

NBARC CONSTITUTION and BY-LAWS
Version 8



THE CONSTITUTION OF THE
NORTH BAY AMATEUR RADIO CLUB
(NBARC)

Date of Incorporation: _____

1. Name and Address:

The Name of the Club shall be "North Bay Amateur Radio Club" hereinafter called "NBARC" or "Club". The Club's official address will be located within 50km of the City of North Bay, Ontario, Canada.

2. Objectives:

The objects for which the Club is established are as follows:

- a. to secure the pleasures and benefits of an association of persons commonly interested in Amateur Radio,
- b. to further the exchange of information and cooperation between members,
- c. to promote radio knowledge, fraternalism and individual operating efficiency in accordance with all relevant legislation,
- d. to conduct club programs and activities so as to advance the general interest and welfare of Amateur Radio in the community; and
- e. to do or cause to be done all such things as are incidental or conducive to the attainment of the foregoing objects and, in particular, to:
 - i. provide communications within the amateur radio community, and for non-profit or charitable organizations' events,
 - ii. obtain membership or affiliation in any association or other organization having objects altogether or in part similar to that of the Club,
 - iii. carry out all administrative duties involved in or related to the purposes of the Club,
 - iv. purchase, take, lease, or otherwise acquire and hold and dispose of real and personal property,
 - v. borrow money in any manner and upon such terms as the Club thinks fit and with or without security for the repayment thereof,
 - vi. draw, make, accept, endorse, execute and issue promissory

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notes, bills of exchange and other negotiable instruments,
and

- vii. invest and deal with any money of the Club that is not immediately required in any manner from time to time determined by the Club.

3. Dissolution:

In the event that upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among its members but shall be transferred to an organization with similar interests according to the wishes of the majority of the remaining members.

4. Non-Profit Status:

The income and property of the Club shall be applied solely towards the promotion of its objects as set forth in this constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to its members. Provided that nothing herein shall prevent payment, in good faith, of reasonable and proper remuneration to any member of the Club in return for any services actually rendered to the Club, otherwise than services rendered as a director or officer of the Club.

5. Amendments to the Constitution:

This constitution may be amended by a two-thirds vote of the total membership. Proposals for amendments shall be submitted in writing at a *Meeting* and shall be voted on at the next following *General Meeting*, provided all members have been notified by mail of the intent to amend the Constitution at said meeting.

6. By-Laws of the Club:

The by-laws, appended to this Constitution, shall describe the organization and functions of the Club, and the means by which members of NBARC may elect the Board and control the property and activities of the Club.

Date of Revision to Constitution: _____

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BY-LAWS of the NORTH BAY AMATEUR RADIO CLUB (NBARC)

Article 1. *Headings*

The headings used throughout these by-laws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any by-law nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

Article 2. *Definitions*

In these by-laws, including this clause, unless the context or subject matter requires a different meaning:

- Section 2.01 "Club" or "NBARC" means North Bay Amateur Radio Club;
Section 2.02 "By-laws" means these bylaws as amended from time to time;
Section 2.03 "Board" means the Board of Directors of NBARC;
Section 2.04 "General Meeting" means a meeting of the members where special resolutions (constitutional or by-law amendments, membership matters, board or officer changes) are voted on;
Section 2.05 "Annual General Meeting" means the regular General Meeting required by the *Corporations Act* that is held annually;
Section 2.06 "Extraordinary General Meeting" means any General Meeting other than an Annual General Meeting;
Section 2.07 "Regular Meeting" means a regularly scheduled meeting of the members where normal club business is transacted;
Section 2.08 "Meeting" is any *General, Regular or Board* meeting.
Section 2.09 "Person" includes an individual, a partnership and a corporation whether created by act of the Legislature of Ontario or otherwise;
Section 2.10 "Member" means a person referred to in Article 5;
Section 2.11 "Act" means the *Corporations Act* of Ontario.

Article 3. *Meanings of Words*

Words which have a special meaning assigned to them in the *Corporations Act* have the same meaning in these by-laws.

Article 4. *Singular/Plural and Gender*

Words importing the singular number only include the plural and vice versa, words importing the masculine gender include the feminine gender and words importing persons include firms and corporations and vice versa.

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Article 5. **Membership**

Section 5.01 **Eligibility:**

All persons interested in Amateur Radio communications are eligible for membership.

Section 5.02 Membership Types:

- (a) **Full** is open to licensed amateurs. Full membership includes all club privileges as well as rights to hold a director's position and to vote for club officers.
- (b) **Associate** is open to those actively engaged in a class leading to an Amateur Radio license and all other interested persons. Associate membership includes all club privileges except for the right to hold office and vote for club directors.
- (c) **Honorary** may be conferred by a vote of members at an *Annual General Meeting*. It carries the rights of associate membership and is exempt from annual membership dues.

Section 5.03 **Membership Withdrawal:**

A member shall cease to be a member of the North Bay Amateur Radio Club (NBARC) upon giving notice in writing to the *Club* of their intention to withdraw from membership and shall cease to be a member upon the date therein specified or its earlier acceptance by the *Board*.

Section 5.04 **Membership Cancellation:**

The membership in *General Meeting* may, by a resolution passed by a three-quarters vote of membership as voted in person or by proxy at any time cancel the membership of a member; provided that at least seven days' notice of such meeting and of the resolution proposed to be passed thereat shall be given to such member who it is proposed to remove.

Such notice may be delivered personally or mailed to the last address of such member as shown on the register of members. Any member named in such notice is entitled to be heard on the resolution at the *General Meeting*.

Section 5.05 **Membership Dues:**

The *Club*, by majority vote of those present at any *Regular or General Meeting*, may levy upon the membership such dues or assessments as shall be deemed necessary for the business of the *Club*.

Non-payment of such dues or assessments may be cause for membership cancellation from the *Club* within the discretion of the membership.

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Article 6. Club Management: Board of Directors

Section 6.01 The affairs of the *Club* shall be managed by a *Board* of not less than two nor more than six directors, and, in any event the number of directors being less than the minimum aforesaid, they shall not act other than to appoint a director or directors, or to call a *General Meeting* of the *Club*, until the number of directors has been made up to the said minimum. The maximum and minimum number of directors aforesaid shall, be altered only in compliance with the provisions of the *Act*. The first permanent directors shall be appointed by a majority of the subscribers to the Memorandum of Association of the *Club*, and, until their appointment, the subscribers to the Memorandum of Association shall be the directors of the *Club*.

Section 6.02 **Additional Directors**

The *Board* shall have the power to appoint any other person, with their consent, to be a director of the *Board*, either to fill a casual vacancy occurring in, or as an addition to, the *Board*, but the total number of directors shall not at any time exceed the maximum hereinbefore prescribed. Any directors so appointed shall hold office until the next following *Annual General Meeting* of the *Club*, and then shall be eligible for re-election.

Section 6.03 **Powers of Directors**

The management of the activities of the *Club* shall be vested in the directors who, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the *Club* and are not hereby or by statute expressly directed or required to be exercised or done by the *Club* in *General Meeting* but, subject nevertheless to the provisions of the *Act* and of these By-Laws and to any regulations, from time to time made by the members in *General Meeting* provided that no regulation so made shall invalidate any prior act of the directors which would have been valid if such regulation had not been made.

Section 6.04 **Term and Election of Directors**

The election of directors shall take place at each *Annual General Meeting* of the members and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the directors or the members otherwise determine. The election shall be by ordinary resolution. At any *General Meeting* at which an election of directors ought to take place, if such election does not take place, the retiring directors shall continue in office until directors have been elected at a subsequent *General Meeting* or until the *Annual General Meeting* in the next year, and so on from time

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to time until such election takes place or the successors of the retiring directors are elected or appointed.

Section 6.05 Removal of Directors

The *Club*, in *General Meeting* by special resolution, may remove any director before the expiration of his period of office by a three-fourths vote of the membership in person or by proxy, and by ordinary resolution, may appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held the same if he had not been removed.

Section 6.06 Vacation of Office

A director ceases to hold office when:

- (a) the director dies;
- (b) the director is removed from office by the members;
- (c) the director ceases to be qualified for election as a director as provided in the Act; or the director's written resignation is sent or delivered to the *Club*, or,
- (d) if a time is specified in such resignation, at the time so specified, whichever is later.

Section 6.07 Directors' Remuneration

A director shall not be paid compensation by the *Club* for his services as a director. The *Board* may, by ordinary resolution, reimburse a director for all reasonable out-of-pocket expenses necessarily incurred by the director in the performance of his or her duties as a director.

Section 6.08 Directors' Interest

A director who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a proposed contract or arrangement with the *Club* shall disclose the nature and extent of his or her interest at the meeting of the *Board* at which the contract or arrangement is first taken into consideration, or if the director is not at the date of that meeting interested in the proposed contract or arrangement, at the next meeting of directors held after the director becomes so interested, and in a case where the director becomes so interested in a contract after it is made or entered into, the disclosure of the director's interest shall be made at the first meeting of the *Board* held after he or she becomes so interested. Subject to the foregoing a director shall be entitled to vote in respect of any proposed contract or arrangement in which he or she is so interested.

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Article 7. Club Management: Officers

Section 7.01 The officers of this *Club* shall be: President, Secretary and Treasurer or a Secretary-Treasurer and any such other officers as the directors may determine, including a Vice-President or Vice-Presidents or one or more assistants to any of the officers so appointed.

- (a) The *Board* may vary, add or limit the duties and powers of and, in accordance with these By-Laws and subject to the provisions of the *Act*, delegate such officer's powers to manage the business and affairs of the *Club*.
- (b) Subject to this Article and Article 6, an officer may but need not be a director.

Section 7.02 **Officers term**

- (a) The officers of the club shall be elected for a term of one year by vote of the members present at the *Annual General Meeting*.
- (b) Each officer appointed by the directors shall hold office until the next *Annual General Meeting*.
- (c) Officers may be removed at a *General Meeting* by a three-fourths vote of the membership.
- (d) Vacancies occurring between elections must be filled by special elections at the first *Regular Meeting* following the removal, withdrawal, resignation or vacation.
- (e) At any *General Meeting* at which an election of officers ought to take place, if such election does not take place, the retiring officers shall continue in office until officers have been elected at a subsequent *General Meeting* or until the *Annual General Meeting* in the next year, and so on from time to time until such election takes place or the successors of the retiring officers are elected or appointed.

Section 7.03 **Officers duties:**

- (a) The President shall preside at all meetings of the *Club*, and conduct them according to the rules adopted. He 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. The President will assume the Vice-President's duties should a Vice-President's position not be filled.
- (b) The Vice-President shall assume all the duties of the President in his absence. In addition, he shall organize *Club* activities, plan and recommend contests for operating benefits, and advance *Club* interest and activity as approved by the *Club*. He shall maintain close liaison with the RAC District or Section Emergency Radio Coordinator to further *Club* participation in the Amateur Radio Emergency Service. (ARES)

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- (c) The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, carry on all correspondence, read communications at each meeting, and give meeting notices to each member. At the expiration of his term he shall turn over all items belonging to the *Club* to his successor.
It shall be the duty of the Secretary to keep the constitution and By-Laws of the *Club* and have the same with him at every meeting. He shall note all amendments, changes and additions on the constitution and by-laws and shall permit it to be consulted by members upon request.
- (d) 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 shall submit an itemized statement of disbursements and receipts.
At the end of his term he shall turn over everything in his possession belonging to the *Club* to his successor.

Section 7.04 **Powers and Duties of Other Officers**

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the *Board* may specify and delegate. Any of the duties and powers of an officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the *Board* otherwise directs.

Article 8. **Business of the Club:**

Section 8.01 **Minutes:**

The *Board* shall cause minutes to be made in books provided for that purpose:

- (a) of all appointments of officers made by the *Board*;
- (b) of the names of the directors present at each meeting of the *Board* and of any committee of directors;
- (c) of all resolutions and proceedings of all *General Meetings* and meetings of the *Board* and of the executive committee.

Section 8.02 **Notice:**

- (a) Notice (which term includes any communication or document) may be given (which term includes sent, delivered or served) by telephone call, e-mail or any other communications service as determined by the *Board*.

- (b) Notice shall be deemed to be sufficiently given:

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- (i) if delivered personally to the person to whom it is to be given or
 - (ii) if delivered to his or her recorded address or
 - (iii) if mailed to the recorded address by prepaid mail or
 - (iv) if sent to the recorded address by means of fax, email, or any means of transmitted or recorded communication.
- (c) The accidental omission to give such notice to any member, or the non-receipt by any member of such notice or any error in any notice not affecting the substance thereof shall not invalidate the proceedings at any meeting held pursuant to such notice or otherwise founded thereon.

Section 8.03 Manner of Signing Notice

The signature to any notice to be given by the *Club* may be lithographed, written, printed or otherwise mechanically reproduced.

Section 8.04 Waiver of Notice

At any meeting, if all the members are present, either in person or by proxy, they may waive the necessity of giving any previous notice of such meeting and an entry in the minutes of such meeting of such waiver shall be sufficient evidence of the due convening of the meeting.

Section 8.05 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

Section 8.06 Corporate Seal

The *Club* shall have a corporate seal of such design as may be approved by the *Board*.

Section 8.07 Execution of Instruments

The corporate seal shall be affixed to all documents requiring execution under the corporate seal of the *Club* by the President and Secretary or by such officer of the *Club*, or such other person or persons as may be authorized, from time to time by the *Board*. Any documents which are to be executed on behalf of the *Club* but which do not require a corporate seal shall be executed by the President and Secretary or by such officer of the *Club*, or such other person or persons as may be authorized, from time to time, by the *Board*.

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Article 9. **Finance:**

Section 9.01 **Fiscal Year**

The financial year of the *Club* shall terminate on such date as may be determined from time to time by resolution of the *Board*.

Section 9.02 **Banking Arrangements**

The banking business of the *Club* including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the *Board*. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the directors may from time to time prescribe or authorize.

Section 9.03 **Auditors**

The *Club* at each *Annual General Meeting* shall appoint one or more auditors to hold office until the close of the next *Annual General Meeting* and, if any appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

The directors may fill a casual vacancy in the office of auditor but while the vacancy continues the surviving or continuing auditor, if any, may act.

The *Club*, in *General Meeting* by special resolution, may remove any auditor before the expiration of the term of office, and by ordinary resolution may appoint another auditor in its stead for the remainder of the term. The remuneration of the auditor shall be fixed by the *Board*.

Section 9.04 **Borrowing Powers**

The directors of the *Club* may from time to time:

- (a) borrow money upon the credit of the *Club*;
- (b) issue, reissue, sell or pledge debt obligations of the *Club*; and
- (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the *Club*, owned or subsequently acquired, to secure any debt obligation or indebtedness of the *Club*.
- (d) Nothing herein limits or restricts the borrowing of money by the *Club* on Bills of Exchange or Promissory Notes made, drawn, accepted or endorsed by or on behalf of the *Club*.

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Article 10. Meetings:

Section 10.01 **Rules of Order:**

Robert's Rules shall govern proceedings.

Section 10.02 **Place of Meeting**

Meetings shall be held within the City of North Bay or as may be determined by the *Board* within the Province of Ontario.

Section 10.03 **Quorum**

For all purposes but subject to Article 11, the quorum for a *Meeting* shall be six members present in person or by proxy. No business shall be transacted at a meeting unless the requisite quorum is present at the commencement of the business.

Section 10.04 Proxies

Each member may by means of a proxy appoint a proxy holder, or one or more alternate proxy holder, who must be a member of the *Club*, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by such proxy.

A proxy shall be in writing executed by the member or his attorney authorized in writing and shall conform with the requirements of the *Act*. A proxy is valid only at the meeting in respect of which it is given or at any adjournment thereof and may be revoked in accordance with the provisions of the *Act*.

Section 10.05 **Chairman, Secretary and Scrutineer(s)**

The President shall preside as Chairman at every meeting and in the President's absence a Vice-President, and if none of these are present, or if at any meeting, they are not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose a member of the *Board* present to be Chairman, or if no member of the *Board* shall be present and willing to take the Chair, the members present shall choose one of their number to be Chairman.

If the Secretary of the Club is absent, the Chairman shall appoint some person, who need not be a member, to act as Secretary of the meeting. One or more scrutineers, who need not be members, may be appointed by ordinary resolution of the members or by the Chairman with the consent of the meeting.

Section 10.06 Voting and Votes to Govern

At any *Meeting* every question shall, unless otherwise required by some provision of these Articles or the *Act*, be determined by a majority of votes cast on the question. In the case of an equality of votes at any *Meeting*, whether upon a show of hands or on a poll, the

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Chairman shall be entitled to a second or casting vote. Upon a show of hands or on a poll, each member present in person or represented by proxy shall have one vote.

Section 10.07 **Show Of Hands:**

At every *Meeting* every question shall be decided in the first instance by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll be demanded by at least two members present in person or represented by proxy, or as may in special instances be required by the *Act*.

A declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority shall be conclusive and an entry to that effect in the Minute Book of the *Club* shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Section 10.08 **Polls:**

If a poll be demanded in the manner above mentioned, it shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

For the purposes of any such poll, the Chairman of the meeting shall appoint one or more scrutineers with authority and power to conduct such poll, to canvas the votes of the members and proxies and to examine into the qualification of the voters.

In the case of any dispute as to the admission or rejection of a vote by the scrutineers, the Chairman of the meeting shall determine the same and such determination made in good faith shall be final and conclusive. A demand for a poll may be withdrawn.

Section 10.09 **Poll - Requirement to Conduct Immediately:**

A poll may be demanded upon the election of a Chairman, or upon a question of adjournment, and such poll shall be taken forthwith without adjournment. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Section 10.10 **Resolutions in Writing**

Notwithstanding anything to the contrary in the Articles, a resolution assented to and adopted in writing under the hands of all the members, though not passed at a *General Meeting*, shall be of the same force and effect as if it had been duly passed at a *General Meeting* duly convened, and no previous notice, or convening of any *General Meeting* for the purpose of passing such resolution, shall in such case be deemed to have been necessary whether the business transacted thereat is special or not, and a member may signify his assent to such

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resolution in writing under his hand or other written copy.

Section 10.11 Meetings by Telephone

If all the members consent, a member may participate in a meeting of the members by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a member participating in such a meeting by such means is deemed to be present at the meeting.

Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the members.

Section 10.12 Adjournment of Meeting

The Chairman may adjourn the *Meeting* from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Section 10.13 Regular Meetings.

Regular Meetings shall normally be held on the second Wednesday of each calendar month save July, August and December. The purpose of regular meetings is to transact regular *Club* business.

Section 10.14 General Meetings

General Meetings may be called by the President or upon the written request of five club members.

Where it is proposed to pass a special resolution at a *General Meeting*, such notice as is required to be given by the *Act*, and in all other cases, at least seven days' notice specifying the place, the day and hour of a *General Meeting* and, in case of special business, the general nature of such business, shall be given to the members in the manner hereinafter mentioned.

Notices shall be sent to members concerning general 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.

Section 10.15 Annual General Meeting

A *General Meeting* of the *Club* shall be held annually at such time as may be determined in accordance with the provisions of the *Act* or by the *Board*.

The business of an *Annual General Meeting* shall be to receive and consider the financial statement prepared in accordance with the *Act*, the report of the auditor to the members and the report of the *Board* to the members, the election of the *Board* and the appointment of an

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auditor or auditors and to transact any other business which under these Articles and the *Act* ought to be transacted at an *Annual General Meeting*.

Section 10.16 **General Meeting Adjournment**

If fifteen minutes after the time appointed for the holding of a *General Meeting* a quorum is not present, the members present or represented by proxy shall adjourn the meeting to the same day in the next week at the same time and place; and if at such adjourned meeting a quorum is not present, those members who are present or represented by proxy shall be deemed to be a quorum, and may transact all business which a full quorum might have done.

Section 10.17 **Persons Entitled to be Present**

The only persons entitled to be present at a *General Meeting* shall be the members, the auditor of the *Club*, counsel for the *Club* and any director or officer of the *Club* who is not a member.
Any other person may be admitted only on the invitation of the Chairman or with the consent of the meeting.

Section 10.18 **Extraordinary General Meeting**

Extraordinary General Meetings of the *Club* may be convened by the *Board* whenever they think fit or may be convened upon the requisition of the members in the manner provided in the *Act* for the convening of extraordinary general meetings.

Article 11. DIRECTORS' MEETINGS

Section 11.01 **Calling of Meetings**

Meetings of the *Board* may be called at any time by the Secretary at the request of the President, a Vice-President or a director.

Section 11.02 **Place of Meetings**

Meetings of the *Board* or of any committee of directors may be held at any place in the Province of Ontario.

Section 11.03 **Notice of Meeting and Waiver of Notice**

Notice of the time and place of each meeting of the *Board* shall be given to each director verbally, or in writing, by telephone or email or any other means of communication, not less than forty-eight hours before the time when the meeting is to be held.

A notice of a meeting of directors shall specify such matters to be dealt with at the meeting as are required by the *Act* to be specified therein but need not specify the purpose of or the business to be transacted at the meeting.

A director may in any manner and at any time waive notice of or

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otherwise consent to a meeting of the *Board*.

Section 11.04 First Meeting of New Directors

Notwithstanding anything to the contrary in these Articles contained, for the first meeting of the *Board*, held immediately after the election of directors at a *General Meeting*, no formal notice of such meeting of the *Board* shall be necessary provided that a quorum of directors be present.

Section 11.05 PROCEEDINGS OF DIRECTORS MEETINGS

(a) **Quorum**

The *Board* may meet together to conduct the business of the *Club*, adjourn and otherwise regulate its meetings as it shall think fit. For the transaction of business, three directors shall constitute a quorum. Notwithstanding any vacancy in the *Board*, a meeting of the *Board* at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the *Board*.

(b) **Chairman**

The President of the Club, or in the President's absence, a Vice-President shall be the Chairman of any meeting of the directors, and if none of these persons be present, or if such persons decline to act, the directors present shall choose one of their number to be Chairman.

(c) **Votes to Govern**

Questions arising at any meeting shall be decided by a majority of votes; in the case of an equality of votes, the Chairman of the meeting shall have a casting vote.

(d) **Meetings by Telephone**

If all the directors consent, a director may participate in a meeting of the directors or of a committee of the directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors and of committees of the directors held while a director holds office.

(e) **Resolution in Writing**

A resolution signed by all the members of the *Board*, as such, shall be as valid and effectual as if it had been passed at a meeting

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of the *Board*, duly called and constituted, and shall be entered in the Minute Book of the *Club* accordingly, and shall be held to relate back to any date therein stated to be the date thereof.

Article 12. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Section 12.01 Liability:

The *Club* will not be responsible for any damages, injury or loss of property to any member, guest or visitor to the *Club* or its events regardless of the reason or nature of such damage, loss or injury. Every member, guest or visitor shall use the *Club* facilities or attend events at his or her own risk.

The *Club* shall participate in the Liability Insurance Program offered by Radio Amateurs of Canada, Inc.

Section 12.02 Limitation of Liability

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the *Club* through the insufficiency or deficiency of title to any property acquired for or on behalf of the *Club*, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the *Club* shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the *Club* shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same is occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the *Act* and the regulations there under or from liability for any breach thereof.

Section 12.03 Indemnity

Subject to the limitations contained in the *Act*, the *Club* shall (and does hereby) indemnify a director or officer, a former director or officer, or a person who acts or acted at the *Club's* request as a director or officer of the *Club* and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the *Club* if:

- (a) he acted honestly and in good faith with a view to the best interests of the *Club*; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds

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for believing that such conduct was lawful.

Article 13. **Amendments to the By-Laws:**

These By-Laws may be amended by a two-thirds vote of the total membership present in person or by proxy.

Proposals for amendments shall be submitted in writing at a *Meeting* and shall be voted on at the next following *Regular Meeting*, provided all members have been notified of the intent to amend the By-Laws at said meeting.

Dated this 15th day of January, 2010.

Date of Revision to the By-Laws: _____