

THE WINNIPEG CAMPUS/COMMUNITY RADIO SOCIETY BY-LAWS

BY-LAW 1: INTERPRETATIONS AND DEFINITIONS

1. In these By-Laws, unless the context otherwise requires, expressions defined in the Society Act, as amended from time to time, shall have the meanings as defined in the Act. Words importing the singular shall include the plural, and vice-versa, and words importing the masculine gender shall include the feminine gender, and vice-versa, and words importing persons shall include bodies corporate.

2. In these By-Laws, unless the context otherwise requires:

Administration - shall mean the Administration of the University of Winnipeg.

Board - shall mean the Board of Directors of the Society.

By-Laws - shall mean these By-Laws and all other by-laws of the Society from time to time in effect.

Budget - shall mean the budget of the Society which includes the operating budget of the Radio Station.

Campus - shall mean the campus of the University of Winnipeg.

Chair - shall mean the Chair of the Board of Directors of the Society.

CKUW - shall mean that organization which, under the auspices of the Society, undertakes the actual duties and responsibilities of the broadcasting undertaking.

Community - shall mean the community of Winnipeg, and shall include all areas within the city limits.

CRTC - shall mean the Canadian Radio-television and Telecommunications Commission.

Faculty - shall mean Faculty of the University of Winnipeg

General Office - shall mean the offices of the Society.

Management - shall mean the decision-making body of CKUW.

Members - shall mean the voting and non-voting members of the Society.

Ordinary Resolution - shall mean a resolution passed by a majority of the votes cast.

Radio Station - shall mean either the physical offices and studios of CKUW or the organization known as CKUW.

Secretary - shall mean the Secretary of the Board of Directors of the Society.

Society - shall mean The Winnipeg Campus / Community Radio Society.

Special Resolution - Special Resolution shall mean a resolution passed by a majority of not less than seventy-five percent (75%) of the votes cast at an Annual General Meeting or Special General Meeting.

Station Member - shall mean any person who is a member of the Society and of CKUW.

Student - shall mean any part-time or full-time student of the University of Winnipeg.

Student's Council - shall mean the Board of Directors of the UWSA.

Treasurer - shall mean the Treasurer of the Society.

Two-thirds (2/3) Resolutions - shall mean a resolution passed by a two-thirds (2/3) majority of the votes cast.

UWSA - shall mean the University of Winnipeg Student's Association, which is the official student's association of the University of Winnipeg.

Volunteer – shall mean a Member who broadcasts or does other work for the Society.

BY-LAW 2: MEMBERS OF THE SOCIETY

1. MEMBERS

The Members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become Members in accordance with the By – Laws and, in either case, have not ceased to be members. The Society shall consist of voting and non-voting members. The voting members of the Society shall be those who have paid the membership fee pursuant to By-Law 6(1); non-voting members are not eligible to be elected or appointed to the Board.

2. GOOD STANDING

All Members of the Society shall be deemed to be members in good standing until they cease to be members of the Society pursuant to the By-Laws.

3. EXPULSION FROM THE SOCIETY

Subject to By-Law 6(4), a Member ceases to be a member of the Society:

- (a) upon failing to meet the requirements set out in By-Law 2(1); or
- (b) upon a Two-thirds (2/3) Resolution of the Board.

4. RIGHTS AND OBLIGATIONS OF MEMBERS

The rights and obligations of members of the Society shall be as provided in the By-Laws. Volunteers must be Members of the Society in good standing. Members who violate the policies of the Station may be suspended from their responsibilities as Volunteers by the Station Manager or by a Two-thirds (2/3) Resolution of the Board.

BY-LAW 3: ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

1. MEETINGS

(a) ANNUAL GENERAL MEETINGS

(i) The Society shall hold an annual general meeting at the University of Winnipeg each year during the month of August, as determined by the Board.

(ii) The following business shall be conducted at the annual general meeting:

- (1) receiving those financial statements prepared in accordance with By-Law 4(6)d(iii).
- (2) receiving and approving the preceding fiscal year's Financial Statements duly approved and reported on by the Auditors;
- (3) receiving the report of the Board with respect to the activities of the Society for the present fiscal year;
- (4) appointing auditors;
- (5) conducting such other business as the Society deems to be of concern to it, provided that such business is in accordance with the Constitution and the By-Laws.

(iii) The Chair, or in the Chair's absence, the Secretary, shall preside at the annual general meeting.

(b) SPECIAL GENERAL MEETINGS

(i) The society shall annually hold one or more Special General Meetings of the general membership of the society.

(ii) Special General meetings of the Members shall be called forthwith by the Chair upon:

(1) an Ordinary Resolution of the Board; or

(2) a petition stating the purpose of the meeting signed by at least ten percent (10%) of the voting members of the Society.

(iii) The Chair, or in the Chair's absence the Secretary, shall preside at special general meetings.

2. NOTICE

(a) Notice of annual general meetings or special general meetings shall be given to the Members of the Society by posting a notice of meeting at least fourteen (14) days prior to the meeting in conspicuous places on Campus, in the General office, in the Uniter (campus newspaper), in Stylus and a community paper with city wide distribution.

(b) Notices of the annual general meeting or special general meetings shall state clearly the place, date, time and purpose of the meeting and shall be signed by the Chair.

3. VOTING

(a) Each voting member shall be entitled to one vote.

(b) Non members are not entitled to vote at any meetings of the Society, but are entitled to take part in any discussion thereat at the discretion of the chair.

(c) There shall be no voting by proxy at any annual general meeting or special general meeting of the Society.

4. QUORUM

(a) A quorum at an annual general meeting or special general meeting shall be twenty percent (20%) of the total number of voting members of the Society, subject to the constraint outlined in By-Law 3(4)(c); provided however that under no circumstances shall less than ten (10) voting members constitute a quorum for the transaction of business.

(b) If within one half-hour from the time appointed for an annual general meeting, a quorum is not present, those present shall be deemed a quorum, but may only transact such business as is referred to in By-Law 3(1)(a)(ii)(1),(2),(3), and (4) and no other business.

(c) A quorum at an annual general meeting or special general meeting for the purpose of making amendments to the Constitution and By-Laws shall be fifty percent (50%) of the total number of voting members of the Society, subject to the provisions of By-Law 16.

BY-LAW 4 BOARD OF DIRECTORS

1. POWERS AND DUTIES

Subject to the By-Laws, the management, administration and control of property, revenue, business and affairs of the Society are vested in the Board. Without limiting the generality of the foregoing, the Board:

- (a) shall be the sole official body representing the Society;
- (b) may create any committees to assist it in its duties;
- (c) may by Ordinary Resolution overrule or amend any item arising out of minutes submitted to it pursuant to the By-Laws;
- (d) may make such rules and regulations as may be considered necessary for the Society, provided that such rules and regulations are consistent with the Constitution and the By-Laws;
- (e) shall, upon the recommendation of the staff of CKUW, approve all policies of CKUW;
- (f) shall not delegate any of its powers and duties except as provided in the By-Laws;
- (g) shall approve the Budget of the Society.
- (h) shall endeavour to meet on a regular basis;

(i) shall follow the terms of incorporation for CKUW as defined by the Province Manitoba Corporations Act;

(j) shall hold the licence for CKUW, following CRTC rules and regulations.

2. MEMBERS

(a) The members of the Board shall be:

- (i) One (1) student at-large, chosen by the UWSA.
- (ii) One (1) representative drawn from the faculty or administration of the University of Winnipeg or the Collegiate to represent the University.
- (iii) Three (3) members of the society who are students at the time of their election.
- (iv) Four (4) representatives of the Community who are members of the society

3. TERM OF OFFICE

(a) The elected members of the Board shall be elected for a term of two (2) years. Appointments to the board conclude at the Annual General Meeting during the year in which all terms expire, when a new board is elected.

(b) The UWSA representative to the Board shall be appointed for a term of one (1) year, concluding at the Annual General Meeting during the year in which their term expires.

(c) The University representative to the Board shall be appointed for a term of two (2) years, concluding at the Annual General Meeting during the year in which their term expires.

4. REMOVAL OF A MEMBER OF THE BOARD

A member of the Board may be removed from office only by a Special Resolution as defined in by-law 1(2).

5. REMUNERATION OF DIRECTORS

Subject to By-Law 14, the Directors of the Society shall not be entitled to remuneration for acting as Directors.

6. OFFICERS

(a) OFFICERS OF THE SOCIETY

The officers of the Society shall be:

- (i) The Chair;
- (ii) The Secretary; and
- (iii) The Treasurer.

(b) ELECTION OF OFFICERS

- (i) The Chair, Secretary and Treasurer shall be elected by and from the members of the Board at its first meeting following the Annual General Meeting.
- (ii) If only one person is nominated for an office, the nominee must be ratified by a majority vote of the Board.
- (iii) The term of office for the positions of Chair, Secretary, and Treasurer is one (1) year. There is no limit to the number of terms that a member may serve in these positions. The Secretary and Treasurer cannot act as Chair.

(c) REMOVAL OF OFFICERS

- (i) An officer may be removed from office upon a Two-thirds (2/3) Resolution of the Board, PROVIDED that notice of such motion has been given at a Board meeting held at least seven (7) days prior to such proposed removal, which notice has been signed by at least five (5) members of the Board.
- (ii) Upon the removal of an officer, or upon a casual vacancy in an office, the Board shall immediately hold a by-election to fill the vacant office.

(d) DUTIES OF OFFICERS

(i) The Chair shall:

- (1) chair or delegate the chair at all general meetings of the Society, and the meetings of the Board;
- (2) prepare the agenda for each Board meeting;
- (3) have such other duties and responsibilities as outlined in the Constitution and By-Laws of the Society and as assigned by the Board.

(ii) The Secretary shall:

- (1) supervise the implementation of the policies and programs as determined by the Board from time to time;
- (2) keep or cause to be kept the records required pursuant to By-Law 12, including the Constitution, By-Laws and other related documents;
- (3) receive all written submissions to be made to the Board;
- (4) keep or cause to be kept and maintained the minutes of each Board meeting and of general meetings of the Society and to submit such minutes to all interested members of the Society, and to all Board members;
- (5) keep or cause to be kept and maintained copies of all letters written or received by the Board and its committees;
- (6) assist the Chair in the Chair's duties.

(iii) The Treasurer shall:

- (1) prepare or cause to be prepared the financial statements of the Society, including a statement of source and application of funds as of the end of the fiscal year each year for presentation to the Annual General Meeting;
- (2) approve all expenditures of funds allocated to the Board and its committees in the budget; Present the budget to the Board for its approval by Two-thirds (2/3) Resolution of the Board.

(3) The Treasurer shall, at the first general meeting of the Society after the Board has approved the Budget, publish the Budget and submit it to the Members for their information.

(4) Any proposed amendments to the Budget shall first be reviewed by the Treasurer, then shall be submitted to the Budget Committee for its approval by a Two-thirds (2/3) Resolution and shall be submitted to the Board for its approval by a Two-thirds (2/3) Resolution.

(e) FINANCIAL POLICIES

(i) The Board shall not incur any liability or make any expenditures unless that liability or expenditure has been included in the budget or an amendment thereto.

(ii) The Board shall not incur any liability or make any expenditure in a fiscal year beyond the estimated revenue of the Society, from all sources up to the end of, and including, that fiscal year, including any surpluses retained from previous fiscal years.

(iii) The Board may, upon the recommendation of the Treasurer and the Chair, authorize the said officers to borrow money in the name of the Society in order to meet the expenditures of the Society until the revenues of the current fiscal year are available.

(iv) The fiscal year of the Winnipeg Campus/Community Radio Society shall coincide with the fiscal year of the UWSA.

7. BOARD TRAINING

(a) All members joining the Board for the first time shall be required to attend a professional board orientation course paid for and arranged by the society.

(b) Individuals may be deemed exempt from training by a Two-thirds (2/3) Resolution of the Board.

BY-LAW 5: BOARD COMMITTEES

Each member of the Board must sit on at least one Committee. Committees report to the Board at regular intervals.

1. STANDING COMMITTEES

- (a) The Programming Committee

2. APPOINTMENT

Members of the Programming Committee will be appointed by a selection committee composed of the Program Director, one representative from the board and one representative who has previously sat on the Programming Committee.

Members shall be appointed according to the following formula:

The programming committee will be composed of 5 voting members:

- I. Two members from the University of Winnipeg community, and two members from the greater Winnipeg community. Board of Directors members are ineligible for membership on the Programming Committee.
- II. The Program Director.

3. TERM OF OFFICE

Programming Committee members shall serve for one year from the date on which they are first appointed to the committee.

4. CHAIRPERSON

The Program Director shall act as the chairperson for the Programming Committee.

5. VACANCIES

Members absent from two consecutive meetings are removed from the committee. Vacancies will be filled by the Selection Committee when appropriate.

6. TERMS OF REFERENCE

(a) Purpose: To act as an advisory committee to the Program Director and to serve as an appeal board for disciplinary appeals.

(b) Authority: Programming Decisions;

- I. The programming committee reviews program applications and makes recommendations to the Program Director concerning applications, the programming schedule and programming in general.
- II. Should the Program Director refuse to accept recommendations approved by majority vote of the committee, the committee can appeal to the Board of Directors at the next Board of Directors meeting.

Disciplinary Matters;

- I. The programming committee is the body that hears appeals concerning disciplinary action, undertaken by the Manager or Program Director.
- II. The decision of the Programming Committee is final. A second appeal may be considered by the Board in extraordinary circumstances.

(c) Conflict of Interest: In situations where Programming Committee decisions may place a member in a conflict of interest, that member is not permitted to take part in the decision and must leave the meeting space until the decision is made.

(d) Meeting Schedule: The Programming Committee will meet as required in order to fulfill its duties.

BY-LAW 6: FEES

1. Each member of the Society shall pay an annual membership fee payable on April 1st of every year in an amount to be determined by the Board from time to time. All new members shall have membership fees pro-rated so that the annual dues of all members shall be payable on April 1st of every year. The pro-rated membership fee shall be derived from the multiplication of the annual fee by the ratio of the number of months remaining in the year to the total number of months in the year (12). Renewing members are responsible for paying the annual fee regardless of their renewal date.
2. At a general meeting, the Society may by Resolution alter the fee levied in By-Law 6(1) and the altered fee shall take effect in the following membership year.

3. The Board may by a Two-thirds (2/3) Resolution levy a fee in addition to the annual membership fee provided for in By-Law 6 (1) on the voting members of the Society.
4. If a Member is not able to pay the annual membership fee due to extenuating circumstances, the Board may, by a Two-thirds (2/3) Resolution, exempt that member from payment of the annual membership fee or a portion thereof, for a period of not more than one (1) year.

BYLAW 7: CKUW

1. POWERS AND DUTIES

CKUW shall be responsible for the day to day management of the radio station pursuant to the terms of the station licence and the Regulations of the CRTC. Without limiting the generality of the foregoing, CKUW shall:

- (a) produce, distribute and coordinate the programming for the radio station;
- (b) determine all on-air and programming policies and submit them to the Board for approval;
- (c) prepare a preliminary budget for the radio station and submit it to the Treasurer for approval;
- (d) prepare an annual report for the radio station and submit it to the Board for approval;
- (e) administer those funds as may be from time to time approved and allocated to the radio station by the Board.

2. CKUW MEMBERS

- (a) The voting members of CKUW shall be the voting members of the Society who have paid the membership fee pursuant to By-Law 6(3).

BY-LAW 8: STATION MANAGER

1. CKUW shall employ a Station Manager to conduct the day-to-day operations of the Radio Station, to coordinate the volunteer staff and to provide continuity to the operations of CKUW.
2. The Station Manager shall work with the staff and volunteers of CKUW but ultimately shall be responsible to the Board of Directors of the Society.

BY-LAW 9: STAFF HIRING POLICY

1. All staff positions that are open at CKUW must be posted on notice boards which will reach potential interested applicants.
2. No staff position can be posted unless there is a complete, up-to-date job description for the position.
3. The screening of all job applications and resumes shall be conducted by a hiring committee, whose members shall be:
 - (i) Two (2) representatives from the Board;
 - (iii) The Station Manager or the Chair of the board if the Station Manager cannot participate or would be in a conflict of interest.
4. The Hiring Committee shall submit its recommendation to the Board for its approval by a Two-thirds (2/3) Resolution.
5. All staff members work with and report to the Station Manager, but are ultimately responsible to the Board.
6. The remuneration and terms of employment of all staff shall be determined by the Board.
7. All staff shall either be hired permanently or for a fixed term which shall be specified in the posting and/or the contract for the staff person for the position.
8. A staff member may be disciplined and/or dismissed with cause by the Station Manager or by the Board upon a Two-thirds (2/3) Resolution.
9. All staff should receive an evaluation of their performance each year.
10. In the case of an unexpected vacancy, the Board may hire an interim employee who shall fill the vacant position until such time as the Hiring Committee selects an employee through the proper hiring procedure.
11. CKUW is an Equal Opportunity Employer.

BY-LAW 10: SIGNING OFFICERS

1. The following persons shall be signing officers for the Society, any two (2) of whom shall have the authority to sign on behalf of the Society.
 - (a) The Station Manager
 - (b) The Secretary
 - (c) The Treasurer
 - (d) Any member of the Board duly selected at a meeting of the Board.
2. The persons described in By-Law 10(1) shall be bonded by a fidelity bond which shall indemnify the Society to the extent that the Board deems necessary.

BY-LAW 11: SEAL

1. The Seal of the Society shall be kept in the custody of the Treasurer of the Society.
2. The Seal shall not be affixed to any instrument except in the presence of any two (2) of the signing officers as defined in By-Law 10(1) and by the authority of a resolution of the Board.

BY-LAW 12: RECORDS

1. The minutes of the meetings of the Society, the Board, its committees and CKUW shall be kept in the General Office of the Society, except as otherwise provided for in the By-Laws.
2. The books and records of the Society may be inspected by the Members of the Society on any working day between the hours of 9:30 AM and 4:30 PM.

BY-LAW 13: LIABILITY OF THE SOCIETY

Subject to the Society Act, the Society shall not be responsible for any damages incurred directly or indirectly by the actions of a Member unless that action has been approved by the Society and to the extent of such liability or responsibility being incurred by the Society, the Member causing the same shall indemnify the Society.

BY-LAW 14: AUDITORS

1. The books and accounts of the Society shall be audited at least once each year by the Chartered Accountants whom the Society has appointed at its annual general meeting as auditors of the Society.
2. In the event of the resignation of the Auditor or their inability to act as Auditor, the vacancy shall be filled by the Board at a special meeting of the Board called for that purpose.
3. The Auditor shall make an annual report to the Members of the Society at an Annual General Meeting or a Special General Meeting.

BY-LAW 15: HONORARIA

3. Honoraria may be granted to a Member of the Society as determined by the Board, upon the recommendation of the Station Manager.
2. No paid staff member shall receive an Honorarium.
3. In order to be eligible to receive an Honorarium, the recipient must be a member of the Society in good standing, and have been a member for at least six (6) months.

BY-LAW 16: AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

1. Subject to the provisions of the Constitution, the By-Laws and the Society Act, the Constitution and the By-Laws of the Society may be amended by a special resolution.

Amendments to the Constitution and the By-laws may be proposed by:

- (a) a Two-thirds (2/3) Resolution of the Board; or
- (b) a Two-thirds (2/3) Resolution of the membership present at a meeting of the Society; or
- (c) upon a petition duly signed by at least ten percent (10%) of the Members.

The Chair shall forthwith after receipt of such proposed amendments referred to in By-Law 16(1)(a), (b), or (c), send a copy of the proposed amendments to the members of the Board.

Not less than fourteen (14) and not more than thirty (30) days after receiving a copy of the proposed amendments from the Chair, the Board shall submit the same to the Society at an annual general meeting or special general meeting. Notice of intention to propose any amendments shall be given in the notice convening the meeting.

2. Any changes to the Constitution and By-Laws of the Society are subject to the Regulations governing changes to the Constitution and By-laws and must be reported to the CRTC immediately upon approval.

BY-LAW 17: COPYRIGHT

Ownership of copyright for works produced in the studios of CKUW is the joint property of the creator and CKUW. No volunteer, staff member or Board member may profit financially from work produced in CKUW studios except by special agreement with the Board.

BY-LAW 18: VOTING IN OTHER BODIES CORPORATE

The Board may arrange for the issuance of proxies and voting certificates or other evidence of the right to exercise the voting rights attaching to any securities or other contracts and arrangements held by the Radio Society. Additionally the board may elect, select or appoint, or cause to be elected, selected or appointed, a person or persons to carry out the exercising of said voting rights and may direct the manner in which the voting rights and may direct the manner in which the voting rights may or shall be exercised.

BY-LAW 19: DISSOLUTION

It is the unalterable provision of this by-law that members of the Society shall have no interest in the property and assets of the Society; and that upon dissolution or winding up of the Society, any funds and assets of the Society remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized Charitable Organization in the area whose objects most closely accord with those of the Society as determined by its members at dissolution.

March 25, 2008