

## **Charter**

The objects for which the corporation is incorporated are:

- To provide backup radio communications for the Township of Woolwich, Waterloo County, in times of civil emergencies.
- To provide radio communications support for non-profit community organizations on a voluntary basis.
- To initiate, facilitate and sustain study and research into amateur radio communications and related hobby technologies, locally, provincially and nationally.

## **Constitution**

Preamble: We, the undersigned, wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio, constitute ourselves the Elmira Radio Club Of Elmira, Ontario and enact this constitution as our governing law. It shall be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to so conduct club programs and activities as to advance the general interest and welfare of Amateur Radio in the community.

### **Article I Membership**

All persons interested in Amateur Radio communications shall be eligible for membership. Membership shall be by application and election upon such terms as the club shall provide in its By-Laws.

Membership may not be denied because of race, creed, color, religion, gender, sexual orientation, political affiliation, marital status or any other reason that would be biased or prejudicial.

## **Article II Officers**

### **Section 1. Executive**

The executive shall be responsible for the governing of the club and determining club policies.

The executive shall ensure that the treasurer's books and accounts are examined and that a year-end financial statement is published at the start of each club year.

The executive shall ensure that the club upholds and maintains its status and obligations as a corporation, and its affiliation with Radio Amateurs of Canada (RAC).

President and Trustee shall conduct an annual audit of the accounts before the AGM, and make known the results of the audit at the AGM.

### **Section 2. Officers**

The officers of this club shall be President, Vice-President, Secretary, Treasurer, and Trustee.

### **Section 3. Election**

The officers of this club shall be elected for a term of one year by ballot of the members present and by proxy, provided there be a quorum, at the Annual General Meeting (AGM). An individual may not hold more than one office during the same term.

### **Section 4. Term Limits**

i. The President may continue to hold their respective office for a third consecutive term, if approved by a majority of club members in good standing and present either in person or by proxy during the Annual General Meeting (AGM).

At the end of a third consecutive term, this officer must step down from their current position for a term of one year. This officer may however run for, and if elected, hold any other executive position.

ii. Vice President, Secretary, Treasurer, and Trustee may continue to hold their respective office ad infinitum, if approved by a majority of club members in good standing and present either in person or by proxy during the Annual General Meeting (AGM).

### **Section 5. Vacancies**

Vacancies occurring between elections must be filled by special elections at the first regular meeting following the withdrawal or resignation. The executive may fill the position by appointment or call a by-election to fill the position for the remainder of the term.

## **Section 6. Eligibility**

In order to hold an office an individual must be a member in good standing for at least one year, live in our repeater coverage area and hold a valid Amateur Radio license.

## **Section 7. Resignation**

Any officer may resign his/her position in writing at which time all records and assets of the club will be turned over to the President or Vice President.

## **Section 8. Removal of Officers**

Officers may be removed from office for cause, upon written petition of six (6) or more members presented to the President or Vice President. After investigation the petition will be presented to the membership at the next regular meeting of the club and a voted on by the membership. Removal of an officer requires a three-fourths vote of the full membership.

## **Article III Duties of Officers**

### **Section 1. President**

The President shall preside at all meetings, and conduct them according to the rules adopted. He/she 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.

### **Section 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. He/she shall maintain close liaison with the local emergency organizations to further club participation in the Amateur Radio Emergency Service.

### **Section 3. Secretary**

The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, keep an Inventory of Club Equipment and assets, submit membership applications, carry on all correspondence, read communications at each meeting, and email written meeting notices to each member. At the expiration of his/her term he/she shall turn over all items belonging to the club to his/her successor.

#### **Section 4. Treasurer**

The Treasurer shall receive and receipt for all monies paid to the club; keep an accurate account of all monies received and expended; pay no bills without proper authorization (by the club or its officers constituting a business committee). At the end of each quarter he/she shall submit an itemized statement of disbursements and receipts. At the end of his/her term he/she shall turn over everything in his/her possession belonging to the club to his/her successor.

#### **Section 5. Trustee**

The Trustee shall be responsible for ensuring and maintaining the status of the club station license and for all correspondence with Industry Canada (or it's equivalent), sign official documents adopted by the club, and perform all other duties of the Trustee. The Trustee may designate a member of the club who has Advanced radio qualifications, and who is a member in good standing, to be the designated trustee/licensee of the Club Call sign and repeater licence.

#### **Article IV Meetings**

The By-Laws shall provide for regular and special meetings. At meetings, a minimum of one-third of the membership shall constitute a quorum for the transaction of business. Incorporation of the club mandates that an Annual General Meeting (AGM) must take place once per calendar year. The date and time of the AGM shall be specified in the By-Laws.

Robert's Rules of Order shall govern proceedings.

#### **Article V Dues**

The club, by majority vote of those present at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization. Non-payment of such dues or assessments shall be cause for expulsion from the club within the discretion of the membership.

#### **Article VI Membership Assistance**

The club, through designated interference, Public Relations, and Operating Committees will provide technical advice to members concerning equipment design and operation to assist in frequency observance, clean signals, uniform practice, and absence of spurious radiation's from club member- stations. The club shall also maintain a program to foster and guide public relations.

## **Article VII Club Call Sign**

The Club's call sign is VE3ERC. The President shall assign trusteeship of the club call sign. The trustee shall: Be a member of the club in good standing. Meet Industry Canada (or it's equivalent) requirements. Not had his/her Radio Amateur licensed revoked or sanctioned at any time. The club repeater(s) licensee must be a licensed Canadian amateur and a paid up club member, living within the coverage of said repeater.

## **Article VIII Dissolution of The Club**

The intention may be perpetual however sometimes things must end. Having a plan in place for this is very important.

### **Section 1. Termination of Operations**

In the event that the Board of Directors votes that the Club should be dissolved the motion for dissolution must receive more than two-thirds vote of the full membership to pass.

### **Section 2. Disposition of Assets**

The Board of Directors shall handle the disbursement of all assets of the club. No member or group of members shall receive benefit from the assets.

All equipment will be sold and net proceeds donated to a non-profit organization. All remaining cash will be donated to a non-profit organization.

## **Article IX Amendments**

Motions to amend the Constitution or By-Laws must be submitted in writing at a regular meeting and if seconded shall be voted on at the next following regular meeting, provided all members have been notified by email of the intent to amend the Constitution and/or By-Laws at the next following meeting. A majority of the full membership must approve any motions to amend the Constitution or By-Laws. Club members can vote on motions for amendments to the Constitution or By-Laws in person or via a proxy who is specified in writing to the Secretary.

# **By-Laws**

## **1. Secretary**

It shall be the duty of the Secretary to keep the Constitution and By-Laws of the club and have the same with him/her at every meeting. He/she shall note all amendments, changes and additions on the constitution and shall permit it to be consulted by members upon request.

Changes to the Constitution or By-Laws shall take effect immediately upon their approval by the required majority.

## **2. Membership**

Membership shall be open to those individuals with an interest in furthering amateur radio and are willing to participate or assist in club activities.

Full membership is open to licensed Radio Amateurs.

Associate membership is open to those actively engaged in a class leading to an Amateur Radio license and all other interested persons.

Full membership includes all club privileges as well as rights to hold a club office and to vote for club officers.

Associate membership includes all club privileges except for the right to hold office and vote for club officers.

Applications for membership shall be submitted at regular meetings.

Every member shall be entitled, within reason, to the use of any club facilities or resources.

## **3. Finances**

All liquid cash assets and all revenues derived from any source shall be kept in an active bank account.

The executive shall have cheque-signing authority.

The executive can authorize any funds deemed surplus, into interest bearing instruments such as bonds or guaranteed investment.

An Audit Committee of two members shall be appointed from the general membership in December, and it shall conduct an annual audit of the accounts before the AGM, and make known the results of the audit prior to or at the AGM.

#### **4. Meetings**

Regular meetings shall be held on the 4th Wednesday of each calendar month, with the exception of July and August.

The Club shall conduct an Annual General Meeting (AGM) during the regular May meeting that takes place on the 4th Wednesday of the month.

Special meetings may be called by the President upon the written request of any five-club members. Notices shall be sent to members concerning special meetings and the business to be transacted. Only such business as designated shall be transacted. Such notices shall be sent so that they arrive not less than 24 hours before the meeting.

#### **5. Dues, Fees, and Assessments**

Any annual dues which are assessed in accordance with the provisions of Article V of the Constitution shall be posted on the club website.

Membership dues are payable in March of each year.

Any member whose dues are not paid by May 1st will be considered inactive and removed from the membership roster. Inactive members have no voting privileges.

Termination of membership either by resignation or expulsion will not constitute a refund of dues paid.

#### **6. Elections**

Officer Elections shall be held annually at the Annual General Meeting (AGM) held during the regular May meeting of the year.

Officers will assume their elected office on September 1st of the same year.

##### **i. Nomination Committee**

The President will appoint a Nomination Committee six months prior to elections.

This committee will be charged with finding qualified candidates to run for office.

The Nomination Committee will present a 'List of Nominees' to the President at the regular meeting one month prior to elections, at which time the President will entertain a final motion for nominations. The President shall then accept this final 'List of Nominees'.

The 'List of Nominees' will be published and made available to all club members by email.

The president will dissolve the nomination committee after the annual elections.

## **ii. Voting**

Voting shall be done during the AGM, using official paper ballots prepared in advance and made available at the AGM.

Voting may occur by proxy if an attending member presents a paper signed by the absent member granting permission to the attending member. A maximum of two votes by proxy per attending member is allowed.

Immediately after voting the ballots shall be counted openly in front of the membership.

Any candidate may request a recount of the ballots.

In the situation whereby no candidate receives a majority for office, balloting must continue, retaining as candidates all who do not voluntarily withdraw.

In the case of an unopposed slate, in which a nominee is the single candidate nominated for a particular office, the nominee is elected by 'acclamation'. This may be the case for one, several, or all executive offices.

## **7. Technical Committee**

This committee shall consist of three members (appointed by the club President). The committee shall direct investigation, invite proper inquires, establish technical facts and testimony and report its results to the club.

## **8. Amateur Radio Emergency Service – ARES ®**

ARES® is a program of the American Radio Relay League and Radio Amateurs of Canada -- our club will be guided by the Rules and Regulations of the RAC's Field Organization as they may be amended from time to time, and by RAC's policies, rules, and guidelines contained in RAC publications."

# Document Change Log

Date	Change	By	Per Motion
25 November, 2020	Added Document Change Log section to record updates	Kirk Sinclair VA3KXS	
25 November, 2020	Added Charter section	Kirk Sinclair VA3KXS	8.c. in Nov. 25, 2020 meeting minutes
25 November, 2020	Modified Constitution Article II Officers to remove names of Executive.	Kirk Sinclair VA3KXS	8.a. in Nov. 25, 2020 meeting minutes
25 November, 2020	Replaced contents of Constitution Article IX Amendments.	Kirk Sinclair VA3KXS	8.d. in Nov. 25, 2020 meeting minutes
28 April, 2021	Replaced first sentence of ByLaw 5.	Kirk Sinclair VA3KXS	9.a.i in Apr. 28, 2021 meeting minutes.