

**BYLAWS**  
**OTTAWA VALLEY MOBILE RADIO CLUB, INCORPORATED**

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# BYLAWS

## OTTAWA VALLEY MOBILE RADIO CLUB, INCORPORATED Ottawa, Ontario, Canada

Whereas Letters Patent issued by the Province of Ontario under the signature and seal of John Yaremko, Provincial Secretary and Minister of Citizenship, on the 16th day of March, 1962, granted a charter incorporating the **Ottawa Valley Mobile Radio Club, Incorporated**, therefore, the **Ottawa Valley Mobile Radio Club, Incorporated**, also referred to as the OVMRC or the Club declares these to be its Bylaws.

### 1. OBJECTIVES OF THE CLUB

The objectives of the Club are: 1) to contribute to the interest, study and progress of the science and art of amateur radio, with particular emphasis on mobile operations, 2) to promote social activities among members and their families, 3) to cooperate with and assist the civil authorities to the fullest extent possible in an emergency and, 4) to foster goodwill and understanding among radio amateurs.

### 2. MEMBERSHIP

#### 2.1 Classes of Membership

##### 2.1.1 Full Member

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

##### 2.1.2 Life Member

Life Membership may be conferred upon selected radio amateurs who have made an outstanding contribution to the community or to the Amateur Radio Service through amateur radio activities. Candidates for Life Membership shall be considered by the Club, provided that they have been nominated by at least three (3) Full Members who have been Members in Good Standing for the previous five (5) years, plus at least one Executive Officer. A motion to confer Life Membership shall be published in the Club newsletter. Such a motion shall be voted on by a secret ballot at a Regular General Meeting and require a two-thirds (2/3) majority of Full Members present to be carried. A Life Member shall not be required to pay dues.

##### 2.1.3 Associate Member

Associate Membership shall be open to anyone having an interest in amateur radio, but not yet holding an amateur radio call sign, upon submission of an application and payment of dues.

**Comment [r1]:** Word changes reflecting radio amateurs are no longer "licenced"

#### 2.2 Membership Dues

##### 2.2.1 Annual Dues

Annual membership dues shall be due and payable within a prescribed time limit at the beginning of each fiscal year. (See 2.3.4 below)

**Comment [r2]:** Reference to 2.3.4 added.

##### 2.2.2 Assessment of Dues

The Club, by a majority vote of those Full Members present at a Regular General Meeting, may levy upon the Membership such dues or assessments as may be deemed necessary to carry out the business of the Club.

## 2.3 Membership Rights and Privileges

### 2.3.1 Full Members

Full Members may hold office and vote on any club related matter put before the Club.

### 2.3.2 Life Members

Life Members shall be granted the same privileges as Full Members.

### 2.3.3 Associate Members

Associate Members may neither hold office nor vote on any matter put before the Club.

### 2.3.4 Cancellation of Membership

A Full Membership or an Associate Membership not renewed by paying membership dues within one hundred and twenty (120) days after the start of the fiscal year shall be deemed to have been cancelled and their name removed from the active roster of the Club. A Membership may also be cancelled by a three-fourths (3/4) majority vote of Full Members present at a General Meeting for reasons of serious misconduct, misrepresentation or trust worthiness.

**Comment [r3]:** Time doubled to renew membership.

**Comment [r4]:** Note words added.

## 2.4 Amateur of the Year Award

The **Jerry Wells Amateur of the Year Award**, for exceptional contribution to the Club, may be conferred upon selected licensed radio amateurs provided that they have been nominated by at least three (3) Full Members who have been Members in Good Standing for the previous five (5) years, plus at least one Executive Officer. A motion to confer this award shall be published in the Club newsletter. Such a motion shall be voted on by a secret ballot at a Regular General Meeting and require a two-thirds (2/3) majority of Full Members present to be carried.

## 3. OFFICERS OF THE CLUB

### 3.1 Directors

The Directors of the Club shall be the President, the Vice-President, the Secretary and the Treasurer.

### 3.2 Executive Officers

The Executive Officers of the Club shall be the Directors and the Chairs of the Standing Committees collectively.

### 3.3 Executive Committee

The Executive Committee shall consist of the Executive Officers collectively.

### 3.4 Past President

The immediate Past-President, for the purpose of continuity and for the benefit of corporate memory, shall be a non-voting adviser to the Executive Committee unless the Past-President assumes another different Directorship or Chairmanship position.

## 4. DUTIES OF EXECUTIVE OFFICERS

### 4.1 Duties Prescribed

The Executive Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Club.

#### **4.2 President**

The President shall be responsible for the smooth and efficient functioning of the Club. That Director shall manage all Club contracts.

#### **4.3 Vice-President**

The Vice-President shall assume the duties of the President during the absence of that Director.

#### **4.4 Secretary**

##### **4.4.1 Minutes of Regular General, Annual General and Special Meetings**

The Secretary shall record the minutes of all Regular General Meetings, Annual General Meetings and Special Meetings. The Secretary shall cause these minutes to be published in the issue of the Club newsletter that immediately precedes the next General Meeting.

##### **4.4.2 Minutes of Executive Committee Meetings**

The Secretary shall record minutes of the Executive Committee Meetings and distribute copies to each member of the Executive Committee prior to the next Executive Committee meeting.

##### **4.4.3 Record Keeping**

The Secretary shall maintain the Club's Official Seal. The Secretary shall maintain the cumulative records of minutes and correspondence for a period of two (2) years or for such longer period of time as may be required by law or by good management practice. The immediate past Secretary shall file and pass along previous year's Minutes to the next incumbent Secretary for continuity.

##### **4.4.4 By-laws**

The Secretary shall keep the master copy of the Bylaws and all approved amendments.

#### **4.5 Treasurer**

The Treasurer shall maintain the financial records of the Club and safeguard them for such period of time as required by law but not less than 7 years. The Treasurer shall prepare and file both, the Club income tax returns and the Club Ontario Corporation returns. The Treasurer shall prepare all other reports that may be required by law. The Club's financial records may be subject to a review by a special committee made up of one or more members in good standing as may be requested from time to time. (See section 10.8) Furthermore, the Treasurer shall be responsible for maintaining the official Club database of membership indicating the status of annual membership dues paid that are requisite for voting privileges and other membership privileges as may be offered from time to time.

**Comment [r5]:** The main addition to the treasurers responsibilities is for membership database as this must be co-related to the financial accounting system as to the payment of membership dues.

### **5. MEETINGS**

#### **5.1 Types of Meetings**

There shall be Regular General Meetings, Annual General Meetings, Executive Committee Meetings, Special Meetings, Standing Committee Meetings and Special Committee Meetings.

##### **5.1.1 Regular General Meetings**

Regular General Meetings shall be held each month, except during the months of July and August, at a time and place decided by the Executive Committee.

##### **5.1.2 Annual General Meeting**

The Annual General Meeting shall be the Regular General Meeting held in June of each year. The business of the Annual General Meeting shall consist of the election of Executive Officers for the next fiscal year and the conduct of such other business as may be appropriate.

### 5.1.3 Executive Committee Meetings

Executive Committee Meetings shall be held at a time and place specified by the President for the purpose of managing the activities and business of the Club.

### 5.1.4 Special Meetings

The President may call Special Meetings of either the Members of the Club or of the Executive Committee. If directed by a number equal to a quorum of Full Members or a majority of the Executive Officers, the President shall call a Special Meeting. Such meetings shall not replace Regular General Meetings.

## 5.2 Quorum

### 5.2.1 Quorum at Regular General, Annual General and Special Meetings

A Quorum at a Regular General Meeting, Annual General Meeting or Special Meeting shall consist of the President or Vice-President or such other Executive Officer whom the President shall specifically appoint for the occasion, plus any two (2) other Executive Officers, plus fifteen percent (15%) of Full Members in Good Standing. In the event that a Quorum is not present, the meeting shall be reconvened at a later date to be published in the Club newsletter along with the agenda. At this meeting, the number in attendance shall constitute a Quorum. Only the business on the published agenda shall be dealt with.

### 5.2.2 Quorum at Executive Committee Meetings

A Quorum at an Executive Committee Meeting shall consist of the President or Vice-President or such other Executive Officer whom the President shall specifically appoint for the occasion, plus any two (2) other Executive Officers.

## 6. STANDING COMMITTEES

### 6.1 Management of Committees

Chairs of Standing Committees may, as needed, appoint Members to their respective Standing Committee. The President shall have the right, but not the duty, to participate in any of the Standing Committees.

### 6.2 Amateur Radio Training Committee

The Amateur Radio Training Committee shall plan, organize and conduct training programs in amateur radio. This Committee shall coordinate its activities and training program in keeping with the latest technical and regulatory syllabus of learning and knowledge required for the various qualifications levels for Radio Amateurs as published by the current Canadian Federal Department responsible. As part of the Training Committee, one of the Club's duly qualified members shall be sponsored by the Club for registration with the Department as an accredited examiner.

**Comment [r6]:** Previous 6.2, Amateur Radio Exhibit Committee has been removed since there is no longer an Amateur Radio Exhibit station at the Museum.

### 6.3 Historical Committee

The Historical Committee shall maintain a history of the Club based on a diary of events and on Club records. Such records shall be kept in a safe and secure place. This Committee shall be responsible for the evaluation, retention and timely disposal of Club records.

**Comment [r7]:** Some wording changes with original.

#### 6.4 Reception and Welcoming Committee

This Committee shall be responsible for welcoming visitors and new Members at every regular meeting and for expressing the Club's get-well wishes to Members who are ill, and for expressing condolences to families of deceased Members. This Committee may convene a Special Committee to assist bereaved families to legally dispose of amateur radio equipment. This committee will be responsible to obtaining name badges for members.

**Comment [r8]:** This is a rework of what was previously called the Membership Committee. Maintaining the membership database has now been specified as a responsibility of the Treasurer.

#### 6.5 Newsletter Committee

The Newsletter Committee shall gather content, write articles, edit and publish the Club's monthly newsletter and post and archive to the Club's web site. The newsletter is further defined in section 11.

**Comment [r9]:** Added.

#### 6.6 Programs and Publicity Committee

The Programs and Publicity Committee shall organize the Club's social functions. It shall organize presentations at Regular General Meetings and advertise Club events.

#### 6.7 Radio Operations Committee

The Radio Operations Committee shall coordinate and provide controllers for the radio nets operated by the Club.

#### 6.8 Technical Committee

The Technical Committee shall be responsible for the construction and maintenance of Club radio stations. This committee shall maintain a list of Club owned equipment complete with contact and location information of Club members in possession of individual items. A current copy of the list shall be provided to the Treasurer. The committee shall provide technical guidance to Members and maintain liaison with the appropriate Repeater Councils. It shall prepare any reports that such councils may require. It shall also ensure that all Club station authorization certificates including VE3JW, VE3RAM and VE3TWO remain valid and are sponsored by a Club member or members with Advanced qualification approved by the Club's executive committee.

**Comment [r10]:** Words added.

**Comment [r11]:** Re wording.

#### 6.9 Special Events Committee

The Special Events Committee shall be responsible for managing Club activities such as Field Day, transmitter hunting exercises, and communications support for public service events and amateur radio promotional activities.

**Comment [r12]:** Added

#### 6.10 Website Committee

The Website Committee shall be responsible for the maintenance of the Club website, for renewal of the Club domain name and for the renewal of the web hosting site. This committee shall post information submitted by the Club Executive regarding activities and other topics related to amateur radio. The Website shall provide open access to the membership and general public for viewing and download of all Club current and archived material including the Club's monthly Newsletters and current By-Laws. This committee will also maintain an email subscription list for Club members that have authorized email notifications from the Club about meetings and events.

**Comment [r13]:** Added

### 7. SPECIAL COMMITTEES

The Executive Committee may appoint, from time to time, Special Committees to address specific issues. The Chairs of Special Committees shall attend, in an advisory role, such Executive Committee Meetings as may be appropriate.

## 8. NOMINATIONS AND ELIGIBILITY TO STAND FOR ELECTION

### 8.1 Call for Volunteers

The Secretary, at the Regular General Meetings held in both, the months of March and April, shall call for volunteers to stand for election to positions on the Executive Committee. This call shall be published in both, the March and April issues, of the Club newsletter. Volunteers shall contact the Secretary indicating the position for which they plan to run. The deadline to respond to the call for volunteers shall be seven (7) days after the April Regular General Meeting.

**Comment [r14]:** No change but worthy of following for future years.

### 8.2 Eligibility to Stand for Election

At the time that a Member volunteers to stand for election, that Member must be a Member in Good Standing. In order to stand for election as Director, a Member must also have been a Full Member in Good Standing for two (2) consecutive years by the date of the coming Annual General Meeting. At the Executive Committee Meeting held in May, the Executive shall review the slate of volunteers for eligibility and notify any ineligible candidates that they will not be included on the slate. The slate of eligible candidates shall be published in the May issue of the Club newsletter or by way of publication on the Club's web site and presented to Members at the Annual General Meeting held in June prior to a membership vote.

**Comment [r15]:** Change of wording giving a bit more

### 8.3 Preconditions for Election

The Secretary shall ensure that all sections of the Bylaws relevant to the election are brought to the attention of Members prior to the commencement of voting and that all those voting are entitled to do so.

## 9. ELECTIONS

### 9.1 Method of Election

Executive Officers of the Club shall be elected by a show of hands of the Full Members present at the Annual General Meeting.

### 9.2 Term of Office

The term of office of Executive Officers shall be one (1) year.

### 9.3 Assumption of Duties

The newly elected President and other Executive Officers shall assume their duties immediately upon their election to office, except that the retiring Secretary shall continue to record the minutes until adjournment of the Annual General Meeting.

### 9.4 Transition of Functions

For purposes of orderly transition, both the retiring Executive Officers and the newly elected Executive Officers shall attend the next Executive Committee Meeting. That meeting shall be chaired by the newly elected President.

### 9.5 Limitations on Terms of Office

No Director shall be eligible to serve for more than three (3) consecutive terms in the same Director position.

**Comment [r16]:** This clause removed to allow Directors to continue service if they chose to do so and if not challenged by nomination and election by some other eligible member of the Club.

### 9.5 Vacancies Occurring

Vacancies occurring between elections, with the exception of the Presidency, shall be filled by Executive appointment. A vacancy of the Presidency shall be filled by a majority vote of Full Members present at a Regular General Meeting.



## 9.6 Removal from Office

Executive Officers individually or collectively may be removed from office by a three-fourths (3/4) majority vote of Full Members present at a Regular General Meeting. If such action is contemplated, it will be necessary for the membership to promptly nominate and elect replacement directors from the membership to take over the affairs of the Club.

Comment [r17]: Highlighted words added.

## 10. CLUB FINANCES

### 10.1 Fiscal Year

The Fiscal Year of the Club shall commence on the first (1st) day of September and end on the thirty-first (31st) day of August of the following year.

### 10.2 Cheque Signatories

The signatures of any two (2) of the four (4) Directors shall be required on all cheques drawn on the Club bank account. Cheques payable to one of the Directors with signing authority for personal expenses incurred on behalf of the Club shall not be signed by themselves.

Comment [r18]: Added.

### 10.3 Accounting

The Treasurer shall retain receipts for all expenditures for the period of time required by law.

### 10.4 Financial Reports

The Treasurer shall present a financial report in the club newsletter 1 month in advance of the Annual General meeting and additional reports any other time the Executive Committee deems it appropriate.

### 10.5 Budgets

The Treasurer shall prepare, in consultation with other members of the Executive, an estimate of the expenses expected for the next fiscal year. After review by the Executive Committee, the Budget shall be published in the September issue of the Club newsletter.

### 10.6 Budget Approval

The Budget for the new fiscal year shall be presented for approval at the Regular General Meeting held in September. Approval shall require a majority vote of the Full Members present.

### 10.7 Discretionary Spending

The Executive Officers shall be bound by the approved Budget and may not commit funds for items that have not been budgeted and that collectively cost in excess of \$200.00 per calendar month without the prior approval of Full Members. Such discretionary spending shall be restricted to those goods and services that further the objectives of the Club.

### 10.8 Examination of Club Accounts

Any Full Member in Good Standing may request to inspect the accounts of the Club. Such requests shall not be denied provided that at least two (2) weeks notice is given to the Executive Committee. Under no circumstance shall the accounts of the Club be removed from the custody of the Treasurer. The Member or Members conducting such examinations and review of the Club's financial accounting and records shall file a subsequent report of findings to the membership of the Club at the next regularly scheduled meeting.

## 11. CLUB NEWSLETTER

The Club shall publish a newsletter titled *Rambler*. An issue of the *Rambler* shall be published prior to each of the General Meetings held in the months of September through June inclusive. A single issue of the *Rambler* shall be published during the period July-August. The *Rambler* shall contain the minutes of the previous General Meeting, notices of motion, notices of activities, financial reports, technical reports and other items that may be of interest to radio

amateurs.

## 12. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Club in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or with any special rules of order that the Club may adopt.

## 13. AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds (2/3) majority vote of the Full Members present at a General Meeting, provided that due notice is given. Due notice shall be deemed to be the publication of the text of the proposed amendments in the issue of the Club newsletter or as posted on the Club's Web site preceding that meeting.

**Comment [r19]:** Note we want to have the Membership accept the revised By-Laws document at the May general meeting.

**Comment [r20]:** Giving us more flexibility to communicate on changes to membership.

## 14. EFFECTIVE DATE OF BYLAWS

### 14.1 Previous Bylaws

Any Bylaws of the **Ottawa Valley Mobile Radio Club, Incorporated** previously enacted are hereby repealed on the effective date.

### 14.2 Effective Date

These Bylaws shall come into force on, ( date TBD) having been duly approved by Members of the **Ottawa Valley Mobile Radio Club, Incorporated** as recorded in the official minutes of a General Meeting.

## 15. DISTRIBUTION OF BYLAWS

Each member of the Club shall be provided with internet access to these Bylaws.