

CONSTITUTION AND BYLAWS
of the
South Waterloo Amateur Radio Club Incorporated
also known as the
Cambridge Amateur Radio Club

1. PREAMBLE

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of the association of persons commonly interested in Amateur Radio, do hereby constitute ourselves the South Waterloo Amateur Radio Club Inc., Incorporated under the laws of Ontario and also known as the Cambridge Amateur Radio Club, and do enact this constitution as our governing law.

2. DEFINITIONS

In this by-law, unless the context otherwise requires:

- 2.1. "Director" means an individual occupying the position of director of the Corporation by whatever name he is called.
- 2.2. "Member" means a member of the Corporation who has paid his dues for the current year.
- 2.3. "Members" means the collective membership of the Corporation.
- 2.4. "Officer" means an officer of the Corporation.
- 2.5. "Club" refers hereafter as pertaining to the corporation and its members.
- 2.6. Membership and financial years will be the calendar year; namely beginning on January 1st and ending on the 31st of December of the respective year.
- 2.7. Words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa.

3. HEAD OFFICE

The head office of the Corporation shall be in the City of Cambridge, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

4. SEAL

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

5. DIRECTORS

- 5.1. For the purposes required by the Ontario not-for-profit corporations act, the corporation shall be managed by a board of 3 directors comprised of the current President, Vice-President and Secretary.
- 5.2. The Directors shall be elected by the Members.
- 5.3. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director.

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5.4. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be the same as the term of office for their executive position.

6. MEMBERSHIP

- 6.1. All persons interested in amateur radio shall be eligible for membership.
- 6.2. Applicants must express a willingness to abide by the Constitution and By-Laws and such rules as shall from time to time be promulgated by the club.
- 6.3. Membership may not be denied because of race, colour, religion, gender, sexual orientation, political affiliation, marital status or any other reason that would be biased or prejudicial.
- 6.4. Full membership is open to licensed Radio Amateurs and includes all club privileges as well as rights to hold a club office and to participate in all votes relating to the affairs of the club.
- 6.5. Associate membership is open to those actively engaged in a class leading to an Amateur Radio license and all other interested persons and includes all club privileges except for the right to hold office and to participate in any votes relating to the affairs of the club.

7. EXECUTIVE

- 7.1. The Executive of this club shall be: President, Vice-President, Secretary, Treasurer and Executive member at Large.
- 7.2. The executive of this club shall be elected for a term of two years from the members present, provided there is a quorum, with the exception of the At Large position which shall be elected for a term of one year at the Annual General Meeting in April.
- 7.3. Two year positions will begin in the month following elections which will be held in even numbered years.
- 7.4. Nominations shall be at the regular meeting in March preceding the AGM.
- 7.5. The executive shall be members in good standing.
- 7.6. Vacancies occurring between elections must be filled by special ballot at the first regular meeting following the announcement of withdrawal or resignation.
- 7.7. The elected replacement will fulfil the duties of the executive position for the term remaining.
- 7.8. Executive may be removed on a motion by a three-fourths vote of the paid membership.

8. DUTIES OF THE EXECUTIVE

- 8.1. The President shall:
 - 8.1.1. preside at all meetings of this club and conduct the same according to the rules adopted.
 - 8.1.2. enforce due observance of the Constitution and By-Laws.
 - 8.1.3. decide all questions of order.
 - 8.1.4. sign all official documents that are adopted by the club and none other.

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- 8.1.5. perform all customary duties pertaining to the office of President.
 - 8.1.6. assign temporary duties pertaining to the operation of the club to other executive or general club members.
 - 8.1.7. at the expiration of his term, turn all items belonging to the club over to his replacement or designate.
- 8.2. The Vice President shall:
- 8.2.1. assume all the duties of the President in the absence of the latter.
 - 8.2.1. act as Program Chairman.
 - 8.2.2. arrange programs for the club with the assistance of the executive.
 - 8.2.3. maintain a list of club property and donations and make it available to the executive and membership as requested.
 - 8.2.4. at the expiration of his term, turn all items belonging to the club over to his replacement or designate.
- 8.3. The Secretary shall:
- 8.3.1. keep a record of the proceedings of all meetings.
 - 8.3.1. carry on all correspondence and read communications at each meeting.
 - 8.3.2. inform members of special meetings.
 - 8.3.3. keep the Constitution and By-Laws of the South Waterloo Amateur Radio Club inc., and have the same available at every regular and special meeting.
 - 8.3.4. record all amendments, changes and additions and cause them to be noted thereon and be available to be consulted by members upon request.
 - 8.3.5. complete all correspondence with the Ministry of Government Services regarding the reporting of director changes etc.
 - 8.3.6. at the expiration of his term, turn all items belonging to the club over to his replacement or designate.
- 8.4. The Treasurer shall:
- 8.4.1. receive and receipt for all monies paid to the club.
 - 8.4.1. keep an accurate account of all monies received and expended.
 - 8.4.2. pay no bills without proper authorization by the club or its executive.
 - 8.4.3. prepare an itemized statement of disbursements and receipts at the end of each year and present it to the membership as a yearend statement.
 - 8.4.4. sign all cheques on behalf of the club or have a club approved alternate do the same.
 - 8.4.5. keep an up to date list of paid members and forward it to the president, secretary and bulletin editor on a monthly basis or as required.
 - 8.4.6. at the expiration of his term, assist as required with the orderly removal of his signing authority at the financial institution holding the club account(s).
 - 8.4.7. at the expiration of his term, turn all items belonging to the club over to his replacement or designate.
- 8.5. The At Large member will have a term of one year and assist the executive as needed. The At Large member is considered to be in training for future Executive positions.

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9. MEETINGS

- 9.1. The By-Laws shall provide for regular and special meetings.
- 9.2. At meetings, one-quarter of the paid membership shall constitute a quorum for the transaction of business.
- 9.3. Regular meetings shall be held each month, excluding July and August, at such place as the Executive shall arrange.
- 9.4. Special meetings may be called by the President upon written request on any five members of the club.
- 9.5. Notices shall be sent to all members, informing them of the special meeting and the business to be transacted. These notices shall be sent by the Secretary.
- 9.6. Only such business as is designated in the said notice shall be transacted at such special meetings.

10. NON EXECUTIVE POSITIONS

- 10.1. The South Waterloo Amateur Radio Club inc., by a majority vote of those present at any regular meeting, may levy upon the general membership, such special assignments as shall be deemed necessary for the business of the organization.
- 10.2. The executive may from time to time appoint or have a member volunteer to carry out the non elected positions which include but are not limited to Bulletin Editor, Club Contest Coordinator, Club Station License Custodian(s), Repeater Technical Coordinator, Backup Treasurer, Club Historian, Web Master and Education Coordinator.

11. DUTIES OF THE NON EXECUTIVE

- 11.1. The Bulletin Editor will:
 - 11.1.1. Keep the club informed as to meeting dates excluding special meetings.
 - 11.1.2. Publish a bulletin, frequency to be determined by the executive, except July and August, and special bulletins as the need arises.
 - 11.1.3. Deliver bulletins and/or meeting notices to members one week prior to the monthly meeting by way of Email or Canada Post as selected by the member.
- 11.2. The Club Contest Coordinator will:
 - 11.2.1. Inform members via the bulletin of all upcoming contests that club members may want to participate in.
 - 11.2.2. Manage all club contests including but not limited to assigning bands and modes, arranging logging software, collecting and submitting logs in a timely fashion, reporting via the bulletin the results of the clubs efforts, arranging ARRL Field Day venue and operation.

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- 11.3. The Club Station License Custodian(s) will:
 - 11.3.1. Hold an advanced license qualification.
 - 11.3.2. Hold, on behalf of the club, a station license issued by Industry Canada. (VE3SWA, VE3SWR)
 - 11.3.3. Maintain the said station license under the provisions required by Industry Canada.

- 11.4. The Backup Treasurer will:
 - 11.4.1. Be on record with the deposit bank as a signatory.
 - 11.4.2. Assist the elected treasurer as required.

- 11.5. The Club Historian will:
 - 11.5.1. House and maintain all current and historical documents belonging to the club.
 - 11.5.2. Make all documents available to club members for review as may be requested.

- 11.6. The Web Master will:
 - 11.6.1. Maintain the club website, <http://www.cambridgeham.ca> , in a timely manner and in accordance with the wishes of the membership.
 - 11.6.2. Maintain a paper log of all the codes, passwords and files needed to maintain the site.
 - 11.6.3. Make available to a designate, as required, the codes, passwords and files needed to maintain the site.

- 11.7. The Repeater Technical Coordinator will:
 - 11.7.1. Maintain the club owned repeater (VE3SWR) in accordance with the wishes of the membership in a timely manner.
 - 11.7.2. Liaise as required with Terago Networks to maintain the lease agreement related to the building and site.
 - 11.7.3. Maintain a paper log of all the codes, passwords and documents needed to maintain and repair the equipment.
 - 11.7.4. Make available to a designate, as required, the codes, passwords and documents needed to maintain and repair the equipment.

12. DUES

- 12.1. The dues for a full member shall be set by the Executive or a majority vote of the paid membership, and be made payable at the first regularly scheduled meeting of the New Year.
- 12.2. The dues for an associate member will be set at 25% of full membership or waved in the case where the associate member is part of an education class sponsored by the club.

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13. AMENDMENTS

- 13.1. This Constitution or the By-Laws may be amended by a one-quarter vote of the total paid membership.
- 13.2. Proposals for amendments shall be submitted in writing at a regular meeting, sent to each member in a timely fashion and may not be voted on until the next regular meeting.
- 13.3. Should a member not be able to attend a meeting where an amendment vote will take place, may give his proxy vote to one of the directors in advance of the said meeting. Holding a proxy vote does not increase the quorum of members in attendance.

14. DISSOLUTION OF THE CORPORATION (CLUB)

- 14.1. In the event that the Board of Directors votes that the Club should terminate operations, a motion for dissolution must receive more than two-thirds vote of the full membership to pass.
- 14.2. The Board of Directors shall handle the disbursement of all assets of the club.
- 14.3. An independent appraisal will determine the depreciated value of all capital assets.
- 14.4. No member or group of members shall receive benefit from the assets.
- 14.5. All equipment will be sold and net proceeds donated to a non-profit organization whose primary purpose is to benefit Amateur Radio in Canada.
- 14.6. All remaining cash will be donated to a non-profit organization whose primary purpose is to benefit Amateur Radio in Canada.

15. OPERATIONAL BY-LAWS

- 15.1. Should a member of the club become a silent key, a donation of \$50 will be donated to the funeral or charity of choice as per the family request or obituary as published. Should an immediate family member, (father, mother, spouse, child), of a club member decease, a donation of \$25 will be donated to the funeral or charity of choice as per the family request or obituary as published.
- 15.2. Minutes of monthly meetings will be published in the bulletin or sent to each member with the notice of meeting.
- 15.3. Financial information and bank balances will not be published where they may be viewed by the general public.
- 15.4. Membership lists will not be published where they may be viewed by the general public.
- 15.5. Members personal addresses, telephone numbers or email addresses will not be published where they may be viewed by the general public.
- 15.6. Membership fee is set at \$20; Associate membership fee is set at \$5.

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- 15.7. Donated Equipment:
- 15.7.1 Amateur radio equipment that is donated to the Cambridge Amateur Radio Club (SWARC INC.) becomes the property of the corporation.
 - 15.7.2 Persons who donate to the club are made aware that donations are given without return consideration.
 - 15.7.3 All persons who donate to the club will be recognised with a letter from the club acknowledging the donation.
 - 15.7.4 Each donation will be assessed as to condition, operability and repairs that may be required with all model and serial numbers and optional parts recorded. Following this assessment, a fair market value will be placed on the items by a member or members of the club as directed by the president. The members will then decide to have the equipment repaired or to modify its value accordingly.
 - 15.7.5 Current paid members of the club will be given first choice in the purchase of the equipment for their personal use at the fair market value less 15% with proceeds going into the general funds of the club or towards special projects as decided by the membership.
 - 15.7.6 In the case where no member wishes to purchase, the equipment will be advertised for sale through the normal amateur swap sites and/or taken to an amateur flea market to be sold with proceeds going into the general funds of the club or towards special projects as decided by the membership.
 - 15.7.7 In all cases, the club will issue a receipt to the purchaser for the equipment indicating final sale and that there are no written or implied warranties related to the equipment.
 - 15.7.8 It is understood that this policy implies that no individual member or members of the club will benefit from any donation except under subsection 15.7.5 .

Signed for, and on behalf of the membership present:

_____ President Date: 2017/03/13