

Winnipeg Amateur Radio Club, Inc.
By-laws

Revised
February 2020
November 2004
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Throughout this document, personal pronouns will alternate between genders.
Each and every occurrence of any pronoun is understood to imply and include
all genders.

The Amateur's Code

1. The Amateur is Considerate. He never knowingly uses the air in such a way as to lessen the pleasure of others.
2. The Amateur is Loyal. She offers her loyalty, encouragement and support to her fellow radio amateurs, her local Club, and her national organization through which amateur radio is represented.
3. The Amateur is Progressive. He keeps this station abreast of science. It is well-built and efficient. His operating practice is above reproach.
4. The Amateur is friendly, slow, and patient sending, when requested, friendly advice and counsel to the beginner, kindly assistance, co-operation and consideration for the interest of others; these are the marks of the amateur spirit.
5. The Amateur is balanced. Radio is her hobby. She never allows it to interfere with any of the duties she owes to her home, her job, her school or her community.
6. The Amateur is Patriotic. His knowledge and his station are always ready for the service of his country and his community.

Paul M. Segal, ARRL

Winnipeg Amateur Radio Club, Inc. By-laws

Pursuant to the powers invested in the Corporation, it is hereby passed and enacted that the following shall be the constitutional by-laws of the Winnipeg Amateur Radio Club, Incorporated, subject to the provisions of the Corporation Act and the Articles of Incorporation in the Province of Manitoba.

Article One – Interpretation

Where used herein the following terms will have the following meanings, respectively:

1(a) Winnipeg Amateur Radio Club, Incorporated will be referred to as WARC.

1(b) Radio Amateur: - any person holding a certificate of proficiency in Radio – all Amateur levels issued by the Minister of Communications in Canada – or any foreign operator with whose country Canada has reciprocal licencing agreements.

1(c) Member: – a radio amateur who has been accepted for membership in WARC and whose dues have been paid for the current fiscal year.

1(d) Associate Member: - a non-certified person who is genuinely interested in amateur radio, has been accepted for membership and whose dues have been paid for the current fiscal year.

1(e) Director: - a radio amateur who has been duly elected or acclaimed to the Board of Directors of WARC.

1(f) General Meeting: - a meeting of the members of WARC held each month except for designated months.

1(g) Annual Meeting:- a meeting of the Membership of WARC, held annually during a designated month in compliance with the Corporations Act of Manitoba, to review the objectives and performance of the Organization conforming with Article 5, Section 2, herein.

1(h) Special Meeting: - a meeting of the Membership of WARC called for a special purpose and in conformity with Article 4, Section 2, herein.

1(i) Corporation: - refers to the Winnipeg Amateur Radio Club, Incorporated.

Article Two – Membership

- 2.1: Each member shall be bound by the by-laws and such regulations as shall from time to time be promulgated by the Corporation.
- 2.2: Application for membership or renewals shall be made on a designated form and presented, either to the Membership Chairperson or the Secretary, along with the required fee(s).
- 2.3: At least fifty-one percent (51%) of the Membership shall be certified Radio Amateurs.
- 2.4: Membership is neither assignable nor transferable.
- 2.5: The annual fee(s) for membership in WARC shall be of such amount as maybe fixed by the Board of Directors and confirmed or re-fixed at the Annual Meeting of WARC. Such fee(s) shall be paid not later than the thirtieth day of September (30 September) in each fiscal year. Any previous member not paid in full by this time shall be removed from the roll until such time as all fees are paid.
- 2.6: Associate membership in WARC shall be permitted and subject to a fee set out by the Board of Directors. Associate members shall not have a vote, nor hold office in WARC, but may sit on committees and take part in all other Club activities. They will be bound by all applicable by-laws.
- 2.7: Honorary membership may be extended to those who are not Radio Amateurs at the discretion of the Board of Directors and ratified by the members present at a regular meeting.

Article Three – Officers and Elections

- 3.1: Preamble – The affairs of the Corporation shall be managed by a Board of Directors who will exercise all such powers of the Corporation as are authorized by the Corporation Act of Manitoba, articles of incorporation and the provisions of these by-laws subject, nevertheless, to such regulations or provisions as may be prescribed by the Corporation in general meeting.
- 3.1:(a) No regulations made by the Corporation, in general meeting, shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made and the continuing Directors may act notwithstanding any vacancies in the Board.
- 3.2: Subject to the limitations referred to in the foregoing paragraph, the Board of Directors shall have the power by by-law:
- 3.2:(a) To acquire by purchase, lease or other title, and to hold any real estate or personal property necessary for the carrying on of its undertakings, and, where such are no longer required, to sell, eliminate and convey the same.

3.2:(b) To hypothecate, mortgage, or pledge any or all of the real or personal property of the Corporation to secure any bonds, debentures, debenture stocks or other stocks, or any liability of the Corporation.

3.2:(c) To issue bonds, debentures, debenture stock (both perpetual and termable) or other securities.

3.2:(d) To pledge or sell such bonds, debentures, debenture stock, or other securities, for such sum and at such price and on such terms as may be deemed expedient or necessary.

3.2:(e) To invest those funds of the Corporation not immediately required for its purpose by such investments as are authorized by the Trustee's Act of Manitoba, *RSM 1940*.

3.2:(f) To undertake all such things as are incidental or conducive to the attainment of the objectives of the Corporation.

3.3: The Board of Directors shall be elected annually by ballot by a simple majority of the Members present and in good standing at a meeting called for that purpose. The number of Directors elected in excess of six (6) may be varied from time to time at the discretion of the Board of Directors. The Officers of the Corporation shall be appointed from among the Directors elected from the general Membership as follows: President, Vice-President, Secretary, Treasurer, and two Directors at Large. (*Changed October 2004*)

3.4: The immediate past President shall be appointed to that office and shall maintain all voting rights as a Director.

3.5: An Honorary President may be elected by the Board of Directors, who, at the discretion of the Board, may be a Radio Amateur or a person from the community.

3.6: The Board of Directors may appoint standing committees and *ad-hoc* committees and special committees as needed, and the President shall be an *ex-officio* member of all such committees.

3.7: The standing committees shall consist of members in good standing, and the Chairperson shall be a Radio Amateur and a Member.

3.8: Any vacancy occurring in the Board of Directors may be filled by the remaining board members, subject to ratification at the next general meeting and shall remain in effect until the end of the fiscal year.

3.9: The Board of Directors shall meet for the transaction of business at least once prior to each general meeting.

3.10: At least four (4) members of the Board of Directors shall constitute a quorum and the majority of those present shall prevail.

3.11: Any officer or member of the Board of Directors may be removed from office by a two-thirds (2/3) majority vote of the WARC members in good standing present at a general meeting, provided that:

3.11:(a) Notice of the motion is given in writing to the President or Secretary at least one month prior to such meeting.

3.11:(b) That the membership be notified in writing of such Notice.

3.11:(c) That the officer in question be notified as to such Notice and the Notice of Motion be included.

3.12: A term in office as a Director of the Board shall be one (1) fiscal year. *Changed November 2004*

3.12:(a) A Director of the Board can be voted in for an unlimited amount of terms, provided that a majority of the WARC members, present and in good standing at a meeting for that purpose, have voted in said Director for each term. *Changed November 2004*

3.12:(b) Any Director of the Board, appointed to the office of President or Vice-President, shall not hold said offices for longer than five (5) consecutive terms, and must step down from said positions for at least one (1) term, but will be allowed to remain on the Board of Directors in any other position, provided that a majority of the WARC members present and in good standing at a meeting called for that purpose, have voted in said Director for each term. *Changed November 2004*

3.13: To be eligible to stand for office on the Board of Directors of the Corporation, one shall be a member in good standing for at least one (1) fiscal year, be at least eighteen (18) years of age and meet any other by-law requirements that are applicable.

Article Four – Meetings

4.1: Meetings shall be held monthly at a place and time determined by the Board of Directors and shall be for the period of September to June inclusive. Meetings may be devoted to any subject material as chosen by the Board of Directors, or a committee for that purpose.

4.2: Special meetings may be called by the President or upon the written request of five (5) WARC members in good standing.

4.3: Notices shall be sent to all members informing them of any special meeting and the nature of its business.

4.4: Quorum – an annual, general, or special meeting shall have a quorum provided that twenty percent (20%) of the voting members are present. If there is no quorum, the meeting shall become a committee of the whole, at the discretion of the President.

4.5:(a) The order of business of all meetings shall be as follows:

- reading of the minutes of the last meeting
- business arising from those minutes
- correspondence
- Treasurer's report
- standing committee reports
- new business
- notices for the good and welfare of the Club
- adjournment

All general meetings of the Corporation shall follow normal parliamentary order. (Robert's Rules of Order.)

4.5:(b) During “Notices for the good and welfare” any member or visitor may address the meeting, providing the subject material is of general interest, short and not controversial, and subject to the Chairperson's discretion.

4.6: The Corporation fiscal year shall end on the thirty-first (31st) of July of each calendar year and there shall be an annual meeting no later than the end of October of that same year.

4.7: The by-laws or regulations may be repealed, added to or amended at any general or special meeting, provided that; notice of motion of such intentions has been given in writing to the Secretary at least one (1) month prior to such a meeting, and conveyed by the Secretary to the membership in writing at least one (1) week in advance of the meeting, and that a quorum of the membership in good standing is present at the meeting and they only, in a two-thirds (2/3) majority vote therefore in favour.

4.8: In the event that the by-laws of the Corporation are changed in any manner, as provided for in the above paragraph, they shall be approved by the Executive Director as provided for in the Corporations Act of Manitoba, before becoming valid. This approval shall be obtained at the earliest opportunity by the Secretary of WARC.

Article Five – Accounts

5.1: The funds of the Corporation shall be deposited in a chartered financial institution or credit union, and withdrawals shall be made only on the joint signatures of the Treasurer and one of the two other Board members with signing authority.
Changed February 2020

5.2: a responsible person shall be appointed at the annual meeting in October of each year. She shall examine the books and accounts of the Corporation and present a report in writing, together with a financial statement and certificate of his review. This examination shall take place at the end of the fiscal year in July and books shall be presented in the corrected form to the new Treasurer at the first general meeting in September of the same year. It shall be the responsibility of the outgoing President to see that this takes place. *Changed February 2020*

Article Six – General

6.1: The Charter of Incorporation shall be in the custody of the Secretary and all documents of the Corporation requiring to be certified shall be signed and bear the joint signatures of the Secretary and the President or Vice-President.

6.2: Upon the dissolution of the Corporation the assets, after the payment and the satisfaction of the debts and liabilities of the Corporation, shall be transferred to Trustee, made up of three (3) members, elected by the membership present. The Trustee shall disburse the remaining assets to those organizations that they feel are worthy of them and they shall then make public the disbursements.

6.3: If it should happen that a situation arises where the Corporation finds itself without a Board of Directors, then a person or persons elected at special meeting shall act as a manager and at the earliest opportunity shall arrange for the election of a new Board of Directors. Until such time as a manager is elected or appointed, the past President or the honorary President will act as the manager and shall do so until a manager is appointed. This manager shall have the power to call meetings and pay all current bills after they have approved by the membership at a regular meeting. She shall arrange for the orderly dissolution of the Corporation as in Paragraph 6.2 above, should this become necessary.

6.4: The Corporation as it is presented in the Articles and by-laws is here for the purpose of administering Amateur Radio activities. The officers of the Corporation will not allow to take place the financial sponsorship of any one of its members, in activities or events that do not directly relate to Amateur Radio or the aims and purposes of the Winnipeg Amateur Radio Club, Incorporated.

Article Seven – Winnipeg Amateur Radio Club Station – VE4BB

7.1: The Custodian of the call VE4BB shall be any member of the Board of Directors who is qualified to hold the licence, or failing this, any qualified member of the Club at the Board's discretion. *Changed June 2003*

7.2: The Custodian shall hold the highest Amateur Operator certificate. He shall be responsible for the use of the call VE4BB and see that all Innovation, Science and Economic Development Canada requirements and regulations are met and adhered to regarding its use. *Changed February 2020*

7.3: The Custodian shall, at all times, see that a station log is maintained with all particulars of operation and by whom, and that the station licence and a copy of the Regulations be in the log.

7.4: The Custodian shall have the authority to close the station and/or cause its operation to cease if she feels that the Regulations are not being followed.

7.5: The Custodian shall ensure that the station licence is kept current and make the station available to any WARC member in good standing with reasonable notice.

7.6: The Custodian shall be the custodian of all Club radio equipment, accessories, etc., and keep an inventory and log of equipment use.

7.7: The Custodian shall see that all Club equipment in his possession is covered by insurance for all perils. This is to be done either on their own, or through the Club.

Article Eight – Insurance Liability

8.1: WARC shall hold a liability insurance policy to cover any and all members and the public in case of accident and/or injury at a Club event. This coverage should be the minimum available.

8.2: WARC shall provide for the repair or replacement of any equipment lent to it, provided that the equipment liability forms are completed. If this is not done, then the Winnipeg Amateur Radio Club, Incorporated shall not be responsible for such equipment. It shall be the responsibility of the person(s) lending the equipment to ask for and complete this form.

Conduct of Meetings

Introduction

1. General Meetings are held in order that members can discuss, in a democratic manner, matters relating to the operation of the Club, and arrive at decisions based on the will of the majority of the members.
2. If General Meetings are to be conducted in a manner which will result in the accuracy of business, economy of time, uniformity, and impartiality, they should be conducted in accordance with parliamentary procedure.

Purpose

3. This paper outlines the responsibilities of the President in conducting Club meetings, parliamentary procedure insofar as it applies to such meetings, and the types of and methods of dealing with motions.

President's Responsibilities

4. the control of a Club meeting rests with the President and the success or failure of the meeting depends to a great extent on his or her preparation and planning and on leadership qualities and methods. To carry out his/her responsibilities at a Club meeting the President should:
 - a) be familiar with the Club rules and regulations and the By-laws of the Club.
 - b) Knows, and follow, the order of business for the conduct of the Club meeting.
 - c) Conduct the Club meeting in accordance with parliamentary procedure and be familiar with his/her duties as presiding officer in respect of the validity of motions, or amendments thereto, and the control of debate.
 - d) Ensure that each member has an opportunity to express his views but is not allowed to abuse this right by being repetitious.
 - e) Ensure that all remarks are addressed to the chair and not directly discussed by two or more members; and
 - f) Ensure that only one speaker has the floor at a time and that the speaker is not interrupted otherwise than permitted by the rules of order.
5. The order of business as established by the By-laws is as follows: a) introductions; b) reading of the previous minutes; c) business arising from those minutes; d) correspondence; e) Treasurer's report; f) Standing committee reports; g) New business; h) Notices for the good and welfare of the Club; and i) Adjournment.
6. If a subject of major importance, such as an amendment to the By- laws or a proposal which requires study, is to be introduced as new business, prior notice is required to enable the Board of Directors to prepare relevant information and for members to formulate opinions and prepare questions they might wish to ask.

Making a Motion

7. A motion is a proposal that the Club take action, or that it expresses itself as holding certain opinions. A motion may be made by any member of the Club except the President. To make a motion, a member first obtains recognition from the President by standing and waiting until acknowledged. If two or more members rise at approximately the same time, the President must use discretion as to which is to be recognized first. Members must always address the chair.

8. Prior to making a motion, the member should have formulated the correct wording of the proposal he/she wishes to bring to the attention of the meeting. He or she says, after being recognized or obtaining the floor, "I move that..." Or "I move to...". For the sake of absolute accuracy, a motion may be put in writing, read by the one who proposes it, and handed to the Secretary. Whatever the practice, it is very important that the exact wording of the motion be understood by all. To make this clear, the President must repeat the motion, inquiring from the proposer if the wording is correct.

Seconding a Motion

9. A motion must be seconded before it may be considered. In other words, the proposal must interest at least two members of the meeting. If a motion is not seconded, no notice whatever need be taken of it by the President, but, for the sake of fairness to all, the President may say, "it has been moved that so-and-so. Is the motion seconded?" If no seconding is forthcoming, the President says, "The motion cannot be considered", and proceeds with business as before.

10. Seconding a motion is expressing approval and interest, at least for the purposes of discussion, by one member other than the proposer. It is not necessary for the seconder to rise, although in a large group, it may be advisable.

Legality of a Motion

11. No motion is in order which conflicts with the avowed object or purpose of the Club or concerns a subject over which the Club has no jurisdiction.

12. When a motion has been made, the President must consider it to determine whether it is in order for presentation for discussion by the meeting. This he may do before, or after, it is seconded. If the President considers a motion in order, he will repeat it to the meeting and invite discussion thereon. If the President considers a motion not in order, he will rule the motion out of order and advise the members of his reason for doing so. Any member, other than a Board member, may challenge the President to prove that his ruling is in accordance with regulations or rules of order. If there is still dissatisfaction with the ruling, or if a question of interpretation of rules and regulations arises, the validity of the ruling may go to the vote of the meeting.

Debating a Motion

13. Unless ruled out of order by the President, a motion made and seconded is stated to the meeting and becomes a subject for discussion and decision. Until that time, it will not be discussed or acted on. When moved, seconded, and stated by the President, a motion cannot be withdrawn or ignored, except where the original mover asks for permission from the meeting. No other member can ask to have a motion withdrawn although it can be disposed of in other ways.

Voting

14. All motions are decided by majority vote of the members present. This is interpreted to mean more than half of the votes cast, ignoring members who do not vote. Because of the interpretation of the meaning of majority, equal votes defeat a motion. The system of voting is decided by local custom e.g., use of ballots, a show of hands. Members cannot be compelled to vote on a motion; however, they should be encouraged to do so. 15. The President may exercise his own vote as a member but as a general rule he refrains from doing so. Except for his vote as a member, he does not have an extra or casting vote in the event of a tie.

Types of Motions

16. There are two kinds of motions; main and secondary. An understanding of this simple but sometimes confusing distinction is essential for good parliamentary procedure.

Main Motions

17. A main motion is one which introduces a subject to the meeting. It is debatable and amendable, i.e., the opinions of those present may be expressed regarding it, not only by their votes, but also by their words. Expression of opinion by members in orderly debate serves the purpose not only of clarifying the issues, but also influencing undecided members. It is quite proper for any member in favour of a motion to present all the arguments he can think of which seem to make the action advisable, and to present those arguments as persuasively as possible. The opponents have the same privilege. Only the President must remain absolutely impartial.

Secondary Motions

18. In most instances, a main motion will be proposed and voted on without further complications. But this is not always the case. During discussion, various questions may arise which must be disposed of before the main motion is acted on, or other circumstances may occur which make a vote on the main motion inadvisable. These questions and circumstances are referred to as secondary (subsidiary) motions and may take the form of:
a) an amendment to the original motion, or an amendment or an amendment; or
b) a motion to – c) defers the subject of original motion temporarily or indefinitely d) refer the subject of the original motion for further study, and e) limit the time for debate of a meeting.
19. Such motions must be considered and voted on before action can be taken on the main motion.

Nominations

20. Nominations are normally proposed by the Nominating Committee, however, at a Club meeting nomination can be made from the floor. No seconder is required. In any case, the President should inquire if there are any further nominations, and if there is no response, he then declares nominations closed. Nominations may be closed on a motion from the floor, but such a motion is not in order until a reasonable time has been given. It is preferable that the President declare nominations closed when he is satisfied that there are no further nominations.