

CFRU 93.3FM BYLAWS

University of Guelph Radio - Radio Gryphon

BYLAW No. 1

Be it enacted as a bylaw 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 impressed 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 for 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 (30) days before a duly called meeting of Members.
- b)** Anyone who has paid the Corporation's membership fee during the most recent annual funding drive or at any other time in the twelve-month period prior to an Annual General Meeting.
- c)** Any staff member of the Corporation. Staff members include paid employees of the Corporation working fifteen (15) or more hours a week, employees on approved leave, and all other employees of CFRU unionized with CUPE 1281.
- d)** Members of the Corporation's Board of Directors, in accordance with the provisions of Clause 12a) of this bylaw.
- e)** Active volunteers, including both on-air and off-air non-paid volunteers. An individual is considered a volunteer after completing an approved orientation session and at least one (1) month of involvement with the station. Active on-air volunteers include those who have programmed on average at least two (2) hours of material per month. Active off-air volunteers include those who have volunteered on average for at least two (2) hours per month. Volunteers who are not active with the Corporation for three (3) months shall cease to be regarded as Members of the Corporation, although they may regain their membership upon re-application to the station. Volunteers may request to the Board of Directors that they be granted leave on compassionate grounds (e.g., maternity leave); volunteers granted such leave will be considered as active.

4. Membership in the Corporation must be renewed on an annual basis. The Board of Directors may revoke the membership of any volunteer, student, or donor Member for failure to comply with rules, regulations, and policies of the Corporation. In all such instances, the Board of Directors must indicate to the Member in writing the reasons for

the revocation of their status. Members may submit their resignation from the Corporation in writing, which shall be effective upon acceptance by the Board of Directors. Each Member shall be entitled to one (1) vote on each question arising at any special or general meeting of the Members, provided that their Membership has been registered at least thirty (30) days prior to the meeting. An updated list of Members shall be maintained by the Vice-Chair of the Corporation. Membership can be confirmed at the head office of the Corporation.

Membership Fees

5. The fee for Membership in the corporation to those not otherwise granted membership in Clause 3 is twenty-five dollars (\$25). This amount may not be changed except by a two-thirds (2/3) vote of the Board of Directors and a subsequent confirmation vote at a general meeting of the Members.

Annual and Other Meetings of the Members

6. The Annual General Meeting, and any other general meetings of the Members as may occur, shall be held within the Corporation's broadcast area. The Board of Directors shall have the power to call a general meeting of the Members of the Corporation at any time. In addition, thirty (30) Members of the Corporation may petition the Board of Directors and require a meeting of the Members of the Corporation. Notice for all meetings of the Members, including the Annual General Meeting, must be given at least forty (40) days prior to the meeting and shall consist of broadcast announcements for the same amount of days. Current Members shall be notified by email.

7. At the Annual General Meeting, there shall be a report from the Board of Directors, the election of new Board Members, a report from the Auditor, the appointment of the upcoming year's Auditor, and a vote of the Members on any proposed changes to the bylaws.

All motions to be proposed at an Annual General Meeting, or at any other general meeting of the members, must be sent to the Chair of the Board of Directors at least twenty (20) days in advance of a meeting and mailed out to the membership at least ten (10) days in advance of the same meeting. This provision may be waived, and a motion introduced from the floor, if all members in attendance so agree.

The Chair of the meeting shall also have the discretion to waive this provision and permit the consideration of an emergency motion, should this be necessitated by events that have taken place in the twenty (20) days prior to a meeting.

Error or Omission in Notice of Meetings of Members

8. No general meeting of the Corporation shall be invalidated by minor errors in communication pertaining to the notice for the meeting, nor shall it be invalidated by errors or accidental omissions in communicating the meeting to individual Members.

Quorum at Members' Meetings

9. Quorum for any meeting of the Members shall be the lesser of twenty-five (25) percent of the Members or thirty (30) 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 (1) vote and 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 applicable dues or fees. Any Member present may hold a maximum of two (2) proxy votes.

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

The Board of Directors

12a) The affairs of the Corporation shall be managed by a Board of twelve (12) voting Directors, at least eighty (80) percent of whom shall be Canadian citizens who reside within the Corporation's broadcast 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 Guelph and area community members and by University of Guelph staff/faculty. No voting Director may be a paid employee of the Corporation. Each Director shall be considered as 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.

12c) The Station Manager is an ex officio Director of the Corporation and shall attend Board meetings as a non-voting participant.

13 Elections for the Board of Directors shall be staggered such that regular elections may be contested for half of the seats each year. All Directors elected in regular elections at an Annual General Meeting shall serve for terms of two years. Any by-elections as may be required in accordance with Clause 22 of this bylaw shall also be held at each Annual General Meeting. Directors may seek re-election at the conclusion of their terms. Directors wishing to resign during their term of office must inform the Board at a Board meeting or by email or letter; resignation is effective upon receipt by the Board. Any Director may be removed by a two-thirds (2/3) majority vote of the Board before the expiration of their term of office. A Director may also be removed, and their replacement chosen, by a majority vote at a general meeting of the Members.

Nomination to the Board of Directors

14. At its first meeting following the Annual General Meeting, the Board of Directors shall establish a Nominations Committee to be conducted by the Vice-Chair of the Board. The Nominations Committee shall consist of at least three (3) Directors, and quorum shall be fifty (50) percent of the members of the committee. The Nominations Committee shall:

- a)** Maintain a list of potential nominees to the Board, consisting of dedicated people who 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:
 - Formally solicit nominations from Members at least forty-five (45) days prior to the meeting.
 - Fully explain to potential candidates the role of the Board and the responsibilities of its Directors, and obtain their consent to stand as candidates.
 - Deliver a list of nominees to the Secretary fifteen (15) days prior to the meeting, with the signed consent of each nominee and signed by the Chair of the Nominations Committee.
 - Mail a list of the candidates to the Members of the Corporation fourteen (14) days prior to the meeting,
- d)** Maintain documentation indicating the roles and responsibilities of members of the Board of Directors 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 give their consent to serve and shall formally agree to abide by the terms and duties of office as set out in this bylaw. The election of Directors, if there is an election, shall be by formal ballot on the basis of the nominees proposed by the Nominations Committee and nominations from the floor. The Nominations Committee shall ensure that all nominees are qualified per the applicable sections of this bylaw, including any conditions set out herein.

Consent to be a Director

17. A person 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 at which 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 Directors

18. The Directors of the Corporation may administer the affairs of the Corporation 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 members shall be consulted prior to 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 thereunder. In addition, the Board is responsible for the corporate structure and the affairs of the Corporation. The Corporation shall be structured to encourage cooperation and collaboration amongst the Board, Staff, and Members. In execution of this mandate, the Board shall:

- a)** Approve 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) and staffing and personnel policies. When possible, the Board will consult with the Policy Committee and with CFRU staff prior to approving any changes to policy.
- b)** 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. The Board remains the final authority on all such matters.

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

20. The Board is responsible for making its role within the Corporation's operations clear to the Corporation's Members. Meetings of the Board of Directors must be open to all Members, who must be regularly informed by the Chair of the Board of the times and places of all Board meetings and by the Secretary of access to the minutes of past Board meetings. Minutes of each Board of Directors meeting must be made available to the Members within ten (10) days of approval at the next Board meeting. Although Board meetings are open to Members of the Corporation, the Board may pass a resolution to have sensitive items on a meeting agenda closed to only Board members (i.e. session in camera). Any carried motions made during an in camera session must be noted in the minutes, as per corporate rule.

21. In order to better understand the affairs of the Corporation, every Board member must be a volunteer of the Corporation or serve on one (1) of the Corporation Committees following their election or appointment to the Board.

Vacancies in the Board of Directors

22. The Board of Directors may select a qualified individual to fill any vacancy on the Board, however caused. All resigning Directors are encouraged to recommend a replacement for consideration by the Board. The qualifications are as set out in section 14 of this bylaw. If an elected Board member resigns in the first year of their term, their appointed replacement shall serve until the next Annual General Meeting, at which time a by-election will take place to fulfill the remaining year of the term. If an elected Board member resigns in the second year of their term, a replacement member may be appointed to serve for the remainder of the term. If an appointed Board member resigns, another replacement member may be appointed to serve until the next Annual General Meeting, at which time the seat will be filled by either a by-election or regular election.

Errors in Notice by the Board of Directors

23. No meeting of the Board of Directors shall be invalidated by minor errors in communication pertaining to its notice, nor shall it be invalidated by errors or accidental omissions in communicating the meeting to individual Members.

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 have a tie-breaking additional vote. In the absence of the Chair, the Vice-Chair or other Director that the Board may appoint shall chair the meeting and shall have the power to cast a tie-breaking additional vote. All votes at any such meeting shall be taken by secret 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.

Attendance at Meetings of the Board of Directors

25. The Board of Directors may, at its discretion, by majority vote remove a Director who without appropriate cause fails to attend fifty (50) percent or three (3) consecutive meetings of the Board following 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 Section 22 of this bylaw.

Quorum and Meetings of the Board of Directors

26a) The greater of fifty (50) percent of the current voting Directors or four (4) 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 Directors may consider or transact any business at any meeting of the Board.

26b) 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, Staff Liaison, and such other Officers as the Board of Directors may determine by updating this bylaw from time to time. One (1) person may hold more than one (1) Officer position except that the combined positions of Chair and Vice-Chair may not be held by one (1) 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 the 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 any other Officer of the Board appointed for this purpose, sign all bylaws 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 incapacity 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, with the assistance of the Station Manager:

- 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.
- b) Give all notices required to be given to Members and to Directors.
- c) Give all notices required to be given to the CRTC, the Ontario Ministry of Consumer Services or other applicable ministries, and the University of Guelph concerning the Directors and Officers of the Corporation.
- d) Notify Members of the availability of the minutes of meetings of the Board of Directors.
- e) 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 only when authorized by a resolution of the Board of Directors to do so and to such a person or persons as may be named in the resolution.
- f) Perform such other duties as may be determined by the Board of Directors.
- g) Provide the Station Manager with unapproved minutes within one (1) week of all Board meetings.

Duties of the Staff Liaison

32. The Staff Liaison shall:

- a) Act as the representative of the Board to staff members and the Union.
- b) Be the primary representative of the Board with regards to the Board's responsibilities as an employer when these responsibilities are unable to be fulfilled by the Station Manager.

33. An alternate Staff Liaison shall also be appointed and shall assume the duties of the Staff Liaison in their absence.

Duties of Other Officers

34. 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.

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. Any Member of the Board of Directors who is removed from their position as an Officer of the Corporation shall remain a Member of the Board unless they are specifically removed from that position as well.

Executive Committee

36. The Board of Directors may establish an Executive Committee with delegated responsibilities to act on behalf of the Board of Directors. Such an Executive Committee

shall consist of at least three (3) Directors and at least two (2) Officers of the Corporation for a minimum membership of three (3). Quorum shall be fifty (50) percent 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
- Technical Committee
- 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.

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 wilful 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, position of employment, 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 that 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, Secretary, Treasurer, or any other persons designated by the Board of Directors, may transfer any and all shares/bonds, or other securities standing in the name of the Corporation upon the completion of a motion to this end at a Board of Directors meeting. 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 all Officers and designates identified in this Clause 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 bylaws 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 persons so designated by the Board. Designation of signing authority shall be determined by resolutions by the Board of Directors. Any 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 of the bank's forms or settlement of balances and release 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 (1) 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 (1) 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 notice is required to be given under the provisions of the bylaws of the Corporation, such notice may be given either personally, telegraphed, emailed, 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 when 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.
- b)** Issue, sell, or pledge securities of the Corporation.
- 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 monies borrowed or to be borrowed and as to the terms and conditions.

Certification of Proceedings

53. Copies of bylaws, 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 meetings 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 bylaws, 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

November 3, 2014