

NORTHERN ALBERTA RADIO CLUB

Special Resolution

We hereby certify that the following special resolution was passed at the Annual General Meeting of the Northern Alberta Radio Club on November 18th 2015

The Bylaws were changed as follows:

The existing Bylaws were replaced by the attached Bylaws.

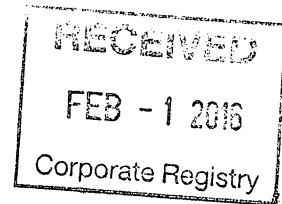
Date: January 30th 2016

Signature:

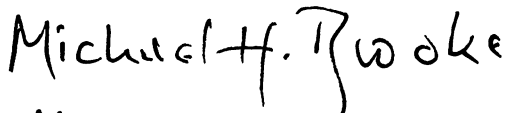


GREG G. YEATS

Title: President (2016)

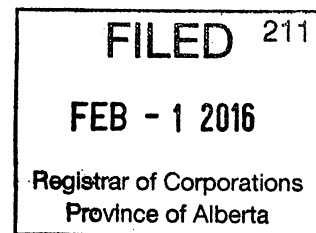


Signature:



MICHAEL H. BROOKE

Title: Vice President (2015)

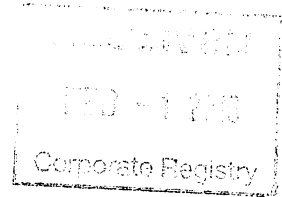


enclosed:

2 copies of Bylaws

The Northern Alberta Radio Club

By-Laws



1. MEMBERSHIP

- 1.1. Any person with an interest in amateur radio or the holder of a certificate of proficiency in amateur radio may become a member of the club upon payment of the dues.
- 1.2. The annual fee for each class of membership shall be suggested by the Executive to be approved by a majority of the members at a General Meeting.
- 1.3. Any member wishing to withdraw from membership may do so by giving notice in writing to the board through its secretary.
- 1.4. 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.
- 1.5. Honorary or associate members may be appointed by resolution of the board for such term as the board may determine from time to time.
- 1.6. Honorary or associate members may not move, second or vote on any motion or resolution, nor hold office in the club and shall not be required to pay any membership fees.
- 1.7. A member of the club is liable for the payment of fees and otherwise is liable under the rules of the club.
- 1.8. No member of the club, in their individual capacity is liable for a debt or liability of the club.
- 1.9. 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.
- 1.10. Any member may be expelled upon a two-thirds majority vote of the club members attending a meeting called for the purpose and notice of which has been given to the member. Such votes must be made in person and not by proxy. Voting shall be by secret ballot, unless the meeting, by resolution otherwise decides.
- 1.11. Any member so expelled shall be advised by registered mail, within fourteen days of the decision.

2. OFFICERS

2.1. PRESIDENT

- 2.1.1. The president shall be ex-officio a member of all committees.
- 2.1.2. The president shall, when present, preside at all meetings of the club and the Executive.
- 2.1.3. In the absence of the president, the Treasurer shall preside at any such meetings, and in the absence of both, a chairman may be elected by the meeting to preside thereat.
- 2.1.4. The president will employ Robert's Rules of Order in the exercise of the office.

2.2. SECRETARY

- 2.2.1. It shall be the duty of the secretary to attend all meetings of the club and keep accurate minutes of the same.
- 2.2.2. 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 Operations Facilitator.
- 2.2.3. In case of absence, the duties of the Secretary shall be discharged by such officer as may be appointed by the Executive.
- 2.2.4. The secretary shall record the minutes of all club and Executive meetings and prepare them for publication.
- 2.2.5. The secretary shall have charge of all the correspondence of the club under direction of the president and the Executive.
- 2.2.6. 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.
- 2.2.7. The secretary shall 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 Executive.
- 2.2.8. The secretary shall file an annual report with the provincial government in compliance with the obligations and responsibilities of the Societies Act.

2.3. TREASURER

- 2.3.1. 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 Executive may order.
- 2.3.2. The treasurer shall properly account for the funds of the club and keep financial records as may be directed.
- 2.3.3. The treasurer shall present a full detailed account of receipts and disbursements to the Executive 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.
- 2.3.4. The treasurer shall invest surplus funds, as the Executive may order, in such investment funds, prescribed by Provincial Government current Act regulating clubs and societies.
- 2.3.5 In the absence of the President, the treasurer shall preside over general or executive meetings.

2.4. OPERATIONS FACILITATOR

- 2.4.1. The operations facilitator shall oversee the installation, repair, maintenance and operation of radios and associated equipment owned or operated by the Club.
- 2.4.2. The operations facilitator will also oversee the development and maintenance of the Club's Property.
- 2.4.3. The operations facilitator shall maintain the inventory of Club equipment (hardware) and properly account for any funds spent in purchasing, selling or maintaining the Club's facilities.

3. DIRECTORS

- 3.1. The major part of the Club's activities (such as Training, Emergency Operations, Social Activities etc.) will be the province of the special interest groups. In the event that a particular activity becomes a priority for the Club, a Director may be elected to the Executive to further that activity and to provide a direct link between the special interest group and the Executive.
- 3.2. The responsibilities of a Director as well as the term of office will be determined by consultation between the Executive and the special interest group and will be communicated to the Director at the time of election.

- 3.3. Election of a Director will take place at any general meeting or the annual meeting in accordance with the By-laws of the Club (see the Policy and Procedures Manual under 'Elections'). The term of office shall be flexible but no more than two (2) years

4. AUDITING

- 4.1. 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.
- 4.2. 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 Executive member shall at all times have access to such books and records.
- 4.3. The administration and fiscal year of the club shall be the calendar year.

5. EXECUTIVE BOARD

- 5.1. The executive board shall mean the Officers and Directors of the Club
- 5.2. Any Regular Member in good standing, after 1 year of current membership, shall be eligible to any office in the club.
- 5.3. The Executive 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 Executive shall be held as often as may be required, but at least once every three months, and shall be called by the president.
- 5.4. A special Executive meeting may be called on the instructions of any two members of the Executive provided they request the president in writing to call such meeting and state the business to be brought before the meeting.
- 5.5. Three Executive members, one of whom will be either the President or the Treasurer shall constitute a quorum, and meetings shall be held without notice if a quorum of the Executive is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Executive, otherwise shall be null and void.
- 5.6. Meetings of the Executive shall be called by ten days' notice in writing mailed to each Executive member or by three days' notice by electronic communication or telephone.

- 5.7. The Executive of the NARC shall consist of the officers of the club (President, Secretary, Treasurer and Operations Facilitator) and elected directors. Each elected member of the Executive shall hold office for a term of two years with the exception that the president shall hold office for one year and the term of a Director will be flexible and determined by the Executive at the time of election but no longer than two years.
- 5.8. The President shall not hold office for more than four consecutive terms but shall be eligible for re-election upon the elapsing of one year following the expiration of their term of office.
- 5.9. There will be no limit to the number of times that Executive members (excepting the President) may be re-elected, providing that they are elected by the general membership and that the term of office each time is no longer than two years. When a vacancy occurs during the term of an appointment, an individual may be elected to complete the term.
- 5.10 Any director or officer 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 at a regularly constituted meeting. Any director so removed, shall be advised by registered mail, within seven days of the decision.

6. MEETINGS

- 6.1. The club shall hold an annual meeting on or before November thirtieth of each year, of which due notice is given to each member. Due notice shall be ten days' notice mailed to each member or twenty one days' notice published on the club Website.
- 6.2. At this annual meeting there shall be elected a president for a one year term. The other officers of the club will be elected at the appropriate annual meeting as follows: the treasurer shall be elected for a two year term to begin serving the term in the odd numbered years. The Secretary and the Operations Facilitator shall be elected for a two year term each to begin serving the term in the even numbered years.
- 6.3. Directors may be elected at the annual meeting or at a general meeting at any time.
- 6.4. The officers and directors so elected shall form the Executive Board and shall serve until their successors are elected and installed.
- 6.5. 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 Treasurer shall fill the vacancy for the balance of the term of office.
- 6.5. 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 on the Website.
- 6.6. 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 sent to the last known E-mail address of each member or twenty one days noticed published on the Website.
- 6.7. Twenty members in good standing shall constitute a quorum at any annual or general meeting.
- 6.8. The Executive may call additional executive or special general meetings as, where and when required.

7. BORROWING POWERS

- 7.1. For the purpose of carrying out its objectives, 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.

8. REMUNERATION

8.1. No officer, director 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.

9. BY-LAWS

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

10. POLICIES AND PROCEDURES

10.1. 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.

10.2. The policies and procedures document may be amended from time to time as recommended by the executive and approved by a two thirds majority of members present at a general meeting. The proposed amendment will be published at least 21 days ahead of such meeting.

11. THE SEAL OF THE NORTHERN ALBERTA RADIO CLUB

The seal of the Northern Alberta Radio Club is kept on the Northern Alberta Radio Club property. It is housed in the Treasurer's Cabinet in the Club building.