

# NORTHERN ALBERTA RADIO CLUB

## Special Resolution

500025986

I hereby certify that the following special resolution was passed at a meeting of the member of The Northern Alberta Radio Club on January 15, 2003.

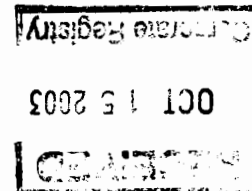
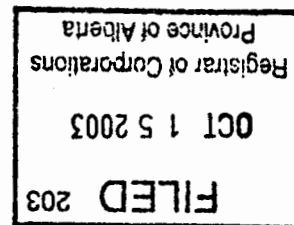
THE by-laws were changed as follows:

The existing by-laws are repealed and replaced by the attached by-laws.

Date: October 15, 2003

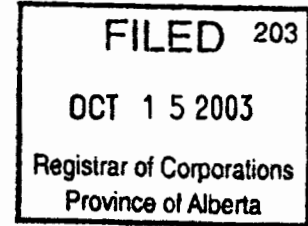
Signature: Bruce L. Aubert  
(Bruce L. Aubert)

Title: Treasurer



# The Northern Alberta Radio Club

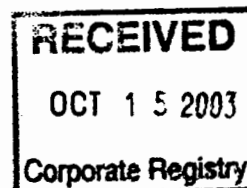
## By-Laws



### 1. MEMBERSHIP

500025986

- i. Any person with an interest in amateur radio and/or the holder of a certificate of proficiency in amateur radio may become a member of the club upon payment of a prescribed fee.
- ii. Membership fee, if any, in the club shall be determined from time to time, by the members at a general meeting.
- iii. Any member wishing to withdraw from membership may do so by giving notice in writing to the board through its secretary.
- iv. If any member is in arrears for fees or assessment for any calendar year, such member shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the club until reinstated.
- v. Honourary or associate members may be appointed by resolution of the board for such term as the board may determine from time to time.
- vi. Honourary or associate members may not move, second or vote on any motion or resolution, nor hold office in the club.
- vii. A member of the club is liable for the payment of fees and otherwise is liable under the rules of the club.
- viii. No member of the club, in their individual capacity is liable for a debt or liability of the club.
- ix. No director or officer of the club shall be liable for the acts, neglect or default of any other member, officer, director or employee or for any loss, damage or misfortune that may happen in the execution of the duties within the scope of any office or trust in relation thereto unless the same shall happen by or through a willful act or default of that member, officer, director or employee.
- x. Any member may be expelled upon a two-thirds majority vote of the club members attending a meeting called for the purpose and motive of which notice has been given to the member proposed to be expelled for any cause which the club may deem just and reasonable. Such votes must be made in person and not by proxy. Voting shall be by secret ballot, unless the meeting, by resolution otherwise decides.
- xi. Any member so expelled shall be advised by registered mail, within seven days of the decision.
- xii. Any member who has withdrawn from membership or has been expelled shall not have the right to vote at any meeting of the club.



# The Northern Alberta Radio Club

## 2. OFFICERS OF THE CLUB

### 2.1 PRESIDENT

- i. The president shall be ex-officio a member of all committees.
- ii. The president shall, when present, preside at all meetings of the club and the board.
- iii. In the absence of the president the vice-president shall preside at any such meetings, and in the absence of both a chairman may be elected by the meeting to preside thereat.
- iv. The president will employ Robert's Rules of Order in the exercise of the office.

### 2.2 VICE-PRESIDENT

- i. In the absence of the president the vice-president shall preside at meetings of the club and of the board.
- ii. Coordinates activities under direction of the president or the board.

### 2.3 SECRETARY

- i. It shall be the duty of the secretary to attend all meetings of the club and keep accurate minutes of the same.
- ii. The secretary shall have charge of the seal of the club which seal whenever used shall be authenticated by the signature of the secretary and the president, or, in case of death or inability of either to act, by the vice-president.
- iii. In case of absence, the duties of the secretary shall be discharged by such officer as may be appointed by the board.
- iv. The secretary shall record the minutes of all club and board meetings and prepare them for publication.
- v. The secretary shall have charge of all the correspondence of the club under direction of the president and the board.
- vi. The secretary shall keep a record of all club members, their addresses, the dates they became members and the date on which they ceased being a member.
- vii. Notify members as required of various meetings and collect and receive annual dues or assessment levied by the club, such monies to be promptly turned over to the treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as directed by the board.
- viii. The secretary shall file an annual report with the provincial government in compliance with the obligations and responsibilities of the Societies Act.

# The Northern Alberta Radio Club

## **2.4 TREASURER**

- i. The treasurer shall receive all monies paid to the club and shall be responsible for the deposit of the same in whatever Bank, Trust Company, Credit Union or Treasury Branch the board may order.
- ii. The treasurer shall properly account for the funds of the club and keep financial records as may be directed.
- iii. The treasurer shall present a full detailed account of receipts and disbursements to the board whenever requested and shall prepare for submission to the annual meeting a statement fully audited financial position of the club, as required, and submit a copy of same to the secretary for the records of the club.
- iv. The treasurer shall invest surplus funds, as the board may order, in such investment funds, prescribed by Provincial Government current Act regulating clubs and societies.

## **3. AUDITING**

- i. The books, accounts and records of the secretary and the treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the club elected for that purpose at a general meeting. A complete and proper statement of the standings of the books for the previous year shall be submitted by such auditor(s) at the annual meeting of the club.

The books and records of the club may be inspected by any member of the club at the annual meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer(s) having charge of same. Each board member shall at all times have access to such books and records.

- ii. The administration and fiscal year of the club shall be the calendar year.

## **4. THE BOARD**

- i. Board of directors or board shall mean the board of directors of the club.
- ii. Any regular member in good standing, after 1 year of membership, shall be eligible to any office in the club.
- iii. The board shall, subject to the By-laws or directions given by the majority vote at any meeting properly called and constituted, have full control and management of the affairs of the club, and meetings of the board shall be held as often as may be required, but at least once every three months, and shall be called by the president.
- iv. A special board meeting may be called on the instructions of any two members of the board provided they request the president in writing to call such meeting and state the business to be brought before the meeting.

# The Northern Alberta Radio Club

- v. Any five board members shall constitute a quorum, and meetings shall be held without notice if a quorum of the board is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the board, otherwise shall be null and void.
- vi. Meetings of the board shall be called by ten days notice in writing mailed to each board member or by three days notice by electronic communication or telephone.
- vii. The Board of the NARC shall consist of the officers of the Club (President, Vice President, Secretary and Treasurer) and elected directors. Each elected member of the board shall hold office for a term of two years with the exception that the president and the vice-president shall hold office for one year each.
- viii. The President and Vice President shall not hold office for more than two consecutive terms but shall be eligible for re-election upon the elapsing of one year following the expiration of their term of office.
- ix. There will be no limit to the number of times that Board members (excepting the President and Vice President) may be re-elected, providing that they are elected by the General Membership and that the term of office each time is two years, except where a vacancy occurs during the term of an appointment, in which case an individual may be elected to complete that term..
- x. The Past President will be a member of the Board without voting privileges. The term should run until the existing presidents term ends.
- xi. Any director may be removed from the office of the club for any cause that the club may deem just and reasonable, upon a two-thirds vote of members in good standing in attendance by special resolution. Any director so removed, shall be advised by registered mail, within seven days of the decision.

## 5.0 MEETINGS

- i. The club shall hold an annual meeting on or before November thirtieth of each year, of which due notice in writing is given to the last known address of each member. Due notice shall be ten days notice in writing mailed to each member or twenty one days notice published in the club newsletter.
- ii. At this annual meeting there shall be elected a president and vice-president for a one year term each. The treasurer and up to five directors shall be elected for a two year term each to begin serving a term in the odd numbered years. The secretary and up to five directors shall be elected for a two year term each to begin serving a term in the even numbered years.

# The Northern Alberta Radio Club

- iii. The officers and directors so elected shall form a board of directors and shall serve until their successors are elected and installed.
- iv. Any vacancy during the year shall be elected for the balance of the term at the next meeting provided it is so stated in the notice calling such meeting. If the president's position becomes vacant the vice-president shall fill the vacancy for the balance of the term of office.
- v. The club will hold general meetings on the third Wednesday of the month excepting July, August and December, at a time and place as set by the board, within the Province of Alberta. Members will be notified of the place and dates of each meeting by way of the Club's weekly two meter radio net at least one week in advance of the meeting and by notice in the preceding edition of the Emitter
- vi. A special general meeting of the club shall be called by the secretary or the president upon receipt of a petition signed by one third of the members in good standing, setting forth the reasons for calling such meeting, by due notice being served to each member. Due notice shall be ten days notice in writing mailed to the last know address of each member or twenty one days noticed published in the club newsletter. Twenty-five (25) members in good standing who are eligible to vote on motions shall constitute a quorum at a special general meeting.
- vii. Twenty-five members in good standing shall constitute a quorum at any annual or general meeting.
- viii. The board of directors may call additional board or special general meetings as, where and when required.

## **6. BORROWING POWERS**

- i. For the purpose of carrying out its objects, the club may borrow or raise or secure payment or money in such a manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under authority of the club, and in no case shall debentures be issued without sanction of a special resolution of the club.

# The Northern Alberta Radio Club

## 7. REMUNERATION

- i. No officer or member of the club shall receive remuneration for service rendered, unless authorized at any meeting and after notice for same shall have been given.

## 8. BY-LAWS

- i. The by-laws may be rescinded, altered or added new by a special resolution.

## 9. POLICIES AND PROCEDURES

- i. A policies and procedures manual shall be written which will set forth the objectives of the club and duties of each elected or appointed officer of the club.
- ii. The policies and procedures shall be altered only by special resolution.