

BY-LAW NO. 1

University of Guelph Radio - Radio Gryphon - CFRU 93.3 FM

Be it enacted as a by-law of University of Guelph Radio - Radio Gryphon (hereinafter referred to as the "Corporation") as follows:

Head Office

1. The head office of the corporation shall be in the City of Guelph, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

Seal

2. The seal of the Corporation shall be in the form impresses in the margin hereof.

Membership

3. The Membership in the Corporation shall consist of:

- a) all students who have paid a levy to the corporation by virtue of their student fees during at least one semester prior to or including the semester of the Annual General meeting, and registered their vote at the offices of the corporation, no less than thirty days before a duly called meeting of members; or
- b) anyone who has paid a membership fee during the annual funding drive, or at any other time throughout the year; or
- c) any staff member of the Corporation. Staff include paid employees of the corporation working 15 or more hours a week. Volunteers include both on-air and off-air non-paid workers. On-air volunteer members include those who have worked at least 2 hours/month in addition to their regularly scheduled programming over a three month period. Off-air volunteers include those who have worked more than 2 hours a week over a three month period.

4. Membership in the Corporation must be renewed on an annual basis. Membership may be revoked by the Board of Directors for failure to comply with the rules, regulations and policies of the Corporation. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. Each member shall be entitled to one vote on each question arising at any special or general meeting of the members provided that their membership has been registered at least thirty days prior to the meeting. An updated list of members will be maintained by the Vice Chair and membership can be confirmed at the Head Office of the Corporation.

Dues

5. There shall be no dues or fees payable by members except as shall be fixed by two-thirds vote of the Board of Directors and confirmed at a general meeting of the members

Annual and Other Meetings of the Members

6. The Annual or any other general meeting of the members shall be held within the Corporation's broadcast area. The Board of Directors shall have power to call at any time a general meeting of the members of the Corporation. In addition, 30 members can

petition the Board of Directors and require a meeting of the members of the Corporation.

7. At the Annual General Meeting, there shall be a report from the Board of Directors, election of a new Board of Directors, a report from the Auditor, and appointment of the upcoming year's auditor. Notice for a meeting of members shall consist of broadcast announcements 37 days prior to the meeting. Current members shall be notified by mail or email.

Error or Omission in Notice of Meetings of Members

8. No error or omission in giving notice of any meeting of the members of the corporation shall invalidate such meeting or any proceedings.

Quorum at Member's Meetings

9. A quorum (or the transaction of business at any meeting of members shall consist of not less than the lesser of twenty-five percent of the members, or thirty members present in person or represented by proxy.

Voting of Members

10. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and they may vote by proxy. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless they have paid all dues or fees, if any. Any member present may hold a maximum of two proxy votes.

11. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or by proxy. Voting shall be by a show of hands, but any member may demand that a vote be taken by poll. A declaration by the Chair that a resolution has been carried or not carried shall be recorded in the minutes of the Corporation. In case of an equality of votes at any general meeting, the Chair shall be entitled to a tie-breaking vote.

The Board of Directors

12. The affairs of the Corporation shall be managed by a Board of twelve (12) voting Directors, at least 80% of whom shall be Canadian citizens resident within the Corporation's listening area, not less than fifty (50) percent of whom shall be students at the University of Guelph, and not less than fifty (50) percent of whom shall be women. There must be representation by community members and faculty. No Director may be a paid employee of the Corporation. In addition, each Director shall be a member of the Corporation throughout their term of office, effective within ten (10) days of their election.

12b. The Chief Executive Officer of University of Guelph Radio – Radio Gryphon must be a Canadian citizen.

13. Each Director shall be elected to hold office until the second Annual General Meeting after their election. Half the Board retires at each Annual General Meeting. Directors may run for re-election. Directors wishing to resign during their term of office must inform the Board at a Board meeting, or by letter. Resignation is effective upon receipt by the Board. Any Director before the

expiration of their term of office may be removed by a two thirds (2/3) majority vote of the Board. At a general meeting of members, a majority vote may remove a Director, and elect a replacement to serve the remainder of the term. The Station Manager will attend board meetings as a non-voting participant.

Nomination to the Board of Directors

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14. The Board of Directors shall at its first meeting following the Annual General Meeting, establish a Nominations Committee which shall be conducted by the Vice- Chair.

The Nominations Committee shall:

- a)** Maintain a list of potential nominees to the board of dedicated people that represent the constituency served by the corporation, or possess skills such as broadcasting, promotion, personnel and business management, or experience in non-profit corporations.
- b)** Recommend to the Board, people who are qualified to fill vacancies that occur between Annual General Meetings.
- c)** In preparation for the Annual General Meeting:
 - At least forty (45) five days prior to the Annual General Meeting, the committee must formally solicit nominations from members.
 - Fully explain to potential candidates the role of the Board and responsibilities of its Directors and obtain their consent.
 - Fifteen (15) days prior to the Annual General Meeting, deliver to the Secretary a list of nominees, with the signed consent of each nominee, and signed by the Chair of the Nominations Committee.
 - Fourteen (14) days prior to the Annual General Meeting, mail a list of the candidates to the Members of the Corporation.
- d)** Maintain documentation indicating the roles and responsibilities of board members to be presented to nominees upon request.

15. Nominations can be taken from the floor at the Annual General Meeting of members.

16. Nominees shall have given their consent to serve and will formally agree to abide by the terms and duties of office as set out in this by-law. The election of Directors, if there is an election, will be by formal ballot on the basis of the nominees proposed by the Nominations committee. The Nominations committee will ensure that all nominees are qualified per the applicable sections of this by-law, including any conditions set out herein. The Nominations Committee shall consist of at least three (3) Directors. The quorum shall be fifty percent (50%) of the members of the committee.

Consent to be a Director

17. A person who is elected or appointed as a director is not a director unless:

- a)** they were present at the meeting where they were elected or appointed and did not refuse to act as a director;
- b)** where they were not present at the meeting where they were elected or appointed,

they consented to act as a director in writing before their election or appointment or within ten (10) days thereafter.

Powers of the Board of Director

18. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, and in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may 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 in any way derogating from the foregoing, the directors are expressly empowered to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of investments and other securities, lands, buildings and other property, moveable 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. Staff will be consulted prior to such major transactions.

Board Responsibilities

19. The Board is responsible for the execution of the duties imposed on the Corporation by the Canadian Radio - Television and Telecommunications Commission (CRTC) and the Ontario Corporations Act and the regulations passed there under. In addition, the Board is responsible for the corporate structure and the affairs of the Corporation. The Corporation will be structured to encourage co-operative making amongst the Board, Staff, and Members. In execution of this mandate the Board shall:

- a)** establish policies and rules for the conduct of its business and the performance of its obligations including, without limiting the generality of the foregoing, fiscal policies (including approval of the annual budget), staffing and personnel policies;
- b)** shall supervise the implementation of such policies and rules and keep itself informed of the corporation's operation by regularly receiving reports from the Staff and from Board committees informing it of its operation; The Board remains the final authority on all matters.

Accountability of the Board of Directors to the Corporation and its Membership

20. The role of the Board should be made clear to the Corporation's Members. Meetings of the Board of Directors must be open to the Corporation Membership. The Members must be regularly informed by the Chair of the time and place of Board meetings and must be informed by the Secretary of access to the minutes of past Board meetings. A synopsis of Board proceedings must be published by the Secretary in news letters or radio guides mailed out to Members. Although Board meetings are open to Members of the Corporation, the Board may pass a resolution to have a sensitive items on an agenda of a meetings dosed to only Board Members (i.e., session in camera). **Any carried motions made in closed camera session must be noted in the minutes, as per corporate rule.**

21. In order to be in touch with the affairs of the Corporation, following appointment to the Board, every Board Member must be a volunteer of the Corporation or serve on one of the Corporation committees.

Vacancies in the Board of Directors

22. The Board of Directors may select a qualified individual to fill a vacancy on the board, however caused. All resigning Directors are encouraged to recommend their replacement for consideration by the Board. The qualifications are as set out in section 14 of the by-law. **If an elected board member resigns in the first year of their term, the newly appointed replacement board member will serve until the next AGM, at which time a by-election will take place to fulfill the remaining year of the term.**

Errors in Notice by the Board of Directors

23. No error or omission in giving notice to members for a meeting of the Directors shall invalidate the meeting or any proceedings.

Voting by the Board of Directors

24. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not 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 is made, the vote shall be taken in the usual way by assent, dissent, or abstention. Entry into the minutes of a resolution as carried or not carried shall be taken as proof of the fact. In the absence of the Chair, chairing meetings may be performed by the Vice-Chair or other Director that the Board may appoint

Attendance at Meetings of the Board of Director

25. The Board of Directors may, at its discretion, by majority vote remove a Director who without appropriate cause fails to attend fifty per cent (50%) or three (3) consecutive meetings of the Board since that Director's election. A Director so removed continues as a member of the Corporation and may seek nomination for election as a Director at the next annual general meeting of the members. The vacancy so created may be filled in the manner prescribed in this by-law.

Quorum and Meetings of the Board of Directors

26. Fifty (50) percent of the voting Directors, or four (4) Directors, whichever is greater, Five (5) Directors shall form a quorum for the transaction of business. Directors' meetings may be formally called by the Chair or Vice-Chair, or by the Secretary on direction in writing of two (2) Directors. Notice of such meetings shall be mailed, emailed, delivered, or telephoned to each Director not less than six (6) days before the meeting is to take place. The Board may appoint a day or days in any month for regular meetings at an hour to be named and of such regular meetings, no notice need be sent. The Directors may consider or transact any business at any meeting of the Board.

a. Where necessary, a board member may contribute to quorum by telephone or by other means of communicating remotely, provided that they are able to engage fully in the meeting.

Officers of the Corporation

27. There shall be a Chair, Vice-Chair, Treasurer, Secretary and Staff Liaison 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(1) office except that the combined offices of Chair and Vice-Chair may not be held by one person. The Chair and Vice-Chair shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such selection the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board

Duties of the Chair and Vice-Chair

28. The Chair, when present, shall;

- a)** preside at all meetings of the Members of the Corporation and of the Board of Directors.
- b)** be charged with the general management and supervision of the affairs and operations of the Corporation.
- c)** along with the Secretary or other officer of the Board appointed for that purpose, shall sign all by-laws and membership certificates.
- d)** act in the capacity of President, where required by Federal or Provincial statutes or regulations.
- e)** notify Directors and Members of meetings of the Board.

29. During the absence or inability of the Chair, the Chair's duties and powers may be exercised by the Vice-Chair. Additionally, the Vice-Chair shall be responsible for the maintenance and development of the corporate Membership and Directorship, Where Federal or Provincial statutes or regulations require a Vice-President, the Vice-Chair shall act in that capacity.

Duties of the Treasurer

30. The Treasurer, or person performing the usual duties of a Treasurer shall:

- a)** keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account.
- b)** deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank accounts as may be designated by the board of Directors.
- c)** disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof.
- d)** render to the Board of Directors at the regular meetings thereof, or whenever required, an account of all transactions as Treasurer, and of the financial position of the corporation.
- e)** perform such other duties as may be determined by the Board of Directors.

Duties of the Secretary

31. The Secretary shall:

- a)** attend all meetings of the Board of Directors and be responsible to see that all facts and minutes of all proceedings are kept and archived, give all notices required to be given to members and to Directors.

- b) Give all notices required to be given to members and to directors
- c) notify Members of the availability of the minutes of the meetings of the Board of Directors, and publish a synopsis of Board's activities in news letters or radio guides regularly circulated to Members, give all notices required to be given to the CRTC, The Ontario Ministry of Consumer and Commercial Relations, and the University of Guelph concerning the Directors of the Corporation.
- d) be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation to be delivered up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
- e) perform such other duties as may be determined by the Board of Directors.
- f) provide the Station Manager unapproved minutes within one week of board meetings

Duties of the Staff Liaison

32. The Staff Liaison shall:

- a) act as the representative of the Board to the Staff and the Union
- b) be the primary representative of the Board with regards to the Board's responsibilities as an employer when unable to be completed by the Station Manager

33. An Alternate Staff Liaison shall be appointed, and shall assume the duties of the Staff Liaison in his/her absence.

Duties of Other Officers

34. The duties of all other officers of the Corporation shall be such as the terms or their engagement call for or the Board of Directors requires of them.

Removal of Officers

35. Any officer may be removed from office at any time at a meeting of the Board of Directors called for that purpose by a two-thirds (2/3) majority vote of the directors present, and another officer shall be appointed to fill the position until the next annual meeting.

Executive Committee

36. The Board of Directors may establish an Executive Committee with delegated responsibility to act on behalf of the Board of Directors. The Executive Committee shall consist of at least three (3) directors and at least two (2) elected Officers of the Corporation for a minimum membership of three (3). The quorum shall be fifty per cent (.50%) of the members of the Committee.

Standing Committees

37. There shall be the following Standing Committees of the Board of Directors:

- Finance Committee
- Policy Committee
- Programming Committee
- Management Committee

- Board Grievance Committee
- Joint Health and Safety Committee
- Technical Committee
- Employment Equity Committee
- Nominations Committee

38. Where they exist, the Terms of Reference for the Standing Committees listed above shall be attached as part of the Policy Manual referred to in Section 56 of this Bylaw.

Remuneration of Directors

39. Directors shall receive no remuneration for acting as such.

Protection of Directors and Officers

40. No Director or officer of the Corporation (including former directors and officers) shall be liable for the acts, receipts, neglects, or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the corporation, upon which any of the monies of the Corporation shall be invested, or for any act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error or judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless in or as a result of any action, suit or proceeding they are adjudged to be in breach for any duty or responsibility imposed upon them under statutes

Indemnity of Directors and Officers

41. Every Director or officer of the Corporation (including former Directors and Officers) and their heirs, executors and administrators, and estate and effects, shall at all times be indemnified and saved harmless, subject to the provisions of The Corporations Act, from and against:

- a)** all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office; and
- b)** all other costs, charges and expenses that they sustain or incur in or about or in relation to the affair thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

Conflict of Interest

42. Every Director is in a fiduciary relation with the corporation and is under an obligation to act in the utmost good faith towards the Corporation in their dealings with it or on its behalf. No Director shall place themselves in a position where there is a conflict between their duties as Director and their other interests. Every director who is in any

way directly or indirectly interested in an existing or proposed contract, transaction, or arrangement with the Corporation or who otherwise has a conflict of interest shall declare their interest fully at a meeting of the Directors in the manner required by The Corporations Act and shall refrain from discussion and voting in respect of the matter on which they have declared conflict Every disclosure of interest shall be recorded in the minutes of the meeting.

Execution of Documents

43. Deeds, transfers, licenses, contracts, and engagements on behalf of the corporation shall be signed by either the Chair or Vice-Chair and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require it.

44. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the corporation by the Chair, Vice-Chair, Treasurer, or by any person authorized by the Board.

45. The Chair, Vice-Chair, the Directors, Secretary, or Treasurer, or any one of them, or any persons designated by the Board of Directors may transfer any and all shares/ bonds, or other securities standing in the name of the corporation. They may accept on behalf of the Corporation transfers to the Corporation. The Secretary may affix the corporate seal to any such transfers or acceptances of transfers and they may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation. The Board of Directors may at any time by resolution direct the manner in which, and the persons by whom, any particular instrument, contract or obligation of the Corporation shall be executed.

Books and Records

46. 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.

Financial Year

47. The fiscal year of the Corporation shall terminate on April 30 of each year.

48. All orders (or the payment of money or evidence of indebtedness issued in the name of the Corporation), shall be signed by Staff, Officers of the Board, and/ or persons designated by the Board. Designation of signing authority shall be determined by resolutions by the Board of Directors. Any one of the designated signing officers may singularly endorse drafts for collection of cheques for deposit. All those with signing authority may arrange, settle, balance and certify all books and accounts between the Corporation and the corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips. The Board shall have policies regarding the number of signatures available and required to authorize payments, which may be different by amount. Where one authorizing signature is considered

sufficient a second authorizing signature is required on the Bank or Credit Card statement showing such purchases noting that they have been reviewed. A person may not authorize a payment to themselves.

Deposit of Securities for Safekeeping

49. The securities of the corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. The Board of Directors shall determine by resolution if and how these securities can be withdrawn. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Notice

50. Whenever under the provisions of the by-laws of the corporation, notice is required to be given, such notice may be given either personally, telegraphed, e-mailed, or sent by post in a prepaid, sealed envelope, and addressed to the Director, officer, or member at their address which 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 then it was deposited in a post office or public letter box, or if telegraphed shall be held to be sent when it was handed to the telegraph company or its messenger. For the purpose of sending any notice, the address of any member, Director, or officer shall be their last address as recorded on the books of the corporation.

Borrowing

51. The Board of directors may:

- a)** borrow money on credit for the Corporation; or
- b)** issue, sell or pledge securities of the Corporation; or
- c)** charge, mortgage, 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 money borrowed, or other debt, or any other obligation or liability of the Corporation.

52. The Directors may authorize any individual to make arrangements with reference to the moneys borrowed or to be borrowed and as to the terms and conditions.

Certification of Proceedings

53. Copies of by-laws, resolutions or other proceedings of the Board of Directors or of the members of the Corporation may be certified by the Secretary with the corporate seal by a resolution of the Board of Directors.

Adjournments

54. Any meetings of the Corporation or the Directors may be adjourned to any 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 quorum is not met.

Interpretation

55. In these by-laws, words importing the plural number shall include single individuals, firms and corporations, unless otherwise stated.

Policy Manual

56. All resolutions which have been passed by the Board of Directors as Policy shall be compiled into a Policy Manual, which shall be attached to these Bylaws as Appendix A.

Passed by the Board of Directors and sealed with the corporate seal this 17th day of March, 1980.

Chair: P. Munholland Secretary: I. McDiarmid

Revisions: October 14, 1983

November 4, 1986

November 10, 1987

November 21, 1988

November 19, 1990

December 2, 1991

October 19, 1993

November 29, 1994

March 24, 2004

March 15, 2005

October 16, 2007

November 7, 2011

November 5, 2012