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

The 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 in the City of Waterloo, in the province of Ontario.

3. Membership

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

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

4. Radio Waterloo Fee

The Directors shall set, and may adjust from time to time the amount of the annual Radio Waterloo Membership fee, which is a requirement of membership in the corporation. This fee will be set up on a tiered system divided into Non-Active Students, Non-Active Community Members, Active Students, and Active Community Members. This fee can only be changed once a year by the board of directors of Radio Waterloo Inc.

5. Annual and General Meetings

a) The Annual General Meeting of the Corporation shall take place during the Winter term of the University of Waterloo, and shall be held at such place as designated from time to time by the directors.

b) Special general meetings shall be held if voted by majority by the Board of Directors of Radio Waterloo Inc.

c) Ten percent of the voting members of the Corporation may present a petition to the Directors 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 requistioners 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 for any General Meeting, whether it be Annual or Special.

6. Elections and Qualifications of Directors

The Board of Directors shall consist of seven (7) directors, who shall be elected and shall retire in sequence, as follows:

Four (4) of the seven (7) directors elected shall be students enrolled at the University of Waterloo at the time of their election and shall be considered students for their full term of office. No more than one (1) student member shall be a Graduate student at the University of Waterloo.

Three (3) of the seven (7) directors shall not be students of the University of Waterloo, but shall be members of the community at the time of their election and shall remain so throughout their term. One of these community members shall be from the University of Waterloo administration or faculty when available in accordance with the CRTC Campus Radio Policy (Paragraphs 51-57).

Sources of funding will not determine the structure of the board.

All Directors shall be volunteers in good standing with the corporation and have completed full training at the time of election and throughout their term.

Each Director will be elected and serve for a two (2) year term from the time of their election unless removed from their position through the proper procedure. Directors may not serve for more then two (2) consecutive two (2) year terms.

7. Quorum and Meetings for Board of Directors

A quorum for the transaction of business shall be four (4) directors. 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.

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 not less than one (1) day before the meeting is to take place.

A directors' meeting may also be held, without notice, immediately following the annual general meetings of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

The President will set the Agenda for each Board of Directors Meeting but any Director may add to this.

Directors may not vote by proxy at a Board of Directors Meeting under any circumstances.

8. Quorum for Meetings of Membership

The quorum at a meeting of the members shall be ten (10).

9. Voting

Each member at a meeting of the members and each director at a meeting of the directors shall have one (1) vote and all votes shall have equal weight. Questions shall, in the first instance, be decided by a show of hands but if the results of such voting are challenged, the chairperson of the meeting shall take a poll.

10. Proxies

Each voting member of the Corporation shall at all meetings be entitled to one (1) vote and she/he may vote by proxy. Such proxy need not himself/herself be a member and any such proxy shall act as a proxy for no more than one (1) member. 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 member and proxy. Student members who wish to Proxy their vote must include their student identification number on the Form of Proxy. The member may specify on the Form of Proxy the items of business upon which the proxy may or may not vote on his/her behalf. 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 of directors, the fiscal year of the Corporation shall terminate on the thirty-first (31) day of August in each year.

12. Remuneration of Directors and Officers

The directors and officers of the Corporation will receive no remuneration for acting as such. They may, however, be reimbursed for their legitimate expense incurred in completion of their duties according to such policies as may, from time to time, be determined by the board of directors.

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 of directors.

14. Election, Duties and Terms of Officers

The directors shall elect from among their number a President, Vice-President and a Treasurer and shall elect from their number or appoint from among their number from the staff of the Corporation or from the membership a Secretary, to serve as officers of the Corporation. Officers shall be elected within two (2) weeks of each annual meeting and shall serve until they resign or are replaced by appointment. These officers shall serve their terms for a one (1) year period from the date of their election. At least two (2) of four (4) executive members will be full time undergraduate or graduate students of the University of Waterloo at the time of their election and remain so throughout their term.

a) Role of the President

The President shall, when present, preside at all meeting of the members of the Corporation and the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President will sign all By-Laws

b) Role of the Vice President

During the absence or inability of the President, her/his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

c) Role of the Secretary

The Secretary shall oversee the communication and reporting of the corporation and serve as secretary for all annual and general meetings and as secretary for all meetings of the directors and, if unable to be present at any of the foregoing meetings, must appoint a substitute in her/his stead to serve for the duration of his/her absence. The Secretary shall also communicate all changes in the membership of the board of directors to the Minister of Consumer and Corporate Affairs. The Secretary will sign all By –Laws.

d) Role of the Treasurer

The Treasurer shall supervise the preparation of all financial records of the Corporation and shall ensure their arrival in the hands of the auditor and safe return.

e) Other Directors

The Board of Directors shall, by resolution, direct the manner in which, and the director or officer by whom, any particular instrument contract, or obligation of the corporation may or shall be executed. The officers shall have such additional powers as are specified in the Corporation Policy Book.

15. Removal of Director from Office

Any director who is absent from three (3) consecutive Board of Director Meetings will be formally asked to resign their position by the President of the Board at the discretion of the Radio Waterloo Inc's. Board of Directors. In a case where it is the President in question, the Vice-President will formally ask the President to resign. If the director refuses to resign and is absent from one (1) additional Board of Director Meeting, totaling four (4) consecutive absences, a 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. This will be decided upon by the Board of Directors.

The members may, by a 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 her/his term of office and may, by a majority of the votes cast at that meeting, elect any person in her/his stead for the remainder of her/his term.

16. Borrowing

The directors may from time to time:

a) borrow money on the credit of the Corporation OR

b) issue, sell, or pledge security of the Corporation OR

c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including booked debt, right, power, franchises and undertaking, to secure any security or any money borrowed, or to her debt, or any other obligation of the corporation, but the value of any or all of the foregoing activities (a) (b) and (c) must not exceed twenty five per cent (25%) of the book value of the assets of the Corporation unless any and all such current activities receive the approval of a majority of the members at a general meeting of the members.

17. 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 Polices will be entered into a Corporation 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 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 forms shall take.

18. Interpretation

In these bylaws and in all other bylaws of the Corporation hereafter passed unless the context requires otherwise, words imparting the singular number of the feminine gender shall include the plural number of the masculine gender as the case may be, and vice versa, and references to persons shall include firms and corporations.

19. Revision of By-Laws and Policies

The by-laws 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 of Directors and the Corporation. This must be done and accepted by the Board of Directors by September 1st of each year.

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

Passed by the Board of Directors and sealed with the corporate seal this

_______________ day of _______________, 20____.

_______________________ _______________________

President Secretary

Passed by two-thirds of the members at a general meeting of the corporation and sealed with the corporate seal this

_______________ day of _______________, 20____.

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President Secretary