



WCARC Constitution & By-Laws

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Background

- WCARC applied for a search of the WCARC name in 1982. Thanks to Tom VA3NFA we have a copy of the application which includes a list of objectives, but no other documents.
- If any articles of incorporation or by-laws were developed or provided these have disappeared with time.
- We don't know what annual filings were made over the past twenty-five years.
- WCARC became an incorporated company to be an entity (person) in law. Often municipalities insist on dealing only with legal entities so they can be held liable in event of any loss or damage. The RAC \$5M liability policy helps in this, as it protects all Club members as well as the Club itself.
- A new Constitution should build on the initial Club objectives.



What's Ahead

- This presentation is an introduction to the proposed four-page “WCARC Constitution and By-Laws” document.
- The more formal Constitution portion has been kept brief (one page), with the detailed rules placed in By-Laws 1 - 16. We have avoided redundant wording, so rules are stated only once – usually in the By-Laws.
- The following words in italics are exact copies of the wording of the Constitution and By-Laws documents.
- Interspersed are the Rationale “slides” - why certain choices were made in the proposed Constitution and By-Laws.



WCARC Constitution

- *General*

Whereas we have been unable to locate any earlier Articles of Incorporation or By-Laws of the West Carleton Amateur Radio Club, Inc, (the Club) we, the undersigned, wishing to continue our association of persons commonly interested in Amateur Radio, enact this Constitution and By-Laws as our governing rules. The objectives for which the Club was to be incorporated were expressed as follows on May 18, 1982:



WCARC Constitution

- 1. to promote the enjoyment of the hobby of amateur radio*
- 2. to further the technical development of the hobby of amateur radio*
- 3. to promote better public understanding of the hobby of amateur radio*
- 4. to maintain preparedness to provide communications in case of emergency*
- 5. to provide communications services on a volunteer basis to the community at large e.g. service clubs, and non-profit organizations*



The Rationale on Wording

- The previous two slides contain the general wording in the document preamble.
- The original club objectives are shown exactly as they appeared in the 1982 application for name search leading to our incorporation as a not-for-profit Ontario company.
- We decided to leave the objectives intact, even though the latter two, dealing with emergency preparedness and public service have not been WCARC priorities in the last few years. It was felt that we need not be obligated to those tasks, but could return to them if a future WCARC wants to do so.



WCARC Constitution

Article I - Membership

Membership shall be by application, upon meeting such terms as the Club shall provide in its By-Laws.

Article II - Meetings

The By-Laws shall provide for general meetings and special meetings.

Article III - Officers

The officers of the Club, their duties and terms of office shall be in accordance with the By-Laws. The officers of the Club shall be elected from the membership, by ballot of the members present, at the Annual General Meeting. Vacancies occurring between elections shall be filled by special elections at the first general meeting following the resignation or removal. Officers may be removed by a majority vote at a general meeting.



The Rationale on Wording

- Articles I and II are simple statements referring to the By-Laws for detail
- Article III refers to the By-Laws for detailed duties of the Officers. It stipulates that they are to be elected, if possible, at the Annual General Meeting, or the earliest subsequent general meeting.
- The last sentence in Article III provides the essential escape valve, should irreconcilable differences ever arise in the future between an Officer and the Club.
- Requiring a majority vote prevents this escape valve from being used frivolously or maliciously.



WCARC Constitution

Article IV - Dues

The By-Laws shall provide for such dues or assessments as deemed necessary for the business of the Club.

Article V – Governance

Robert's Rules shall govern proceedings but shall only be applied when necessary to maintain order, at the discretion of the President. Repeated use of foul language may be cause for expulsion from a meeting.

Article VI – Language

The Club shall carry out its business in English. The language spoken by an individual who is applying for membership shall not impact their admission to the Club.



The Rationale on Wording

- Articles IV and V are standard clauses in Constitution documents
- Article VI is a good addition in view of our geographic proximity to the Francophone area. A small club like WCARC could never afford the resources to provide bilingual member services, and it is extremely unlikely that WCARC would become a French language club. The last sentence formalises our intention to be flexible in accommodating new members.



WCARC Constitution

Article VII - Amendments

This Constitution or the By-Laws may be amended by a majority vote at a general meeting. Proposals for amendments shall be submitted in writing at a general meeting and shall be voted on at the next following general meeting, provided all members have been notified, by mail or e-mail, at least two weeks in advance, of the intent to amend the Constitution and/or By-Laws at that meeting.



The Rationale on Wording

- Article VII provides for an unhurried one-month consideration by the members, with two-weeks notice of vote for any proposed amendment to the rules the Club lives under. Since no decision should take longer than 30 seconds once all the factors are on the table, this should be more than enough time to decide (and to make time to turn out for the vote).
- This completes the seven articles in the proposed one page Constitution.
- Now we examine By-Laws 1 – 16 in the remaining three pages of the document.



WCARC By-Laws

1. Membership: Membership is open to radio amateurs, and to individuals who are engaged in studies leading to a Certificate of Proficiency in Amateur Radio. Membership includes all Club privileges as well as rights to vote on expenditures or elections for Club officers, and to hold a Club office. Applications for membership shall be submitted with dues for the current year as applicable, at a general meeting. Because of the importance of e-mail communication to Club business, members must provide the Club with an e-mail address for communication, and must advise promptly of any address change. Membership may be withdrawn by majority vote at a general meeting.



The Rationale on Wording

- As the Club should have an escape valve (Article III) to deal with irreconcilable differences between the Club and an Officer, so should By-Law 1 provide for the withdrawal of membership of a Club member.
- The requirement that this can be invoked only as the result of a majority vote ensures that this would not be used frivolously or maliciously.



WCARC By-Laws

- *2. Meetings and Voting: General meetings shall be held on the first Tuesday of each calendar month unless cancelled or rescheduled by the President and the members notified in advance. The Club's Annual General Meeting shall be part of the December general meeting. The election of officers shall be held at the Annual General Meeting, or at the first subsequent general meeting for which at least two weeks notice of the election has been provided to the members. Special Meetings shall be called by the President, at the written request of any five Club members. Notices of Special Meetings shall be sent to all members, along with a description of the business to be transacted, so that they arrive not less than two days before the meeting. Only such business as designated shall be transacted.*



The Rationale on Wording

- Special Meetings are called because of some urgent matter, or at least require an urgent response.
- Two days is appropriate for notice of a Special Meeting. One day is too short for a busy, wide-spread group. If the notice is one or two weeks the matter may as well wait for the next general meeting.
- Special Meetings are called to deal with a specific matter and the meeting should focus on that matter alone. If those asking for a Special Meeting are not comfortable with getting the membership out to consider their topic alone, maybe they should reconsider making the request.



WCARC By-Laws

2. Meetings (cont'd): An e-mail notice sent to the member's e-mail address on record with the Club is an acceptable means of communication for a notice of meeting other than a regularly scheduled general meeting. All votes or elections shall require a quorum of one-fifth of the membership to be present. An individual who has not paid the Club dues and assessments for the current year shall be in arrears, does not count in the membership total for the purposes of calculating a quorum, and cannot vote on any matter.



The Rationale on Wording

- The required percentage of members present at a meeting to hold a vote (quorum) can be any percentage or number of members. Wide-spread clubs have quorums as low as 10%.
- The quorum chosen must work for a larger or smaller WCARC
- We have had 12 or more at some meetings, but as few as 2! Due to travel commitments, we can't even expect all Officers.
- One should not confuse the quorum figure with the percentage of members who should be there for an election or vote. If the quorum figure is set too high and fewer show up, the club can be paralysed for a month (or more).
- At our present membership level of 25 paid-up members a quorum of 1/5 would be 5. That is only slightly less than the average turnout, which assures an election/vote could occur.



WCARC By-Laws

3. Officers: The Officers, also called Executive, shall be the President, Vice President, Secretary, Treasurer and one Director

4. Duties of Officers (Executive):

a. The President shall preside at all meetings of this Club, and shall enforce 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, including the appointment of committees and other officials, as noted in the By-Laws. At the Annual General Meeting the President shall provide a brief report of the activities of the club throughout the year. At the end of his/her term he/she shall turn over all Club property (books, materials, statements, and documents relating to the President's position), to his/her successor.



The Rationale on Wording

- By-Law 4a merely formalizes the duties of President as they have been performed in WCARC for several years.
- The exception is the inclusion of the excellent practice of an “Annual President’s Report” originated by former president Tom VA3NFA at the 2006 Annual General Meeting.
- The following presentation of By-Law 4 in the sequence 4a, c, d, b and e has been to fit the duties into the page sizes of this presentation. Of course, the original document is in the proper sequence of 4 a, b, c, d and e.



WCARC By-Laws

c. The Secretary shall record a summary of what is done at all meetings, record a list of the attendees at meetings and make these available to the Webmaster in a timely manner prior to the next meeting. The Secretary shall maintain a record of the Club's current Constitution and By-Laws as well as earlier approved amendments to the Constitution and By-Laws, and shall have those with him/her at all meetings, for examination on request by a member. 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.



The Rationale on Wording

- According to Roberts Rules, the function of a Club Secretary is to record the actions taken (results of votes, etc) not to provide a transcript (as produced by a court or Hansard stenographer).
- It is a matter of recording “what was done” not “what was said”.
- Many clubs record only the exact wording of each motion (preferably submitted in writing) and the result of voting (“Carried” or “Defeated”) plus a listing of reports given, and the highlights (if of archival value). Written reports (preferred) are filed with the minutes (not summarized in the minutes).
- Including the name of the Guest Speaker and topic title is a useful enhancement for historical reference. All else is optional.



WCARC By-Laws

d. The Treasurer shall receive and receipt all monies paid to the Club; keep an accurate account of all monies received and expended; and pay bills with proper authorization. At meetings he/she shall advise the Club of the financial status of the Club. At the end of each year he/she shall present in written form, an itemized statement of disbursements and receipts. 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.



The Rationale on Wording

- The By-Law 4d Treasurer duties are just a listing of the practices developed over the years by long-serving WCARC Treasurer Ken VA3KA



WCARC By-Laws

- b. The Vice President shall assume all the duties of the President in his/her absence, and such other duties as the President may assign. 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.*
- e. The Director shall be responsible for the officials and committees and for arranging guest speakers, as assigned by the President. At the end of their term the Director shall turn over all Club property (books, materials, statements, and documents relating to the Director's position), to their successor.*



The Rationale on Wording

- By-Law 4b formalizes the current duties of Vice President.
- By-Law 4e formalizes the current duties of the Director as they have been performed by previous recent WCARC Directors



WCARC By-Laws

- *5. Terms of Office: The terms of office of President, Secretary and the Director shall commence in January of an even-numbered year, and the terms of Vice President, and Treasurer shall commence in January of an odd-numbered year. To commence the rotation in an even-numbered year, the current one-year terms of the President, Secretary and Director shall be extended to two years, while the terms of Vice President and Secretary shall expire at the end of their one-year term, with those re-elections for two-year terms.*



The Rationale on Wording

- The implementation of two-year rotating terms provides several benefits to the Club
 - There is continuity at term end. Even in event of inability to elect a new President at an AGM, the VP can convene the January meeting at which a vote can be held.
 - A one-year term of twelve meetings is a very brief time to complete projects.
 - At mid-term an officer who has had enough, or a Club who have had enough, have recourse in these By-Laws.
 - Initializing the rotating two-year terms requires the first year (2008) to be a transition year with half the officers in two-year terms and the others in one-year terms.



WCARC By-Laws

6. Dues: An annual assessment of \$20.00 per member is hereby set. Dues for each calendar year are due and payable, in advance, on the first day of the year, or upon joining the Club. New membership dues that are paid in November or later shall be deemed to cover the current year and the following year. The Treasurer and Secretary shall maintain a list of current members in good standing and shall make the list available to the President and Webmaster. The Club, by majority vote of those present at a general meeting, may levy upon the membership additional or alternative dues or assessments. Non-payment of such dues or assessments may be cause for expulsion from the Club at the discretion of the membership.



The Rationale on Wording

- Any proposed changes to dues (up or down) or any proposed special assessments must be approved by majority vote at a general meeting before they are applied.
- An member failing to pay dues risks expulsion but only by majority vote at a general meeting. Of course failure to pay dues usually means that the member is dropping out (expelling himself), so such a vote would be rarely needed, and less rarely applied. It is more of a safety valve for extreme cases, should they occur. Rules should have teeth or they are meaningless.



WCARC By-Laws

- *7. Liability Insurance: For purposes of liability insurance coverage under the Radio Amateurs of Canada (RAC) master plan, an applicant for membership and all renewing members must disclose and maintain their membership status in RAC, once registered. Membership in RAC of Club members is not mandatory, but a fee may be levied on a member to offset the additional RAC liability insurance premium associated with Club members who are not current RAC members. The levy shall be determined by the Executive and announced to the members at the next general meeting.*



The Rationale on Wording

- The surcharge to Club dues for WCARC members who are not RAC members is to cover the additional premium charged by RAC in proportion to the number of non-RAC affiliated club members it has to insure, who are benefiting from the \$10K premium liability policy but not sharing that premium cost through RAC membership.
- As this surcharge is an existing known situation there is no need for a majority vote at a general meeting. The Executive can verify the math and assess the surcharge.
- The need for other assessments may occur in future, to cover unanticipated expenses not covered by dues.



WCARC By-Laws

- ***8. Bank Account: The Treasurer shall maintain a bank account with chequing privileges and shall make available to all Officers of the Club all details related to the account. The location of the account shall be announced to the members at the annual general meeting. The Signing Officers of the Club shall be the President, Vice President, Secretary, Treasurer and Director.***
- ***9. Signing of Cheques: Cheques drawn on the Club bank account MUST be signed by two of the five Signing Officers of the Club.***



The Rationale on Wording

- The change to five signing officers is because both President and Treasurer (the traditional Club Signing Officers) are both frequent travellers. If we go to three Signing Officers, we might as well go to five so we have no second-class Executive. It only involves registering a signature with the bank, even if it is likely never used.
- It is probable that few cheques would need to be signed by other than the President and Treasurer, but this provides a backup should that be needed.



WCARC By-Laws

- *10. Expenditures: Expenditures should be approved in advance, and prior to the actual expenditure. Single expenditures up to \$100 may be approved by two Signing Officers and disclosed at the next general meeting. Expenditures exceeding \$100 shall require approval by a majority of the members at a general meeting. Expenditures exceeding \$400 shall require a majority approval of the members at a general meeting, for which at least two weeks notice to vote on this expenditure has been provided to the members.*



The Rationale on Wording

- In spite of joking about a “railroad”, the Officers should have been elected because the Club members had confidence in their decision-making and responsibility to manage Club funds.
- They should not be hampered by having to manage with no flexibility. Two signatures are required on the smallest cheque.
- WCARC has rarely spent money. There is no history to go on.
- The proposed expense levels do not indicate intent to spend but rather limits should the need arise. The \$100 limit, which must be signed off with two signatures, covers the common \$9.95 expenses as well as the infrequent \$99.95 expense.
- Larger expenses require majority vote approval, with over \$400 requiring also two weeks notice of a vote at a general meeting.



WCARC By-Laws

11. Communication with Members: 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. The web pages shall contain information about the Club, key contacts, Club Executive, meeting location and date/time, current roster of members, minutes of meetings and other information for the use and benefit of the Club members. The URL of the WCARC shall be <http://www.wcarc.on.ca>. Any e-mail addresses shown on the web site shall be encoded to prevent unsolicited e-mail (spam). 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. The web pages shall be designed so that all critical information is available at reasonable speed, to members who have dial up Internet access.



The Rationale on Wording

- By-Law 11 is mostly “business as usual” as our web site has been well run, well-used and well-accepted.
- Careful choice of content will continue to assure reasonable download times for dial-up access.
- Two minor enhancements are included in By-Law 11
 - The use of e-mail address encoding using Java Script or unicode to foil spam-bots harvesting e-mail addresses.
 - The continued use of “pptMinimizer” or similar compression software for larger files such as Power Point presentations, like this one, to speed download times.



WCARC By-Laws

12. Officials and Committees: The following appointments by the President shall have their terms of reference and reporting requirements included in a letter or memorandum of appointment, a copy of which shall be held by the Secretary who shall have these available at all meetings, for examination on request by the members.

13. Webmaster: The President shall appoint a Webmaster who shall keep the Club web pages as current as possible. The appointment term shall be for two years.



The Rationale on Wording

- Committee and Official appointment terms would be for two years, to coincide with the term of the the President who appointed them. In the rotating terms system, the Vice President would provide some level of continuity as his/her term would continue for the following year, even if there is a delay in electing a new President.
- All appointments would be in writing with the terms of reference and the reporting requirements documented in a consistent manner to avoid misunderstandings about tasks and timing



WCARC By-Laws

14. Call Sign Sponsor: The President shall appoint a Call Sign Sponsor to be the official trustee for the Club call sign and the Club contact with Industry Canada and for related matters. The Call Sign Sponsor must hold an Advanced Qualification. The Call Sign Sponsor's address shall appear as the address of the Club for matters such as communication with Industry Canada, and for the receipt of QSL cards. Industry Canada and the VE3 Incoming QSL Bureau must be informed of any change in Call Sign Sponsor and associated address. The appointment term shall be for two years.



The Rationale on Wording

- Because of the relationship with Industry Canada and the VE3 Incoming QSL Bureau the duties of the Call Sign Sponsor appointment are fundamentally different from the other Club Officials
- In fact, there are no real duties needed, other than filling out the occasional QSL card, and just “being there” as a WCARC mailing address and nominal custodian of the VE3WCC call sign.
- It is expected that this appointment is likely to be renewed indefinitely year to year.



WCARC By-Laws

- *15. Equipment Manager: 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. The Club Equipment Manager shall provide his reports to the Executive and Club, at regular meetings. 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 he/she has released possession. The appointment term shall be for two years.*



The Rationale on Wording

- The Equipment Manager duties are self-explanatory.
- However, it is not so easy to do this job well as we have a growing number of assets to track among the members.
- Though it is not explicitly covered elsewhere, the WCARC assets are self-insured by the club. The RAC Liability policy does not cover theft, loss or damage to Club assets so the Club Equipment Manager needs to limit potential losses by careful asset management.
- RAC can provide insurance against loss or damage but this involves an additional premium. Most clubs are self-insured



WCARC By-Laws

- ***16. Special Information Attachment: The Club shall identify the meeting place; Executive; Webmaster; Club Call Sign Sponsor; Club Equipment Manager; Signing Officers; Committees and their chairs; and any other officials appointed by the President in a Special Information Attachment to this document. The Special Information Attachment may be amended as required by the Secretary, as decided or announced at Club Meetings.***



The Rationale on Wording

- By-Law 16 is also self-explanatory.
- With the implementation of this new Constitution and By-Laws, the Club is moving from a very informal group that kept few, if any, records to a business-like group that is well-documented for future reference by incoming Executives, Officials and Committees.
- By-Law 16 also assures that the members can expect to be able to consult the latest information whenever it is needed for planning or a decision.
- Hopefully we have struck a careful balance between the minimum formality needed and member comfort.



WCARC Constitution & By-Laws

- *Signed by the Executive Officers of West Carleton Amateur Radio Club, Inc in office for the Year 2008.*
- *Alphonse Penney (VO1NO) – President*
- *Douglas Leach (VE3XK) - Vice President*
- *Bernard Baker (VA3BGB)- Secretary*
- *Kenneth Asmus (VA3KA) – Treasurer*
- *Dale Hennigar (VE3XZT) – Director*



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Thank You