

**By-Law Number 2020-1
for
Valley Heritage Radio
3009 Burnstown Road, Renfrew,
Ontario, K7V 3Z4**

**Approved by the Board of Directors on
November 09, 2020**

Accepted at the AGM on November 22, 2020

Amended at the AGM on June 22, 2022

Contents

ARTICLE 1.00 - DEFINITIONS AND INTERPRETATION.....	2
ARTICLE 2.00 - MEMBERSHIP	2
ARTICLE 3.00 – MEETINGS.....	3
ARTICLE 4.00 - BOARD OF DIRECTORS.....	4
ARTICLE 5.00 OFFICERS	6
ARTICLE 6.00 - COMMITTEES.....	7
ARTICLE 7.00 - STATION MANAGER	8
ARTICLE 8.00 - EXECUTION OF INSTRUMENTS	8
ARTICLE 9.00 - BOOKS AND RECORDS	9
ARTICLE 10.00 – REPEAL OF PRIOR BY-LAWS	9
ARTICLE 11.00 – BY-LAW AMENDMENTS.....	9
ARTICLE 12.00 – POLICIES.....	10
.....	10

BY-LAW NO. 2020-1

ARTICLE 1.00 - DEFINITIONS AND INTERPRETATION

1.01 Interpretation:

1.02 In this By-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) the singular number includes the plural;
- (b) the masculine gender includes the feminine;
- (c) "AGM" means Annual General Meeting
- (d) "Board" means the board of directors of the Corporation;
- (e) "Corporation" means Heritage Valley Radio;
- (f) "Act" means the Corporations Act, R.S.O. 1990, c. C.38 and any statute amending or enacted in substitution therefor, from time to time; and
- (g) "Family" means two or more people who live together in a shared social and financial relationship. Family membership entitles members to one vote per family unit;
- (h) "Entity" means a registered not-for-profit organization, small or large business or corporation.
- (i) "documents" includes deeds, mortgages, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts, and discharges for the payment of money or other obligations, transfers and assignments of shares, bonds, debentures or securities.
- (j) "member in good standing" means members as defined in VHR policies.

1.03 All terms defined in the Act have the same meanings in this By-law and all other by-laws and resolutions of the Corporation.

1.04 – GENERAL

1.05 **Registered Office:** The registered office of the Corporation shall be located at 3009 Burnstown Road, Renfrew Ontario, K7V 3Z4 or at such place in the County of Renfrew in the Province of Ontario as the Board may from time to time by resolution determine.

1.06 **Corporate Seal:** The Corporation may have a corporate seal which shall be adopted and may be changed by resolution of the Board but the signature by two authorized officers of the Corporation is sufficient to bind the Corporation.

1.07 **Financial Year:** The financial year of the Corporation is April 1 to March 31.

ARTICLE 2.00 - MEMBERSHIP

2.01 **Membership.** The membership of the Corporation shall consist of eligible persons who have applied to be members and who are in good standing. Membership shall be open to any person who supports the Corporation's objectives and wishes to further the interests of the Corporation.

2.02 **Membership Class.** The Board of Directors shall establish the classes of membership and shall set forth the designation of and the terms and conditions attaching to each class.

2.03 Members of the Board of Directors are deemed to be members of the Corporation by virtue of their office.

2.04 Membership is limited to one membership per person, family or entity as the classification may be.

2.05 **List of Members:** A register of the current members shall be maintained and amended from time to time as may be necessary by virtue of persons/families/entities becoming or ceasing to be members of the Corporation.

2.06 **Transferability:** Membership in the Corporation is not transferable.

2.07 **Loss of Membership:** A membership shall be terminated by the following of events:

(a) resignation by that member;

(b) automatically if such member fails to pay any fee within sixty (60) days after it is due. Such termination of membership shall not prejudice the member's right to apply to be reinstated to membership upon application and payment of all arrears of membership fees.

2.08 **Forfeiture of Fees:** Any member who resigns or ceases to be a member of the Corporation shall forfeit any prepaid dues and all privileges of membership in the Corporation.

2.09 **Liability of Members:** Members shall not be liable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment loss, injury, transaction, matter or thing relating to or connected with the Corporation.

ARTICLE 3.00 – MEETINGS

3.01 Annual general meeting: The annual general meeting of the members shall be held each year on a date to be set not later than ninety (90) days immediately following the end of the Corporation's fiscal year end for the purpose of:

(a) hearing and receiving reports and statements required by the Act to be read at and laid before the Corporation at an annual meeting;

(a) electing the Board;

(b) transacting such further and other business of the Corporation as is properly brought before the meeting.

3.02 Special general meeting: The Board may at any time call a special general meeting of the members of the Corporation for the transaction of any business, the general nature of which shall be specified in the notice calling the meeting. A special general meeting of the members may also be called upon petition of at least fifteen members of the Corporation.

3.03 **Notice of meetings:** Notice of the time, place and date of meetings of the members, form of proxies and the general nature of the business to be transacted thereat shall be given at least fourteen (14) days before the date of the meeting by:

(a) publishing advisories of the meeting in at least two local newspapers; and

(a) a minimum of four daily on-air notifications.

3.04 **Quorum:** Fifteen (15) members present in person shall constitute a quorum at a meeting of the members, and no business shall be transacted at any meeting unless a quorum is present at all times.

3.05 **Robert's Rules of Order:** Unless otherwise provided in the by-laws or policies, Roberts Rules of Order will apply.

3.06 **Voting by members:** Unless otherwise required by the Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of the members shall be determined upon a motion, duly seconded and approved by a majority of the votes cast by regular members in good standing present in person or by proxy at the meeting. In case of an equality of votes, the Chair presiding at the meeting shall not be entitled to have a second or casting vote, and the motion shall be deemed to have been defeated.

3.07 **Show of hands:** Every question shall be decided by a show of hands unless otherwise required by the Act or the by-laws of the Corporation or unless a poll is required by the Chair or requested by any member entitled to vote. Upon a show of hands, every regular member shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration will be made by the Chair that a motion has been carried or lost by a majority and an entry to that effect made in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

3.08 **Chair:** In the absence of the President and the Vice-President, the members present and entitled to vote at any meeting of the members shall choose another Board member to act as Chair, or if no other Board member is present, or if all other Board members present decline to act, the members shall choose one of their number to act as Chair.

ARTICLE 4.00 - BOARD OF DIRECTORS

4.01 **Board:** The affairs of the Corporation shall be managed or supervised by a board composed of a minimum of 3 directors and a maximum of 11.

4.02 **Number of Directors:** The directors are empowered to determine the number, by resolution of the directors. A decrease in the number of directors does not shorten the term of an incumbent director.

4.03 **Election:** At each annual meeting, the number of directors required pursuant to Article 4.02 shall be elected by a majority of the members present at the Annual Meeting.

4.04 Once elected, any director who is not a member shall be required to become a member and pay the membership dues forthwith.

4.05 **Director's Consent to Act:** An individual who is elected or appointed to hold office as a director is not a director and is deemed not to have been elected or appointed to hold office as a director unless the individual consents in writing to hold office as a director before or within 10 days after the election or appointment.

4.06 **Term:** Each Director shall be elected for a two (2) year term, beginning from the date of the Annual General Meeting until the later of the close of the third Annual General Meeting following appointment or such time as their replacement is elected.

4.07 **Vacancies:** So long as a quorum remains in office, the Board may appoint new directors to fill vacancies on the Board for the remainder of the term of office until the next annual general meeting. If no quorum exists, the remaining Board members shall forthwith call a special general meeting of the members of the Corporation for the purpose of filling all vacancies.

4.08 **Replacement:** If a Director does not fill his or her term, the individual elected to fill the vacancy

shall complete the term of the departing Director.

4.09 Qualifications: To be eligible to be elected to the Board, Directors shall be individuals, eighteen or more years of age and shall, at the time of their election or within 10 days thereafter, and throughout the term of their office be members of the Corporation. Only one Director can be elected from each family or entity.

4.10 Staff: Full-time staff are not eligible to be members of the board.

4.11 Voluntary removal of Board Members: A Director may remove himself by providing the President of the of the Board with a written notice resigning from the Board. The effective date of such notice shall be the date the notice is received by the Station Manager or President unless a later date is specified in the notice.

4.12 Automatic termination: If a Director's membership in the Corporation is terminated for any reason, his directorship shall concurrently terminate automatically. In the event a Director fails to attend three consecutive meetings without giving prior notice, his Directorship may be automatically terminated.

4.13 Removal of Board Member: The members may, by a resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any Board member before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

4.14 Remuneration of Board Member: The Board members of the Corporation shall serve without remuneration.

4.15 Indemnities to Board Members: Every Board member and any other officer of the Corporation and his personal representatives and heirs shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

(a) costs, charges and expenses whatsoever which he sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office;

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof;

except costs, charges or expenses occasioned by his own willful neglect or default.

4.16 Protection of Board Members and Officers: No Board member or other officer of the corporation shall be liable for the acts, receipts, neglects or defaults of any other Board member, officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the corporation through the insufficiency of any security in or upon which any of the money of or belonging to the corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tort of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his office or in relation thereto, unless the same shall happen by or through his own wrongful and willful act or through his own willful neglect or default.

4.17 Responsibility for Acts: The Board members and other officers for the time being of the corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the corporation, except such as shall have been submitted to and authorized or approved by the Board.

ARTICLE 5.00 OFFICERS

5.01 Election of Officers. After each Annual General Meeting, the Board of Directors shall call a regular meeting of the Board to elect the President, Vice-President, Secretary and Treasurer.

5.02 President. The duties of the President are:

- (a) To chair Board meetings;
- (b) To call Board meetings in accordance with the by-laws;
- (c) To notify or oversee the notification of Directors and members of meeting dates, times, and places.
- (d) To perform such other duties as the board may assign; and
- (e) To delegate any of the above functions to other Board or staff members as may seem appropriate.

5.03 Vice-President: The duties of the Vice-President are:

- (a) To fulfill the duties of the President in his absence; and
- (b) To perform such further and other duties as the Board may assign.

5.04 Secretary. The duties of the Secretary are:

- (a) To prepare and oversee or oversee the preparation of the minutes of the Board and General Meetings;
- (b) To maintain and oversee the maintenance of all correspondence, contracts, records and other documents of the Corporation;
- (c) To maintain a registry of Directors and to report all changes therein to any funding and regulatory bodies as required; and
- (d) To perform such other duties as the Board may assign from time to time.

5.05 Treasurer The duties of the Treasurer are:

- (a) To Chair the Finance Committee which meets on a monthly basis;
- (b) To ensure that the appropriate filings for taxes, and all other requirements of the corporation are submitted on time;
- (c) To oversee the preparation of budgets and financial statements and to ensure that they are presented to the Board at the appropriate times;
- (d) To review all new capital requests and evaluate the feasibility of each and make recommendations on them;
- (e) To ensure that the Corporation's financial soundness is not compromised.
- (f) To present the Financial Statements at the Annual General Meeting with the auditor review or report.
- (g) To perform such other duties as the Board may assign from time to time.

5.06 Vacancies: If a vacancy occurs in any office, the Board may elect a replacement officer by majority

vote and the new officer shall be elected until the next Annual General Meeting.

ARTICLE 6.00 - COMMITTEES

6.01 Committees. The Board shall establish the following Standing Committees. At least one member of each committee shall be a Board member.

6.02 Finance Committee.

The finance Committee shall meet monthly. Its duties are:

- (a) To act on behalf of the Board in financial matters requiring attention between regular scheduled Board Meetings;
- (b) To make recommendations regarding financial policies, standards and conditions of work of all Staff; and
- (c) To act on financial policy matters brought to its attention by the Board, the President, or staff members.

6.03 Events Committee.

The Events Committee will:

- (a) Plan, organize, and manage all fundraising and promotional events approved by the Board; and
- (b) Arrange volunteers to assist at all of these Events.

6.04 Programming/Technical Committee.

The Programming Committee will:

- (a) Ensure the Programming Committee members represent the complete listening audience of the Corporation; and
- (b) Ensure the on-air content of the Radio Station continues to improve the Membership's listening experience by providing direction, framework and recommendations on the programming policies.
- (c) Review and recommend the purchasing of technical equipment relating to the ongoing provision of on-air product and around the clock operational capability; and
- (d) Address and monitor the station's ability to remain current in its technologies and to assist with such planning in a manner consistent with the station's ongoing budget constraints.

6.05 Human Resources Committee

The Human Resources Committee will:

- (a) Oversee and assist in all areas of the human resources function including ongoing communication with personnel;
- (b) Serve as a link between the board, management and employees in addressing issues of which may arise from time to time relating to employment policies and confidentiality; and
- (c) Oversee recruiting and interviewing potential employees and recommending changes in staffing, remuneration and benefits as may be required or appropriate from time to time.

6.06 Ad Hoc Committees.

The Board of Directors may appoint ad hoc committees as required. Ad Hoc shall consist of at least three people and shall include at least one Board Member. The terms of reference of ad hoc committees shall be established by the Board. Ad hoc committees may recommend actions and decisions for the Boards consideration.

ARTICLE 7.00 - STATION MANAGER

7.01 Station Manager. The Station manager is a full-time employee of the corporation who is not a member of the Board of Directors but may be invited to attend Board meetings as a resource person.

7.02 **Duties.** The duties of the Station Manager are:

- (a) Taking responsibility for the day-to-day operations of the Station as detailed in the annual budget;
- (b) Ensuring that the station's operations are in compliance with the Policies and Procedures instituted by the Board;
- (c) Ensuring that the Corporation is in compliance with all legal requirements for record keeping and filing of all the appropriate forms; and
- (d) Ensuring that the corporation maintains compliance with all Industry Canada, CRTC and other government broadcast laws, regulations and policies.

ARTICLE 8.00 - EXECUTION OF INSTRUMENTS

8.01 Financial: All cheques, drafts or orders for the payment of money, notes, acceptance and bills of Exchange shall be signed by such designated officers, whether or not officers of the Corporation, according to the directions of the Board.

8.02 Documents requiring execution by the Corporation: Documents requiring execution by the Corporation shall be signed by two of the following:

- (a) President, Vice-President, Secretary, or Treasurer.
- (b) Documents so signed are binding upon the Corporation without any further authorization or formality.

8.03 Other Documents: The Board may appoint any officer(s) on behalf of the Corporation, either to sign documents generally or to sign specific documents, so long as at least one signature is that of a Board member.

ARTICLE 9.00 - BOOKS AND RECORDS

9.01 Storage of Records. The Corporation shall keep at its head office:

- (a) Copies of all Letters Patent and Supplementary Letters Patent of the Corporation;
- (b) Minutes of all meetings of members and Directors;
- (c) Copies of all by-laws and special resolutions;
- (d) A registry of members and a registry of Directors;
- (e) Books of account and accounting records with respect to all financial and other transactions of the Corporation; and
- (f) Other necessary records deemed important by either the Board or staff.

9.02 Access to Records. All books and records shall be made available to the Directors upon receipt of a written request and with reasonable notice at the head office of the Corporation. All books and records may be made available to members of the Corporation upon written request and with reasonable notice. Requests by members for access to records shall be considered by the Board at its next regularly scheduled meetings. The Board may, through a 2/3 vote deny requests for access to records. Such denials shall be in writing.

9.03 Meeting Minutes. The minutes of the meetings of the Board of Directors shall be approved at the next meeting of the Board. The minutes of a meeting of the members shall be approved at the next meeting of the members. Approved minutes shall be signed by the secretary/treasurer or her substitute.

9.04 **Registry of Directors.** The Registry of Directors shall consist of a list of the names, addresses and occupations of all persons who are or have ever been Directors together with the various dates when each became or ceased to be a Director.

9.05 Registry of Members. The Registry of Members shall consist of the names and mailing addresses of all persons who are or have ever been members of the Corporation, together with the various dates when each became or ceased to be a member.

ARTICLE 10.00 – REPEAL OF PRIOR BY-LAWS

10.01 Subject to the provisions of section 10.02 hereof, all prior By-Laws, resolutions and other enactments of Valley Heritage Radio inconsistent in either form or content with the provisions of this By-Law are repealed.

10.02 The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

ARTICLE 11.00 — BY-LAW AMENDMENTS

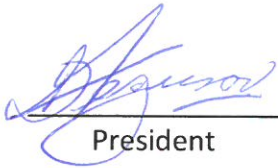
11.01 Amendments. These by-laws may be amended, varied or abolished by a resolution passed by the Board of Directors and confirmed by at least 2/3 of the votes cast at the Annual General Meeting.

ARTICLE 12.00 – POLICIES

12.01 The Board may make Policies regarding any matter not inconsistent with the Act and the By-Laws of the Corporation.

This By-Law shall come into force without further formality upon confirmation and approval by the members.

Enacted as By-Law Number 2020-1 (amended) by the directors of Valley Heritage Radio at a meeting duly called and regularly held and at which a quorum was present on the



President



Secretary

Treasurer

The foregoing By-Law Number 2020-1 was amended on June 22, 2022 and as enacted by the directors of Valley Heritage Radio is hereby confirmed and approved without variation by 2/3rds of votes cast of all members entitled to vote at a meeting of members at which a quorum was present and which was duly called and regularly held on the 22 day of November, 2020 and amended on the 22nd day of June 2022,



Secretary