

Bylaws of the Community Radio Society of Saskatoon

(referred to hereafter as the Society)

SECTION ONE **INTERPRETATION**

Definitions

1. In this by-law and all other by-laws of the Society, unless the context otherwise requires:
 - (a) "Act" means *The Non-Profit Corporations Act, 1995 (Saskatchewan)*, as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the by-laws of the Society to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
 - (b) "Articles" means the articles attached to the certificate of incorporation or continuance of the Society as from time to time amended or restated;
 - (c) "by-laws" means this by-law and all other by-laws of the Society from time to time in force and effect;
 - (d) "Board" means the board of Directors of the Society;
 - (e) "in writing" and "written" includes printing, typewriting and any other mode of representing or reproducing words in visible form, including, without limitation, transmission in electronic form;
 - (f) "meeting of members" includes an annual and special meeting of members";
 - (g) all terms contained in the by-laws which are not defined in the by-laws and which are defined in the Act shall have the meaning given to such terms in the Act;
 - (h) words importing the singular number only shall include the plural and vice versa and words importing persons shall include individuals, bodies corporate, societies, companies, partnerships, syndicates, trusts and any number of persons.

Headings

2. The headings used throughout these by-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these by-laws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

Conflict with by-laws:

3. To the extent of any conflict between the provisions of this by-law and the provisions of the Act, the Articles or any unanimous member agreement relating to the Society, the provisions of the Act, the Articles or the unanimous member agreement shall govern.

SECTION TWO
BUSINESS OF THE SOCIETY

Community Radio Station

4. The Society shall operate and carry on business as a community radio station in and around the City of Saskatoon. The Society shall operate and carry on business with a commitment to the mandate, vision statement and/or objectives as set out in these bylaws and/or as may be approved and adopted by the Board, in writing.

Not for Profit

5. The Society shall not be operated for profit. No part of the income of the Society shall be paid or payable to or otherwise available for the personal benefit of any member of the Society.

Purpose

6. To promote and facilitate community-based broadcasting.

Fiscal Year

7. The fiscal year of the Society shall end on the 31st day of March in each year.

SECTION THREE
MEMBERSHIP

Membership

8. Membership in the Society is voluntary, non-transferable, and is granted upon the payment of a yearly membership fee as established by the Board.

Types of Membership

9. Members of the Society shall consist of:
- (a) *Regular Members*: Voluntary membership term of one year, beginning upon the payment of the membership fee.
 - (b) *Group Members*: A group or organization may buy a volunteer membership for its group as a whole. Group memberships are entitled to one vote at the annual meeting elections, regardless of the number of members in the group.
 - (c) *Honorary Members*: The Board may choose to recognize an individual or group by awarding them an honorary lifetime membership. Honorary members are not required to pay membership fees and are awarded all privileges of regular members. A maximum of two honorary memberships may be awarded per year.

Termination of Membership

10. All memberships expire annually on March 31st, with the exception of honorary members. Prior to such expiration, membership in the Society will also be terminated upon the happening of any of the following events:
- (a) At a meeting of the Board that approves a motion terminating membership for just cause as defined by the Society's Code of Conduct, provided that person whose membership is terminated may appeal to the Annual General Meeting to be reinstated as a member;
or
 - (b) The member resigns by giving written notice to the President or Secretary.

SECTION FOUR
MEMBERSHIP PRIVILEGES

Privileges

11. Members, as of noon the business day immediately preceding the annual general meeting or special meeting are entitled to vote at the annual meeting and/or special meeting.
12. Members are entitled to stand for election as a Director of the Society.

Program Hosts

13. Only members can host radio programming on CFCR 90.5FM.

Termination

14. The member's rights, privileges and interests in the Society cease upon termination of membership in the Society.

SECTION FIVE
MEMBERS' MEETINGS

Calling of Annual General Meetings

15. Subject to the by-laws and the requirements in the Act respecting the calling of meetings, the Board shall call an annual meeting of members not later than four (4) months after the close of the fiscal year end of the Society.
16. The location, date and time of the annual general meeting will be set by the board of directors and notice of such meeting shall be sent using reasonable means, in writing, by regular or electronic mail, or advertising the meeting on CFCR 90.5FM a minimum of twenty-eight (28) days prior to the annual general meeting.

Business of Annual General Meetings

17. The audited financial statements for the Society year ending on March 31st shall be presented to the members. A written copy of this report must be made available to a member requesting it.
18. No special business may be transacted at an annual general meeting of

members unless the notice of the meeting states the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.

Quorum

19. A quorum for any meeting of the members of the Society shall be constituted only if at least ten percent (10%) of the members of the Society in good standing at such meeting are present.

Chair of a Meeting

20. The President of the Society or, in his or her absence, the Vice-President of the Society or, in his or her absence, another member of the Executive Committee of the Society, shall chair every meeting of members of the Society. If there is no such officer present within 30 minutes after the time appointed for holding the meeting, or no such officer is willing to act as chair, the members present shall endorse one of their number to chair the meeting.

Voting

21. Members who are personally present, and have held their membership as of noon on the business day preceding the meeting, shall be entitled to vote at all meetings of members.

One member one vote

22. Each member shall have one vote.

Calling of Special Meetings

23. The Board may, by resolution, call a special meeting of members at any time.
24. The Board shall call a special meeting of the members upon the written request of members whose membership interests carry not less than 1/3 of the rights to vote at the proposed meeting of members.
 - (a) The request must state the reason for the special meeting and the motions intended to be submitted at the meeting
 - (b) The location, date and time of the special meeting will be set by the board of directors and notice of such meeting shall be sent using reasonable means, in writing, by regular or electronic mail, or advertising the meeting on CFCR 90.5FM a minimum of fourteen (14) days prior to the meeting date.

Business of Special Meetings

25. No special business may be transacted at a special meeting of members unless the notice of the meeting states the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.

Voting at Special Meetings

26. Any special meeting has the same method of voting and the same quorum requirements as the annual general meeting.

Enactment, Amendment and Repeal of Bylaws

27. The members at any annual general meeting or any special meeting called for such purpose may amend, repeal or replace any bylaws provided at least fourteen (14) days notice of the proposed change is given to each member.

SECTION SIX
DIRECTORS

Purpose

28. The Board shall govern the affairs in accordance with the mandate, vision statement and objectives of the Society and in compliance with the Non Profit Corporations Act and other applicable legislation.

Duties and Responsibilities

29. The duties and responsibilities of the Board of Directors are:
 - (a) To determine the mission and vision of the Society and review them regularly.
 - (b) To approve an annual budget and oversee adherence to it; control investments and management of capital assets; ensure adequate funding resources to sustain Community Radio and ensure CRTC compliance and high quality programming.
 - (c) To advocate for public policy and community support in the best interest of Community Radio.
 - (d) To hire, support and evaluate the performance of the General Manager and, if necessary, effect dismissal

- (e) To encourage membership in the Society.
- (f) To yearly assess its compliance with these duties and responsibilities.

Composition

30. The Board of Directors consists of nine Board members who shall elect from amongst the directors the following: president, vice-president, secretary, treasurer and five members at large.

Employees shall not be Directors

31. Employees of the Society are not eligible to sit as Directors.

Directors shall be Members

32. In order to sit as a Director of the Society, the Director must hold a valid membership in the Society,

Term of Office

33. The terms of the Board members shall be for two years, with the terms of one-half (1/2) of the Board [no more than five (5)] changing ever year, as voted by members at the annual meeting. No director shall hold more than one office.

Termination of Office

34. A Director shall cease to hold office as a Director:
- (a) upon expiry of the term of office;
 - (b) upon giving written notice of resignation to the President;
 - (c) removal by the voting members of the Society in accordance with the Act; and
 - (d) upon unanimous resolution or unanimous vote of the Directors, excluding the director that is the subject matter of such resolution or vote.
35. A minimum of ten members may petition the Board to vote upon the termination of a Board member.

Vacancies:

36. Where there is a vacancy on the Board of Directors and where there is a quorum of Directors, the remaining Directors:

- (a) may exercise all the powers of the Directors; and/or,
- (b) may fill any or all the vacancies until the next annual meeting.

Appointment to the Board Where Assistance Required

37. Where there is a specific issue facing the Society, the Board of Directors may appoint up to four (4) additional directors for one term, until the next Annual General Meeting.

Remuneration

38. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such. Notwithstanding the foregoing, Directors may be reimbursed for reasonable out-of-pocket expenses incurred in the course of carrying out their duties as Directors.

Officers

39. The officers of the Board shall be the President, the Vice-President, the Treasurer and the Secretary.

President

40. The President shall presides at all annual and special meetings by the Society and all meetings of the directors unless some other member is appointed by the Board to do so. The president is an ex-officio member of all committees formed and performs such other duties as required.

Vice-President

41. In the absence of the president or as a result of his/her inability from any cause, shall perform the duties of the president.

Treasurer

42. Monitors the finances of the Society and ensures an accurate set of business records are kept. The Treasurer shall ensure a full and detailed monthly account is presented to the Board. He/She will also prepare or cause to be prepared for submission to the annual meeting a financial statement and ensure a yearly audit is completed. The Treasurer shall also chair the finance committee.

Secretary

43. The Secretary shall keep accurate minutes of all annual or special meetings of the Society and all meetings of the Board of Directors. He/She will also

conduct the correspondence of the Society and have charge of all non-financial records.

Frequency of Director's Meetings

44. The Board of Directors shall meet as often as necessary to do its business but not less than ten (10) times each year.

Convening of meetings

45. A meeting of the Board may be convened at any time by the President, or in the President's absence, the Vice-President, or any four (4) Directors. Except as otherwise provided by the Act and the by-laws, the Directors either as a Board, or as a committee thereof, may convene, adjourn and otherwise regulate their meetings as they think fit.

Quorum

46. A quorum for any meeting of the Board shall consist of a majority of the Board or such other number as the Directors may by resolution from time to time determine.

Standing Committees of the Board

47. There shall be the following standing committees:
- (a) Executive Committee; and
 - (b) Financial Committee.

Ad hoc Committees

48. Ad hoc committees may be established as required from time to time for such purpose or purposes as may be required.

Business of Committees

49. All committees and their chairpersons shall be appointed annually by the Board, except for special committees not provided by the By-laws, which committees may be appointed as needed.
50. Meetings of such committees shall be held at the call of the chairperson thereof.
51. A quorum at any committee meeting shall be half of those persons on the committee.

SECTION 7
DISSOLUTION

52. If the Society is dissolved, all existing monies must be used by the Treasurer to pay off any and all debts owed to the station after all funds owed the Society are collected. Any remaining surplus shall be dispersed as the Board sees fit.

Bylaws of the Community Radio Society of Saskatoon

At a properly called meeting of the members of the Community Radio Society of Saskatoon at which a quorum was present, held in Saskatoon in the Province of Saskatchewan, on the 31 day of May, 2010, the members approved by the required majority vote that all previous Bylaws of this Society be and hereby are rescinded and the attached Bylaws Sections one to seven inclusive shall be the Bylaws of the Society until amended, repealed or replaced.

Certified correct,

Amendment to Bylaws of the Community Radio Society of Saskatoon

At the Annual General Meeting of the members of the Community Radio Society of Saskatoon at which a quorum was present, held in Saskatoon in the Province of Saskatchewan, on the 30 day of May, 2011, the members approved by the required majority vote that Item #30 – Composition of the Board: shall be amended to read “*The Board of Directors consists of nine Board members, who shall elect from amongst the directors the following: president, vice-president, secretary, treasurer and five members at large.*”