

CONSTITUTION AND BYLAWS OF THE HAMILTON AMATEUR RADIO CLUB

1. NAME

This Association shall be known as the Hamilton Amateur Radio Club, hereinafter referred to as "the Club".

2. FORMER BY-LAWS

All former By-Laws are hereby rescinded.

3. PURPOSE

The purpose of the Club is to promote public interest in Amateur Radio communication and experimentation for the relaying of messages by radio, for the advancement of the radio art and of public welfare, and through its regular meetings and a Newsletter, the maintenance of fraternalism, and a high standard of conduct among its members.

4. HEAD OFFICE

The Head Office of the Club shall be in the City of Hamilton, in the Province of Ontario and at such place therein as the Directors may from time to time determine. A Post Office Box shall be maintained by the Club at the Main Post Office in the said City of Hamilton.

5. BOARD OF DIRECTORS OR EXECUTIVE

The affairs of the Club shall be managed by a Board of seven Directors, each of whom, at the time of their election and throughout their term of office, shall be a Member of the Club. The Past President of the Club shall be ex-officio a Director and member of the Club. Each of the remaining six directors shall be elected to hold office from the 1st day of September, of the year for which they are elected, or from the date of their election if they are elected during the year, until the 31st day of August of the second year, or until

their successor have been elected or qualified. The whole Board shall be retired on August 31st at the end of the two year term but shall be eligible for re-election if otherwise qualified.

6. ELECTION

The election of the Board of Directors shall take place at a general meeting of the membership held in the month of June in each year. The Chairperson of the Nominating Committee, shall publish a Notice of such meeting in the issue of the Club Newsletter for the month preceding such meeting, setting out the names of the persons already nominated with a short biography of each, and calling for any further nominations. Any further nominations may be submitted in writing over the signature of the proposer and seconder, and mailed to the Chairperson of the Nominating Committee at least five days prior to the date of such meeting, or submitted and seconded from the floor of such meeting when nominations are called for. The names of the persons so nominated shall be added to the list of Nominees and placed on the ballot.

The nominating committee will be elected by the organization; failing this, appointed by the Directors; the President shall not appoint this committee, nor be a member of it, ex-officio or otherwise. A person, in order to be qualified for nomination as a Director of the Club, must be a Member of the Club in good standing, and must accept such nomination either by their personal assent if present at such meeting, or by a written letter of acceptance if not personally present. The members shall vote in person, or by proxy, by secret ballot, with such additional rules as the Board of Directors may adopt. Any ballots recording votes for more than the number of Directors required to be elected, shall be declared void. At the conclusion of the election, the Chairman of the Election Committee shall prepare a Report to be signed by each member of such Committee, setting forth the names of each candidate, and the number of votes each received. The Report and ballots shall be delivered to the Secretary, who shall record the results of the vote, arrange for publication of the names of the new Directors in the September Newsletter and retain all ballots for a period of one month, after which period the ballots may be destroyed. Should it become necessary for any reason to give

notice of the meeting at which the election is to be held, other than by publication in the Newsletter, 10 days notice shall be required.

7. VACANCIES - BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among qualified Members of the Club, and preference shall be given where possible to the member who was runner-up in the previous election of Directors, but if there is not a quorum of Directors, the remaining Director shall forthwith call a meeting of the members to fill the vacancy.

8. QUORUM AND MEETINGS OF BOARD OF DIRECTORS

Three Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors shall hold at least ten meetings a year at such place, or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction of two Directors. Notice of such meetings shall be delivered or telephoned to each Director, not less than two days before the meeting is to take place, or shall be mailed to each Director not less than five days before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meeting no notice need be sent. The meetings of the Board shall be open to all Club members who may make proposals at such meetings.

9. VOTING - BOARD OF DIRECTORS

Questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson in addition to their original vote shall have a casting vote. All votes at any such meetings shall be taken by ballot, if so demanded by any Director present, but if no demand be made the vote shall be taken in the usual way by assent or dissent.

10. POWERS OF BOARD OF DIRECTORS

The Directors of the Club may administer the affairs of the Club in all things, and make or cause to be made for the Club in its name any kind of contract which the Club may lawfully enter into, and generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise, authorized to exercise and do.

11. OFFICERS OF THE CLUB

The Board of Directors shall, at its first meeting after election in each year, select from among its six elected members an Executive, consisting of a President, first Vice-President, second Vice-President, Treasurer, Secretary and Membership Secretary, and the ex-officio member shall automatically take the office of and be known as the Past President. The employment of all officers shall be settled from time-to-time by the Board. The President may only succeed himself once; the President and Vice-Presidents must have held an Executive position in the Club for at least one term.

12. DUTIES OF PRESIDENT

The President shall be responsible for calling at least ten meetings of the Board and ten general membership meetings, including the Annual Meeting, in each year, and shall, when present, preside at all such meetings. The President shall also be charged with the general management and supervision of the affairs and operations of the Club, and the pursuit of its aims and objectives. The President shall be custodian of the President's Gavel, and copy of the Constitution, which the President shall be responsible for delivering to the next successor. The President, or the Vice-President, or other officer appointed by the Board for the purpose, shall sign or endorse the President's signature with a rubber stamp on all membership certificates.

13. DUTIES OF VICE-PRESIDENT

The Vice-President shall become familiarized with the duties of the President, and during

the absence or inability of the President, and the Presidents duties and powers may be exercised by the Vice-President.

14. DUTIES OF SECRETARY

The Secretary shall attend all meetings of the Board of Directors, and record all facts and minutes of all Proceedings in the Books for that purpose. The Secretary shall be responsible for giving of all Notices required to be given to members and to Directors, unless otherwise specified herein. The Secretary shall be custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Club which the Secretary shall pass on to the new Secretary within ten days of the new successor taking office, or deliver up when authorized by a Resolution of the Board of Directors to do so, to such person or persons as may be named in the Resolution.

15. DUTIES OF TREASURER

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Club in proper Books of Account, and shall deposit all monies or other valuable effects in the name and to the credit of the Club in such Bank, or Banks as may from time-to-time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Club under the direction of the Board of Directors, taking proper vouchers therefore, and shall render to the Board of Directors at the regular meetings thereof, or whenever required of the Treasurer, an account of all transactions as Treasurer, and of the financial position of the Corporation.

16. DUTIES OF OTHER OFFICERS

The duties of all other officers of the Club shall be such as the terms of their engagement call for, or the Board of Directors requires of them.

17. COMMITTEES

The Board of Directors shall authorize such Committees as they shall deem from time-to-time advisable and necessary and shall define the powers and duties of all Committees and appoint the Chairperson thereof. The Chairperson of any Committee

shall be a Member, hold office until the end of the fiscal year in which they are appointed unless otherwise extended for a specific period by the Board of Directors, and be responsible to the Board for the carrying out of their duties, and the safe-keeping and return of any property or documents placed in their care while in office.

18. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Club, shall be signed by either the President or Vice- President, together with the Secretary, and the Secretary shall affix the seal of the Club to such instruments as may require the same. . Contracts in the usual course of the Club's operation may be entered into on behalf of the Corporation by the Board of Directors, or by any persons authorized by the Board. ' Notwithstanding any provisions to the contrary contained in the By-Laws of the Club, the Board of Directors may at any time by resolution, direct the manner in which, and the person or persons by whom any particular instrument, contract or obligation of the Club may, or shall be executed.

19. BOOKS AND RECORDS

The Letters Patent, Constitution, Books, papers, records, correspondence and contracts of the Club shall be kept at the Head Office of the Club, and the President, Secretary or other custodian thereof shall be responsible for their safekeeping and ensuring that such items are not removed from the Head Office without the express authorization of the Board of Directors.

20. MEMBERSHIP

The membership of the Club shall consist of the applicants for the incorporation of the Club and such other individuals and legal entities as are admitted as members by the Board of Directors, and shall consist of Members and Family Members. A Member shall have one vote on each question arising at any Special or General meeting of the members, and may nominate candidates for the Board of Directors, and be eligible for election to the Board. A Family Member must reside with the immediate family of a Member and shall have all the privileges of a Member, with the exception that a Family

Member shall not receive a personal copy of the Bulletin. All members are entitled to attend meetings of the Board, and to receive a copy of the monthly Newsletter, except that in the case of Family Members only one copy will be delivered to each household.

21. DUES

Membership dues shall be paid annually for the fiscal year of the Corporation, and shall be fixed from time to time by the Board and any change in the amount thereof confirmed by a vote of the members at an Annual, or other General Meeting. New members joining during the fiscal year shall have fees prorated to one tenth the annual dues per month remaining in the fiscal year. The Secretary shall notify the members of the dues or fees at any time payable by them, and if any are not paid within a time determined by the Executive the member in default shall thereupon automatically cease to be a member of the Club, but any such ex-members may on payment of all unpaid dues or fees, be reinstated by unanimous vote of the Board of Directors.

22. ANNUAL AND OTHER MEETINGS OF THE MEMBERS

There shall be at least ten meetings of the membership each year, including the Annual Meeting, and they shall be held at such place in the Province of Ontario, and at such time as the Board of Directors may determine. The members may consider and transact any business either special or general without any notice thereof, at any meeting of the members. The Board of Directors or the President shall have the power to call at any time a general meeting of the members of the Club. No public notice, nor advertisement of members' meetings, annual or general shall be required, but notice of the time and place of every such meeting shall be given to each member by publication in the Club Newsletter, a copy of which shall be sent by prepaid mail at least ten days before the time fixed for the holding of such meeting. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meetings no notice need be sent.

23. QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than 10 Full Members present in person, or represented by proxy.

24. VOTING OF MEMBERS

Each member of the Club shall at all meetings of members, be entitled to one vote, and may vote by proxy. Such proxy shall, before voting, produce and deposit with the Secretary sufficient appointment in writing from the constituent or constituents. No member shall be entitled, either in person or by proxy, to vote at meetings of the Corporation unless they have paid all fees or dues outstanding and owing. At all meetings of members every question shall be decided by a majority of the votes of the members present in person, or represented by proxy. Every question shall be decided in the first instance by a show of hands, unless a poll be demanded by any member. If a poll be demanded, the question shall be decided by a majority of the votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct. In case of an equality of votes at any general meeting, whether upon a show of hands, or at a poll, the Chairperson shall be entitled to a casting vote.

25. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Club shall terminate on the 31st day of August in each year.

26. AUDIT

At the Annual General Meeting, the members of the Club shall elect an auditor, failing which, the auditor shall be selected by the Board of Directors. The auditor shall examine the Financial Statements of the Club, and submit a report to the Secretary within 60 days of the Club's Fiscal Year ending. The Secretary shall record the Report and Financial Statement, and arrange for its publication in the Newsletter next following the receipt of the Report.

27. CHEQUES

All cheques, Bills of Exchange, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Club, shall be signed by the President or Vice-President and by the Treasurer, or by such officer or officers, agent, or agents of the Club, and in such manner as shall from time-to-time be determined by Resolution of the Board of Directors.

28. CLUB STATIONS

It shall be the duty of the Board of Directors to maintain the Club Call Sign of VE3DC in memory of William Reginald (Doc) Jaffery, who was the holder of that call and an early contributor to the Club. All Club Stations' sponsors, if otherwise qualified, shall be appointed annually by the Board of Directors and selected from the membership in good standing. Sponsors shall be responsible to the Board for the proper operation of their stations.

29. NEWSLETTER

The Board shall be responsible for overseeing the publication of a Club Newsletter, which shall be published monthly save for the months of July and August, and contain information pertinent to the business and activities of the Club. A copy of the Newsletter shall be mailed to each member at the last known address of the member. Service of any notice called for by the Letters Patent, By-Laws, or regulations of the Club, shall be deemed actual notice to any Director, Officer or member if published in the Newsletter. The September issue in each year shall contain the Annual Report of the outgoing President and Board, and the names of the members of the newly elected Board.

30. NOTICE

Whenever under the provisions of the By-Laws of the Club, notice is required to be given, such notice may be given by publication in the Newsletter, personally, by prepaid ordinary post addressed to the member at their e-mail / web site or their last known

address. Any notice or other document sent by post shall be held to be sent at the time when the same was deposited in the Post Office, or public letter box.

31. ALTERATION OF BY-LAWS

Any By-Law of the Club may be amended, altered or repealed with the consent of two-thirds of the members present at any general or special meeting called for that purpose, provided that Notice of such meeting is given at least ten days prior to such meeting.

32. RULES OF ORDER

Roberts Rules of Order of the current issue shall be the reference standard for parliamentary procedure for items not specifically stated in the Constitution and By-Laws.

Revised October 16, 2013

Renamed gender specific titles and positions to non-gender

Extended club director elected term to 2 years vs. 1 year

Presented to HARC membership, motion to accept and seconded

Paul Fleck

HARC director

October 16, 2013