

BY-LAW NO. 1 (AMENDED)

Accepted at the AGM on June 19, 2020

Valley Heritage Radio
3009 Burnstown Rd,
Renfrew, Ontario
K7V 3Z4

WHEREAS the Corporation was incorporated by Letters Patent issued by the Minister of Consumer and Business Services of Ontario on the 29 day of September 2004, for the following objects:

To establish and operate a radio station for the purposes of:

- (a) featuring local and regional talent, including bluegrass, fiddle, big band and ethnic programming.
- (b) featuring programming aimed at seniors.
- (c) featuring community information and announcements.
- (d) finding, recording, publicizing (broadcasting) and preserving as much of the history of the Ottawa Valley in music, songs and stories depicting events throughout the Valley.

Now therefore be it enacted that By-Law Number 1 of Valley Heritage Radio be amended to provide as follows:

1.00 Interpretation:

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

- .01 the singular number includes the plural.
- .02 the masculine gender includes the feminine.
- .03 "Board" means the board of directors of the Corporation.
- .04 "Corporation" means Heritage Valley Radio.
- .05 "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
- .06 "Family" means two or more people who live together in a shared social and financial relationship.

.07 "Entity" means a registered not-for-profit organization, small or large business or corporation.

.08 "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.

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

1.03 This By-law shall be arranged as follows:

- 1.00 Interpretation
- 2.00 Head Office
- 3.00 Membership
- 4.00 Meetings
- 5.00 Board of Directors
- 6.00 Meetings of Directors
- 7.00 Officers
- 8.00 Committees
- 9.00 Station Manager
- 10.00 Execution of Instruments
- 11.00 Books and Records
- 12.00 By-Law Amendments

2.00 Head Office:

2.01 The head office of the Corporation shall be located at 3009 Burnstown Road, Renfrew Ontario, K7V 3Z4.

3.00 Membership:

3.01 Membership. The membership of the Corporation at any particular time shall consist of such eligible persons as have applied to be members who are in good standing at that time. Membership shall be open to any person who supports the Corporation's objectives and wishes to further the interests of the Corporation.

3.02 Membership Class. Membership shall be classified as single, family or entity membership. Membership is limited to one membership per person, family or entity as the classification may be.

3.03 List of Members. The register of the current members shall be amended from time to time as may be necessary by virtue of persons/families/entities becoming or ceasing to be members of the Corporation.

3.04 Transferability. Membership in the Corporation is not transferable.

3.05 Loss of Membership. A membership shall be terminated by the following of events:

- (a) Resignation by that member.
- (b) The failure to pay the prescribed annual membership fee within the period of two (2) months next following the date on which the said fees became due and payable shall cease automatically at the end of the two-month period. Such member shall, however, be entitled to be reinstated to membership upon application and payment of all arrears of membership fees.

3.06 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.

3.07 of Members. Members shall not, as such, 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.

4.00 Meetings:

4.01 Annual general meeting. The annual general meeting of the members shall be held each year on a date to be set not later than three (3) months 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.
- (b) electing the Board.
- (c) transacting such further and other business of the Corporation as is properly brought before the meeting.

4.02 Special general meeting. The Board may at anytime 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.

4.03 Notice of meetings. Notice of the time, place and date of meetings of the members 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
- (b) a minimum of four daily on-air notifications.

4.04 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.

- 4.05 Robert's Rules of Order. In the event of a dispute, the members shall refer to Robert's Rules of Order.
- 4.06 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 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.
- 4.07 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 by the Chair that a motion has been carried or lost by a particular majority and an entry to that effect 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.
- 4.08 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.
- 4.09 Proxies. Every member entitled to vote at a meeting of the membership may appoint a person to vote on his/her behalf by means of a proxy. The proxy holder need not be a member. The proxy is only valid for the meeting for which it is filed, or an adjournment there. A proxy must be in executed by the member and shall contain a date of execution, the fact of the appointment, the name of the proxy holder and it shall identify the meeting for which it is intended. The proxy may contain a revocation of a former proxy and restrictions, limitations or instructions as to the manner in which the proxy is to be used. ****A proxy holder is limited to act as a proxy for a maximum of five (5) Members.****

***(approved at June 19, 2019 AGM).**

- 4.10 Revocation of proxy. In addition to any other manner permitted by law, a proxy may be revoked in writing and executed by the member and deposited at the head office of the Corporation any time up to and including the first business day preceding the date of the meeting, or any adjournment thereof, at which the proxy is to be used. The revocation can also be deposited with the Chair of such meeting on the day of the meeting, or adjournment there. Upon either of such deposits, the proxy is revoked.

5.00 **Board of Directors:**

- 5.01 Board. The affairs of the Corporation shall be managed by a board composed of eleven (11) Directors.
- 5.02 Election Subject to the provisions of 5.04 and 5.07, the Board shall be elected by a majority of the members present at the annual general meeting and each Board member shall hold office until the next annual meeting of the members after his election to office, or until his successor has been elected and qualified.
- 5.03 Qualifications. To be eligible to be elected to the Board, a person must on the date of his election be a member of the Corporation. Only one Director can be elected from each family or entity.
- 5.04 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 on the Board.
- 5.05 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 President unless a later date is specified in the notice.
- 5.06 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 shall be automatically terminated.
- 5.07 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.
- 5.08 Remuneration of Board Member. The Board members of the Corporation shall serve without remuneration.
- 5.09 Indemnities to Board members. Every Board member and any other office 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. all 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; and

- 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.

5.10 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, of 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 o 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, the same shall happen by or through his own wrongful and willful act or through his on willful neglect or default.

5.11 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 of by the Board.

6.00 **Meeting of Directors:**

6.01 Notice. Meetings of the Board may be held at a place within Renfrew County as agreed upon from time to time by the Board. The Board shall meet at a minimum once every quarter and Board members shall be notified of each meeting at least five (5) clear days prior to the meeting. Shorter notice shall be permitted only with the consent of all Board members. No formal notice of a meeting is necessary if all of the Board members are present or if all of those who are absent have signified their consent to the meeting being held without notice and in their absence.

6.02 Quorum. A quorum for the Transaction of business at meetings of the Board shall be five (5).

6.03 Agenda. The agenda shall include, but not be restricted to:

- a. approval of the minutes of the previous meeting.
- b. business arising from the minutes of the previous meeting.
- c. approval of the financial statements of the Corporation.

6.04 Voting. Questions arising at any meeting of the Board shall be determined upon motion, duly seconded and decided by a majority of the votes cast. Every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Board member. A declaration by the Chair that a resolution has

been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

- 6.05 Phone/ email poll. Where necessary, decision of the Board may be made by means of a telephone/email poll. Decisions made in this manner shall be confirmed by resolution at the next regular Board meeting.
- 6.06 Meeting disruptions. If a Director is disrupting a meeting, the Board may by a two-third (2/3) majority vote of Directors present at the meeting, remove the director from that meeting.
- 6.07 Robert's Rules of Order. In all matters of dispute, the Board shall refer to Robert's Rules of Order unless otherwise specified.
- 6.08 Conflict of Interest. Any Director with a conflict of interest must declare his conflict. The Director in conflict shall not participate in the discussion without the consent of all the Board members present. Directors shall not vote on any issue with which they may have a possible conflict of interest.
- 6.09 Powers of the Board of Directors. The Directors may, on behalf of the corporation exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent or otherwise, unless the directors are restricted by law or by the members from exercising those powers.
- 6.10 Financial Reviews. The Board of Directors shall appoint an independent firm of Chartered Accountants and set the remuneration for a review or an audit of the Corporation's records for the Annual General Meeting.
- 7.00 **Officers:**
- 7.01 Election of Officers. The Board of Directors shall annually elect at its first regular meeting of each term the President, Vice-President, Secretary and Treasurer.
- 7.02 President's Duties. 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.
- 7.03 Vice-President's Duties. 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.

7.04 Secretaries Duties. 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.

7.05 Treasurer's Duties 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.

7.06 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 for the remainder of the term.

8.00 **Committees:**

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

8.02 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.

8.03 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.

8.04 Programming 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.

8.05 Technical Committee. The Technical Committee will:

- a. Review and recommend the purchasing of technical equipment relating to the ongoing provision of on-air product and around the clock operational capability; and
- b. 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.

8.06 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
- b. Oversee recruiting and interviewing potential employees and recommending changes in staffing, remuneration and benefits as may be required or appropriate from time to time.

8.07 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.

9.00 Station Manager:

9.01 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.

9.02 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.

10.00 Execution of Instruments:

10.01 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.

10.02 Documents requiring execution by the Corporation. Documents requiring execution by the Corporation shall be signed by two of the following: President, Vice-President, Secretary, or Treasurer. Documents so signed are binding upon the Corporation without any further authorization or formality.

10.03 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.

11.00 Books and Records:

11.01 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.

1 1.02 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.

11.03 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.

11.04 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.

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

12.00 By-Law Amendments:

12.01 Amendments. These by-laws maybe 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.

*** Appendix 1 to By-law Number 1 ***

(*approved at June 19, 2019 AGM)

VALLEY HERITAGE RADIO ELECTION PROCESS

1. Elections for the board (positions that have concluded his/her two-year term or where a board position has become vacant by virtue of a board member stepping down) are held during the AGM.
2. A Nominating Committee Report shall be created and made available to members no later than one month prior to the date scheduled for the AGM.
3. Once the Nominating Committee Report is available, the notice of the AGM shall advise members that the Report is available upon request for viewing (at the station or to be sent upon a member's request by mail or email).
4. Notwithstanding the Nominating Committee Report, any other person who wishes to run for a position on the board may be nominated by another or by his/her self by submitting the individual's name to the VHR representative whose contact information shall be provided on the Nominating Committee Report. Nominations shall be open upon the release of the Nominating Committee Report and the time for nominations shall close two weeks prior to the date scheduled for the AGM.
5. If no nominations are received in addition to the slate of candidates nominated by the Nominating committee, then at the AGM that slate of candidates shall be announced as acclaimed.
6. If there are nomination(s) received in addition to the slate of candidates named in the Nominating Committee Report, then the following procedure is to be followed
 - a: The names of all additional persons nominated as at the close of nominations shall be available to review at the station or sent upon request by mail or email to the member requesting same.
 - b: Preparatory to having an election at the AGM, two scrutineers shall be appointed; scrutineers shall be required to sign a Confidentiality Certificate.
 - c: A ballot containing all the names of the nominees from the Nominating Committee Report and any other persons additionally nominated shall be prepared.

- d: At the AGM, one ballot shall be provided to all members eligible to vote. Note: Memberships that are less than two months old, or members not in good standing, do not have voting privileges.
- e: Additionally, one ballot shall be distributed to proxy holders for each proxy that he/she holds, which proxy was submitted two clear days' in advance of the AGM with the station. In the case of a proxy which has voting instructions noted on the proxy form, the proxy holder shall be provided with a prepared ballot which conforms with the instructions noted on the proxy form.
- f: Ballots shall then be collected and counted in private but in the presence of the appointed scrutineers.
- g: The winner(s) are announced after the count has been verified by the VHR representative and the scrutineers.
- h: If there is a tie in the voting, for the last position available, then there shall be a second ballot with just the two names that were tied during the original vote.



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

Enacted as By-Law Number 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 19th day of June, 2019.