

**PETERBOROUGH
AMATEUR
RADIO CLUB
INCORPORATED
BY-LAWS**

ORIGINALLY APPROVED BY THE MEMBERSHIP MAY 12, 1992.

* AMENDED BY THE MEMBERSHIP DECEMBER 14, 1993.

** AMENDED BY THE MEMBERSHIP, NOVEMBER 19, 2007.

*** *PROPOSED 2025 AMENDMENTS.*

1.0 PREAMBLE:

The purpose of these By-Laws is to ensure that this Corporation functions in an open, business-like manner and encourages active participation by all club members.

2.0 DEFINITIONS and INFORMATION:

~~2.1 Letters Patent is the document that is issued by the Ontario Ministry of Consumer and Commercial Relations, which is the Charter under which the Peterborough Amateur Radio Club operates.~~

*2.1 *** Articles of Incorporation is the document that is issued by the Ontario Ministry of Public and Business Service Delivery and Procurement, which is the Charter under which the Peterborough Amateur Radio Club operates.*

2.2 The Ontario Corporation number given to the Peterborough Amateur Radio Club is 371644.

2.3 The date of this incorporation was December 20, 1977.

~~2.3 This is a Corporation without share capital.~~

*2.4 *** This is a Corporation without share capital.*

~~2.4 The acronym P.A.R.C. shall stand for the Peterborough Amateur Radio Club.~~

*2.5 *** The acronym P.A.R.C. shall stand for the Peterborough Amateur Radio Club.*

3.0 NAME OF THE CORPORATION:

3.1 The Corporation without share capital has been incorporated under the name:
PETERBOROUGH AMATEUR RADIO CLUB

~~**4.0 OBJECTS as per LETTERS PATENT 371644:**~~

4.0 *** PURPOSES as per ARTICLES OF INCORPORATION 371644:

4.1 To advance Amateur Radio as a hobby by providing to the members of the Corporation, aspiring to participate in that hobby, training in basic radio theory, and the International Morse Code.

~~4.2 ** To actively support the American Radio Relay League, the Radio Amateurs of Canada and other similar organizations:~~

4.2 *** To actively support Radio Amateurs of Canada and other similar organizations.

4.3 To actively support Government and Local community Authorities, when such support is in the best interests of the Community and the Corporation.

~~4.4 And the power to accept donations, gifts, legacies, and bequests that may be advantageous to the Corporation.~~

5.0 SEAL OF THE CORPORATION:

5.1 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

6.0 HEAD OFFICE

6.1 The head office of the Corporation shall be in the city of Peterborough, in the County of Peterborough, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

7.0 MEMBERSHIP:

7.1 Membership will be open to all persons who aspire to participate in the hobby of Amateur Radio.

8.0 BOARD OF DIRECTORS:

~~8.1 ** The Board of Directors should consist of (5) five Directors.~~

*8.1 *** The Board of Directors should consist of a minimum of (3) three, maximum of (5) five Directors.*

~~8.2 ** The Corporation at the February General Meeting will elect the following Directors, for a (1) one year term.~~

~~President
Vice President
Secretary
Treasurer
Activities Director~~

*8.2.1 *** The Corporation at the February General Meeting will elect the following Directors, for a (1) one year term.*

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Secretary
Treasurer*

*8.2.2 *** The Corporation at the February General Meeting may elect the following Directors, for a (1) one year term.*

*Vice President
Activities Director*

~~8.3 ** In the event that any Director is unable to serve for the full one(1) year, a new Director will be elected at the first general meeting following such notice of their resignation being posted on the P.A.R.C. Web Site. The Director will be elected to serve for the remainder of the resigned Director's term.~~

*8.3 *** In the event that any Director is unable to serve for the full one(1) year, should it be required for the minimum number of directors, a new Director will be elected at the first general meeting following such notice of their resignation being posted on the P.A.R.C. Web Site. The Director will be elected to serve for the remainder of the resigned Director's term.*

~~8.6 All of the elected Directors and their positions shall be listed with the Ministry of Consumer and Commercial Relations as the Directors of the Peterborough Amateur Radio Club. This is the responsibility of the elected secretary.~~

*8.4 *** All of the elected Directors and their positions shall be listed with the Ontario Ministry of Public and Business Service Delivery and Procurement as the Directors of the Peterborough Amateur Radio Club. This is the responsibility of the elected secretary.*

~~8.7 The Past President is an Ex-Officio non-voting Director and may attend the directors meeting in an advisory capacity.~~

*8.5 *** The Past President is an Ex-Officio non-voting Director and may attend the directors meeting in an advisory capacity.*

~~8.9 Resignations shall be submitted in writing to the Secretary.~~

*8.6 *** Resignations shall be submitted in writing to the Secretary.*

~~8.10 The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.~~

*8.7 *** The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.*

~~8.10 The members of the Corporation may, by resolution passed by at least two-thirds the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any member, or remove any director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any member in their stead for the remainder of their term.~~

*8.8 *** The members of the Corporation may, by resolution passed by at least two-thirds the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any member, or remove any director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any member in their stead for the remainder of their term.*

9.0 DUTIES of the DIRECTORS:

9.1 The PRESIDENT:

9.1.1 shall preside at meetings of the Corporation.

9.1.2 shall conduct the same according to rules adopted.

9.1.3 shall enforce due observance of the By-Laws.

9.1.4 shall decide all questions of order.

9.1.5 shall sign all official documents that are adopted by the Corporation.

9.1.6 shall not have a vote except to break a tie vote.

9.1.7 shall perform all duties pertaining to the Office of President.

9.1.8 shall at the expiration of their term of office, turn over everything in their possession belonging to the Corporation, to their successor.

9.1.9 may solicit assistance from the membership at any time in the performance of their duties.

*9.1.10 *** shall also be the chairperson of the Board of Directors.*

9.2 The VICE PRESIDENT:

9.2.1 shall assume all Duties of the President in the absence of the latter.

9.2.2 ** shall promote the club membership at all activities.

9.2.3 shall at the expiration of their term of office, turn over everything in their possession belonging to the Corporation, to their successor.

9.2.4 may solicit assistance from the membership at any time in the performance of their duties.

9.3 The SECRETARY:

9.3.1 shall keep a record of the proceedings of all meetings.

9.3.2 shall carry on all correspondence.

~~9.3.3 shall read communications and minutes at each meeting.~~

~~9.3.4 ** shall have members notified of every meeting through email and the Corporation's official website, or by other means as the case may warrant.~~

9.3.3 *** shall have members notified of every meeting through email and the Corporation's official website, or by other means as the case may warrant.

~~9.3.5 shall be the custodian of the corporate seal and all of the Corporation's records.~~

9.3.4 *** shall be the custodian of the corporate seal and all of the Corporation's records.

~~9.3.6 shall at the expiration of their term of office, turn over everything in their possession belonging to the Corporation, to their successor.~~

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~~9.3.7 may solicit assistance from the membership at any time in the performance of their duties.~~

9.3.6 *** may solicit assistance from the membership at any time in the performance of their duties.

9.3.7 *** shall keep a current Officers Register.

9.3.8 *** shall keep a current Directors Register.

9.4 The TREASURER:

9.4.2 shall be the chairperson of the Finance Committee.

9.4.2 shall receive and give a receipt for all monies paid to the Corporation.

9.4.3 shall keep an accurate account of all monies received and expended.

9.4.4 ** shall pay no bills without proper authorization.

9.4.5 At all General and Director's meetings the Treasurer shall make a report as to the state of the Corporation's finances, and submit an itemized statement of disbursements and receipts.

9.4.6 shall at the end of their term of office have the books duly audited, and turn over everything in their possession belonging to the Corporation to their successor.

9.4.7 may solicit assistance from the membership at any time in the performance of their duties.

9.4.8 ** shall act as membership chairperson,

~~9.4.8.1** shall co-ordinate membership applications,~~

9.4.8.1*** shall coordinate membership applications,

~~9.4.8.2** shall keep a current roll of members,~~

*9.4.8.2*** shall keep a current members register,*

9.4.8.3** shall promote the club membership at all activities.

~~9.4.8.4** shall collect all membership dues, record same and deposit in the club bank account.~~

*9.4.8.4*** shall collect all membership dues, record the same and deposit in the club bank account.*

9.4.8.5** shall issue membership cards.

9.5 The ACTIVITIES DIRECTOR:

9.5.1 shall be the chairperson of the Activities Committee.

9.5.2 shall organize and plan activities including participation in station contests.

9.5.3 shall plan and recommend speakers and demonstrations for the general meetings.

~~9.5.4 shall organize fund raising affairs, or any other Club activities that may be of interest to the membership.~~

*9.5.4 *** shall organize fundraising affairs, or any other Club activities that may be of interest to the membership.*

9.5.5 * shall be liaison officer to RAC, and Government and Community officials.

9.5.6 shall at the expiration of their term of office, turn over everything in their possession belonging to the Corporation, to their successor.

9.5.7 may solicit assistance from the membership at any time in the performance of their duties.

10.0 DUES:

~~10.1 Dues are payable at the end of each calendar year, to cover following calendar year (except new members).~~

*10.1 *** Dues are payable at the end of each calendar year, to cover the following calendar year (except new members).*

10.2 All members in good standing shall have voting privileges and all the rights and privileges of membership.

10.3 A member whose dues are (2) two months in arrears shall be considered a member in poor standing and as such shall not have voting privileges at any general meeting.

~~10.4 A member whose dues are (3) three months in arrears or more shall be considered to have cancelled their membership and all rights and privileges accorded to a member in good standing shall be revoked.~~

*10.4 *** A member whose dues are (3) three months in arrears or more shall be considered to have canceled their membership and all rights and privileges accorded to a member in good standing shall be revoked.*

~~10.5 A member may be reinstated by payment of back dues.~~

*10.5 *** A member may be reinstated by payment of back dues for the current calendar year.*

10.6 A member serving as Director MUST be a member in good standing at all times.

10.7 New memberships are payable on a prorated basis of 1/12 of the regular membership fee for each month for the balance of the membership year.

10.8 Family memberships shall cover one or more members in one household.

10.9 Any change in the rate structure of dues will be decided at the Corporations annual meeting.

~~10.10 The board of Directors will annually, prior to the Annual General Meeting, review the existing Members Dues Structure and in light of anticipated expenditures in the coming year, and present a proposal outlining the fee schedule for the forth coming year at the Annual General Meeting. This schedule, as accepted, with or without amendments, will come into effect for the next calendar year.~~

*10.10 *** The board of Directors will annually, prior to the Annual General Meeting, review the existing Members Dues Structure and in light of anticipated expenditures in the coming year, and present a proposal outlining the fee schedule for the forthcoming year at the Annual General Meeting. This schedule, as accepted, with or without amendments, will come into effect for the next calendar year.*

11.0 QUORUMS:

~~11.1 A Quorum at a General Meeting shall consist of thirty percent (30%) of the membership in good standing.~~

*11.1 *** A Quorum at a General Meeting shall consist of thirty percent (30%) of the membership in good standing or twelve (12) members in good standing whichever requirement is lower.*

*11.2 *** A Quorum at a Board of Directors Meeting shall consist of at least three (3) of the Directors.*

~~11.2 A Quorum at a Board of Directors Meeting shall consist of fifty percent (50%) of the Directors plus 1 to provide a majority.~~

12.0 MEETINGS:

~~12.1 The Rules of Order for all meetings shall be Robert's Rules of Order.~~

12.1 *** *The Rules of Order for all meetings shall be the Democratic Rules of Order.*

12.1.1 ** Meetings will be conducted in a friendly, unbiased atmosphere.

12.2 A general meeting of the Corporation shall be held once a month, except for the months of July, August and December at a designated time and place as published on the P.A.R.C. Web Site. If there is any change in the time or place, the members will be duly notified.

12.3 ** There shall be an agenda for all membership meetings published in the P.A.R.C. Web Site.

12.4 The Board of Directors will meet as required at a place and time, so designated by them.

12.5 Committees will meet at a place and time designated by their chairperson.

~~12.6 Special general meetings shall be called on receipt of a written request by ten (10) members in good standing, or by a Board of Director's decree.~~

*12.6 *** Special general meetings shall be called on receipt of a written or emailed request by ten (10) members in good standing, or by a Board of Directors decree.*

12.7 Special Board of Directors Meetings can be called by any one director. All Directors must be notified of such meetings.

12.8 The Annual General Meeting of the Corporation will be held in the month of December in any calendar year.

12.9 The business portion shall not be longer than 40 minutes except for the Annual General Meeting or a Special meeting.

13.0 BY-LAW AMENDMENTS:

13.1 Any by-law amendments must be made under the following procedure.

13.1.1 A special general meeting must be called for this purpose.

~~13.1.2 All members must be duly notified of such a meeting by mail not less than (10) ten days in advance of such meeting including a copy of the proposed changes or amendments.~~

*13.1.2 *** All members must be duly notified of such a meeting by email and notification must be posted to the PARC website not less than (10) ten days in advance of such meeting including a copy of the proposed changes or amendments.*

13.1.3 There must be a two - thirds (2/3) majority vote for acceptance of such amendment.

~~13.1.4 There cannot be any amendments to the Corporations objects which are part of the Letters Patent.~~

14.0 AUDITORS:

14.1 Two (2) Auditors shall be appointed when an Audit is formally requested and a motion passed by the members at a General Meeting.

14.2 These Auditors are to audit the Corporations assets and transactions from the last audit to the end of the current fiscal year and present a preliminary report to the Board of Directors and finish the audit and make a final report to the membership in March of the following year.

14.3 These duly appointed auditors shall have access to all Board of Directors meetings at their convenience and must be notified of such.

15.0 BORROWING:

15.1 The Corporation shall not borrow any money except as follows:

15.1.1 A special general meeting must be called for this purpose.

~~15.1.2 A notice of proposed borrowing, the amount, the reason, and rationale must be mailed to all members of the Corporation not less than 10 days before the stated general meeting.~~

*15.1.2 *** A notice of proposed borrowing, the amount, the reason, and rationale must be emailed to all members of the Corporation not less than (10) ten days before the stated general meeting.*

16.0 FISCAL YEAR:

16.1 The fiscal (financial) year shall be from January 1 to December 31 inclusive.

17.0 BUDGET:

17.1 Each Director must prepare a budget and plan for their Committee operations for the current year.

18.0 NOMINATIONS:

18.1 Nominations for the Board of Directors will be held each year.

18.2 Nominations from the floor will be accepted at the January General Meeting.

18.3 Elections will be held at the February General Meeting for any unacclaimed positions.

~~18.5 Without being present, any member may be nominated as a candidate for any position providing they have submitted written approval of their candidacy.~~

*18.5 *** Without being present, any member may be nominated as a candidate for any position provided they have submitted written or emailed approval of their candidacy.*

19.0 EXPENDITURES:

*19.1.1 *** The Board of Directors may, at its own discretion, vote expenditures not exceeding Two hundred dollars (\$200.00) per item, details of which shall be included in the monthly treasurer's report.*

*19.1.2 *** Items exceeding \$200.00 that are approved in the yearly budget presentation are excluded from this provision.*

*19.1.3 *** Items exceeding \$200.00 that are not in the budget may be approved by a vote of the membership at a General Meeting.*

~~19.1 The Board of Directors may, at its own discretion, vote expenditures not exceeding Two hundred dollars (\$200.00) per item, details of which shall be included in the monthly treasurer's report. Items exceeding \$200.00 that are approved in the yearly budget presentation are excluded from this provision.~~

19.2 All monies paid out must be documented by a proper receipt.

*19.3 *** All expenditures that require reimbursement must be submitted to the Treasurer for reimbursement within (90) ninety days of when the expense was incurred.*

20.0 ELECTION OF DIRECTORS:

20.1 All voting must be by secret ballot.

20.2 Two scrutinizers will be appointed to assist the nominating chairperson count the ballots.

20.3 All ballots must be destroyed following the completion of the election.

21.0 * DISPOSITION OF ASSETS:

~~21.1 Any equipment etc. that the Peterborough Amateur Radio Club wishes to dispose of, is to be sold by either Auction or sealed bids, at a regular monthly meeting. Items going on sale shall be listed in the club bulletin prior to the meeting of the Sale/Auction.~~

*21.1 *** Any equipment etc. that the Peterborough Amateur Radio Club wishes to dispose of, is to be sold by either Auction or sealed bids, at a regular monthly meeting. Items going on sale shall be listed on the club website prior to the meeting of the Sale/Auction.*

21.2 *** *If no bids are received the board of directors may dispose of the assets in whichever manner is in the best interest of the corporation.*

22.0 REPEATER TECHNICIAN:

22.1 ** A Member with Basic and Advanced Qualifications as required by RIC-3 will be appointed by the Membership by a vote of confidence at the Annual Meeting for a one (1) year Term as Repeater Technician.

~~22.2 This Member must have the Technical knowledge and experience to maintain a Repeater. This appointment may be continued on a yearly basis by a continued vote of confidence by the Membership, at the Annual Meeting.~~

22.2 *** *This Member must have the Technical knowledge and experience to maintain a Repeater. This appointment may be continued on a yearly basis by a continued vote of confidence by the Membership, at the Annual General Meeting.*

~~22.3 ** This appointment may be cancelled by either party upon written notice. Any change in this Appointment must be approved by the Membership and published on the P.A.R.C. Website.~~

22.3 *** *This appointment may be canceled by either party upon written notice. Any change in this Appointment must be approved by the Membership and published on the P.A.R.C. Website.*

22.4 *** *may solicit assistance from the membership at any time in the performance of their duties.*

22.5 *** *Shall be the chairperson of the Technical Committee.*

22.6 *** *Technical Committee selection will be by the Technician and approved at a Membership General Meeting By a Vote of Confidence.*

~~22.4 Will be the Sponsor of all Club Licenses and be responsible to the Membership and Communications Canada for the operation of all P.A.R.C. Repeaters and linking systems.~~

~~22.5 Will represent P.A.R.C. at Repeater Council Meetings.~~

~~22.6 Expenses for attending Council Meetings to be paid by P.A.R.C. and included in the Repeater's Budget, max. 3 per year.~~

~~22.7 Be responsible for upgrades and maintenance to all equipment located in the Club owned Repeater Building Keep the Repeater building in a good state of repair.~~

22.7 *** *Be responsible for upgrades and maintenance to all club owned infrastructure, and keep all owned club infrastructure in good repair.*

22.8 Will at the February Meeting each year submit to the Membership a financial report reflecting the expected Repeater expenses for the coming year for their approval.

22.9 If approved the expenses will be included in the yearly Club Budget by the Board of Directors.

~~22.10 Will request in writing any changes, additions or upgrades he feels are needed, to the Board of Directors for their consideration.~~

~~22.11 All requests will be added to the next General Meetings Agenda by the Board of Directors for the Members input. A Vote will decide the Approval or rejection of the request. Emergency repairs will be carried out at the discretion of the Technician with a report to the Membership at the next meeting.~~

*22.10.1 *** Will request in writing any changes, additions or upgrades they feel are needed, to the Board of Directors for their consideration.*

*22.10.2 *** All requests will be added to the next General Meetings Agenda by the Board of Directors for the Members input. A Vote will decide the Approval or rejection of the request. Emergency repairs will be carried out at the discretion of the Technician with a report to the Membership at the next meeting.*

*22.10.3 *** Any motion to purchase or make a major modification of any of the Corporation's equipment must be published on the P.A.R.C. Website, except for emergency repairs.*

~~22.12 All approved finances will be requested from the Club Treasurer~~

*22.11 *** All approved finances will be requested from the Club Treasurer.*

~~22.13 ** A Committee of 2 (min of 1) members with Advanced License Qualifications re: (RIC-3) will be selected by the Technician to act as Repeater Control Operators for a 1 year term. (can be extended by mutual agreement)~~

~~22.14 The Control Operators will be supplied with a set of Control Codes which perform Control operations for VE3PBO.~~

~~22.15 Control Operators will be Trained on how to use these codes and be responsible to the Technician.~~

~~22.16 ** Control Operators Names will be Published on the P.A.R.C. Website.~~

~~22.17 Committee selection will be by the Technician and approved at a Membership General Meeting By a Vote of Confidence.~~

23.0 MOTIONS:

23.1 ** The Secretary may require any motion to be presented in writing to ensure that the wording and intent of the member is maintained.

~~23.2 ** Any motion to purchase or major modification of any of the Corporation's equipment must be published on the P.A.R.C. Website, except for emergency repairs.~~

24.0 APPROVAL OF THESE BY-LAWS:

~~24.1 These By-Laws were approved by the membership of the Peterborough Amateur Radio club
this 19th day of November, 2007.~~

*24.1 *** These By-Laws were approved by the membership of the Peterborough Amateur Radio club
this DATE TBD.*