
1 A Bylaw generally relating to the conduct of the
2 business and affairs of the
3 OTTAWA VALLEY MOBILE RADIO CLUB Inc.
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5 **1. General**

6 **a. Purpose**

- 7 i. The objectives for which the Ottawa Valley Mobile Radio Club was
8 incorporated were expressed in the Letters Patent, March 16, 1962 and
9 remain:
10 1. to promote interest in and study of amateur radio transmission;
11 2. to promote discussions on technical subjects and thereby to
12 improve and maintain mobile radio activities on a high standard;
13 3. to co-operate and assist civil authorities to the fullest extent
14 possible in any emergency;
15 4. to foster goodwill and understanding among radio amateurs;
16 5. to hold regular broadcast meetings at such times and frequencies as
17 may be specified by the executive body; and
18 6. to promote social activities among the members and their families;
19 PROVIDED, however, that the Corporation shall not maintain a
20 clubhouse or similar premises.

21 **b. Language**

- 22 i. Corporation and the Club shall conduct all business in English.

23 **c. Jurisdiction**

- 24 i. This set of Bylaws shall be governed by the Laws of the Province of
25 Ontario in the Country of Canada.

26 **2. Definitions and Interpretation**

27 **a. Definitions**

- 28 i. In this Bylaw, unless the context otherwise requires:
29 1. “Act” means the Not-for-Profit Corporations Act (ONCA), 2010
30 (Ontario) and, where the context requires, includes the regulations
31 made under it, as amended, or re-enacted from time to time;
32 2. “Agent” a non Club entity acting on behalf of the Club;
33 3. “AGM” means the Annual General Meeting of the Membership,
34 also known as the Annual Members’ Meeting;
35 4. “Articles” refer to Letters Patent;
36 5. “Board” means the board of Directors of the Corporation;

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6. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force and effect;
7. “Chair” means the chairperson of the Board;
8. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
9. “Club” means the Corporation named the Ottawa Valley Mobile Radio Club Incorporated (OVMRC);
10. “Day”, as used in this document, shall mean a calendar day unless otherwise stated.
11. “Director” means an individual occupying the position of Director of the Corporation who is also an Officer of the Corporation elected by the membership. Directors of the OVMRC shall be: President, Vice-President, Secretary, Treasurer, and Director-at-large;
12. “Executive Committee” means the President, the Vice President, the Secretary, Treasurer, Director-at-large, and any other positions appointed to the Executive Committee by the Board;
13. The “Regulator” is the department of the Government of Canada responsible for spectrum management and telecommunication. As of October 2024 the responsible Federal Government Department is Innovation, Science and Economic Development Canada (ISED);
14. “Licensed Amateur Radio Operator” means a person who holds a Certificate of Proficiency in Amateur Radio pursuant to the Radiocommunication Act;
15. “Member” means a person who has paid their annual dues to the Club for the current September to the end of August operating season of the Club;
16. “Members” means the collective membership of the Club;
17. “Officer” includes Executive Officers and any other position that the Board appoints;
18. “RAC” means Radio Amateurs of Canada, a national organization for the promotion and advocacy of Amateur Radio in Canada, and
19. “Radiocommunication Act” means the Radiocommunication Act ((R.S.C., 1985, c. R) of Canada, including the regulations made under, as amended, or re-enacted from time to time.

b. Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

c. The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

82 **d.** If any of the provisions contained in the Bylaws are inconsistent with those
83 contained in the Articles or the Act, the provisions contained in the articles, or the
84 Act will prevail.

85 **e.** Applicable Documents:
86 i. ONCA - Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15
87 ii. Standard Organizational by-laws - Not-for-Profit Corporations Act, 2010:
88 Standard organizational by-law
89 iii. Guide to the Not-for-Profit Corporations Act, 2010
90 iv. OVMRC Letters patent 1962 – Held by the OVMRC Secretary
91 v. RAC Code of Ethics / Operating Guidelines

92 **3. Directors**

93 **a. Number**

94 i. The number of Directors shall be an odd number and a minimum of 3.

95 **b. Election**

96 i. The Members elect the Directors at the Annual General Meeting.

97 **c. Eligibility to stand for election as a Director**

98 i. Open only to Full Members and Life Members of Club in good standing
99 over the last two consecutive years and;
100 ii. Holds a valid call sign and Canadian Certificate of Proficiency in Amateur
101 Radio and call-sign issued by ISED.

102 **d. Term of Office**

103 i. Elected Directors shall be elected for a 1-year terms, and;
104 ii. There is no limit on the number of successive one year elected terms an
105 eligible member of the club can serve as a Director.

106 **e. Forced Vacancies**

107 i. A Director will stop holding office immediately if they:
108 1. die, or
109 2. become bankrupt, or
110 3. are forcibly removed, or
111 4. found to be incapable of managing property by a court or under
112 Ontario law.
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114 **f. Resignations**

115 i. A Director may resign by written notice to the Corporation.
116 ii. A Director who resigns will stop holding office when the Corporation
117 receives the written notice or at the time specified in the notice, whichever
118 is later.
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- 120 **g. Removal of Director**
- 121 i. Members may remove a Director before the end of their term of office.
- 122 ii. Members may do this by passing a resolution at a Members' Meeting with
- 123 a simple majority of 50% plus one vote of the votes cast by the Members.
- 124 iii. If a vacancy occurs because of the Members removing a Director, the
- 125 Members may fill the vacancy by a simple majority of 50% plus one vote.

126 **h. Mid-Term Vacancies**

- 127 i. A quorum of Directors may fill a vacancy among the Directors by a
- 128 majority vote.
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- 130 ii. The total number of Directors so appointed may not exceed one-third of
- 131 the number of Directors elected at the previous AGM of the members.

132 **i. Lack of Director Quorum**

- 133 i. If there are not enough Directors to make up a quorum or the Members did
- 134 not elect the minimum number of Directors set out in the Bylaws, the
- 135 Directors in office will, without delay, call a Special Members' Meeting to
- 136 fill the vacancy.
- 137 ii. If the Directors fail to call such a meeting, the meeting may be called by
- 138 any Member.

139 **j. Voting Threshold Mid-Term**

- 140 i. If the vacancy occurs because of the Members removing a Director, the
- 141 Members may fill the vacancy by a simple majority of 50% plus one vote.
- 142 ii. The Board may fill any other vacancy by a simple majority of 50% plus
- 143 one vote vote.

144 **k. Partial Term**

- 145 i. The Director elected to fill the vacancy will hold office for the remainder
- 146 of the removed Director's term. After that, the appointee will be eligible to
- 147 be elected as a Director by a membership vote.
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149 **l. Board Delegation**

- 150 i. The Board may appoint a Director to be a managing Director or a
- 151 committee of Directors and may delegate to the managing Director or
- 152 committee any of the powers of the Directors except those powers set out
- 153 in the Act that are not permitted to be delegated.
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155 **m. Board Committee Composition and Rules**

- 156 i. The Board will determine the composition and terms of reference for any
- 157 committee of Directors by resolution at any time.

158 ii. The Board may dissolve any committee by resolution at any time.

159 **n. Board Remuneration**

160 i. The Directors will fulfill their role as Director without remuneration.
161 Directors will not directly or indirectly receive any profit or other benefit
162 from occupying the position of Director.
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164 **4. Board Meetings**

165 **a. Quorum**

166 i. A quorum for the transaction of business will be three (3) Directors of the
167 five (5) Director positions.

168 **b. Chair**

169 i. The President of the Club will preside as Chair of Board meetings by
170 default.
171 ii. If the President is unavailable for any particular meeting, the Board shall
172 appoint the Vice-President or any other available Director as Chair to
173 preside at the Board meeting.

174 **c. Duties of the Chair**

175 i. The Chair will perform the duties described in the Bylaws and such other
176 duties as may be required by law or as the Board may determine from time
177 to time.
178 ii. This shall include:
179 1. calling and chairing meetings of the Board,
180 2. setting Board meeting agendas, and
181 3. chairing special committee meetings.

182 **d. Calling a Meeting**

183 i. The Chair or the President or any 3 Directors jointly may call meetings of
184 Directors at any time and any place on notice as required by the Notices
185 section of this Bylaw.
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187 **e. Advanced Notice**

188 i. Notice of the time and place for holding a meeting of the Board will be
189 given to every Director of the Corporation in the manner provided in the
190 Notices section of this Bylaw.

191 ii. Notice of the time and place of the meeting must be given not less than 7
192 days before the date that the meeting is to be held.
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194 iii. Notice must be given according to requirements set out in the Notices
195 Section of this Bylaw.

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- 196 iv. Notice of a meeting is not necessary if:
197 1. all the Directors are present, and none objects to the holding of the
198 meeting, or
199 2. those absent have waived notice or have otherwise signified their
200 consent to the holding of such meeting, or
201 3. a quorum of Directors is present, and it will be the first meeting of
202 a newly elected or appointed Board immediately following the
203 AGM of the Corporation.
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205 **f. Conducting Board Meetings**

206 **i. Rules of Order**

- 207 1. The latest set of Robert's Rules of Order will be used to conduct
208 Board meetings in an orderly fashion.

209 **ii. Chair**

- 210 1. The Chair will oversee Board Meetings.
211 2. If the Chair is absent, the Directors present will choose a Director
212 to act as the Chair.
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214 **iii. Voting**

- 215 1. Each Director, including the Chair, has one vote.
216 2. Questions arising at any Board Meeting will be decided by a
217 simple majority of 50% plus one vote unless otherwise required by
218 the Act. For example, this may represent a majority vote of 3 of the
219 5 Directors of the Club or 2 of 3 with a quorum of 3 Directors in
220 attendance.

221 **iv. Phone and e-Meetings**

- 222 1. If all of the Directors of the Corporation consent, a Director may
223 participate in a meeting of the Board or of a committee of
224 Directors by telephone or other electronic means.
225 2. The telephone or electronic means must allow all participants to
226 communicate adequately with each other during the meeting.
227 3. A Director participating in the above ways is deemed to be present
228 at that meeting.
229 4. Board meetings may be held entirely by phone or other electronic
230 means.

231 **5. Officers and Agents**

232 **a. List of Executive Officers and Agents**

- 233 i. President,
234 ii. Vice-President,
235 iii. Secretary,
236 iv. Treasurer,
237 v. Director-at-Large, and

238 vi. Any other position that the Board appoints.

239 **b. Amateur Radio Status**

- 240 i. The following shall hold a valid Canadian Certificate of Proficiency in
241 Amateur Radio:
- 242 1. President,
 - 243 2. Vice-President,
 - 244 3. Secretary,
 - 245 4. Director-at-large, and
 - 246 5. Treasurer.

247 **c. Appointments and Removals**

- 248 i. The President shall be a Full or Life Member having good standing in the
249 Club for at least 2 years.
- 250 ii. The Board may appoint other Officers and Agents as it deems necessary.
251 These Officers and Agents will have such authority and duties as the
252 Board may assign from time to time.

253 **d. Duties of Other Officers**

- 254 i. Each Officer will perform the duties specified in the Appendix of these
255 Bylaws, those required by law and as the Board may determine from time
256 to time.

257 **e. Delegation of Duties or Powers**

- 258 i. Officers will be responsible for the duties assigned to them, but they may
259 delegate to others the performance of any or all such duties.
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261 **6. Legally Protecting Directors and Others**

262 **a. Directors and Officers Liability**

- 263 i. No Director, Officer or committee member of the Corporation will be
264 liable for:
- 265 1. the acts, neglects or defaults of any other Director, Officer,
266 committee member or employee of the Corporation, or
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 - 268 2. joining in any receipt or for any loss, damage or expense
269 happening to the Corporation through the insufficiency or
270 deficiency of title to any property acquired by resolution of the
271 Board or for or on behalf of the Corporation, or
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 - 273 3. the insufficiency or deficiency of any security in or upon which
274 any of the money of or belonging to the Corporation shall be
275 placed out or invested, or
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- 277 4. any loss or damage arising from the bankruptcy, insolvency, or
278 tortious act of any person, firm, or Corporation with whom or
279 which any moneys, securities or effects shall be lodged or
280 deposited, or
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282 5. any other loss, damage, or misfortune, whatever may happen in the
283 execution of the duties of his or her respective office or trust.

284 **b. Liability Preconditions**

- 285 i. No Director, Officer or committee members of the Corporation will be
286 liable for the above-mentioned things as long as they:
287 1. complied with the Act and the Corporation's Articles and Bylaws,
288 and
289 2. exercised their powers and discharged their duties in accordance
290 with the Act.

291 **7. Conflicts of Interest**

292 **a. Conflict Disclosure**

- 293 i. A Director who is a party to a material contract or transaction or proposed
294 material contract or transaction with the Corporation or is a .Director or
295 Officer having interest in any person who is a party to a material contract
296 or transaction or proposed material contract or transaction with the
297 Corporation shall make the disclosure required by the Act.

298 **b. Conflict and Voting**

- 299 i. No such Director should attend any part of a meeting of Directors or vote
300 on any resolution to approve any such contract or transaction, except as
301 provided by the Act.

302 **8. Membership.**

- 303 **a.** Membership in the Corporation will include the incorporators named in the Letters
304 Patent until such time as their membership ends.

- 305 **b. Membership Classes:** Membership in the Club shall consist of 3 classes of
306 Members:

307 **Full Member:** Full Membership shall be open to any person holding an amateur
308 radio call sign authorized to operate in Canada and having an interest in amateur
309 radio operations and activities, upon submission of an application and payment of
310 dues.

311 **Life Member:** Life Membership may be conferred upon selected radio amateurs
312 who have made an outstanding contribution to the community or to the Amateur
313 Radio Service through amateur radio activities. Candidates for Life Membership

312 shall be considered by the Club, provided that they have been nominated by at
313 least three (3) Full Members who have been Members in Good Standing for the
314 previous five (5) years, plus at least one member of the Executive Committee. A
315 motion to confer Life Membership shall be published in the Club newsletter
316 and/or Club web site. Such a motion shall be voted on by a secret ballot at a
317 Regular General Meeting and require a two-thirds (2/3) majority of Full Members
318 present to be carried. A Life Member shall not be required to pay dues.

319 **Associate Member:** Associate Membership shall be open to anyone having an
320 interest in amateur radio and Club activities, but not holding an amateur radio
321 certificate and call sign, upon submission of an application and payment of dues

322 **c. Application for Membership**

- 323 i. Membership shall be by application, either via an electronic form on the
324 Club web site or on a paper form as issued by the Club.
325 ii. The application shall contain the following:
326 1. Full name
327 2. Mailing address
328 3. Email address Telephone Number
329 4. Call sign if available
330 5. RAC Membership number if available

331 Any exception shall be by approval of the Board.

332 **d. Term**

- 333 i. The term of membership of a Full-Member and Associate-Member classes
334 of membership shall be 1 year, subject to renewal according to the policies
335 of the Corporation.
336 ii. The term of membership of a Life-Member is for the member's lifetime.
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338 **e. Member Rights**

- 339 i. Members in good standing of all classes are entitled to receive notices,
340 attend meeting and have the right to vote

341 **ii. Member Class Transfer**

- 342 1. Each Member of the Associate-Member Class automatically
343 transfers to the Full-Member Class upon receiving their Federal
344 government issued Certificate of Proficiency in Amateur Radio
345 and call sign.
346 2. A Member of the Full-Member Class may transfer to Life-Member
347 Class based on meeting the qualification and requirements
348 described in the Life-Member Class definition.
349 3. A Member of the Life-Member Class is not transferable.

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iii. Term

1. The term of membership of a Life Member member shall be until death, until resignation, or until forced to by reasons stated by the Board, subject to review according to the policies of the Club.

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f. Transfer of Membership

- i. Membership in the Club is not transferable..

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g. Discipline of Members

i. Discipliners

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1. The Board, the Members, a committee of the Board, a committee of the Members, or a committee of Directors and Members may pass a resolution authorizing disciplinary action or the termination of Membership for: violating the Radio Amateurs of Canada Code of Ethics or other policies, violating our bylaws and any other reasons calling for discipline in the discretion of Discipliner.

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ii. Discipline Notice

1. The discipliners must provide 15 days written notice to a Member before passing the above-mentioned resolution.

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iii. Notice Information

1. The notice will set out the reasons for the disciplinary action or termination of membership.

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iv. Disciplinee's Rights

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1. The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 7 days before the end of the 15-day period.
2. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

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9. Member's Meetings

a. Rules of Order

- i. The latest set of Robert's Rules of Order will be used to conduct Members meetings.

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b. Annual General Meeting (AGM)

i. Date and Place

1. The Board will decide the date and place of the AGM.
2. The AGM may be held entirely by electronic means.

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3. The place of the AGM, or the origination of the meeting if held by electronic means, must be within Ontario.

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ii. Agenda

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1. The business at the AGM will include the following:

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- a. Approve the agenda for the AGM,

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- b. Approve the minutes of the previous AGM and any Special Members Meetings,

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- c. Receive the President's report,

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- d. Approve the financial statements for the previous year,

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- e. Receive a report from the auditor or the person appointed to review the corporation's finances,

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- f. Reappoint the auditor or appoint a new person to do an audit or review engagement,

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- g. Receive the Nominations Committee report,

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- h. Elect Directors,

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- i. Any new or special business that was included in the notice of the meeting,

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- j. Any follow-up business items from previous Meetings that need to be revisited, these all will be listed as part of the agenda.

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iii. New AGM Agenda Items

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1. Members have a right to submit proposals to be added to the agenda.

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2. They must make a proposal to the Board prior to issuing the notice of the AGM in accordance with the Act, so that such an item of new business can be included in the notice of the AGM.

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3. No other item of business should be included on the agenda for the AGM unless the Membership votes by majority to include the agenda item.

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iv. Prior Access to Financial and Other Documents and Report

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1. Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the AGM, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

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c. Special Members Meeting

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i. Calling the Meeting

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1. The Directors may call a Special Members Meeting.

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ii. Member Driven Force

1. The Board will convene a Special Members Meeting on written request of not less than 20% of the Members or not less than 5 members, whichever is the greater, for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

d. Notice for Members Meetings

- i. Members and any other invited guest(s) shall be informed in the Notice-of-Meeting that this is either the AGM or a Special Members Meeting according to the Act.
- ii. Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any AGM or Special Members Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a financial review engagement.
- iii. Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgment on the decision to be taken.

e. Phone and e-Meetings

- i. A Member may participate in a Members Meeting by telephone or other electronic means. The telephone or electronic means must:
 1. allow all participants to communicate adequately with each other during the meeting,
 2. allow for verifying the identity of anyone casting a vote, and
 3. prevent other Members knowing how they voted if secret ballot has been requested.

f. Quorum

- i. A quorum for the transaction of business at a Members Meeting is a minimum of 25% of the membership.

g. Chair

- i. The Board Chair shall be the Chair of the Members Meeting.
- ii. In the Chair's absence, the Members present at any Members meeting will choose another Director as Chair.
- iii. If no Director is present, or If all the Directors present decline to act as Chair, the Members present will choose a Member present to Chair the meeting. Such a meeting held without the presence of at least one Director

466 may proceed but cannot make any binding decisions affecting the
467 operation of the Club.

468 **h. Voting**

- 469 i. Business arising at any Members' Meeting will be decided by a simple
470 majority of 50% plus one vote unless otherwise required by the Act or the
471 Bylaws.
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473 ii. Each Member will be entitled to one vote at any Members' Meeting.
- 474 iii. If a Member is unable to attend or participate in a Members Meeting, they
475 may appoint another Member to vote for them by proxy:
476 1. The Proxy must be in writing and submitted to the Chair prior to
477 the Meeting.
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479 iv. Votes will be taken by a show of hands among all Members present unless
480 otherwise required to be a secret ballot by the Act or requested by a
481 Member in accordance with the terms of these Bylaws.

482 **v. Written Ballot**

- 483 1. Before or after a show of hands has been taken on any question,
484 the Chair of the meeting may require, or any Member may
485 demand, a written ballot.
486 2. A written ballot so required or demanded will be taken in such
487 manner as the Chair of the meeting directs.

488 **vi. The Chair's Vote**

- 489 1. The Chair of the meeting, will have one vote.

490 **vii. Tie Votes**

- 491 1. If there is a tie vote, the Chair of the meeting must call for a
492 written ballot.
493 2. The Chair cannot vote in a written ballot to break a tie.
494 3. If the written ballot results in a tie, the motion doesn't pass.

495 **viii. Vote Records**

- 496 1. Whenever a vote by show of hands is taken on a question, unless a
497 written ballot is required or demanded, a declaration by the Chair
498 of the meeting that a resolution has been carried or lost and an
499 entry to that effect in the Minutes will be conclusive evidence of
500 the fact without proof of the number or proportion of votes
501 recorded in favour of or against the motion.

502 **ix. Abstentions**

- 503 1. An abstention will not be considered as a vote cast.

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i. Adjournments

- i. The Chair may, by resolution of a majority of votes cast at any Members Meeting, adjourn the Members' Meeting.
- ii. The Members must be provided with notice of the adjourned meeting.
- iii. Any agenda item not dealt with before a meeting is adjourned will be deferred to a subsequent meeting.

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j. Attendance

- i. The only persons entitled to attend a Members Meeting are:
 - 1. the Members,
 - 2. the Directors,
 - 3. the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and
 - 4. others who are entitled or required under any provision of the Act or the Articles to be present at the meeting.
- ii. Any other person may be admitted only if the Chair of the meeting invites them or by a simple majority of 50% plus one vote of the Members present who are in agreement.

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10. Notices

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a. Valid Ways of Sending

- i. Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:
 - 1. to the last address on record for that person, or
 - 2. by telephone, or
 - 3. by email, or
 - 4. by other electronic means, or
 - 5. as the Directors determine.
- ii. If a paper copy of a notice is not returned by Canada Post, it is deemed to be delivered and to have been read.
- iii. If an email copy of a notice is not rejected, or not returned, or bounced back, by the respective user's email server, it is deemed to be delivered and to have been read.

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b. Notice Address

- i. Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

543 **c. Notice Waivers**
544 i. Notice may be waived or the time for the notice may be waived or
545 abridged at any time with the consent in writing of the person entitled to
546 the notice.

547 **d. Advance Notice**
548 i. Where a given number of days' notice or notice extending over any period
549 is required to be given, the day of service or posting of the notice will not,
550 unless it is otherwise provided, be counted in such number of days or other
551 period.

552 **e. Notice Errors**
553 i. No error or accidental omission in giving notice of any Board Meeting or
554 any Members Meeting will invalidate the meeting or make void anything
555 that happens at the meeting.

556 **11. Finances and Signing Authority**

557 **a. Financial Year End**
558 i. The financial year of the Corporation ends at 6pm Ottawa local time ,
559 August 31 in each year or on such other date as the Board may from time
560 to time determine by resolution.

561 **b. Corporate Seal**
562 i. The seal of the Corporation, if any, will be in the form determined by the
563 Board.

564 **c. Signing Authority**
565 i. Deeds, transfers, assignments, contracts, obligations, and other
566 instruments in writing requiring execution by the Corporation may be
567 signed by any two of its Directors.
568 ii. In addition, the Board may from time to time decide who will execute a
569 particular document or type of document and how it will be executed.
570 iii. Any person authorized to sign any document may affix the corporate seal,
571 if any, to the document.
572 iv. Any Director may certify a copy of any instrument, resolution, Bylaw, or
573 other document of the Corporation to be a true copy thereof.

574 **12. Dissolution of the Corporation**

575 **a.** If the Ottawa Valley Mobile Radio Club ceases to exist, all capital and material
576 assets and any cash remaining in the accounts of the Corporation shall be donated
577 to Radio Amateurs of Canada, 720 Belfast Road, Ottawa, ON., K1G0Z5.

578 **13. Adoption and Amendment of Bylaws**

579 **a. Members Meetings**

- 580 i. The Members may from time to time amend this set of Bylaws with two-
581 thirds of the votes cast at a Members Meeting.

582 **b. Board Meetings**

- 583 i. The Board may from time to time in accordance with the Act pass or
584 amend this set of Bylaws.
585 ii. The Board must submit any Bylaws it passes or changes it makes to
586 existing Bylaws to the Membership at the next Special Members Meeting
587 or AGM.
588 iii. The Membership may confirm, reject, or amend the new set of Bylaws or
589 Bylaw changes with two-thirds of the votes cast at a Members Meeting..
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592 **14. Appendix 1 – Officer Responsibilities**

593 **a. President**

- 594 1. The President shall be a Director.
595 2. The President or his designate shall:
596 3. be present at all meetings of this Club, and
597 4. enforce observance of this set of Bylaws, and
598 5. sign all official documents adopted by the Club, and
599 6. perform all other duties pertaining to the office of President, including the
600 appointment of committees and other officials, as noted in the Bylaws, and At
601 the Annual General Meeting (AGM), the President shall provide a brief report
602 of the activities of the club throughout the year.

603 At the end of their term, they shall turn over all Club property (books,
604 materials, statements, and documents relating to the President’s position), to
605 their successor.

606 **Vice President**

607 The Vice President shall be a Director.

608 The Vice President:

- 609 1. shall assume all the duties of the President in their absence, and such other duties
610 as the President may assign, and
611 2. may coordinate the guest speaker assignment for regular Members meetings, and
612 3. at the end of their term the Vice President shall turn over all Club property
613 (books, materials, statements, and documents relating to the Vice President’s
614 position), to their successor.

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b. Secretary

- i. The Secretary shall be a Director.
- ii. The Secretary shall:
 - 1. record a summary of motions, discussions, reports, and other events at all meetings, and
 - 2. issue Minutes of all meetings in a timely manner, and
 - 3. record a list of the attendees at meetings, and
 - 4. make these available to the members of Executive Committee in a timely manner prior to the next meeting, and
- iii. The Secretary shall submit to the government(s) any changes to the Corporation status.
- iv. The Secretary shall maintain a record of the Club’s current Articles of Incorporation, and Bylaws as well as earlier approved amendments to the Bylaws and shall have those with themselves at meetings, for examination on request by a member.
- v. At the end of their term the Secretary shall turn over all Club property (books, materials, statements, and documents relating to the Secretary’s position), to their successor.
- vi. The Secretary shall be the keeper of the Corporate Seal.

c. Treasurer

- i. The Treasurer shall be a Director.
- ii. The Treasurer shall:
 - 1. receive and receipt all monies paid to the Club, and
 - 2. pay bills with proper authorization, and
 - 3. maintain the current list of members in good standing, and
 - 4. ensure the list of good standing is available to members of the Executive Committee, and
 - 5. ensure that all bank cheques or payment authorizations have the required signatures by hand or electronic means, and
 - 6. to participate in a Board committee to develop and to present the annual financial budget of Club operations for Board and subsequent Membership vote.
 - 7. shall prepare and submit the annual corporate income tax return.

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- 648 1. The Treasurer shall submit to RAC:
- 649 a. registration for the affiliated club program, and
- 650 b. registration for the affiliated club liability insurance.

651 **iii. Expenditure Limits**

- 652 1. The Treasurer shall pay all expenditures under \$500
- 653 2. The Treasurer shall pay all budget expenditures over \$500 as
- 654 approved by two (2) signing officers.
- 655 3. Expenditures exceeding annual budget allocations shall be
- 656 approved by the Members at any members meeting by a simple
- 657 majority (50%+1) vote of Members present.
- 658 4. The treasurer shall advise of the Club's financial status at each
- 659 Members meeting.
- 660 5. At the end of each year, the Treasurer shall present, in written
- 661 form, an itemized statement of disbursements and receipts.
- 662 6. At the end of their term the Treasurer shall turn over all Club
- 663 property (books, materials, statements, and documents relating to
- 664 the Treasurer's position), to their successor.

665 **15. Appendix 2 - Communication with Members**

- 666 a. In addition to the use of e-mail for communications within the Club, the Club shall
- 667 maintain a web site to facilitate communication with all members.
- 668 b. The web pages shall contain information about the Club, key contacts, Club
- 669 Officers and Committee Chairs, meeting location and date/time, Minutes of
- 670 meetings and other information for the use and benefit of the Club members.
- 671 c. Club members shall have full access to materials contained by the Club web pages
- 672 and may have other Internet-related privileges as the Club Directors may make
- 673 available.

674 **16. Appendix 3 - Dues**

- 675 a. For existing members, dues shall be paid by October 31 for the current September
- 676 to August Club year.

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- 677 **b.** For persons applying for new membership, dues payment should accompany their
678 application submission.
679 **c.** New membership dues that are paid in January or later shall be deemed to cover
680 the balance of the current fiscal year and the following fiscal years.
681 **d.** Membership in RAC of Club members is not mandatory, but an assessment may
682 be levied on a non-RAC member to offset the additional RAC liability insurance
683 premium associated with Club members who are not current RAC members.

684 **17. Appendix 4 – Standing and Ad-hoc Committees and Other Official Positions**

685 **a. Nominations Committee**

686 **i. Purpose**

- 687 1. The purpose of this standing committee is to propose a slate of
688 nominations for the positions that need to be filled at the AGM.

689

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ii. Membership

- 691 1. The committee will consist of the President, one additional
692 Director, and two members in good standing from the
693 Membership.
694 2. The President will be the Chair of any of its meetings.

695

696

iii. Reporting and Accountability

- 697 1. The committee is accountable to the Membership at the AGM.
698 2. The committee shall present their report to the Membership at the
699 AGM.

700

iv. Member Voting or Appointment

- 701 1. The composition of this committee will be established by the
702 November Club meeting.

703

704

v. Meetings

- 705 1. The committee will meet prior to the AGM to select a slate of
706 nominations.
707 2. The committee will get acceptance from the selected members
708 before the slate is presented to the AGM.
709 3. The committee will obtain approval of the Board before the slate is
710 presented to the AGM.

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b. Webmaster

- 712 i. The President shall appoint a Webmaster who shall keep the Club web
713 pages as current as possible.
714 ii. The Webmaster shall be accountable and report to the Board.
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- 716 **c. Call Sign Sponsor**
- 717 i. A Club Call Sign Sponsor will be appointed to be the official trustee for
- 718 the Club call sign and the Club contact with ISED and for related matters.
- 719 ii. The Call Sign Sponsor shall be accountable and report to the Board.
- 720 iii. The Call Sign Sponsor must be a Licensed Amateur Radio Operator who
- 721 holds an Advanced Qualification.
- 722 iv. The Call Sign Sponsor's address shall appear as the address of the Club
- 723 for matters such as communication with ISED and for the receipt of QSL
- 724 cards.
- 725 v. The Club Call Sign Sponsor shall inform ISED and the VE3 Incoming
- 726 QSL Bureau of any change in Call Sign Sponsor and associated address.

- 727 **d. Equipment Manager**
- 728 i. An Equipment Manager shall record and track the Club's significant
- 729 assets, and equipment loaned to the Club, including tools, test equipment,
- 730 repeater equipment, beacons, digipeaters, etc.
- 731 ii. The Club Equipment Manager shall be accountable to the Board.
- 732 iii. When requested, the Club Equipment Manager shall provide his reports to
- 733 the Board and Club, at regular meetings.
- 734 iv. If a member wishes to borrow a Club asset, the Club Equipment Manager
- 735 shall advise that member of the location of the asset and shall record the
- 736 new location of the asset upon advice by the original holder that they have
- 737 released possession.

- 738 **e. Bylaws Review Committee**
- 739 **i. Purpose**
- 740 1. The purpose of this committee is to review the current Bylaws and
- 741 propose any changes to the Board.
- 742
- 743 **ii. Membership**
- 744 1. The committee will consist of a committee chair, and any other
- 745 Members that are appointed by the President.
- 746 **iii. Reporting and Accountability**
- 747 1. This committee, if appointed, shall be accountable and shall report
- 748 to the Board.
- 749 2. This committee, if appointed, shall present a Report, three (3)

750 months prior to the next AGM.

751 **iv. Meetings**

- 752 1. The committee will meet any time, after appointment.
753 2. The Chair of the committee shall call any meetings.

754 **18. Appendix 6 – Special Informational Attachment**

- 755 **a.** The Club shall identify the following:
- 756 i. Meeting place and/or teleconferencing Link
 - 757 ii. Corporation Officers
 - 758 iii. Webmaster
 - 759 iv. Club Call Sign Sponsor
 - 760 v. Club Equipment Manager
 - 761 vi. Signing Officers
 - 762 vii. Committees and their chairs
 - 763 viii. and any other officials appointed by the President.
- 764
- 765 **b.** The Special Information Attachment may be amended as required by the
766 Secretary, as decided, or announced at Club Meetings.