

# **The Winnipeg Digital Repeater Group Inc By-Laws**

## **ARTICLE 1 – NAME**

The name shall be “Winnipeg Digital Repeater Group Inc”.

## **ARTICLE 2 – PURPOSE**

The Winnipeg Digital Repeater Group Inc shall be a non-profit organization dedicated to improving Amateur Radio communications through digital repeater operations including experimentation and public service.

The office of Winnipeg Digital Repeater Group Inc shall be in the City of Winnipeg and the mailing and business address shall be as chosen by the Board of Directors.

The repeater(s) operated by the Winnipeg Digital Repeater Group Inc shall be locally open access to all licensed Amateur Radio operators.

Membership to the Winnipeg Digital Repeater Group Inc shall be required to access the internet gateway through the Winnipeg Digital Repeater Group Inc repeater(s).

## **ARTICLE 3 – BOARD OF DIRECTORS & ELECTIONS**

- 1) The Board of Directors of Winnipeg Digital Repeater Group Inc shall consist of a minimum of three (3) directors and a maximum of (5) directors.
- 2) The initial Board of Directors shall be the individuals who sign the articles of incorporation for Winnipeg Digital Repeater Group Inc. Thereafter, elections to the Board of Directors shall be held at the Annual General Meeting of Winnipeg Digital Repeater Group Inc. The Board of Directors shall serve for a term of one year. There shall be no limit to the number of terms a director may serve.
- 3) A nominating committee, consisting of one (1) or more members of Winnipeg Digital Repeater Group Inc, shall be formed at least thirty (30) days prior to the Annual General Meeting to solicit candidates for the Board of Directors.
- 4) The nomination committee shall ensure that candidates for the Board of Directors meets the eligibility requirements of paragraph 117(1)(a)<sup>1</sup> & (b)<sup>2</sup> along with paragraph (2)<sup>3</sup> of the Corporations Act of Manitoba.

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<sup>1</sup> Every director and officer of a corporation in exercising his powers and discharging his duties shall (a) act honestly and in good faith with a view to the best interests of the corporation; and (b).

<sup>2</sup> (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

<sup>3</sup> Every director and officer of a corporation shall comply with this Act and the regulations, the articles and by-laws, and any unanimous shareholder agreement.

- 5) Members of Winnipeg Digital Repeater Group Inc, who are in good standing and who are willing to stand for office, may be nominated for the Board of Directors at the Annual General Meeting.
- 6) Elections to the Board of Directors shall be done by a show of hands.
- 7) Voting will be done by a secret ballot should it be requested by a majority of members present at an Annual General Meeting.
- 8) The newly elected directors of Winnipeg Digital Repeater Group Inc shall choose from among themselves who will fill the following positions:
  - President
  - Vice-President
  - Secretary
  - Treasurer
  - Membership Chair
- 9) Members of the Board of Directors can hold more than one office, except that the President cannot also be Vice-President.
- 10) The Directors may appoint a member in good standing of the Winnipeg Digital Repeater Group Inc to fill a vacancy on the Board of Directors.
- 11) Where a director fails to attend personally or to participate pursuant to section 5.5 for three (3) consecutive meetings of the Board of Directors or three (3) meetings over a twelve (12) month period, the Board of Directors may at a meeting pass a Special Resolution declaring that director's position vacant.
- 12) Except as otherwise provided for in section 119 of The Corporations Act (Manitoba) as may be amended from time to time, each director or officer, former director or officer, or a person who acts or acted at the request of Winnipeg Digital Repeater Group Inc as a director or officer of a body corporate of which Winnipeg Digital Repeater Group Inc is or was a shareholder or creditor, and their respective heirs and legal representatives, shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of Winnipeg Digital Repeater Group Inc or any such body corporate. Nothing herein shall restrict the ability of Winnipeg Digital Repeater Group Inc to obtain the necessary insurance to indemnify the persons referred to in this section from legal liability which may arise from carrying out their duties on behalf of Winnipeg Digital Repeater Group Inc.

## **ARTICLE 4**

The directors of Winnipeg Digital Repeater Group Inc shall receive no remuneration for acting as such.

### **ARTICLE 5 – QUORUM AND MEETINGS, BOARD OF DIRECTORS**

- 1) A minimum of three (3) directors shall constitute a quorum for the transaction of business. Directors meetings shall be held at mutually agreed times and dates; provided that a meeting of Directors may be convened on at least two (2) days notice by the Secretary of Winnipeg Digital Repeater Group Inc.
- 2) The Board of Directors may consider or transact any Winnipeg Digital Repeater Group Inc business at any duly constituted directors meeting.
- 3) Questions at directors meetings shall be decided by a majority vote. In the case of a tie, the chair of the meeting shall cast a second, tie breaking vote.
- 4) One or more directors may participate in a meeting of directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and any director participating in the meeting by that means is deemed to be present at the meeting.

### **ARTICLE 6 – CONDUCT OF MEETINGS**

#### **a) RESPONSIBILITIES OF THE PRESIDENT**

The President has the following responsibilities:

- 1) To chair and preside at all meetings of the membership and all directors meetings of Winnipeg Digital Repeater Group Inc.
- 2) To be responsible for the general management and supervision of the affairs and the operations of Winnipeg Digital Repeater Group Inc.

In the absence or inability of the President, his or her duties shall be assumed by the Vice-President or other designated director.

#### **b) RESPONSIBILITIES OF THE SECRETARY**

The Secretary has the following responsibilities:

- 1) To record minutes of all meetings.

- 2) To notify directors and members of meetings pursuant to sections 5.2 and 10.2, respectively, using the most recent contact information for each director or member.
- 3) To maintain all books and records, correspondence, contracts, licences and any other documents concerning Winnipeg Digital Repeater Group Inc.
- 4) To provide a copy of the previous meeting minutes to each director at each directors meeting.
- 5) To provide each member in attendance at an Annual General, Semi-Annual General, General or Special Meeting with a copy of the minutes of the last Annual General, Semi-Annual General, General or Special Meeting, as the case may be.
- 6) Other duties as determined from time to time by the Board of Directors.

**c) RESPONSIBILITIES OF THE TREASURER**

The Treasurer has the following responsibilities:

- 1) To keep full and accurate financial records of the Winnipeg Digital Repeater Group Inc. Accepted accounting practices shall be used for keeping proper financial records.
- 2) To make deposits and withdrawals from the Winnipeg Digital Repeater Group Inc bank account as required.
- 3) To obtain receipts for all cash or cheque on behalf of Winnipeg Digital Repeater Group Inc.
- 4) To present up-to-date financial statements at each directors meeting.
- 5) To present up-to-date financial statements at each Annual General Meeting and at each Semi Annual General Meeting.
- 6) To work with the other directors to prepare and present a one year budget and a long term budget for Winnipeg Digital Repeater Group Inc.
- 7) To ensure that the President, Vice-President, Secretary and Treasurer, have signing authority from the Winnipeg Digital Repeater Group Inc financial institution.
- 8) Other duties as determined from time to time by the Board of Directors.

**d) FINANCIAL YEAR**

The financial year for Winnipeg Digital Repeater Group Inc shall be from August 1 to July 31.

**e) RESPONSIBILITIES OF THE OTHER DIRECTORS**

The duties of all other officers of the Winnipeg Digital Repeater Group Inc shall be such as the terms of their engagement call for or the Board of Directors requires of them.

**ARTICLE 7 – WINNIPEG DIGITAL REPEATER GROUP “CALL SIGN”**

The custodian of the Winnipeg Digital Repeater Group Inc “Call Sign” shall be any member of the Board of Directors who is qualified to hold the licence, failing this, any qualified member of the Winnipeg Digital Repeater Group Inc, at the Board’s discretion.

**ARTICLE 8 – BOOKS AND RECORDS**

- 1) Deeds, transfers, licences, contracts and engagements on behalf of Winnipeg Digital Repeater Group Inc shall be signed by the President or the Vice-President and by the Secretary.
- 2) The Board of Directors shall see that all books and records of Winnipeg Digital Repeater Group Inc required by these By-Laws, or by any statute of law, are regularly and properly kept.

**ARTICLE 9 – MEMBERSHIP & DUES**

- 1) Each member shall be bound by the By-Laws of Winnipeg Digital Repeater Group Inc.
- 2) Application for membership shall be on a designated form and presented to the Membership Chair in person or by mail or by electronic means and is acceptable at any time of the year.
- 3) Membership is not transferable.
- 4) Dues shall be set at the Annual General Meeting and are not refundable. The Secretary is responsible for ensuring that notice of any required changes in dues is published at least thirty (30) days in advance of an Annual General Meeting.
- 5) Members who do not renew their membership on, or before, July 31, automatically cease to be members of Winnipeg Digital Repeater Group Inc.

- 6) Each member will be issued a membership card, which will be prepared and presented by the Membership Chair for each fiscal year.

## **ARTICLE 10 – ANNUAL AND OTHER MEETINGS OF MEMBERS**

- 1) All meetings of Winnipeg Digital Repeater Group Inc shall be governed by Roberts Rules of Order.
- 2) Annual General, Semi-Annual General, General or Special meetings of the members shall be held at a place, date and time selected by the Board of Directors. The Secretary shall give at least seven (7) days notice of such meetings.
- 3) Each meeting shall consist of reports from various committees of the directors. The Board of Directors and members can present motions, ask questions and transact any business, at any meeting.
- 4) Only the Annual General Meeting shall include a financial report, which for greater certainty does not need to be audited.
- 5) No error or omission in giving notice of any meeting shall invalidate such a meeting.
- 6) A quorum for any Annual General, Semi-Annual General, General or Special meeting shall consist of at least fifteen per cent (15%) of the total membership of Winnipeg Digital Repeater Group Inc present or represented by proxy at the time of the meeting.
- 7) A member may submit a proxy vote at any meeting, by submitting his vote clearly, in writing, to a specific motion or question.
- 8) Each member in good standing of Winnipeg Digital Repeater Group Inc shall have one (1) vote on any motion or any other question at a meeting.
- 9) Every question at all meetings shall be decided by a majority of members in good standing present or represented by proxy and by a show of hands. A secret ballot shall be used if requested by a majority of members in good standing present or represented by proxy. The chair of the meeting shall cast a second or "casting" vote to decide the question in the event of a tie.
- 10) The chair of any meeting shall have the right to table any motion or question until the following meeting or call a Special Meeting of members to discuss such motion or question.

## **ARTICLE 11 – CHEQUES**

- 1) All cheques for payment by Winnipeg Digital Repeater Group Inc shall be endorsed by two (2) directors with signing authority.

- 2) The Treasurer, or any other director, shall endorse all incoming cheques "for deposit only to Winnipeg Digital Repeater Group Inc", and deposit them, along with any cash received, in the designated bank account.

## **ARTICLE 12 – DISPOSITION OF ASSETS**

Should the Winnipeg Digital Repeater Group Inc cease operations, the assets, after payment and the satisfaction of the debts and liabilities of the Winnipeg Digital Repeater Group Inc, shall be transferred to a Trustee, made up of three (3) members, elected by the membership present or represented by proxy at a Special Meeting called specifically for this purpose. The Trustee shall disburse the remaining assets to those organizations with similar objectives that they feel are worthy of such assets, and the Trustee shall then make public these disbursements.

## **ARTICLE 13 – AMENDMENTS TO THESE BY-LAWS**

- 1) Amendments to these By-Laws shall be moved at the Annual General Meeting only.
- 2) Any member in good standing may propose an amendment to these By-Laws by notification to the President in writing at least sixty (60) days prior to an Annual General Meeting.
- 3) The President shall inform all members, in writing, together with a copy of the proposed amendment, that such a By-Law amendment has been proposed for the next meeting.