

WRARC - White Rock Amateur Radio Society  
9 November 2008 - amended 6 May 2011  
CONSTITUTION AND BY-LAWS

**CONSTITUTION:**

1. *The name of the society is the WHITE ROCK AMATEUR RADIO CLUB.*
2. *The purpose of the Society is to promote amateur radio in all its various aspects such as but not limited to developing a general public interest in amateur radio, acting as an educational resource in amateur radio and promoting development of amateur radio operator relationships.*
3. *The society is a non-profit organization and shall hold regular membership meetings to carry on the business of the society.*
4. *The Society may participate in Emergency Measures activities and in such other communication related activities as are legal, are within its capabilities, and are sanctioned from time to time by its membership.*

**BY-LAWS (Parts A-I)**

**Part A — Interpretation (Sections 1 & 2)**

1. In these bylaws, unless the context otherwise requires:

"directors" means the directors of the society for the time being;

"Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

"special resolution" means

(a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a society who, being entitled to do so, vote in person or, if proxies are allowed, by proxy

(i) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or

(ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given,

"definitions" means the definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

**Part B — Membership (Sections 3-10)**

3. A person who is a licensed amateur radio operator may apply to the directors for membership in the society and on acceptance by the directors and the payment of the dues is a member and, in any case, has not ceased to be a member.

4. Every member must uphold the constitution and comply with these bylaws.

5. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

6. The society shall have three categories of membership as follows:

6(a) **Member in good standing**- a licensed amateur radio operator who has made application to and who has been accepted into membership by the directors and has paid their dues. A

member in good standing has the right to vote at all members meetings and is eligible to be a director. A member loses their membership in the society for not paying their annual dues by Jan 31 of the year in which the dues apply.

- 6(b) **Associate Member**- a person who is not a licensed amateur but who has displayed interest in amateur radio, and who has made application and who has been accepted into membership by the directors. An Associate member cannot vote at meetings and cannot be a director.
- 6(c) **Life Member**- a licensed amateur radio operator who is a member in good standing and who has been designated as such by ordinary resolution of the membership.
- Life members are members in good standing and shall pay no fees to remain such and are not ordinarily expected to be at general meetings.
  - Life members can serve as directors.
  - Life members not in attendance at meetings do not count towards the quorum of duly constituted meetings of the membership.
  - If a Life Member is a director, that person always counts towards a directors' quorum.
- 6(d) **Honourary Member**- some members be deemed "honourary" by the directors, who will not be expected to participate in club activities. Honourary members shall not pay dues, cannot serve as directors, and do not count towards the quorum of club meetings.
7. The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at a general meeting of the society.
- 7(a) Membership dues collected after September 1st of a given year shall be considered to be dues for the whole of the subsequent fiscal year (*cf. By-law 40*), as well as for the remaining time of the given year.
8. A person ceases to be a member of the society (*cf. by-law 6(a)*)
- 8(a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - 8(b) on his or her death or, in the case of a corporation, on dissolution,
  - 8(c) on being expelled, or
  - 8(d) on having been a member not in good standing for 12 consecutive months.
9. A member may be expelled by:
- 9(a) a special resolution of the members passed at a general meeting.
  - 9(b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - 9(c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
10. All members are in good standing except:
- 10(a) a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.
  - 10(b) a member who does not uphold the constitution and comply with these bylaws

#### Part C — Meetings of Members (Sections 11-17)

11. The members in good standing of the society exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the directors of the society, but subject, nevertheless, to
- 11(a) all laws affecting the society,
  - 11(b) these bylaws, and
  - 11(c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

12. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide. 30% of the membership in good standing can petition the directors to call a general meeting, and the directors must comply within 14 days.
  - 12(a) General meetings are to be held approximately monthly. (*cf. By-Law 18*)
  - 12(b) Annual General meetings will normally be held in the fall and meet to consider setting the budget, appointing an auditor (if any), and elect directors, as well as any other business concerning the society. (*cf. By-Law 18*)
13. The Rules of Order for all meetings of the society shall be **Bourinot's Parliamentary Procedure and Practise, 1924** - *cf. "Bourinot's Rules of Order: Being a Canadian Manual on the Procedure at Meetings of Shareholders and Directors of Companies, Conventions, Societies and Public Assemblies Generally, 208 pages."*
14. Notice of a general meeting must:
  - 14(a) specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
  - 14(b) the accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
15. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
16. The membership may provide a common seal and logos for the society and may destroy a seal or logo and substitute a new logo in its place.
17. The common seal must be affixed only when authorized by a resolution of the membership and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and treasurer.

#### Part D — Proceedings at General and Annual Meetings (Sections 18-23)

18. The membership meetings can consider:
  - 18(a) all business at a general meeting except the adoption of rules of order, and
  - 18(b) all business conducted at an annual general meeting, except the following:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the directors;
    - (iv) the report of the auditor, if any;
    - (v) the election of directors;
    - (vi) the appointment of the auditor, if required;
    - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
  - 18(c) all business of an annual meeting when constituted as such, including:
    - (i) the consideration of the financial statements;
    - (ii) the report of the directors;
    - (iii) the report of the auditor, if any;
    - (iv) the election of directors;
    - (v) the appointment of the auditor, if required;
    - (vi) business that is brought under consideration by the report of the directors issued with the notice convening the meeting, including amending by-laws by special resolution.
19. The quorum for all membership meetings shall be 25% of the total voting membership as well as a majority of the directors. (*cf. Bylaws 6(d)*)
  - 19(a) life members count towards the quorum of members only if they are in attendance.
  - 19(b) life members who are directors always count towards a directors' quorum.

- 19(c) Subject to bylaw 19(f) there shall be at least one member present who is not a director but otherwise eligible to vote.
- 19(d) Business, other than the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 19(e) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 19(f) During those times when the number of directors is more than 50% of all members (*cf. 19a*) a quorum shall simply be 25% of the voting membership, as well as a majority of the directors and bylaw 19(c) shall not apply.
20. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
21. The president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general or annual meeting.
22. If at a general meeting there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair and proceed as quorum permits.
- 23 A member in good standing present at a meeting of members is entitled to one vote.
- 23(b) voting is by show of hands unless two members in good standing request a secret ballot.
- 23(c) voting by proxy is not permitted.
- Part E — Directors and Officers (Sections 24-30)
24. The membership shall elect from their number at least five (5) directors:
- 24(a) the directors can only conduct business allowed to them by these by-laws, by the Society Act, or by ordinary resolution of the members.
- 24(b) the number of directors can be varied by ordinary resolution of the membership but must not be less than 5 in number.
25. Amongst themselves, the directors shall elect for the society officers consisting of the president, vice president, secretary, treasurer with the remaining being directors at large of the society.
26. The directors retire from office at each annual general meeting when their successors are elected.
- 26(a) an election may be by acclamation if the number of members proposed as directors equals the number of directors allowed.
27. The members may appoint a member as an acting-director to fill a vacancy in the directors.
- 27(b) an acting-director so appointed holds office only until the conclusion of the next annual general meeting of the society, and is eligible for re-election at the meeting.
28. A quorum for a directors' meeting is the majority of the directors.
- 28(a) if a director resigns his or her office, ceases to hold office or is expelled from membership, the members must appoint a member to take the place of the former director at the earliest opportunity.
- 28(b) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
29. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor by ordinary resolution to complete the term of office.
30. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

#### Part F — Proceedings of Directors (Sections 31-33)

##### 31 - The directors:

- 31(a) call and convene meetings of the membership
  - 31(b) consider, accept or reject applications for membership in the society.
  - 31(c) act as the executive to the membership between meetings and report any and all activities to the membership at the next most convenient meeting of the membership.
  - 31(d) The directors may meet at the places they think fit to conduct business not prohibited by these by-laws, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - 31(e) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
32. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes, the president can both propose and vote on motions. In the case of a tie vote, the chair does not have a second or casting vote and the motion is lost.
33. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

#### Part G — Duties of Officers (Sections 34-39)

34. The president presides at all meetings of the society, the membership and of the directors. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
35. The vice president must carry out the duties of the president during the president's absence. In the case of the president being expelled as either a member or a director or otherwise loses membership, the vice-president shall become the president.
- 36 The secretary must do the following:
- 36(a) conduct the correspondence of the society;
  - 36(b) issue notices of meetings as duly called by the members by petition or directors;
  - 36(c) keep minutes of all meetings of the society and directors;
  - 36(d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - 36(e) have custody of the common seal of the society;
  - 36(f) maintain the register of members, including their names, addresses, membership status in the society, as well as their membership in Radio Amateurs of Canada.
37. The treasurer must
- 37(a) keep the financial records, including books of account, necessary to comply with the Society Act, and
  - 37(b) render financial statements to the directors members and others when required.
38. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer. If a secretary treasurer holds office, the total number of directors must not be less than 5 or must conform to the number that may have been determined under bylaw 24(b).
39. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

#### Part H — Borrowing & Fiscal matters (Sections 40-43)

- 40 The fiscal year for the Society shall be from January 1st to December 31st.
- 41 In order to carry out the purposes of the society the membership may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 42 A debenture must not be issued without the authorization of a special resolution.

43 The members may, by special resolution, restrict the borrowing powers of the society, but a restriction imposed expires at the next annual general meeting.

Part I — Auditor (Sections 44-47)

44. This part applies only if the society is required or has resolved to have an auditor.

45. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

46. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

47. An auditor may be removed by ordinary resolution