The discipliners must provide 15 days' written notice to a Member before passing the above-mentioned resolution.

iii. Notice Information

1. The notice will set out the reasons for the disciplinary action or termination of membership.

iv. Disciplinee's Rights

1. The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 7 days before the end of the 15-day period.
2. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

9. Member's Meetings

a. Rules of Order

- i. The latest set of Robert's Rules of Order will be used to conduct Members' meeting in an orderly fashion.

b. Annual General Meeting (AGM)

i. Date and Place

1. The Board will decide the date and place of the AGM.
2. The AGM may be held entirely by electronic means.
3. The place of the AGM must be within Ontario.

ii. Agenda

1. The business at the AGM will include the following:
 - a. Approve the agenda for the AGM,

- b. Approve the minutes of the previous AGM and any Special Members Meetings,
- c. Receive the President's report,
- d. Approve the financial statements for the previous year,
- e. Receive a report from the auditor or the person appointed to review the nonprofit's finances,
- f. Reappoint the auditor or appoint a new person to do an audit or review engagement,
- g. Receive the Nominations Committee report,
- h. Elect directors,
- i. Any new or special business that was included in the notice of the meeting,
- j. Any follow-up business items from previous Meetings need to be revisited, these will be listed as part of the agenda.

iii. New AGM Agenda Items

- 1. Voting Members have a right to submit proposals to be added to the agenda.
- 2. They must make a proposal to the Board prior to the giving of notice of the AGM in accordance with the Act, so that such an item of new business can be included in the notice of the AGM.
- 3. No other item of business should be included on the agenda for the AGM unless the Membership votes by majority to include the agenda item.

iv. Prior Access to Financial and Other Documents and Report

- 1. Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the AGM, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

c. Special Members' Meeting

i. Calling the Meeting

- 1. The Directors may call a Special Members' Meeting.

ii. Member Driven Force

- 1. The Board will convene a Special Members' Meeting on written request of not less than 20% of the Members or not less than 5 members, for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in

the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

d. Notice for Members' Meetings

- i. Members and any other invited guest shall be informed in the Notice-of-Meeting that this is either the AGM or a Special Members' Meeting according to the Act.
- ii. Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any AGM or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a financial review engagement.
- iii. Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

e. Phone and e-Meetings

- i. A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:
 1. allow all participants to communicate adequately with each other during the meeting,
 2. allow you to verify the identity of anyone casting a vote, and
 3. prevent you from knowing how they voted, if secret ballot has been requested.

f. Quorum

- i. A quorum for the transaction of business at a Members' Meeting is:
 1. five (5) Members, or
 2. a minimum of 25 percent of the Members entitled to vote at the meeting, whether present in person or by proxy, whichever is the lesser of the two.
- ii. A quorum must be present throughout the meeting for the Members to proceed with the business of the meeting.

g. Chair

- i. The Chair shall be the chair of the Members' Meeting.
- ii. In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair.
- iii. If no Director is present, or if all the Directors present decline to act

as chair, the Members present will choose a Member present to chair the meeting.

h. Voting

- i. Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.
- ii. Each voting Member will be entitled to one vote at any Members' Meeting.
- iii. If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy.
 1. The Proxy must be in writing and submitted to the Chair prior to the Meeting.
- iv. Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act or requested by a Member.
- v. **Written or Ballot**
 1. Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot.
 2. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.
- vi. **The Chair's Vote**
 1. The chair of the meeting, if a voting Member, will have a vote.
- vii. **Tie Votes**
 1. If there is a tie vote, the chair of the meeting must call for a written ballot.
 2. The chair cannot vote in a written ballot to break a tie.
 3. If the written ballot results in a tie, the motion doesn't pass.
- viii. **Vote Records**
 1. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

ix. **Abstentions**

1. An abstention will not be considered a vote cast.

i. **Adjournments**

- i. The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting.
- ii. The Members must be provided with notice of the adjourned meeting.
- iii. 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.

j. **Attendance**

- i. The only persons entitled to attend a Members' Meeting are:
 1. the Members,
 2. the Directors,
 3. the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and
 4. others who are entitled or required under any provision of the Act or the articles to be present at the meeting.
- ii. Any other person may be admitted only if the Chair of the meeting invites them or the majority (51%) of the Members present at the meeting consent to their being there.

10. Notices

a. **Valid Ways of Sending**

- i. Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:
 1. to the last address on record for that person, or
 2. by telephone, or
 3. by email, or
 4. by other electronic means, or
 5. as the directors determine.
- ii. If a paper copy of a notice is not returned by Canada Post, it is deemed to be delivered and to have been read.
- iii. If an email copy of a notice is not rejected, or not returned, or bounced back, by the respective user's email server, it is deemed to be delivered and to have been read.

b. **Notice Address**

- i. Notices mentioned above will be sent to any such Member or Director

at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

c. Notice Waivers

- i. Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

d. Advance Notice

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

e. Notice Errors

- i. No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

11. Finances and Signing Authority

a. Financial Year End

- i. The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

b. Corporate Seal

- i. The seal of the Corporation, if any, will be in the form determined by the Board.

c. Signing Authority

- i. Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors.
- ii. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed.
- iii. Any person authorized to sign any document may affix the corporate seal, if any, to the document.
- iv. Any Director or Officer may certify a copy of any instrument, resolution, Bylaw, or other document of the Corporation to be a true copy thereof.

12. Dissolution of the Corporation

- a. If the West Carleton Amateur Radio Club ceases to exist, all capital assets and any cash remaining in the accounts of the Corporation shall be donated to the Radio Amateurs of Canada.

13. Adoption and Amendment of Bylaws

a. Members' Meetings

- i. The Members may from time to time amend this set of Bylaws with 66% of the votes cast at a Members' Meeting.

b. Board Meetings

- i. The Board may from time to time in accordance with the Act pass or amend this set of Bylaws.
- ii. The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Membership at the next Special Members' Meeting or AGM.
- iii. The Membership may confirm, reject, or amend the new set of Bylaws or Bylaw changes.

14. Appendix 1 – Officer Work Descriptions

a. President

- i. The President shall be a Director.
- ii. The President or his designate shall:
 1. be present at all meetings of this Club, and
 2. enforce observance of this set of Bylaws, and
 3. sign all official documents adopted by the Club, and
 4. perform all other duties pertaining to the office of President, including the appointment of committees and other officials, as noted in the Bylaws.
- iii. At the Annual General Meeting (AGM), the President shall provide a brief report of the activities of the club throughout the year.
- iv. At the end of their term, they shall turn over all Club property (books, materials, statements, and documents relating to the President's position), to their successor.

b. Vice President

- i. The Vice President shall be a Director.
- ii. The Vice President:

1. shall assume all the duties of the President in their absence, and such other duties as the President may assign, and
2. may coordinate the guest speaker assignment for regular meeting, and
3. at the end of their term the Vice President shall turn over all Club property (books, materials, statements, and documents relating to the Vice President's position), to their successor.

c. Secretary

- i. The Secretary shall be a Director.
- ii. The Secretary shall:
 1. record a summary of motions, discussions, reports, and other events at all meetings, and
 2. issue Minutes of all meetings in a timely manner, and
 3. record a list of the attendees at meetings, and
 4. make these available to the Webmaster in a timely manner prior to the next meeting, and
- iii. The Secretary shall submit to RAC:
 1. registration for the affiliated club program, and
 2. registration for the affiliated club liability insurance.
- iv. The Secretary shall submit to the government(s) any changes to the Corporation status.
- v. The Secretary shall maintain a record of the Club's current Articles of Incorporation, and Bylaws as well as earlier approved amendments to the Constitution and Bylaws and shall have those with themselves at all meetings, for examination on request by a member.
- vi. At the end of their term the Secretary shall turn over all Club property (books, materials, statements, and documents relating to the Secretary's position), to their successor.

d. Treasurer

- i. The Treasurer shall be a Director.
- ii. The Treasurer shall:
 1. receive and receipt all monies paid to the Club, and
 2. pay bills with proper authorization, and
 3. maintain the current membership list, and

4. ensure that all bank cheques have the required signatures, and
5. recommend the annual club dues to the Board.
 - a. Board will approve the dues.
 - b. Board will communicate any changes in dues to the Membership.

iii. Expenditure Limits

1. The treasurer shall pay all expenditures under \$100.
 2. The treasurer shall pay all expenditures up to \$250 if approved by two (2) signing officers.
 3. Expenditures over \$250 shall be approved by Members at an AGM or at any Members' meeting.
- iv. At meetings they shall advise the Club of the financial status of the Club.
 - v. At the end of each year, they shall present in written form, an itemized statement of disbursements and receipts.
 - vi. At the end of their term the Treasurer shall turn over all Club property (books, materials, statements, and documents relating to the Treasurer's position), to their successor.

15. Appendix 2 - Communication with Members

- a. In addition to the use of e-mail for communications within the Club, the Club shall maintain a web site to facilitate communication with all members.
- b. The web pages shall contain information about the Club, key contacts, Club Officers, meeting location and date/time, minutes of meetings and other information for the use and benefit of the Club members.
- c. The URL of the WCARC shall be <https://wcarc.ca>.
- d. Club members shall have full access to materials on the Club web pages and may have other Internet-related privileges as the Club may make available.

16. Appendix 3 – Dues

- a. For existing members, dues shall be paid prior January the first for the following year.

- b. New membership dues that are paid in November or later shall be deemed to cover the current year and the following year.
- c. For members applying for membership, dues should be paid when they submit the application.
- d. Membership in RAC of Club members is not mandatory, but an assessment may be levied on a member to offset the additional RAC liability insurance premium associated with Club members who are not current RAC members.

17. Appendix 4 – Standing and Ad-hoc Committees and Other Official Positions

a. Nominations Committee

i. Purpose

1. The purpose of this standing committee is to propose a slate of nominations for the positions that need to be filled at the AGM.

ii. Membership

1. The committee will consist of the President, one additional Director, and two members at large from the Membership.
2. The President will be the chair of any of its meeting.

iii. Reporting and Accountability

1. The committee is accountable to the Membership at the AGM.
2. The committee shall present their report to the Membership at the AGM.

iv. Member Voting or Appointment

1. The composition of this committee will be established at the AGM for work to be done for the next AGM.

v. Meetings

1. The committee will meet prior to the AGM to select a slate of nominations.
2. The committee will get approval from the selected members before the slate is presented to the AGM.

b. Webmaster

- i. The President shall appoint a Webmaster who shall keep the Club web pages as current as possible.
- ii. The Webmaster shall be accountable and report to the Board.

c. Call Sign Sponsor

- i. The President shall appoint a Club Call Sign Sponsor to be the official trustee for the Club call sign and the Club contact with ISED and for related matters.
- ii. The Call Sign Sponsor shall be accountable and report to the Board.
- iii. The Call Sign Sponsor must be a Licensed Amateur Radio Operator who holds an Advanced Qualification.
- iv. The Call Sign Sponsor's address shall appear as the address of the Club for matters such as communication with ISED and for the receipt of QSL cards.
- v. The Club Call Sign Sponsor shall inform ISED and the VE3 Incoming QSL Bureau of any change in Call Sign Sponsor and associated address.

d. Equipment Manager

- i. The President shall appoint an Equipment Manager who shall record and track the Club's significant assets, and equipment loaned to the Club, including tools, test equipment, repeater equipment, beacons, digipeaters, etc.
- ii. The Club Equipment Manager shall be accountable to the Board.
- iii. When requested, the Club Equipment Manager shall provide his reports to the Board and Club, at regular meetings.
- iv. If a member wishes to borrow a Club asset, the Club Equipment Manager shall advise that member of the location of the asset and shall record the new location of the asset upon advice by the original holder that they have released possession.

e. Bylaws Review Committee

i. Purpose

1. The purpose of this elective committee is to review the current Bylaws and propose any changes to the Board.

ii. Membership

1. The committee will consist of a committee chair, and any other Members that are appointed by the President.

iii. Reporting and Accountability

1. This committee, if appointed, shall be accountable and shall

- report to the Board.
2. This committee, if appointed, shall present a Report, three (3) months prior to the next AGM.

iv. Meetings

1. The committee will meet any time, after appointment.
2. The chair of the committee shall call any meetings.

18. Appendix 5 – Regular Monthly Membership Meetings

a. Purpose

- i. The purpose of these meetings is:
 1. conduct any business, outside the business that is governed by the Act, and
 2. have a guest speaker most of the time, to provide educational input to the Members.

b. Attendance

- i. This meeting will be a sub-committee of the whole Membership.
- ii. All Members will be invited to attend.
- iii. Any guests may be admitted at the discretion of the Chair.

c. Chair

- i. The President or his designate shall be the chair of these meetings.
- ii. If no chair is present, any Director can chair the meeting.
- iii. If all the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

d. Meetings

- i. The Board shall decide:
 1. the format of the meeting, either in-person, or e-Meeting or a hybrid, and
 2. the dates of these meetings, and
 3. the times of the meetings, and
 4. the agenda for these meetings.
- ii. Notice of these meetings shall be published a full seven (7) days before the meeting.
- iii. Notice shall include the proposed agenda, including the names of any invited guests.

19. Appendix 6 – Special Informational Attachment

- a. The Club shall identify the following:
 - i. Meeting place or Zoom Link
 - ii. Corporation Officers
 - iii. Webmaster
 - iv. Club Call Sign Sponsor
 - v. Club Equipment Manager
 - vi. Signing Officers
 - vii. Committees and their chairs
 - viii. and any other officials appointed by the President.

- b. The Special Information Attachment may be amended as required by the Secretary, as decided, or announced at Club Meetings.

20. Appendix 7 – Bylaw Resources

- a. This set of Bylaws is based on the following resources:
 - i. ONCA - Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 (ontario.ca)
 - ii. Standard Organizational by-laws - Not-for-Profit Corporations Act, 2010: Standard organizational by-law | ontario.ca
 - iii. Guide (for terms) - Guide to the Not-for-Profit Corporations Act, 2010 | ontario.ca – Web Document
 - iv. WCARC Letters patent – Held by Secretary
 - v. RAC Code of Ethics / Operating Guidelines: <https://www.rac.ca/operating/guidelines/>
 - vi. About the Not-for-Profit Corporations Act – Web document
 - vii. Not-for-Profit Corporations Act –Transition Considerations – Web document
 - viii. Plain-language guide to ONCA, 2010 – Web document

21. Appendix 8 – Revision History

- a. **Initial Draft 2024-04-25 1614**
 - i. **Editor: Norman Siemens**
 - ii. **Review Status: Not Reviewed**

- b. **Second Draft 2024-05-03 1400**
 - i. **Editor: Norman Siemens**
 - ii. **Review Status: After Review by Norman and Bert, with changes incorporated.**

- c. **Third Draft 2024-05-20 1100**
 - i. **Editor: Norman Siemens**
 - ii. **Review Status: After Review by Norman and the current Executive, with changes incorporated.**

- d. **Fourth Draft 2024-06-17 2000**
 - i. **Editor: Norman Siemens**
 - ii. **Review Status: Prepared for the Vote by Membership.**

- e. **Fifth Draft 2024-07-06 1000**
 - i. **Editor: Norman Siemens**
 - ii. **Review Status: After incorporating minor changes suggested by Members and again prepared for the Vote by Membership.**

- f. **Sixth Draft 2024-07-15 2000**
 - i. **Editor: Norman Siemens**
 - ii. **Review Status: After incorporating minor changes suggested by Members and again prepared for the Vote by Membership.**

- g. **Membership Approved Version 2024-08-03 0819**
 - i. **Editor: Norman Siemens**
 - ii. **Review Status: Presented to Membership at a Special Membership Meeting. Unanimous approval by Membership using a Vote in Person.**