

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of RADIO QUEEN'S UNIVERSITY BE IT ENACTED as a by-law of RADIO QUEEN'S UNIVERSITY as follows:

DEFINITIONS

In this by-law, unless the context otherwise requires:

"Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"AMS" means the Alma Mater Society of Queen's University

"AMS Assembly" means the highest legislative body in the AMS undergraduate student government at Queen's University;

"Board" means the board of directors of the Corporation;

"By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;

"Chair" means the chair of the Board;

"CFRC" means the not-for-profit radio station servicing the Queen's University and greater Kingston community and is the common (trade) name for the RQU;

"Corporation" means CFRC, the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

"CRTC" means the Canadian Radio-television Telecommunications Commission, the governing body in Canada that regulates and supervises broadcasting and telecommunications in Canada;

"Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

"Member" means a member of the corporation, either voting or non-voting;

"Members" means the collective membership of the Corporation;

"Officer" means an officer of the Corporation.

"Radio Club" means the self-organized body of volunteer, voting members of CFRC.

"RQU" means Radio Queen's University, the broadcast license holder which has effective control of the station, as defined by the CRTC and is known by its common name, CFRC;

“SGPS” means the Society of Graduate and Professional Students of Queen’s University;

HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Kingston, in the Province of Ontario and at such place therein as the directors from time to time determine.

SEAL

2. The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of 14 directors, each of whom at the time of election shall be a member of the Corporation. Directors will serve terms of varying lengths, in accordance with the positions held. Each director shall be eligible for reelection at the end of their term. At-large positions shall be elected by the Board. The entire Board composition shall be ratified by a vote of the general membership in good standing at the Annual General Meeting. Any change to the number or composition of the Board of Directors constitutes a by-law change and must be approved by the membership at an Annual General Meeting. Votes may be by a show of hands at the Annual General Meeting unless a ballot be demanded by any member.

BOARD BALANCE OF REPRESENTATION

4. In accordance with CRTC Campus Radio Policy, the Corporation shall ensure the Board includes balanced representation from stakeholders including the Queen's University student body, University faculty and staff, station volunteers, and the community at large. In order to ensure balanced representation on the Board, the following Directors of the Corporation will sit on the Board:

1. AMS Assembly Member (student representative, selected by the AMS Assembly, 1 year term)
2. CFRC AMS member student volunteer (elected by Radio Club membership; student representative, 1 year term)
3. AMS Executive member or AMS appointed student member at large (ex-officio non-voting student representative, 1 year term)

4. SGPS Executive member or SGPS appointed student member at large (student representative, 1 year term)
5. University Staff representative (University representative appointed by Student Affairs, 2 year term)
6. University Faculty or Staff member at large (University representative, 3 year term)
7. Community member at large (Community representative, 2 year term)
8. Community member at large (Community representative, 3 year term)
9. CFRC community volunteer (, elected by Radio Club membership, Community representative, 1 year term)
10. CFRC Radio Club president (elected by Radio Club, 1 year term)
11. CFRC or Queen's University alumnus/alumna member at large (Community, University or student representative, 2 year term)
12. CFRC Station Manager (ex-officio, non-voting staff representative)
13. AMS or SGPS student member at large (student representative, 1 year term)
14. Indigenous representative member at large (Indigeneous student or community member, 2 year term)

CITIZENSHIP OF THE BOARD

5. With respect to citizenship, no less than 80% of the Board must be Canadian citizens, including the President, Secretary, and Treasurer as required under the Corporations Act.

QUORUM AND MEETING, BOARD OF DIRECTORS

6. A majority of the directors shall form a quorum for the transaction of a regular monthly meeting. Once attained, quorum shall remain for the duration of the meeting if an attending director must abstain from a vote. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need to be sent.

Special Board meetings (in between regular meetings of the Board of Directors) may be formally called by the President or Vice-President or by the Secretary on direction of the President when extraordinary circumstances arise. The Secretary may also formally call such a meeting on the direction, in writing, of two directors. Notice of special meetings shall be delivered, telephoned or electronically

mailed to each director not less than one day before the meeting is to take place. The declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

A Directors' meeting may also be held, without notice, immediately following the Annual General Meeting of the Corporation whereby Board elections and composition are voted upon by the membership. No formal notice of any Directors' meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. The directors may consider or transact any business either special or general at any regular or special meeting of the board.

ERROR IN NOTICE, BOARD OF DIRECTORS

7. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting, invalidate, or make void any proceedings and decisions had or taken at such meeting. Any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

8. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to the Chair's original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken by assent or dissent of each Director with voting rights. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes by the Secretary (or designate minute-taker in absence of the Secretary) shall be admissible in evidence as prima facie proof of the fact resolutions without proof of the number or proportion of the votes recorded in favor of or against such resolution. In the absence of the President, the President's duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

VACANCIES, BOARD OF DIRECTORS

9. A quorum of Directors may fill a vacancy among the Directors;
- a. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
 - b. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
 - c. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

REMOVAL, BOARD OF DIRECTORS

10. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of that director's term of office, and may, by a majority of the votes, cast at that meeting, elect any suitable member in the director's stead for the remainder of the director's term. In the case of the appointed directors, appointing bodies shall be notified of removal and shall appoint a new director to fill vacancy.

11. In the event that a Director is absent without cause or notice for a minimum of three (3) consecutive regular meetings of the Board of Directors, that Director may be removed according to the process outlined in section 8.

POWERS

12. The Board of Directors of the Corporation may administer the affairs of the Corporation in all matters and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into. The Board of Directors may, save as hereinafter

provided, generally exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without derogating from the foregoing, the Board of Directors is expressly empowered from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

13. The Directors shall receive no remuneration for acting as such or be paid through direct employment with or contract to CFRC/Radio Queen's University. Directors' participation on the Board shall constitute volunteer work under the terms of voting membership. Whereas any Director come into/discover a conflict of interest, that Director must notify the Board of said conflict at the next/soonest regular meeting.

OFFICERS OF CORPORATION

14. There shall be a President/CEO, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine by by-law from time to time.

One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the ratification of the Board composition at an Annual or Special General Meeting. Outgoing officers shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

DUTIES OF PRESIDENT/CEO AND VICE-PRESIDENT

15. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors as Chair. The

President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates.

During absence or inability of the President, the President's duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other directors as the Board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

The President is also a signing authority of the Corporation.

DUTIES OF TREASURER

16. The Treasurer or Treasurer-Secretary shall oversee full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account.. The Treasurer shall oversee disbursement of the funds of the corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all Corporation transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

17. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTION OF DOCUMENTS

18. Deeds, transfers, licences, contracts and other engagements on behalf of the Corporation shall be signed by the Secretary or the President and any one of the Vice-President, Station Manager or paid staff representative. The Secretary shall affix the seal of the Corporation to such instruments as require the same.

Notwithstanding any provisions to the contrary contained in the by-laws of the corporation, the board of directors may at any time by

resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

19. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

20. The membership of the Corporation shall consist of all those who have paid an annual membership fee, whether in the form of membership dues or as an allocated Queen's University student fee, or as a combination thereof. Each member, if in good standing, shall be entitled to attend and speak at any special or general meeting of the members of RQU.

Each member shall also be eligible for regular volunteer skills training programs or workshops offered by CFRC Radio. Trained members shall be eligible to perform on-air programming related tasks for CFRC Radio. Members in good standing, who have participated in CFRC Radio as a volunteer for at least 3 hours within the previous 12 months, including participation in training programs, and including those in ex-officio positions on the Board, shall be entitled to one vote on each question arising at any special or general meeting of the members of RQU.

Membership shall be a pre-requisite for holding any non-ex-officio position on the Board. Membership status may be revoked, without refund of the annual membership fee, by a unanimous vote at a meeting of the Board of Directors, on the basis of gross or repeated violation of CFRC Radio policy.

DUES

21. Membership dues shall from time to time be fixed by unanimous vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Station Manager shall notify members of the dues or fees at any time payable by them and, if any are not paid within 60 days of the date of such notice, the members in default shall be sent a reminder. After 90 days from the original membership due date, the member may be served at the discretion of the Station Manager with notice of termination through electronic or postal mail and thereupon cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

Trained volunteer members in financial need may pay their membership dues in the form of 4 hours of non-programming-related volunteer work for the organization. This work shall be completed outside of the requirement for non-programming-related work by volunteers as stipulated in CFRC Radio policy.

ANNUAL AND OTHER MEETINGS OF MEMBERS

22. The annual or any other general meeting of the members shall be held at the head office of the corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and the board of directors ratified and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice- President shall have power to call at any time a general meeting of the members of the corporation. All voting members shall have the power to call at any time a general meeting of the members of the corporation by presenting such a request in writing, signed by 10 percent of voting members in good standing, to the board of directors. Public notice of members' meetings, annual or special shall be given over the air and on-line by CFRC Radio, fourteen (14) days before the time fixed for the holding of such meeting.

ERROR OR OMISSION IN NOTICE

23. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or special, of the members of the Corporation shall invalidate such meeting or make void any proceeding taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceeding taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be that person's last address recorded on the books of the Corporation.

ADJOURNMENTS

24. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

25. A quorum for the transaction of business at any meeting of members shall consist of not less than thirty (25) members present in person or represented by proxy, including no less than twenty (20) voting members present in person or represented by proxy. Meetings may also be conducted virtually using internet based platforms and/or conference calling

VOTING OF MEMBERS

26. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each voting member of the Corporation shall at all meetings of members be entitled to one vote, subject to Article 20, and may vote by proxy. Such proxy need not be a member but before voting shall produce and deposit with the Secretary, sufficient appointment in writing from the proxy's constituent or constituents.

No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless the member has paid all dues or fees, if any, then payable by the member. At all meetings of members every

question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a poll or ballot be demanded by any member.

Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact in favour of or against such resolution.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

Financial Statements

27. RQU shall give notice to the RQU membership no later than the applicable tax filing date of the availability of Radio Queen's University's annual financial statements. RQU will make these financial statements available for viewing at the CFRC office and/or distribute these documents free of charge as requested by individual members.

Financial Year

28. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall coincide with the fiscal year of Queen's University at Kingston.

NOTICE

29. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally, electronically mailed, or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the

director, officer or member at that person's or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purpose of sending any notice the address of any member, director or officer shall be the member's last address as recorded on the books of the Corporation.

BORROWING

30. The Board may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, seal or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

31. From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangement, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

INTERPRETATION

32. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa and references to persons shall include firms and corporations.

Originally PASSED by the Board of Directors and sealed with the Corporate seal this 1st day of February, 1981.

As amended by the Members at the Annual, General Meeting 1 November 2006; 1 February 2007; 18 November 2009; 15 November 2010; 25 November 2011; 25 April 2012; 29 November 2012; 17 April 2013; 25 November 2013; November 24, 2014; and November 30th 2020.

Dan Beals, **President**

Mary Kemp, **Treasurer**

Date

Date