

## **BYLAWS OF THE CKUA RADIO FOUNDATION (The “Foundation”)**

### **1. OPERATION**

1.1 The Foundation shall operate only as a non-profit Society for the continued support and enhancement of the activities of the CKUA Radio Network (the “Network”) in the Province of Alberta and beyond.

1.2 All meetings of the Foundation, the Board, and Committees of the Board, shall be conducted in accordance with Robert’s Rules of Order, except that if there is a conflict between these Bylaws and Robert’s Rules of Order, these Bylaws shall prevail.

### **2. MEMBERSHIP**

2.1 Membership in the Foundation shall be voluntary.

2.2 Any individual may apply for CKUA Foundation membership who meets the following criteria:

- The applicant must be either a Canadian Citizen or a Permanent Resident;
- The applicant must provide a completed application form;
- The applicant must have met or exceeded a donation threshold that is established annually by the Board, and membership shall automatically renew annually provided the Member has met or exceeded the prevailing annual donation; and
- Foundation membership is not open to anyone whose membership would create a conflict of interest, including but not limited to employment by CKUA Radio. The Secretary of the Foundation shall determine whether such a situation exists.

2.3 Any Member, upon Special Resolution of the Foundation, may be expelled from membership for any cause which the Foundation deems reasonable`

2.4 Any Member wishing to withdraw from membership in the Foundation may do so by providing written notice to the Secretary.

### **3. BOARD OF DIRECTORS**

3.1 The Board shall normally be comprised of ten (10) Directors with a minimum of not less than eight (8) Directors; but at the Board’s discretion, it may include up to fourteen (14) Directors.

3.2 Directors shall be elected in accordance with these Bylaws, except that if a vacancy occurs, the Board may appoint a replacement to complete the term of the vacancy.

3.3 When a vacancy occurs for any reason, the Board may continue to operate with fewer than the minimum of eight (8) Directors, until appointment or election of a replacement.

3.4 The Board is responsible for the governance of the Foundation and is charged with, among other things: strategic planning for the Foundation, reviewing the Foundation’s Objects, providing support and assistance to fund raising activities of the Foundation, ensuring sufficient funds are raised annually to sustain the Foundation’s operations and strategic initiatives, and ensuring that the professional management is in place to manage the day-to-day operation of the CKUA Radio Network.

- 3.5 Any Member of the Foundation may apply to the Nominating Committee to be considered for election as a Director.
- 3.6 Directors shall be elected for a term of up to two years.
- 3.7 A Director may serve for no more than four (4) consecutive years, after which they would be ineligible for election or appointment as a Director for a minimum of one year per two full years of continuous previous service. However, a written resolution of the Board may authorize the Nominating Committee to include the name of a sitting Director who has reached their maximum service limit, allowing them to stand for election for a further two (2) year term.
- 3.8 There shall be an election of Directors coincident with the Annual General Meeting to replace retiring Directors, and to fill any vacancies that have occurred since the last election.
- 3.9 No person may be or remain a Director unless they are at all times a Member of the Foundation.
- 3.10 All Members of the Foundation are entitled to one (1) vote for each Board candidate listed for election on the ballot. No voting by proxy shall be allowed for the election of Directors. Voting shall be conducted in advance of the Annual General Meeting by secure electronic ballot.
- 3.11 In the event that a Director shall, for whatever reason, be unable or unwilling to act or continue to act as a Director, the remaining Directors may, at their discretion, pass a resolution acknowledging such Director's inability, and declaring that Director's position vacant, after which the Board may appoint a replacement Director to serve out the balance of the term of the vacant Directorship. The Board may deem a Director to be unable to act for reasons including, but not limited to, physical or mental illness, conviction of an indictable offence, or statements or actions which are, in the opinion of the Board, detrimental to, or not in the best interests of the Network or the Foundation.
- 3.12 Any Director or Officer may be removed from office by Special Resolution of the Members of the Foundation for any cause deemed reasonable.
- 3.13 The Board shall meet from time to time, at such times and places as the Board may decide, to conduct the business of the Foundation. Such meetings shall occur as often as may be required, but in any event not less than four (4) times per year. Meetings may be held at such time, at such place, and in such manner as the Chair may determine.
- 3.14 Any Director, other than the Secretary, may, upon providing written notice to the Board, resign as Director, and such resignation shall become effective on delivery to the Secretary of the Board.
- 3.15 The Foundation may pay the reasonable travel and subsistence expenses incurred by Directors in attending to Foundation business. No Officer or Director shall receive remuneration for their service to the Foundation.
- 3.16 No Director, nor any company in which that Director has a direct or indirect controlling interest, shall be employed by, or obtain any financial gain, directly or indirectly, from the Foundation or the CKUA Radio Network, while serving as a Director of the Foundation. No Director, nor any company in which that Director has a direct or indirect controlling interest shall, for a period of 12 months following their ceasing to serve as a Director of the Foundation, unless the Board so authorizes, be employed by, or obtain any financial gain, directly or indirectly from, the Foundation or the CKUA Radio Network.

3.17 Quorum of Board meetings shall consist of no less than one-half (1/2) of the Directors then serving, including one or both the Chair and Vice-Chair. Upon quorum being achieved, a simple majority of those present voting in favour of a resolution shall be sufficient to carry such, and provided that the Chair, or the Vice-Chair when standing in the Chair's stead, shall not vote on resolutions.

3.18 Attendance of Directors at a Board meeting may be in person, or by telephone conference call, videoconference, or other telecommunications device that permits two-way communication, or some combination thereof.

3.19 All meetings of the Directors shall be called by the Chair of the Foundation, who must provide at least seven (7) calendar days' notice, accompanied by the meeting agenda and copies of all necessary and related materials, such information to be provided to each Director. Notwithstanding these requirements, in the event of a meeting held with quorum present, on less than seven (7) calendar days' notice, all such resolutions adopted, or acts done shall be valid if: ratified in writing by all the Directors, or if ratified by motion at the next meeting of the Board. Failing such ratification, the resolutions adopted, or acts done, shall be null and void.

3.20 Every Director of the Foundation shall be deemed to have assumed office on the express understanding, agreement and condition that they and their heirs, executors, administrators and estate respectively shall, at all times, be indemnified and saved harmless by the Foundation from and against all costs, charges and expenses whatsoever which such Director sustains or incurs as a result of any action, claim, suit, or proceeding which is brought, commenced, or maintained against them, or any other Director or Directors, in relation to or about the execution of the duties of their office, and also from and against all other costs, charges, and expenses which they sustain or incur in or about or in relationship to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

#### **4. OFFICERS**

##### **4.1 CHAIR**

There shall be a Chair of the Foundation, chosen annually, or at such other times as may be required, by the Directors of the Foundation from amongst the Directors validly elected or appointed, at a meeting of the Board constituted for the selection of Officers. The Chair shall call meetings of the Board and Foundation; shall chair all meetings of the Board, and the Foundation; shall be the spokesperson for the Foundation; and shall sit ex officio as a member of all Committees of the Board.

##### **4.2 SECRETARY**

There shall be a Secretary of the Foundation, chosen annually, or at such other times as may be required, by the Directors from amongst the Directors validly elected or appointed, at a meeting of the Board constituted for the selection of Officers. The Secretary shall maintain the Minutes of all meetings of the Board and Foundation; and shall maintain the Foundation Minute Book and have charge of the Corporate Seal of the Foundation. In case of their absence or inability to act, the Secretary's duties may be discharged temporarily by another Officer as appointed by the Board.

The Secretary shall maintain a Register of Members containing the names and complete contact information for all Members of the Foundation, and shall have charge of all books, records, documents, and correspondence received and sent by the Foundation.

#### **4.3 VICE-CHAIR**

There shall be a Vice-Chair of the Foundation, chosen annually, or at such other times as may be required, by the Directors from amongst the Directors validly elected or appointed, at a meeting of the Board constituted for the selection of Officers, who shall stand in the Chair's stead in the temporary absence of the Chair, and do such other things as the Board may from time to time direct.

#### **4.4 TREASURER**

There shall be a Treasurer of the Foundation, chosen annually, or at such other times as may be required, by the Directors from amongst the Directors validly elected or appointed, at a meeting of the Board constituted for the selection of Officers.

The Treasurer shall be responsible for ensuring the proper financial management and controls of the Foundation, cause to have prepared a detailed accounting of all receipts and expenditures for presentation to the Board at each meeting of the Board, and cause to have prepared an Annual Financial Statement for presentation to the Annual General Meeting for consideration and adoption.

### **5. COMMITTEES OF THE BOARD**

#### **5.1 EXECUTIVE COMMITTEE**

The Chair, Vice-Chair, Treasurer and Secretary and such other Directors they may appoint will comprise the Executive Committee of the Board. This Committee shall meet from time to time as directed by the Chair and is responsible for ensuring the Board committees' work progresses. The Executive Committee shall report to the Board in this regard at each regular meeting of the Board. Three (3) members of the Executive Committee shall constitute a quorum for the conduct of the business of the Committee.

#### **5.2 FINANCE COMMITTEE**

The Treasurer, and such other Members of the Foundation as the Treasurer may select, shall comprise the Finance Committee of the Board, and the Treasurer shall chair the Finance Committee. The Finance Committee shall be charged with ensuring that the finances of the Foundation are in good order, that such funding initiatives as are required to achieve the Foundation's goals are undertaken, and that an external audit of the Foundations books be conducted annually. The Treasurer shall report to the Board in this regard at each regular meeting of the Board.

#### **5.3 NOMINATING COMMITTEE**

The Chair of the Nominating Committee shall be chosen annually, or at such other times as may be required, by the Directors from amongst the Directors validly elected or appointed, at a meeting of the Board constituted for the selection of Officers. The Chair of the Nominating Committee, and such other Members of the Foundation selected by the Chair of the Nominating Committee, shall comprise the Nominating Committee.

The Nominating Committee shall meet from time to time as directed by its Chair, and be charged with nominating candidates for election or appointment to the Board

#### **5.4 FUNDRAISING COMMITTEE**

The Chair of the Fundraising Committee shall be chosen annually, or at such other times as may be required, by the Directors from amongst the Directors validly elected or appointed, at a meeting of the Board constituted for the selection of Officers. The Chair of the Fundraising Committee, and such other Members of the Foundation selected by the Chair of the Nominating Committee, shall comprise the Nominating Committee. The Fundraising Committee shall meet from time to time and shall lead in efforts made to secure donations to the Foundation. This committee's work shall include assisting management's planning for scheduled campaigns, as well as assisting in securing other donations throughout the year.

#### **5.5 OTHER COMMITTEES**

The Board may structure such other Committees of the Board as it deems advisable to carry out the business of the Foundation in the achievement of its Objects, and at least one (1) Director shall sit as a member of each such Committee so struck.

### **6. FOUNDATION AUDIT**

6.1 The books, accounts, and records of the Foundation shall be audited at least once each year by a duly qualified auditor appointed each year at the Annual General Meeting.

6.2 A formal auditor's report relating to the books and accounts of the Foundation for the previous fiscal year shall be prepared and presented at the Annual General Meeting.

6.3 The books, accounts, Register of Members, and other records of the Foundation may be inspected by any Member of the Foundation, upon giving reasonable notice to the Secretary of the Foundation of their desire so to do, and arranging a time and place satisfactory to the Officer of the Foundation having the care of same, except that the Secretary of the Foundation may, subject to approval by the Board, designate certain books, accounts, or records as confidential, on the basis only that disclosure of the information therein would be contrary to law, or that it is not in the Foundation's best interest that the information contained therein be disclosed to any person other than Directors of the Foundation.

6.4 All Directors shall have complete access to the books, accounts, Register of Members, and all other records of the Foundation.

6.5 The fiscal year of the Foundation shall be from September 01 to August 31, or such other 12-month period as may be determined by the Board.

### **7. FOUNDATION MEETINGS**

7.1 The Foundation shall hold an Annual General Meeting of the Members, at such time, at such place, and in such manner as the Directors may determine, within one hundred and eighty (180) calendar days of the Foundation's fiscal year end.

7.2 Notice of the Annual General Meeting and a list of items of business to be considered at the meeting shall be sent to the last email address of each Member recorded in the Foundation's Register of Members, not less than thirty (30) calendar days prior to the Meeting. Not less than fifteen (15) calendar days prior to the Meeting, each Member shall receive a list of the names of those individuals nominated for and seeking election to the Board of Directors, accompanied by a brief biography and statement from each candidate.

Voting for Board candidates shall be undertaken through secure electronic voting. Votes must be received no later than 48 hours prior to the scheduled commencement of the Annual General Meeting.

7.3 The Chair may call any other meetings of the Foundation as directed by the Board. Notice of the meeting, and the items of business to be considered at the meeting, shall be forwarded to the last address of each Member recorded in the Foundation's Register of Members, at least fourteen (14) calendar days prior to the said meeting.

7.4 Any twenty (20) Members in good standing or thirty (30%) percent of the membership whichever is greater, may require the Secretary to call a special meeting of the Foundation. Such request shall be in writing to the Secretary, shall state the reason for the meeting, which shall be the only item of business considered at the meeting, and shall be signed by all Members making the request. The Secretary shall schedule the meeting to be held within twenty-eight (28) days after receipt by the Secretary of the written request. Notice of the Special Meeting, and the item of business to be considered, shall be forwarded to the last email address of each Member recorded in the Foundation's Register of Members no later than 21 days prior to the scheduled meeting.

7.5 Fifteen (15) Members who are present in person or by telephone conference call, videoconference, or other telecommunications device that permits two-way communication, or some combination thereof shall constitute a quorum at any meeting of the Foundation membership.

7.6 All Members present at a meeting of the Foundation shall have one vote to cast on each resolution presented to the meeting. Voting by proxy shall not be allowed, but a secure electronic ballot may be utilized if the Board so directs by resolution, in which case the Board shall specify the requirements.

7.7 Notwithstanding the foregoing, all Foundation Members shall have the right to vote, in person or by secure electronic ballot, on Special Resolutions of the Members of the Foundation, as defined in the Societies Act.

## **8. FINANCIAL**

For the purpose of better carrying out its Objects, the Foundation may, on resolution duly passed by the Board, borrow, raise, or secure the payment of money to the Foundation in such manner as the Board deems appropriate.

## **9. NOTICE**

Wherever these bylaws require the forwarding of notice, such notice shall be deemed good and sufficient if effected by writing forwarded by ordinary post, facsimile transmission, or electronic mail (E-mail via the Internet), to the address (postal, facsimile, or E-mail) provided by addressee to the Secretary for receipt of same. Wherever these bylaws allow for the use of a secure ballot, such may be in a form

deliverable by ordinary post, facsimile transmission, or electronic mail (E-mail, electronic mail), or any combination thereof, as the Board in its sole discretion shall determine.

**10. BYLAWS**

These Bylaws may only be rescinded or amended by a Special Resolution of the Members of the Foundation as defined in the Societies Act.

**11. OBJECTS**

The Objects of the Foundation, as adopted by a Special Resolution of the Members of the Foundation on the 18th day of January 2020, shall continue as the Objects of the Foundation, and such Objects may only be rescinded or amended by Special Resolution of the Members of the Foundation.

**12. DISSOLUTION**

Upon dissolution of the Foundation, and after payment of the Foundation's debts, all assets of the Foundation shall be donated to the University of Alberta Archives, for the specific purpose of the care and preservation of the physical assets of the Network, most especially including, but not limited to, the record library.