

Bylaws of Radio Waterloo, Inc. as ratified on 11 June 2016

Bylaws of Radio Waterloo, Inc.

A set of bylaws relating generally to the transaction of the affairs of Radio Waterloo Inc., hereinafter called "the Corporation". Be it enacted as a bylaw of Radio Waterloo Inc., subject to the Ontario Corporations Act and Letters Patent or Supplementary Letters Patent as follows:

1. Seal

This seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Corporation:

2. Head Office

The head office of the Corporation shall be within the Region of Waterloo, in the province of Ontario.

3. Membership

a) The membership of the Corporation shall consist of any individual(s) who have paid the annual Radio Waterloo Membership fee and who have not been expelled from membership in the Corporation.

b) There shall be no limit on the number of members of the Corporation.

c) Membership in the Corporation shall be limited to human persons and shall not be open to non-human entities such as corporations, associations, organizations, and co-operatives.

d) A member in good standing has paid their membership for the year. If the member is also a programmer, they must have up to date show finances or an approved payment plan in place with the program director.

4. Radio Waterloo Membership Fee

a) The directors of the Corporation shall set, and may adjust once per financial year, the amount of the annual Radio Waterloo Membership Fee, which is a requirement of membership in the Corporation. Changes made to the Membership Fee in this fashion shall come into effect on the first day of the next financial year of the Corporation, which is September 1st.

b) The amount of the Membership Fee may also be changed by special resolution at any General Meeting of the members. Changes made in this fashion will come into effect immediately after communication of these changes to the membership.

5. Annual and General Meetings

a) The Annual General Meeting of the Corporation shall take place annually within the 3 months prior to the end of a fiscal year. The meeting shall be held at such a place as designated by the Board of Directors (hereinafter "the Board").

b) Special General Meetings shall, if called for by a majority vote at any meeting of the Board, be held at any time and for any purpose pertaining to the affairs of the Corporation.

c) Ten percent of the voting members of the Corporation may present a petition to the Board in writing to call a general meeting for any purpose connected with the affairs of the Corporation. This requisition shall state the purpose of this special General Meeting and shall be signed by the requisitioners and deposited at the head office of the Corporation. The Directors are then obligated to call and hold a general meeting of members within twenty-one (21) days from the date of the validation of the requisition. It is the duty of the President to verify and rule on the validity of the requisition and of each signature.

d) Notice of at least ten (10) calendar days must be given to the members for any General Meeting, whether Annual or Special.

e) An agenda, to be approved at the meeting, for any General Meeting shall be communicated to the membership at least forty-eight (48) hours in advance of said meeting. This agenda shall include all information deemed necessary by the Board (including attached supporting documents where necessary) to allow members who may wish to proxy a vote to become adequately informed of issues which are to be voted upon.

6. Elections and Qualifications of Directors

- A. The voting membership of the Board shall consist of eleven (11) directors
- B. Sources of funding will not determine the structure of the board
- C. All directors shall be members in good standing of the Corporation at the time of their election and must remain so for the duration of their term
- D. Each director will be elected and serve for a two (2) year term from the time of their election unless they are removed from their position through the proper procedure, or resign
- E. Directors elected at a Special General Meeting to occupy a vacant seat on the Board shall serve until the Annual General Meeting during the year in which that seat's term would expire, and may stand at that time for a subsequent full two (2) year term
- F. In the case of vacancies on the Board, the Board may choose to appoint any member in good standing to serve on the Board and fill a vacant seat until the time of the next General Meeting, at which point that appointed director must stand for a vote of the confidence of the members in order to fill the remainder of the original term, after which they may stand for a subsequent full two (2) year term
- G. The Board shall not be comprised solely of individuals of any one gender. If no suitable candidates of different identification make themselves available for election, then two seats shall be held vacant until such time as they can be properly filled.

7. Quorum and Meetings for the Board

- a) A quorum for the transaction of the business of the Corporation shall be more than 50% of the board members. Except as otherwise required by law, the board may hold its meetings at such places as it may determine. No formal notice of any meeting shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- b) Directors' meetings may be formally called by any Director or by the Secretary on direction in writing of any Director. Notice of such a meeting shall be delivered, telephoned, or sent by electronic mail to each Director and the membership not less than one (1) day before the meeting is to take place.
- c) A Directors' meeting may also be held, without notice, immediately following an

Annual General Meeting of the Corporation.

d) The Directors may consider or transact any business, either special or general, at any meeting of the Board.

e) The President will set the agenda for each meeting of the Board, but any Director may add to this.

f) Directors may choose to vote by proxy at a meeting of the Board. Directors may only proxy their vote to other Directors, and each Director may only hold one proxy at a time. It is tasked to the President to verify and validate the signed proxy form which would allow this to take place.

8. Quorum for Meetings of Membership

The quorum at a meeting of the members shall be fifteen (15).

9. Voting

Each member at a General meeting of the members, whether Special or Annual, and each voting Director at a meeting of the Board, shall have one (1) vote and all votes cast in any such meeting will have equal weight. Questions shall in the first instance be decided by a simple show of hands, but if the results of such a vote are challenged by any present member, the chairperson of the meeting shall record into the minutes an accurate counting.

10. Proxies

a) Each voting member of the Corporation or of the Board shall at any meeting be entitled to one (1) vote and she/he may vote by proxy. Such proxy must themselves be a member and any such proxy shall act as a proxy for no more than one (1) member at any meeting. In order to proxy one's vote, a member must sign the official Form of Proxy, approved by the Board, containing the name and signature of the voting member and of their proxy.

b) The voting member may specify on the Form of Proxy any items of business upon which the proxy may not vote on their behalf. The voting member may also choose and indicate in writing whether or not to empower their proxy to vote on any new business which may be added to the agenda after the official meeting notice.

c) The completed Form of Proxy shall be deposited with the Secretary or delegate of the Secretary at least one (1) hour before the meeting is called to order.

11. Financial Year

Unless otherwise resolved by the Board, the fiscal year of the Corporation shall terminate on the thirty-first (31st) day of August in each year.

12. Remuneration of Directors and Officers

a) The Directors and office of the Corporation will receive no remuneration for acting as such. They may, however, be reimbursed for their legitimate expenses incurred in the completing of their duties according to such policies as may, from time to time, be determined by the Board.

13. Disposition of Assets upon Dissolution

Upon the dissolution of the Corporation and after the payment of all debts and liability, its remaining property shall be distributed or disposed of to such charitable organizations (or to organizations whose objects are similarly beneficial to the community) as determined solely by the Board.

14. Election, Duties and Terms of Officers

The directors shall elect from among their number a President, Vice-President and a Treasurer, as well as elect or appoint from the membership a corporate Secretary, to serve as the executive of the Corporation. Officers shall be elected within two (2) weeks of each Annual General meeting and shall serve until they resign or are replaced by appointment. These officers shall serve their terms for a two (2) year period from the date of their election, unless removed in a fashion pursuant to other sections of these by-laws.

a) Role of the President

The President shall, when present, preside over all meetings of the members of the Corporation and the Board. The President shall also be charged with the general management and supervision for affairs and operations of the Corporation. The President will sign all bylaws.

b) Role of the Vice President

During the absence or inability of the President, their duties and powers may be exercised by the Vice-President, or in the case of the further absence or inability of the Vice-President, by any other Director as elected or appointed by the Board.

c) Role of the Secretary

The Secretary shall oversee the communication and reporting of the Corporation, in addition to the keeping of corporate records and the corporate seal.

Additionally, unless another member is appointed by the Board to serve in this capacity, the Secretary shall serve as recording secretary for Annual and General meetings of the members, as well as for meetings of the Board. The Secretary is also responsible for communicating all changes in the membership of the Board to the appropriate governmental bodies. The Secretary will also sign all bylaws.

d) Role of the Treasurer

The Treasurer shall supervise the preparation of all financial records of the Corporation.

e) Role of Other Directors

The Board of Directors, shall, by resolution, direct the manner in which, and the Director or Officer by whom, any particular instrumental contract or obligation of the Corporation may or shall be executed. The Officers shall have such additional powers as are specified in the Corporate Policy Book.

f) Removal of Officers

During any meeting of the Board, the directors may, by a majority vote of at least 70% of the Directors, choose to strip any Officer of their position as an Officer of the Corporation. At the same or a subsequent meeting of the Board, a new Director, or, when appropriate, a member in good standing, may be elected or appointed by the appropriate process to fill the vacant position and will serve until the end of the original two (2) year term.

15. Removal of Director from Office

a) Any Director who is unaccountably absent from three (3) consecutive meetings of the Board will be formally asked to resign their position by the President. In a case where it is the President in question of absence, the Vice-President will formally ask the President to resign. If the Director in question refuses to resign and is absent from one (1) additional meeting of the Board, totaling four (4) consecutive absences, a Special General Meeting will be called by the Board of Directors to remove said Director from their position either within twenty-one (21) days of the last indiscretion or at the next scheduled General Meeting.

b) The members of the Corporation, may by resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of their term of office and may, by a plurality of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

16. Policy Book

The Directors shall, from time to time, make policies governing the operation of the affairs of the Corporation and the application of the bylaws of the Corporation, but shall not make any policies restricting the discretion of actions of Directors therein. Said policies will be entered in a Corporate Policy Book and shall have effect from the time of passing to such time as they are amended or deleted by resolution of the Directors at a Directors' meeting or by majority resolution at a duly constituted General meeting of the members. The policies to be found in the Policy book include, but are not limited to, policies governing: supplementary duties of Officers, key control or personnel relegation, and descriptions that ballot and proxy form shall take.

17. Anti-Oppression

The Corporation is committed to creating a community free from oppression and prejudice. As such, all members are entitled to enjoy, and are thereby required to promote, a radio environment free from harassment or discrimination based upon sex, gender, race, ancestry, place of origin, skin colour, ethnic origin, employment status, sexual orientation, citizenship, creed, age, record of offenses, marital status, same-sex partnership status, family status, disAbility, or any other unfair attitudes based upon such things as restrictions targeted towards any specific group, community, or person.

18. Revision of Bylaws and Policies

The bylaws and policies of Radio Waterloo, Inc. must be reviewed on an annual basis by the Policy Committee to ensure that they still represent the outlook of the Board and of the Corporation.

Revisions of the By-Laws and Policies of Radio Waterloo, Inc. must be accepted by the Board and then ratified by a two-thirds vote at the Annual General Meeting of the Corporation. These bylaws and policies may be acted on immediately after acceptance by the Board.

Passed by two-thirds of the members at an Annual General meeting of the Corporation and sealed with the Corporate Seal this 11th day of June 2016.

Nat Persaud
President



Jessyka Becker
Corporate Secretary

