



Meewasin Amateur Radio Society Incorporated
Constitution & Bylaws
Amended May 2004

Article 1 Name

The name of the corporation shall be the Meewasin Amateur Radio Society, Inc. hereafter referred to as MARS.

Article 2 Definitions

- a) “Act” means the Non-profit corporations Act, 1995. As from time to time amended, and every statute that may be substituted therefore, including any references in the bylaws of MARS shall be read as referring to the amended or substituted provisions thereof.
- b) “corporation” means MARS.
- c) “Board” means the officers and directors of the corporation.
- d) “Ordinary Resolution” means a resolution passed by a majority of the votes cast by the members voted in respect of that resolution.
- e) “Special Resolution” means a resolution passed by two thirds of the votes cast by the members who voted in respect to the resolution.
- f) “Member in Good Standing” means a Full or Associate members who has paid the required membership fees.
- g) “RAC” means the Radio Amateurs of Canada.
- h) “SARL” means the Saskatchewan Amateur Radio League.
- i) All terms contained herein, which are defined in the Act, shall have the meaning given to them in the Act.

Article 3 Objectives

The objectives of MARS are to secure the pleasures and benefits of an association of persons commonly interested in Amateur Radio to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to so conduct club programs and activities as to advance the general interest and welfare of Amateur radio in the community.

Article 4 Membership

There are two classes of membership in MARS.

- a) Full membership – open to any person holding an amateur radio license. A full member is entitled to all privileges of membership. They are entitled to vote at meetings of members. They may also be elected as directors of the corporations.

- b) Associate membership – open to anyone having a proven interest in Amateur Radio. A full member must sponsor an associate member. Associate members may not vote at meetings of member and may not be elected as directors of the corporation.

Membership term shall be September 1 to August 31. The membership of a new members shall commence upon receipt of the application and payment of membership fees.

Membership fees shall be set by the Directors and subject to change from time to time.

Cessation of Membership:

- a) Any member may withdraw from MARS at anytime by notice to MARS, but upon withdraw the member shall not be entitled to any refund of membership fees.
- b) Membership may be terminated for cause by written petition by two-thirds of the Full Membership. When a membership is terminated the member shall not be entitled to any refund of membership fees.

Article 5 Directors

- a) Directors shall be Full Members of MARS.
- b) The Directors of MARS shall consist of:
 - a. President*
 - b. Vice President*
 - c. Secretary/Treasurer*
 - d. Director At Large
 - e. Director At Large

* Officers of the Corporation.

Article 6 Meetings

- a) An annual meeting shall be held between September 1 and October 31 of each year.
- b) Items to be dealt with at the annual meeting:
 - a. Reports to the board including annual financial statements
 - b. Plans for the coming year
 - c. Auditors report
 - d. Appoint an auditor
 - e. Membership input as to priorities for the year
 - f. Election of the board
- c) Special meetings may be called by the board at anytime.
- d) Request for special meetings. The board shall call a membership meeting if requested in writing by five Full Members. The request must state the reason

for the special meeting. Special meetings may also be called by the membership if the board fails to do so.

- e) Notice of meetings shall be sent to all members of MARS. The notice shall give time, place, date and proposed agenda for the meeting. Notice shall be sent as to arrive in a timely manner.
- f) Voting on resolutions, shall be done by show of hands unless a motion is passed for a secret ballot.
- g) Quorum shall consist of at least 25% of the total membership, one of which must be an officer of the corporation.

Article 7 Nomination and Election of Executive Officers and Directors

- a) Nominations for executive officer (3) and director positions (2) must be received by the Secretary/Treasurer at least seven days prior to the Annual General Meeting.
- b) Letters of nomination must be signed by two nominating members and signed by the nominee to indicate acceptance. In the case where MARS has developed forms for this procedure, they must be used.
- c) The chair will conduct a vote for each position. The member obtaining the most votes shall be declared elected. In a case where someone runs unopposed, they shall be elected by acclamation.
- d) The chair shall not vote, but shall have the deciding vote should there be a tie.
- e) Voting for Executive Officers and Directors shall be done by secret ballot.

Vacancies

- a) The position of an officer or director shall be deemed vacant if the member terminates membership, resigns or fails to pay membership dues.
- b) The board may appoint any Full member to fill any vacancies.

Article 8 Meeting of the Board

- a) The Board shall meet at times and intervals as deemed necessary to manage the affairs and business of MARS.
- b) Quorum shall consist of at least three directors.

Article 9 Duties of Directors

- a) The Board has the power to manage all affairs and business of MARS.
- b) President – shall have the duty to preside at all meetings of the Directors and Membership and to see all decisions of the Board and Membership are carried out. In addition the President shall enforce observance of the constitution and bylaws, decide all questions of order, and sign all official documents adopted by the club.
- c) Vice-President – shall assume the duties of President in the President's absence. In addition the Vice President shall organize club activities, advance

club interest and activity as approved by the club. The Vice President will also serve as the club's liaison with RAC and SARL.

- d) Secretary/Treasurer – shall keep a role of members to prepare notice of meetings and to make sure they are delivered in a timely manner. Also shall take and distribute the minutes at all meetings of the membership and Board. The Secretary/Treasurer shall file the annual corporate report and keep such records and other duties as assigned by the Board and bylaws. The Secretary/Treasurer shall receive and deposit all monies, keep records of these monies to prepare financial statements, to have the books audited and to present this audited statement to the annual meeting.
- e) Cheque signing officers of MARS shall be the President and Secretary/Treasurer.
- f) Financial Disclosure – The Board shall place before the membership at the annual meeting:
 - a. Financial statements for the previous year
 - b. The Auditors report
 - c. Any further information respecting the financial affairs of MARS.

Article 10 Conflict of Interest

Any Board member of MARS, who is a party to or has material interest in any corporation, partnership or trust who is a party to any material contract or proposes material contract with MARS shall disclose to the board at the first opportunity of the conflict of potential conflict arises. Any board member interested in a contract or proposal so referred to the Board or membership shall not be included in quorum and shall not vote on any resolution to approve it.

Article 11 Remuneration of Board

Board members shall serve without remuneration other than reimbursement for expenses incurred by them in the performance of their duties.

Article 12 Protection of the Board

- a) Subject to the limitations of the Act, every Board Member or other person who has undertaking or is about to undertake any liability on behalf of MARS, and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of funds from MARS, from and against.
 - a. All costs, charges and expenses which such Board Member or other person sustains or incurs in or about any action, suit, proceedings which are brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made or done or permitted by the, in or about the execution of the duties of their office or in respect of any liability and;

- b. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

- b) Insurance – Subject to limitations contained in the Act, MARS may purchase and maintain such insurance for the benefit of the Board, committee members, and volunteers as such, as the Board may from time to time determine.

Article 13 Business of MARS

- a) Registered Office – shall be the residence of the Secretary.
- b) Fiscal Year – shall be September 1 to August 31
- c) Execution of Documents (other than cheque signing) - may be signed by any two of the President, Vice President & Secretary/Treasurer.
- d) Banking Arrangements – The banking business of MARS shall be transacted with such banks, trust companies or other bodies corporate or organizations as may be designated by the Board.
- e) Funds and Property to be in the name of MARS.

Article 14 Committees

- a) Establishment of: The Board may establish standing or special committees to manage the affairs of MARS. The Board shall determine the duties and responsibilities of each committee. The Board shall appoint the members of each committee and may delegate to any committee the power to add members, but the Board must confirm all appointments.
- b) The Board shall appoint the chair of each committee chair of special or standing committees. If the chair of the committee is not a member of the Board, the Board may delegate an officer who shall attend meetings of the committee and report to the Board.
- c) Meetings – committees may meet, adjourn and otherwise regulate their meetings subject to directions from the Board.

Article 15 Procedures at Meetings

Meetings shall be conducted in accordance with the most recent Robert’s Rules of Order.

Article 16 Notice of Meetings

- a) All members of MARS shall provide the Secretary/Treasurer with a current mailing address and may provide a fax number and email.
- b) A notice delivered to the latest address shall be deemed to be given on the date it is delivered. A notice mailed shall be deemed to be received at the time it would be delivered in the ordinary course of mail unless there is reasonable grounds for believing that the notices was not received at that time at all.

- c) Where a member has given an email address to the corporation, the notice of meeting shall be delivered in this manner and shall be deemed to be received at the time it would be delivered in the ordinary course of mail unless the email notice is returned to MARS as undelivered.

Article 17 Auditor

The appointment of an auditor shall take place at the time of the annual meeting, unless by majority vote of the members present, it is decided to waive the auditor appointment for that year.

Article 18 Dissolution

Upon liquidation and dissolution, any remaining property of the corporation shall be transferred to a worthwhile amateur radio organization. That organization shall be determined by the Board.

Article 19 Amendments of the Bylaws

- a) Amendments by members – The Board shall submit any bylaw or any amendment or repeal thereof to a meeting of members and the members may by ordinary resolution confirm, reject or amend the bylaw, amendment or repeal.
- b) Notice of Amendment – The text of the resolution to amend this bylaw or ratify or amend any additional bylaws shall be circulated to the members in the manner provided in Article 16 along with the notice of meeting at which the bylaws are to be voted upon.