

# Gulf Islands Community Radio Society Constitution

## Name of the Society

1. The name of the Society is the Gulf Islands Community Radio Society, and hereafter in the Constitution and these Bylaws shall be referred to as the Society.

## Purposes of the Society

2. The purposes of the Society are:
  - a) To operate a community radio station as a public service in the Gulf Islands, British Columbia.
  - b) To provide the local community with a variety of programming including public service announcements, community events, a variety of music, and informative and lively talk shows.
  - c) To provide a local training facility for youth and community members to learn the art of broadcasting.
  - d) To provide a production and recording facility for local artists and community groups.
  - e) To provide similar and related services as determined by the membership.

## Inalterability Clauses

3. The activities and purposes of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purpose of the Society. This clause is in accordance with Section 22 of the Society Act of the province of British Columbia and is unalterable.
4. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the Income Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. This clause is unalterable

# Gulf Islands Community Radio Society

## Bylaws

### BYLAW 1: Interpretation

1. All references to the plural shall include the singular, and vice-versa
2. In these bylaws, unless the context otherwise requires
  - a) “Member” means those persons who satisfy the requirements of Bylaw 2;
  - b) “Directors” means the directors of the Society for the time being;
  - c) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - d) “Registered Address” of a member means the member’s address as recorded in the register of members.
  - e) “In Camera” means an "in private" session or meeting. It can be a portion of a meeting, where part of the meeting is in public and part of the meeting is “in camera”, or it can be a whole meeting.

### BYLAW 2: Membership

#### Members

3. The members of the Society are:
  - a) The applicants or “first directors” for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
  - b) A person who has paid membership fees to the Society and on acceptance by the directors is a member. If a person is not approved, the membership fee shall be refunded.
  - c) Every member must uphold the constitution and comply with these bylaws.
  - d) The amount of the first annual membership will be \$20 per year. Any change to the annual membership dues must be determined at the annual general meeting of the Society.
  - e) Volunteers must become members after one month of volunteering.
  - f) 80% of the Society membership must reside within the Gulf Islands and nearby vicinity - that being Salt Spring Island, Pender Island, Galiano Island, Saturna Island, Mayne Island, Thetis Island, Gabriola Island, and lesser islands within the Gulf Islands island group. Nearby communities are also included in this 80% and include Crofton, Duncan, Chemainus and Ladysmith.

#### Cessation of Membership

4. A person ceases to be a member of the Society

- a) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
  - b) on his or her death or, in the case of a corporation, on dissolution,
  - c) on being expelled, or
  - d) when he or she ceases to meet the requirements of Bylaw 2
  - e) on having been a member not in good standing for 12 consecutive months.
5. A member may be expelled by a special resolution of the members passed at a general meeting.
  6. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  7. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
  8. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

## **BYLAW 3 - Membership and Sponsorship Fees**

### **Setting of Membership and Sponsorship Fees**

9. Except as hereafter provided membership and sponsorship fees may be set in the following ways
  - a) by the majority vote of the present members of the Society at a general meeting, or
  - b) by unanimous vote of the Board of Directors.

### **Amount of Membership Fees**

10. The membership fee shall be:
  - a) \$20 per calendar year.

### **Amount of Sponsorship Fees**

11. Individuals or corporations that are members may wish to support the Society by sponsorship of programs. Sponsorship rates are based on peak and off-peak rates set by the radio station manager and approved by (a majority vote of) the Board of Directors.

### **Meetings of Members**

12. Annual general meetings of the Society must be held, in accordance with the Society Act, at a date and time set by a majority vote of the Board of Directors.
13. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
14. The directors may, when they think fit, convene an extraordinary general meeting.
  - a) Notice of general meetings must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
  - b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
15. The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

## BYLAW 4 - Proceedings and General Meetings

### Special Business

16. Special business is
  - a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - b) all business conducted at an annual general meeting, except the following:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the directors;
    - (iv) the report of the auditor, if any;
    - (v) the election of directors;
    - (vi) the appointment of the auditor, if required;
    - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
17. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
18. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
19. A quorum is 3 members present or a greater number that the members may determine at a general meeting.
20. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
21. Subject to bylaw 4.22, the president of the Society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
22. If at a general meeting there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
23. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
24. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
25. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
26. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

27. In the case of a tie vote, in any matter, including elections, the president shall have the right to cast an additional vote to break the tie.
28. A member in good standing present at a meeting of members is entitled to one vote.
29. Voting is by show of hands.
30. Voting by proxy is permitted with the approval of the Board of Directors and may be done via e-mail, fax, or regular mail.
31. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.

## **BYLAW 5 - Directors and Officers**

### **Composition of the Board of Directors**

32. The board of Directors shall be comprised of:
  - a) President
  - b) Vice president
  - c) Secretary
  - d) Treasurer
  - e) One other director
33. The positions of each Director shall be decided upon each year by a plurality vote of the Board of Directors and shall be subject to review and reallocation from time to time at the discretion of the Board of Directors.
34. General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the directors decide.
35. The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
  - a) all laws affecting the Society,
  - b) these bylaws, and
  - c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
36. A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
37. The president, vice president, secretary, treasurer and one other person are the directors of the Society.
38. The number of directors must be 5 or a greater number determined from time to time at a general meeting.
39. In accordance with CRTC regulations, 80% of the directors must be Canadian citizens.
40. Separate elections must be held for each office to be filled.
41. An election may be by acclamation (show of approval by handclapping or other “noise”), otherwise it must be by ballot.
42. If a successor is not elected, the person previously elected or appointed continues to hold office.

43. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
44. A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.
45. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
46. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
47. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
48. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

### **Terms of Office of the Board of Directors**

49. The term of the office for the First Board of Directors of this Society is three (3) years from the date of incorporation of this Society. Subsequently, directors shall be elected at the annual general meeting for two year terms and may be re-elected.
50. The Board of Directors may appoint other directors in the case of leave of absence, resignation and unfilled positions. However, any appointment remains valid only until the annual elections provide an elected Board member pursuant to the specifications Bylaw 5 "Composition of the Board of Directors"

### **Eligibility to Stand for Election**

51. In order to be eligible to run for a position on the Board of Directors a candidate must be a member of the Society for a minimum of one (1) month prior to the time of the election.

## **BYLAW 6 - Proceedings of Directors**

### **Directors**

52. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
53. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
54. The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
55. A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
56. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
57. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at

which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

58. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax, e-mail, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - a) a notice of meeting of directors is not required to be sent to that director, and
  - b) any and all meetings of the directors of the Society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
59. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
60. The president shall have a vote on all matters (except appeals against his rulings) and in case of a tie vote in any matter, including elections, have the right to cast an additional vote to break the tie.
61. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
62. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
63. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
64. Meetings of the Board of Directors shall be open to all members of the Society, provided that the board of directors be permitted to move "in camera" when legal or personnel matters are to be discussed. However, all resolutions shall be carried out in public (not "in camera").

## Committees

65. A committee so formed under Bylaw 6.56 in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
66. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
67. The members of a committee may meet and adjourn as they think proper.

## BYLAW 7 - Duties & Responsibilities of the Board of Directors

### President

68. The president shall:
  - a) The president presides at all meetings of the Society and of the directors.
  - b) The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties unless an independent chairperson has been appointed by the Board of Directors.
  - c) The president maintains public relations with the Greater Salt Spring Island and Gulf Islands Community at large.

- d) The president performs any other duties prescribed by a majority vote of the board of directors.

### **Vice President**

69. The vice president shall:

- a) Assist the president in carrying out the president's duties
- b) Carry on the president's duties during the president's absence
- c) Any other duties prescribed by a majority vote of the Board of Directors.

### **Secretary**

70. The secretary must do the following:

- a) conduct the correspondence of the Society;
- b) issue notices of meetings of the Society and directors;
- c) keep minutes of all meetings of the Society and directors;
- d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
- e) have custody of the common seal of the Society;
- f) maintain the register of members.

### **Treasurer**

71. The treasurer must

- a) Keep the financial records, including books of account, necessary to comply with the Society Act, and
- b) Render financial statements to the directors, members and others when required.
- c) Prepare end-of-year financial statements to be presented at the Annual General Meeting;
- d) Ensure that the Society broadcasting budget is realistic and in accordance with the constitution, bylaws and policies of the Society;
- e) Present the budget for the coming year at the Annual General Meeting.

72. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

73. If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 5.37 and 5.38?.

### **Board of Directors Responsibility for Radio Production staff**

74. The Board of Directors shall be responsible for the Station Manager, who, in turn, shall hire the staff. Staff must be hired according to their qualifications for the positions.

### **Annual Report of the Board of Directors**

75. The outgoing Board of Directors shall present to the Annual General Meeting of the Society a report detailing the activities undertaken by the Society during the previous year.

### **Maintenance of Society Policy Manual**

76. The Board of Directors shall maintain a written up-to-date policy manual for the Society.

### **Board of Directors Responsibility for Finances and Property**



77. The Board of Directors shall receive and administer all monies, properties, and securities of whatever nature that may be placed in the custody of, or that may become the property of the Society.

#### **Board of Directors Responsibility for Society Budget**

78. The station manager and programming directors shall prepare an annual budget and the treasurer of the Society shall be responsible for ensuring the budget is realistic, feasible and in accordance with constitution bylaws and policies of the Society.

#### **Conflict of Interest**

79. Members of the Board of Directors must disclose personal conflicts of interest and shall not vote on matters where a personal conflict of interest exists.

#### **Cessation of Society Membership**

80. Members of the Board of Directors who cease to be members of the Society shall be considered to have delivered their resignations.

#### **Abandonment of Office**

81. A director absent from three (3) or more consecutive meetings of the Board of Directors without valid reason, as determined by a majority vote of the Board of Directors, shall be deemed to have delivered their resignation.

#### **Impeachment Proceedings**

82. A director may be removed from office by resolution of a general meeting or referendum.
- a) Impeachment proceedings may be initiated by:
    - i) A majority vote of the Board of Directors, or
    - ii) A petition signed by not less than one percent (1%) of the members of the Society presented to the Board of Directors
    - iii) Notice of impeachment proceedings shall be required for special resolution.

### **BYLAW 8 - Seal**

83. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
84. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

### **BYLAW 9 - Borrowing**

85. In order to carry out the purposes of the Society, the Board of Directors may, on behalf of and in the name of the Society, raise and secure payment or repayment on money in a manner they decide and, in particular but without limiting the foregoing, by the issue of debentures.
86. No debenture shall be issued without the sanction of a special resolution.

87. The members may, by special Resolution, restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next annual General Meeting.

## **BYLAW 10 - Auditor**

88. This Part applies only if the Society is required or has resolved to have an auditor.

89. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

90. At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

91. An auditor may be removed by ordinary resolution.

92. An auditor must be promptly informed in writing of the auditor's appointment or removal.

93. A director or employee of the Society must not be its auditor.

94. The auditor may attend general meetings.

95. The signing offices for the Society shall be not less than two (2) members and no more than four (4) members, one being the treasurer, one being the president, one being the program director and one being the station manager

96. The signatures of at least two (2) signing officers shall be required for the execution of any legal documents or the disbursement of funds on behalf of the Society.

## **BYLAW 11 - Notice to Members**

97. A notice may be given to a member, either personally or by mail or e-mail to the member at the member's registered address or last registered e-mail address.

98. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

99. Notice of a general meeting must be given to

- a) every member shown on the register of members on the day notice is given, and
- b) the auditor, if Part 10 applies.

100. No other person is entitled to receive a notice of a general meeting.

## **BYLAW 12 - Bylaws**

101. On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.

102. These bylaws must not be altered or added to except by special resolution.