

## **NORTH SHORE AMATEUR RADIO CLUB**

### **BYLAWS**

#### **PART 1 – DEFINITIONS AND INTERPRETATION**

##### **Definitions**

1.1 In these Bylaws:

“Act” means the *Societies Act* of British Columbia as amended from time to time;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time.

"The Society" means The North Shore Amateur Radio Club.

##### **Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

##### **Conflict with Act or regulations**

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

##### **Interpretation**

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

#### **PART 2 – MEMBERS**

##### **Application for membership**

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

##### **Honorary membership**

2.2 The Board may elect Honorary members, waiving any membership dues, for a period of up to 12 months.

##### **Renewal of Honorary membership**

2.3 The Board may renew Honorary membership for a further period of up to 12 months an indefinite number of times.

##### **Duties of members**

2.4 Every member must uphold the constitution of the Society and must comply with these Bylaws.

##### **Amount of membership dues**

2.5 The amount of the annual membership dues, if any, must be determined at the annual general meeting of the society.

##### **Resignation or death**

2.6 A person's membership in the Society is terminated when:

(a) the member resigns, or

(b) the member dies or, in the case of a partnership or corporation, dissolves.

##### **Expulsion**

2.7 A member may be expelled by special resolution, subject to the procedures set out in the Act.

### **Member not in good standing**

- 2.8 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

- 2.9 A member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination if not in good standing**

- 2.10 A person's membership in the Society is terminated if the person is not in good standing for 3 consecutive months.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

- 3.1 A general meeting must be held at the time and place the Board determines.

### **Ordinary business at general meeting**

- 3.2 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) election or appointment of directors;
  - (e) appointment of an auditor, if any;
  - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

- 3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Order of business at general meeting**

- 3.4 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
  - (b) determine that there is a quorum;
  - (c) approve the agenda;
  - (d) approve the minutes from the last general meeting;
  - (e) deal with unfinished business from the last general meeting;
  - (f) if the meeting is an annual general meeting,
    - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
    - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
    - (iii) elect or appoint directors, and
    - (iv) appoint an auditor, if any;
  - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
  - (h) terminate the meeting.

### **Quorum required**

- 3.5 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **If quorum ceases to be present**

- 3.6 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Quorum for general meetings**

- 3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **Chair of general meeting**

- 3.9 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
  - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
    - (i) the president,
    - (ii) the vice-president, if the president is unable to preside as the chair, or
    - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

- 3.10 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Adjournments by chair**

- 3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned meeting**

- 3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Resolutions**

- 3.13 No resolution proposed at a general meeting need be seconded and the chairman of a meeting may move or propose a resolution.

### **No Casting Vote**

- 3.14 In the case of an equality of votes at a general meeting, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

### **Voting**

- 3.15 A member in good standing present in person at a general meeting is entitled to one vote.

### **Methods of voting**

- 3.16 Voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

- 3.17 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

- 3.18 Voting by proxy is not permitted.

### **Corporate Member Voting**

- 3.19 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

- 4.1 The number of directors shall be 8.

### **Validity of Director's proceedings**

- 4.2 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

### **Election or appointment of directors**

- 4.3 At each annual general meeting:
- (a) four directors shall be elected to serve a term of 2 years.
  - (b) if any directors elected at the previous annual general meeting have resigned or been replaced during the previous year then replacement directors shall be elected to serve a term of 1 year.

### **Director's term limits**

- 4.4 Elected directors may be elected to two consecutive terms (i.e.  $2 + 2 = 4$  years or  $1 + 2 = 3$  years), but then must cease to be a director for at least one year before being eligible for re-election.

### **Directors to fill casual vacancy on Board**

- 4.5 The Board should appoint a member who is eligible under Section 4.4 as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

### **Term of director filling casual vacancy**

- 4.6 A director appointed by the Board to fill a vacancy ceases to be a director at the conclusion of the next following annual general meeting of the Society.

### **Removal of Director**

- 4.7 The members may, by special resolution, remove a director before the expiration of their term of office, and may elect a successor who is eligible under Section 4.4 to complete the term of office.

## **PART 5 – DIRECTORS’ MEETINGS**

### **Calling directors’ meeting**

- 5.1 A directors’ meeting may be called by the president or by any 2 other directors.

### **Notice of directors’ meeting**

- 5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors’ meetings**

- 5.4 The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

- 5.5 The directors may fix the quorum necessary to transact business and, unless so fixed, the quorum is a majority of the directors.

### **Chair of directors’ meetings**

- 5.6 The President shall be chairman of all meetings of the directors but if, at a meeting, the President is not present within 30 minutes after the time appointed, the Vice President shall act as chairman; and, if neither is present, the directors present may choose one of their number to be chairman at that meeting.

### **Participation in directors’ meetings**

- 5.7 A director may participate in a meeting of the Board or of any committee of the directors through the use of conference telephones or other communication facilities by means of which all directors participating in the meeting can hear each other and provided that a majority of such directors agree to such participation. A director participating in a meeting in accordance with this Section shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum.

### **Resolutions at director's meetings**

- 5.8 No resolution proposed at a director's meeting need be seconded and the chairman of a meeting may move or propose a resolution.

### **No Casting Vote at director's meetings**

- 5.9 In the case of an equality of votes at a director's meeting, the chairman shall not have a casting or second vote and the proposed resolution shall not pass.

### **Resolution in Writing**

- 5.10 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid as if regularly passed at a meeting of directors.

## PART 6 – OFFICERS

### President and Vice-President

6.1 The President and Vice President shall be elected by the directors from among their number at the first meeting of directors following the annual general meeting.

### Secretary and Treasurer

6.2 The Secretary and Treasurer, or Secretary / Treasurer, shall be appointed by the directors, and none need be a director.

### Role of president

6.3 The president is the chair of the Board and is responsible for supervising the directors and officers in the execution of their duties.

### Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

### Role of Secretary

6.5 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act;
- (f) maintaining the register of members.

### Role of Treasurer

6.6 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) paying the Society's bills and expenses;
- (c) keeping accounting records in respect of the Society's financial transactions;
- (d) preparing the Society's financial statements;

### Absence of secretary from meeting

6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

## PART 7 – REMUNERATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

### Remuneration of directors/officers

7.1 No director or officer shall be remunerated for being or acting as a director/officer but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

### Indemnification of directors/officers

7.2 Except as required under Section 64(2) of the Act, the Society does not indemnify directors or officers against penalties or expenses associated with eligible proceedings.

## **PART 8 – BORROWING**

### **Borrowing**

- 8.1 In order to carry out the purposes of the Society the directors may, on behalf of, and in the name of, the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

### **Debentures**

- 8.2 No debenture shall be issued without the sanction of a special resolution.

## **PART 9 – NOTICES TO MEMBERS**

### **Details of General meeting**

- 9.1 Notice of a general meeting shall specify the place, day, and hour of meeting.

### **Notice of General meeting**

- 9.2 The Society shall give not less than 14 days' notice, delivered in writing or by electronic means, of a general meeting of the Society to every member shown on the register of members on the day notice is given; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing or by electronic means.

### **Accidental omission of notice**

- 9.3 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

## **PART 10 – BYLAWS**

### **Bylaw Alteration**

- 10.1 These bylaws shall not be altered or added to, except by special resolution.

### **Special Resolutions**

- 10.2 A special resolution voted on at a general meeting must be passed by at least 3/4 of the votes cast by the voting members.

## **PART 11 – FUNDS AND ASSETS**

### **Not for gain of members**

- 11.1 The society shall carry on without purpose of gain for its members. Funds and assets held by the society will be used to further the objectives of the society.

### **Dissolution**

- 11.2 In the event of the winding up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the members of the Society at the time of the winding up or dissolution of the Society, and if effect cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the provisions of the Income Tax Act which have purposes similar to those of the Society.

### **Previously unalterable**

- 11.3 Clauses 11.1 and 11.2 were previously unalterable.