

LONDON AMATEUR RADIO CLUB INCORPORATED

BY-LAW #1 as Amended

A By-Law relating to the transaction of the affairs of the LONDON AMATEUR RADIO CLUB INCORPORATED.

BE IT ENACTED as By-Law No. 1 of the London Amateur Radio Club Incorporated (hereinafter referred to as LARC) as follows:

1. Financial Year

- 1.1 The business and financial year of LARC shall begin on the 1st day of July in any year and end on the 30th day of June in the following year.
- 1.2 The annual financial statements of LARC, including Balance Sheet and Income Statement, shall be prepared within eight weeks of the close of the fiscal year.
- 1.3 Such statements shall be audited and certified by the Auditors of LARC.
- 1.4 The Board of Directors shall receive the financial statement and shall cause it to be published in the Notifications to Members Page at LARC.CA prior to November 15 of the same year.

2. Membership Meetings

- 2.1 There shall be a General Meeting held once each month, except in July and August, at a time and place selected by the Board of Directors and published in the Notifications to Members Page at LARC.CA. **Such General Meetings may be held “in person”, by “electronic means” or by simultaneously using both means, which shall be at the sole discretion of the Board.**
- 2.2 There shall be an Annual Meeting of the Corporation which shall be held in May of each year in conjunction with the General Meeting for that month. **Such Annual Meeting may be held “in person”, by “electronic means” or by simultaneously using both means, which shall be at the sole discretion of the Board.**

- 2.3 There shall be such Special meetings held as are required.
- 2.3.1 The members shall have the right to submit a request for a Special Meeting, in writing and signed by at least ten (10) members in good standing, to the Board of Directors. Such request shall state the specific purpose for the meeting.
- 2.3.2 The Board of Directors, acting upon its own initiative, shall also have the right to propose a Special Meeting.
- 2.3.3 A motion authorizing any such Special meeting shall be proposed by a member of the Board of Directors at the General Meeting immediately preceding the proposed Special meeting. The time and place of such Special meeting shall be selected by the Board of Directors at a meeting of the Board called for that purpose and this information along with the specific purpose of the meeting shall be contained in the motion.
- 2.3.4 No such Special meeting may be held unless it is approved by an affirmative vote of a majority of the members present at the General Membership meeting at which the Special meeting is proposed.
- 2.3.5 Such Special meeting may be held “in person”, by “electronic means” or by simultaneously using both means, which shall be at the sole discretion of the Board.
- 2.4 Voting on all questions shall be reserved to members in good standing only and each such member shall have one vote on each question.
- 2.5 For the purposes of this By-Law, a quorum shall be deemed to be 10% of current membership in good standing.
- 2.6 The Board may, upon a simple majority vote, if in its view emergent circumstances exist that make it unsafe or unlawful to hold a General Meeting(s), a Special Meeting or the Annual Meeting of the Corporation in-person, to cause such meeting or meetings to be held by electronic means and the Board shall cause the Members to be notified of its decision by posting such information as soon as is possible to the Notifications to Members Page at LARC.CA.
- 2.7 Where notification to members is required by these By-laws to be posted to the Notifications to Members Page at LARC.CA the Board shall consider whether it is also appropriate, due to the importance or urgency of any such event or subject matter, that it should also cause individual notifications of the event or subject matter also be made directly to each member via email.

3. Board of Directors

- 3.1 The day-to-day affairs of the Corporation shall be arranged by a Board composed of seven (7) elected Directors.
- 3.2 To be eligible to stand for election to the Board of Directors one must be a member in good standing for at least 30 days prior to the Annual Meeting at which members of the Board of Directors will be elected.
- 3.3 A Nominating Committee shall be struck by the President at least 30 days prior to the Annual Meeting and it shall begin its activities immediately upon being appointed. The Committee shall be composed of three (3) members in good standing.
- 3.4 The recommendations of the Nominating Committee shall be presented to the Board of Directors. The Board shall cause such report to be published in the Notifications to Members Page at LARC.CA that will be sent to all members in good standing as notice of the Annual Meeting. Such report shall also outline the procedure pertaining to additional nominations.
- 3.5 ~~Additional nominations may be made at the Annual Meeting.~~ Any additional nominations from members should be made known to the Nominating Committee at least ten (10) days prior to the date of the Annual Meeting. Nominees must be nominated and seconded. The nominee must indicate their acceptance of the nomination prior to being placed on the ballot. All nominees must be members in good standing for at least the last 30 days. All nominees shall provide a resume and an electronic image of themselves to the Nominating Committee at least three (3) days prior to the opening of voting for the purpose of inclusion in the electronic election software application.
- 3.6 The election of the Board of Directors shall be held electronically via the “Election Runner” application, or other similar suitable application approved by the Board, if “Election Runner” should cease to be available. ~~shall take place at the Annual Meeting of LARC.~~ Members who do not have access to the electronic voting process shall inform the Nominating Committee and it shall facilitate non-electronic voting arrangements for those Members. ~~and or signed proxies.~~ Electronic voting shall commence at a time to be announced by the Nominating Committee that shall commence at least 6 days prior to the “in person” and/or “electronic” Annual Meeting of LARC as the case may be, and shall cease 12 hours prior to commencement of the Annual Meeting. The Nominating Committee shall announce the results of voting at the “in person” and/or “electronic” Annual Meeting of LARC as the case may be. The Directors shall be elected by a simple majority vote of the Members and the newly elected Directors shall take office immediately after the election has been completed and the Directors declared elected.
 - 3.6.1 ~~Where the Board has determined pursuant to subsection 2.6 that the Annual Meeting of the Corporation cannot be held in-person it shall cause the voting~~

~~process for the election of Directors to be held electronically via the “Election Runner” or similar application and the Board shall cause the Members to be notified of its decision by posting such information regarding the Election Process as soon as is possible to the Notifications to Members Page at LARC.CA.~~

~~3.6.2 In the event that Electronic Elections are to be held the Board may make such adjustments to the process as may be necessary but, in doing so, it will adhere as closely as possible to the processes and requirements contained in Section 3.~~

3.7 Vacancies in the Board of Directors that occur during the year may be filled by an appointment made by the Directors remaining in office. Any such appointment shall conform to this By-Law in regard to qualifications for election as a Director. Any such appointment shall be for the balance of the unexpired term.

3.8 The Board of Directors shall hold its first meeting within 21 days of its election at which time the Directors shall elect, from their own number, the Officers of the Corporation.

3.9 Where the Board must meet in order to consider a vote pursuant to subsection 2.6 it may meet by electronic means and where it makes a determination not to hold the General Meeting(s), a Special Meeting or the Annual Meeting of the Corporation in person it too may continue to meet by electronic means. The Board shall cause the Members to be notified of its decision by posting such information regarding the Board’s meetings as soon as is possible to the Notifications to Members Page at LARC.CA.

4. Officers

4.1 The officers of the Corporation shall be:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer

4.2 The Officers shall comprise the membership of the Executive Committee of the Board and shall be empowered to carry out the specific duties of their office without reference back to the Board of Directors.

4.3 The duties of such officers shall be as follows:

4.3.1 President shall be responsible for the overall implementation of club activities in

accordance with the objects of LARC as contained, from time to time, in Article II of the Constitution of the Corporation.

- 4.3.2 Vice-President shall be responsible for the implementation of club activities as assigned by the President. This officer shall also assume the duties of the President in the event that the incumbent is rendered unable to act in that capacity.
- 4.3.4 Secretary shall be responsible to record and present, as required, all proceedings of any general membership meeting at which business is conducted, any meeting of the Board of Directors or the Executive Committee. This officer shall also be responsible for maintaining the LARC archives as may be necessary.
- 4.3.5 Treasurer shall be responsible to hold all LARC funds in proper accounts, to record all financial transactions in the books of the Corporation, to sign all cheques and other financial instruments along with at least one other member of the Executive Committee who shall be either President or Vice-President. This officer shall also be responsible for, and ensure that all financial transactions that exceed the maximums specifically allocated in the approved budget formed at the beginning of each fiscal year and also any individual financial transactions in excess of \$500 are not executed or processed until a simple majority vote by a quorum of the Board of Directors is held to enable such execution of transaction to proceed.
- 4.4 The Executive Committee shall meet, as required, at the call of the President.
- 4.5 Where, at the sole discretion of the President, it is necessary to hold an emergency meeting of the Board, the President may choose to hold that meeting by electronic means and without the need to notify the general membership.

5. Committees

- 5.1 The President shall be responsible to recommend to the Board of Directors the striking and the membership of various committees, both standing and special purpose. The President shall be an ex officio member of each Committee
- 5.2 The Standing Committees shall be as follows:

- a) **Special Events Committee:**

This committee is responsible for organizing the Hamfest and any other special events as directed by the Board of Directors. A Director may be a member of this committee and the committee shall have not more than five (5) members.

One of the members shall be appointed Hamfest Coordinator.

b) **Club Station Committee:**

This committee is responsible for the maintenance, and any expansion or improvements thereof as approved by the Board of Directors, of amateur radio equipment owned and operated at the club station by the Corporation. A Director may be a member of this committee and the committee shall have not more than five (5) members.

One of the members shall be appointed Club Station Manager.

c) **Repeater Committee:**

This committee is responsible for the maintenance, and any expansion or improvements thereof as approved by the Board of Directors, of amateur radio equipment owned and operated as a repeater. A Director may be a member of this committee and the committee shall have not more than five (5) members.

One of the members shall be appointed "Repeater Manager."

d) **Contest Committee:**

This committee is responsible for the organization of the Corporation's participation in the Annual ARRL Field Day and other contests as approved by the Board of Directors. A Director may be a member of this committee and the committee shall have not more than five (5) members.

One of the members shall be appointed Field Day Manager.

e) **Membership Committee:**

This committee is responsible for membership services including renewals, maintaining an accurate membership database, membership cards and other services as approved by the Board of Directors. A Director shall be a member of this committee and the committee shall have not more than five (5) members.

One of the members shall be appointed Membership Coordinator.

f) **Public Service Committee:**

This committee is responsible for planning and coordinating the Corporation's participation in public service events where not expressly

prohibited by Federal regulations. It will also serve as the LARC interface to the Amateur Radio Emergency Service (ARES). A LARC Director may be a member of this committee and the committee shall have not more than five (5) members.

One of the members will be appointed Public Service Coordinator.

g) **RFI Committee:**

This committee is responsible for assistance to members in good standing who are experiencing radio frequency interference problems. A Director may be a member of this committee and the committee shall have not more than five (5) members.

One of the members shall be appointed RFI Coordinator.

h) **Education Committee:**

This committee is responsible for planning and coordinating the provision of radio related education, including financial management of study guide sales and registrations fees as approved by the Board, recruitment and support of instructors, and facilitation of individual classes. A Director may be a member of the committee and the committee shall have not more than five (5) members.

One of the members shall be appointed Education Coordinator.

- 5.3 Special Purpose committees may be struck when the need arises and shall be for a specific purpose only. Complete terms of reference for any Special Purpose committee shall be approved by the Board of Directors. They shall include a provision that the committee shall be disbanded when the purpose for which it was created has been satisfied.
- 5.4 Membership in any LARC Committee shall be limited to members in good standing.
- 5.5 The Board of Directors shall, appoint a member in good standing to the position of "Sponsor of the Club's Call Sign(s)" (station licenses including those required for the operation of Repeaters and Special Events). The Sponsor of the Club call sign(s) shall hold the licensing certification required by Canada's Radio Regulations for such purpose.

6. **Membership**

6.1 Membership is open to anyone with a genuine interest in amateur radio and is not restricted to licensed radio amateurs.

6.2 There shall be four classes of membership.

a) Honorary:

An Honorary member is one who has been recommended by the Board of Directors for Honorary member status and has been approved by a majority vote of Members present at any General meeting.

b) Amateur:

An Amateur member is one who holds a valid Canadian Certificate of Proficiency in Radio (or its equivalent) or who holds a similar certificate issued by another country recognized by the IARU.

c) Short Wave Listener (SWL):

A Short Wave Listener (SWL) member is one who does not hold a valid Canadian Certificate of Proficiency in Radio (or its equivalent) but who exhibits a genuine interest in the amateur radio hobby.

d) Family:

A Family member is one who is qualified for Amateur or Short Wave Listener member status but who is residing with an immediate family member who holds such a membership.

6.3 All classes shall have the same membership privileges except as follows:

a) Honorary Members shall not be eligible to run for, or be elected to, the Board of Directors.

6.4 The Board of Directors may recommend at any General Meeting any person who, in their opinion, should be elected as a Honorary Member.

6.5 To be elected as President of the Corporation a person must hold a valid Canadian Certificate of Proficiency in Radio (or its equivalent).

7. Finances

- 7.1 The funds of LARC shall be derived from membership dues and from other such sources as may be, from time to time, deemed appropriate or necessary by the Board of Directors.
- 7.2 The Board of Directors will set the annual membership fees prior to the first General meeting each year. Dues will be waived for Honorary Members.
- 7.3 All dues become payable at the September membership meeting each year. Members who are in arrears on October 31st of each year shall be removed from the membership roll and shall for all purposes of the By-Law be considered as non-members.
- 7.4 Refunds of dues paid are not made for any reason.

8. Parliamentary Authority

- 8.1 This Corporation shall conduct all meetings in accordance with the Rules of Order as written by Sir John G. Bourinot.

9. Execution of Documents

- 9.1. All deeds, transfers, assignments, contracts and obligations on behalf of LARC shall be signed by the President and one other elected officer, who shall be either the Vice-President or Treasurer, after a simple majority vote of the Board of Directors.

10. Amendments

- 10.1 This By-Law may be amended in whole or in part at any Regular meeting of the London Amateur Radio Club, Inc. provided that the proposed amendment shall have been submitted in writing by publishing the same in the Notifications to Members Page at LARC.CA prior to the meeting at which the matter will be introduced.
- 10.2 A simple majority vote of those present shall be required for adoption of any amendment.

Consented to by the signatures of the Directors of the Corporation: