



# Membership Guide to Proposed By-law Amendments

DATE: October 24, 2020

## SUMMARY OF CHANGES

This guide is intended to summarize the amendments to LARC By-law #1 – *“A By-law relating to the transaction of the affairs of the London Amateur Radio Club Incorporated.”*

The following reference material should be consulted along with this guide;

1. LONDON AMATEUR RADIO CLUB INCORPORATED\_2019\_Website.pdf (Current By-law)
2. LONDON AMATEUR RADIO CLUB INCORPORATED\_AMENDED\_FINAL (Proposed By-law)
3. LONDON AMATEUR RADIO CLUB INCORPORATED COMPARISON (Combined Current and Proposed Changes)

### **(A) Changes Related to Notifications that are required to be published in the LARC Bulletin**

1. The current By-law required that certain information be communicated to Members via the LARC Bulletin. These provisions of By-law #1 are due to the discontinuance by the discontinuance of the LARC Bulletin.
2. The following sections of the current By-law require that information be published in the LARC Bulletin; **1.4, 2.1, 3.5, 4.3.4, 5.2 d), 10.1**
3. The Board has noted that virtually all Members have access to email and/or the Internet. The Board also noted that in very rare cases certain members may not have access. This situation has already been dealt with, during the last election process, when one member was personally notified. All other Members were notified electronically.
4. For the reasons mentioned it is necessary that all sections of By-law #1 in which the “LARC Bulletin” is mentioned be amended to refer to a different method of notification. Such notifications are crucial to the flow of information to members and the maintenance of democracy within LARC.
5. It is proposed that all references to the “**LARC Bulletin**” contained in By-law #1 (see Item 2 above) be replaced by “**the Notifications to Members Page at LARC.CA**” and that such page be easily accessible from the LARC Home Page.

6. In addition to general posting of notifications to the Members, **paragraph 2.7** has been added to ensure that the Board consider the use of mass email mailings in the case of important or urgent notifications.

### **(B) Changes related to exigent circumstances such as the Covid-19 Pandemic**

1. As a result primarily of the COVID-19 Pandemic that has been inflicted upon Canada since the early months of 2020 it is currently impractical, and in fact, unlawful to hold LARC General Meetings as was envisioned by the provisions of the current By-law #1. The duration of these restrictions is unknown and even when the current Pandemic subsides another such situation might arise at any time.
2. The current Board of LARC has been using creative alternative methods in order to accomplish important business requirements of LARC such as the election of Directors and the holding of both Board Meetings and General Meetings. Both types of meetings have been held successfully on the video meeting application known as ZOOM. The Board attempted to replicate the underlying principle of By-Law #1 as closely as possible, e.g. the Board sought authority to hold elections electronically from the Members.
3. The Board has also made arrangements to run the 2020 Basic Ham Course electronically via ZOOM.
4. it is therefore in the best interests of Members that By-law #1 should be amended, with the approval of the membership, to reflect current and possibly future realities.
5. Due to our inability, in the foreseeable future, to hold in-person meetings it is necessary to amend By-law #1 to enable voting for the election of Directors and for the holding of meetings by electronic means. Nothing has been removed that will prohibit the resumption of in-person meetings such as General meetings and the Annual meeting at such time as they may be resumed safely and legally.
6. It is proposed that the after mentioned enabling paragraphs be added; **2.6, 3.6.1, 3.6.2, 3.9, 4.5.**

### **(C) Changes Related to the Operation of the Board**

1. After discussion by the Board it was felt that the appointment of the Past President as an Officer of the Corporation and a voting member of the Board was an anachronism that is no longer in keeping with democratic principles. For example, the present Board already has three Past Presidents including the current one, who stood for re-election, and is currently the Treasurer. It also introduces an interesting question regarding voting; can the Past President (currently a voting position) cast two votes, one as the Treasurer and yet another as the immediate Past President. The Board is of the opinion that voting members of the Board and Officers of the Corporation should be Directors elected by the most recent vote of the Membership. Additionally, should a Director resign prematurely the Board already has the option, by virtue of paragraph 3.7, to appoint a member to fill an empty position. Removal

of the Past President position also ensures an odd number of voting Directors thus eliminating a tie vote situation. It is also recommended that the Board be further streamlined by the relocation of the (non-voting) ARES representative to the newly created **Public Service Committee**. No other amateur radio club, known to the Board, has a Director appointed, not by the Members, but by a third party who may not even be a member of LARC. The **Public Service Committee** will maintain LARC's important liaison with ARES.

2. Paragraph 3.1, will be amended to read, **"The day-to-day affairs of the Corporation shall be arranged by a Board composed of 7 elected Members"** and paragraph 3.2 will be deleted.
3. Subsection 3.4 Board of Directors, states that: "A Nominating Committee shall be struck by the President at least 90 days prior to the Annual Meeting and it shall begin its activities immediately upon being appointed." It is proposed to amend this provision by **deleting "90" and replacing it with "30"**. This is proposed after discussion by the Board who concluded that a 3 month time span was unnecessary and unlikely to produce a better field of contenders for the position of Director.
4. Paragraph 3.4.1 will be amended by deleting: **"The Past President shall be the Chairperson of the Committee"**.
5. The current paragraph 3.4.1 has been renumbered as 3.3 .
6. Subsection 4.1 a) **"Past President" be deleted** and sub-paragraphs renumbered.
7. Subsection 4.3.1 **"Past President shall offer counsel to the Executive Committee on all matters under consideration and shall be Chairperson of the Nominating Committee."** be deleted.
8. The Board reviewed subsection 4.3.5 and suggests that the current transaction limit of **\$300 has been eroded by inflation**. It should be **amended by increasing the transaction limit to \$500.00**.

#### **(D) Amendments related to Committees**

1. Paragraph 5.2 d) **should be deleted** as the LARC Bulletin no longer exists.
2. The Board reviewed subsection 5.2 a) Special Event Committee. The subsection should be amended by **deleting "Annual Banquet" and replacing "Flea Market" with "Hamfest"**.
3. Section 5. Committees, subsection 5.2 is compulsory, "The Standing Committees **shall** be as follows." The Board recommends less restrictive wording in several places other places with reference to Committees.
4. Subsection 5.2 e) Membership Committee. Should be amended by deleting **"preparation and publishing of the annual LARC Directory"** and replacing it with, **"maintaining an accurate membership database"**.

5. The Board recommends the creation of a **Public Service Committee** and that the ARES representative be a member of that Committee.
6. The Board recommends the creation of an **Education Committee**.

#### **(E) Miscellaneous Amendments**

The Board, after consideration, believes that the quorum of 25 stated in paragraph 25 which represents almost 25% of current membership is now too high and **should be restated as "10% of current membership."**

**NOTE: THESE ARE THE MAJOR CHANGES. AN EXAMINATION OF THE "COMPARISON" DOCUMENT WILL SHOW ALL CHANGES.**

**No attempt has been made as of yet to make changes to this By-law which may be required to bring LARC into compliance with the new Not-for-Profit Corporations Act (ONCA) as it has not yet been proclaimed and the Regulations under the Act have not yet been published.**