



Local 107.3fm
TJ Condon Student Centre
100 Tucker Park Road
Saint John, N.B. E2L 4L5

Main Office: (506) 648-5667

Email: cfmh@unbsj.ca

Campus Radio Saint John Inc.

Annual General Meeting 2017

&

Volunteer Recognition

AGENDA

Annual General Meeting, November 26, 2017, 1pm.
Campus Radio Saint John Inc.

- | | |
|--|--------------------------------------|
| 1. Welcome/Call to Order | June Madeley, President |
| 2. Introductions/Call for Quorum | Kelly Marino, Secretary |
| 3. Approval of Chair | Any |
| 4. Additions to the agenda | Any |
| 5. Approval of the agenda | Any |
| 6. Motion to extend speaking rights to staff | Any |
| 7. Approval of the AGM 2016 Minutes | Any |
| 8. Board of Directors' Report | Kelly Marino, Secretary |
| 9. Organization & Operations Report | Glen Swarnadhipathi, Station Manager |
| 10. Financial Report | Glen Swarnadhipathi, Station Manager |
| 11. Programming Department Report | Julia Rogers, Programming Director |
| 12. New Business – by law amendments | Nick Cameron, by-law committee |
| 13. Any other business | Any |
| 14. Elections for positions: | June Madeley, President |

Note: if by-law changes to composition of Board and Programming Committee are not approved, we'll elect according to prevailing composition in Constitution.

- a. Board of Directors (pending by-law changes)
 - i. Ratification of Vice President's nominee
 - ii. Student Representatives (2)
 - iii. General Directors (7)
 - b. Programming Committee
 - i. Up to 8 members (pending by-law changes)
15. Adjournment

Following the Annual General Meeting, the Board of Directors will recognize volunteers with service awards. The Chair invites everyone to stay to celebrate the many successes of these individuals.



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2017 Board of Directors' Report

Local 107.3FM has had a challenging but successful year with the departure of our long-time station manager, Brian Cleveland and Programming Director, Mike Specht. The Board of Directors and HR Committee were faced with several hiring/appointments processes this year as a result of staff movement. Our Radiometers projects and Canada Summer Jobs grant were once again successful, allowing us to hire additional staff beyond the station's two permanent positions.

In June, Glen Swarnadhipathi came to us from Abbotsford BC as our Volunteer Support Coordinator after five years at CIVL 101.7 FM. At this time, Julia Rogers was hired as the Community Outreach Coordinator, returning to her home of Saint John from Ontario. Both competed and were successful in the Station Manager and Programming Director positions respectively. As Station Manager, Glen brings significant financial knowledge and community radio experience that will support the station as a going concern for years to come. Julia's motivational speaking experience and general finesse with volunteers makes her an ideal fit for the Programming Director position. We look forward to retaining both for as long as they will have us, and thank them for jumping so quickly into their first FunDrive with minimal hiccups.

Of course, these changes left holes in the positions vacated by Julia and Glen. Rebecca Cueves was appointed as Community Outreach Coordinator and Stephanie Tierney was successful in competing for the Volunteer Support Coordinator role, returning to the station after filling previous roles such as Digital Music Archivist, Community Outreach Coordinator, Interim Station Manager, and Volunteer Coordinator with Local 107.3. Ryan Harley had also joined Local 107.3 for the summer as our Marketing & Promotions Assistant and Brandon Logan has recently joined us as the Volunteer Music Department Coordinator. We thank all staff for the excellent work achieved so far in their respective roles.

We of course experienced the usual board turnover. Long-serving board member Anthony Enman left the board at the end of 2016. Mandy-Lynn Donovan and Tess Allen joined the board since the last general meeting as General Representatives, taking up the positions of Vice-Chair and Femcore Representative respectively. Bill O'Connor resigned from the board as student rep and Jess Buck has also since resigned. Tess Allen has also recently resigned due to other commitments, leaving some vacancies on the board.

Nick Cameron and Mark O'Connor formed the constitutional review committee last year and have worked diligently to create a document that will serve the station's needs for years to come. The constitution was found to be outdated and no longer reflective of best practices nor the station's practical operations. We thank them for their hard work and attention to detail.

We wish to give special recognition to our long-serving Station Manager Brian Cleveland. Brian joined Local 107.3 in 2008 and saw the station out of financial and organizational destitution. The growth that Local 107.3 has experienced over the last decade could not have been



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achieved without Brian's leadership, creativity, and passion. His financial prudence and human resources knowledge has proved invaluable in elevating the station's professionalism. His participation with the NCRA board of directors has created lasting connections with other stations around the country and has ensured that best practices make their way to our campus and community voice. Although we are confident in Glen's ability to fill Brian's shoes, Brian's dedication will be sorely missed. He will forever be a part of Local 107.3's family.

Likewise, we are grateful for the service of our outgoing Programming Director Mike Specht. Three years ago, Mike took on the enormous task of stepping in after the departure of long-serving Programming Director Jud Crandall. Mike's friendly attitude and willingness to work cooperatively with volunteers from all walks of life ensured the station's mandate was well supported. Mike's positivity and humour was infectious, all while ensuring our programmer's adhered to station policy and CRTC regulations.

We wish both Brian and Mike success in their latest career moves. We are sure both will continue to be assets to any organization and we will continue to be proud of their work ethic as shining examples of what campus and community radio staff can achieve.

We would like to thank current board members Dr. June Madeley (Chair, UNBSJ-VP rep), Mandy-Lynn Donovan (Vice-Chair), Wayne Hansen (Treasurer), Mark O'Connor (Community rep), and EJ Tremblay (current SRC rep), Nick Cameron (General Rep), and all past board members for their service to the Board of Directors over the course of the year.

We are excited to enter 2018 with fresh staff, continued financial health, and of course pride in Local 107.3 FM's reputation as an inclusive organization.

Sincerely,

Kelly Marino
Secretary and Community Representative
On behalf of
CRSJ Board of Directors



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Organization and Operations Report Glen Swarnadhipathi – Station Manager

2017 has been a year of change at Local-FM, and I'd like to take a moment to thank the Local-FM family for being such an adaptable, welcoming, and friendly one. I'm very excited to be part of this community and look forward to many happy years here.

I'd like to extend my gratitude to both Brian Cleveland and Mike Specht for their continued support and mentorship. Their time as staff was a period of consistent growth and success, and I hope to not only meet, but exceed the standards of excellence they set.

Despite the radical changes at a staff-level, Local-FM has been remarkably stable, and extremely successful this year, winning two awards at this year's National Campus/Community Radio Conference. We were also nominated for Best Music Organization at the MusicNB awards, and were nominated for Best Arts Organization at the Saint John Arts Awards: The Originals.

Our relationship with local businesses, and artistic/cultural communities continues to grow, and we've also seen a strengthening of our relationship with the city, as we've been appointed a seat on the Saint John Community Arts Board.

With the support of our volunteers, Board of Directors, and the community of Saint John we have maintained a sustainable level of growth throughout the year, and we aim to continue that in 2018.

Grants

This year we applied for and received funding from SOCAN, the CRFC, the Saint John community arts funding program, the NCRA/ANREC, and the UNBSJ Tech-fee. Some of these

Funds were used for events such as the 9th Best of Saint John Music Awards, and our back to school mini-concert.

Our current Radiometres grant (funded by the CRFC) allowed us to expand our staff from June onwards with the addition of a community outreach coordinator and a volunteer support coordinator.

We will continue to seek out and apply for a diverse range of grants.

Ideas for future projects include continued support and focus on empowering underrepresented communities, the continued diversification of our broadcast and volunteer base, introduction of more volunteer resources and more varied volunteer opportunities. We'll also continue to expand upon existing partnerships with joint applications alongside other community groups. Finally, we'll also be looking into developing more creative projects, with the (re)introduction of a live performance space in our studios as well as developing a bedtime story program for children.

FunDrive 2017

This year's FunDrive ran from October 28th to November 4th and saw a pledged total of \$2719.88, of which we've collected 89% (\$2424.88). While this is a decrease on last year's



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record total of \$4298, it is similar to our 2015 total, and reflects the sustained support we receive from our community.

FunDrive 2017 also saw the expansion of the Local-FM Friends Card, which was introduced last year. Due to the efforts of our Community Outreach Coordinator, Rebecca Cuevas, the list of businesses offering discounts to cardholders rocketed up from 7 to 21. We intend to continue to expand on benefits over the course of the year, as well provide regular reminders to supporters to make use of their cards.

Planning for FunDrive 2018 will begin in the new year, as we aim to spend much of the summer and early fall promoting and collecting pre-pledges.

Events

In January Local-FM held a volunteer awards night at the Five and Dime. The 2018 iteration is currently being planned. Going forward the aim will be to maintain this event as an annual occurrence.

The 9th Best of Saint John Music Awards were held between March and May (including polling period, several live events and the award show itself). Thanks to SOCAN and Picaroons for sponsorship and support.

In partnership with the Quality Block Party we sponsored all-ages performances every day of the August QBP at Locavore.

As mentioned previously, in September we held a two day Back to School mini-festival featuring local artists at Locavore and Taco Pica.

We also continued to host our traditional FunDrive finale show, this years was held at Taco Pica on November 4th. Thanks go to all performers, and to Santos for providing FunDrive 2017 with an enjoyable ending.

Tech

Thanks to funding through the UNBSJ Tech-Fee we have been able to upgrade both studio PCs as well as purchase more digital storage space and update software throughout the station. Due to these upgrades we are now able to record and edit audio on the live PC. Allowing more flexibility in terms of production scheduling.

Further alterations to the live studio are planned, the result of which will be a more ergonomic workspace.

Our website has also continued to expand, with the development of a feedback form, the ability for individuals to book station tours, and the development of a resources page which will host training documents and guides for volunteers. We'll also be introducing space on the website to host public documents, such as policies, minutes, agendas, and reports like this one!

We're also researching introducing downloadable/streamable archives on our websites, allowing listeners to download and listen to specific shows at their own convenience.



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We've also updated our approach to mailing lists, new volunteers will now be added to our volunteers@cfmh.ca group email, allowing us to contact all volunteers in a more consistent manner without the possibility of missing any individuals. Further integration with our google services include our publicly accessible [Production File](#). We aim to move towards being as paperless as we can be.

Finally, research into installing the new transmitter has proven positive, with Industry Canada's approval we aim to install the new transmitter in early to mid-2018. Fundraising to increase our power (by renovating the tower or finding space on a new tower) continues.

Operations and Projects

Homelessness Marathon

We hosted HM17 in February of this year, the event was a success and fellow c/c stations across the nation helped develop and deliver over eleven hours of content. We're excited to announce that we'll be hosting HM18 next February. Finally, the National Campus/Community Radio Association (NCRA/ANREC) have approached us about developing a manual for future Homelessness Marathon host-stations.

Community PSA development

In previous years we approached several other community groups about developing programs on Local-FM to share and promote their work. The added responsibility of programming did see these types of shows dwindle over time. To maintain these relationships, we're now offering these organizations the chance to record 30-45-second-long public service announcements.

World College Radio Day

In early October we participated in the 2017 World College Radio Day marathon alongside fellow campus stations across the world. In addition to broadcasting the marathon we were one of twenty-three stations who provided content for the marathon as Canada's representative.

Expanded Volunteer Opportunities/New Training Process

To boost our volunteer numbers, we're offering more flexibility in terms of volunteer opportunities and programming. We're very excited that Brandon Logan, one of our volunteer programs and former ICS intern, has taken on the position of Volunteer Music Coordinator, our first in the past couple of years. With support from Stephanie and I, Brandon will be developing and initiating several projects with our music library going forward.

We're also in the process of rewriting our volunteer application, moving away from making hosting a weekly program the sole focus of our application and training processes. Finally, we're now offering more flexibility in terms of scheduling programming.

Music Audit

In a bid to downsize our music library and storage space we've introduced a music audit, conducted by our ICS interns. On an annual basis we'll be combing through the oldest CDs in our library.

(Re)introducing a live performance space

Due to the music audit reducing the total space dedicated to storage, we're working on creating a space for local and touring bands to perform in. With a few final tweaks the space will allow bands to record demos, and perform live-on-air. The space itself is in the process of being



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cleared, and we aim to have the first performances occur during Quality Block Party 2.0 and the 2018 Best of Saint John Music Awards.

Newsletter

Originally introduced by Stephanie in 2016, we've moved our newsletter to MailChimp, and have integrated it with our Facebook page and website. The newsletter includes station news, announcements, charts, updates to our library, and other miscellaneous items. The newsletter has also turned into more of an outreach tool to share with the community.

Social Media

Our social media presence continues to flourish. Notably the increase in Facebook and Twitter is in line with last year's growth.

	Likes/Follows		
Facebook:	1225 (2016)	1412 (2017)	15% increase
Twitter:	1570 (2016)	1795 (2017)	14% increase
Instagram:	378 (2016)	555 (2017)	46% increase

Figures current as of November 20th, 2017

Staff Activity

Radio Camp

Thanks to Julia's efforts, we were able to offer our first ever Summer Radio Camp this August. For one week in August we were able to share our equipment, skills, and airwaves with a group of youth ranging from 6-13 years of age. We are currently researching funding opportunities to continue offering the Radio Camp next summer. Finally, we'd like to extend our thanks to CBC-Saint John, and the Fundy Fringe Festival for helping us develop interesting programming and activities for the youth.

Community Partnerships

Our staff have been hard at work initiating, and strengthening our relationships with many of our community partners. Our continued relationship with Fundy Fringe, and Quality Block Party are vital, and hopefully my recent appointment to the Saint John Community Arts Board will allow us to cultivate similar partnerships with other groups and individuals as well as with City Hall.

Workshops

To help us develop new training documents our Volunteer Support Coordinator Stephanie Tierney will be hosting workshops throughout the rest of her contract. These workshops will provide current programmers with advanced skills, and a wider knowledge base to use when producing their shows. All documentation produced by these workshops will be hosted on our website and made available to future Local-FM volunteers.



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Digital Logsheet

As part of our ongoing move away from paper, we're introducing a draft version of our digital logsheet. We aim to have a finalized version ready for implementation in March 2018.

New Training process and documents

Throughout June and July of this year we rewrote and altered the training manual and parts of the training process. Going forward the 8-week probation period will see a lot more interaction between new programmers and staff, as well as the requirement that a promo for the new program be completed within that time. Further revisions to the training process and documents are currently being made by Julia and Stephanie. The shared aim of these additions to our training process and documents is to ensure that new volunteers are given enough time to process the information, and are fully prepared for broadcast by their first show.

Program Reviews

Stephanie, Julia, and I will be conducting program reviews shortly. We'll also be using the reviews to ask programmers to provide us with their feedback on the station, and their experiences here at Local-FM.

Listener surveys

As part of our Radiometres Grant, we're aiming to obtain feedback from at least 20 of our listeners. We've included a [form](#) on our website and Rebecca will be meeting with listeners personally throughout December and January to ensure we meet this goal.



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2016/2017 Financial Report Glen Swarnadhipathi – Station Manager

Financial Position

	<u>2017</u>	<u>2016</u>
	\$	\$
Current Assets	32,797	53,777
Cash, accounts receivable, and prepaid expense		
Current Liabilities	4,301	2,736
Accounts payable and deferred revenues		
Net Assets	28,496	51,041

Financial Activities

Revenues	75,038	145,721
Expenditures	97,583	110,701
Excess of Revenues/Expenditures	(22,545)	35,020
Net assets – Beginning of year	51,041	35,020
Net assets – End of year	<u>28,496</u>	<u>51,041</u>

The 2016-17 financial review is the first prepared by an account other than Neil Hanlon, who retired in the past year. This year's review was prepared by Middleton & Associates, and was significantly delayed. However, UNBSJ requested that the incorporation conduct an annual audit. An audit does not make sense for an organization of our size, and would be unnecessarily expensive to conduct. With the help of Middleton & Associates we were able to successfully lobby the university to accept a financial review. The process of lobbying UNBSJ, and their consideration of our request meant that Middleton & Associates were unable to begin their review process until October of this year.

The 2016-17 financial year has been relatively stable for Campus Radio Saint John, despite witnessing a net loss. Much of this is down to the timing of grant funding, and the natural loss of one-time revenue associated with the 2015 conference. The loss of \$17,000 in conference related revenue, coupled with a decrease in grant funding of roughly \$50,000 saw our revenues fall from their 2016 high. We did see a near tripling of our fundraising revenue, and this suggests that the community of Saint John continues to value our contributions to the cultural fabric of our city.

Our greatest source of revenue is the UNBSJ student levy accounting for just under half of our total revenues.



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This year's expenses were also lower than they were in 2015-16, with the elimination of conference related expenses and decline of promotional expenses. Most of these expenses was related to salaries and benefits, and was partially covered by grant-funding.

Despite the net-loss we still maintain a healthy cash-reserve and once again have not had to make use of our line of credit. The incorporation remains financially stable, and a net-gain appears likely in the upcoming fiscal year.

Copies of the full-length review are available to all members upon request. I would now like to as a member to motion to approve the 2016-2017 financial review. I would also like to request that a member motion for the approval of Middleton & Associates as our accountants for the upcoming fiscal year (2017-2018).



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Programming Report Julia Rogers – Program Director

This report contains a breakdown of the various projects I've undertaken since I first stepped into this role on September 28, 2017. Although I cannot speak directly on Mike Specht's behalf to provide a concise summary of his final months as Program Director, I'm confident in stating that Glen's report accurately and adequately represents Mike's projects and key areas of focus prior to his departure.

Expanded Programming Schedule

On January 1, 2018, we will officially launch our expanded programming schedule. The new iteration will increase our tailored broadcast offerings by 3 hours/day, adding a total of 21 hours of programming to our schedule on a weekly basis. We currently offer customized programming from 7am to 12am every day. Moving forward, it'll extend from 6am to 2am.

New Programs

Since September, we've launched the following programs on Local FM:

- *Awesome Entrepreneurs of Saint John*, Connie Van Horne
- *Cinemascope*, Olivia Wagg
- *The Hot Take*, Liam Floyd and Rachel Friars
- *Into the Fog*, Stephanie Tierney (Stephanie has also returned to host two older programs: *Riddle of Steel* and *Local Responder*)
- *Music with Averie*, Averie Laurin
- *Nocturnes*, Mark O'Connor
- *Polit-Econ*, Christian Acosta
- *Port City Study*, Julia Rogers and Stefan Warner
- *The Todd Veinotte Show*, Todd Veinotte (this program is an existing podcast that is now being edited and condensed to air on Local FM twice weekly)

The following programs will launch in January:

- *Capitalism Today*, Chris Wanamaker (a 6-part radio docu-series examining the advantages and disadvantages of capitalism)
- *Danielle After Dark*, Danielle Adams

Flexible Time Slots, Special Projects, Radio Documentaries

Since October, I've made changes to how our programming schedule is formatted so we, as a station, can be better equipped to more frequently accommodate airing specials, radio documentaries, etc. Allowing the schedule to be in flux has, to date, given us opportunities to broadcast the following items:

- The first two episodes of Dylan Bradford's ongoing project, *On The Issues* (so far, the program has included interviews with New Brunswick Premier Brian Gallant and Official Opposition Leader Blaine Higgs)



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- A documentary produced by Mercedes Peters entitled, "Healing and Rising Above Adversity: How the Atlantic First Nations People Aren't Letting Indian Residential Schools Win"
- The first special created by our *Radio Camp for Youth* participants entitled, "Do You Consider Yourself Famous?"

Moving forward, we hope to accommodate requests by new volunteer programmers to produce & air more short-term projects (news segments, documentary specials, etc.), thus eliminating the current intimidating requirement of signing up to do a show for an undetermined period of time.

Training Process for New Volunteer Programmers

We've recently revamped our training procedure for new volunteer programmers. The new strategy includes three distinct sessions prior to the programmer's first show. They are organized as follows:

- **Session #1:** Local FM history, introduction to Campus & Community Radio culture, rules and regulations, station tour.
- **Session #2:** Program identity workshop, technical training (part 1).
- **Session #3:** Mentorship (sit in on live broadcast with experienced programmer whose show concept resembles yours), technical training (part 2).

ICS Internship Update

We've partnered with the ICS program again this semester to offer internships in a wide array of areas vital to the station's continued operation:

- Music Department
- Production
- Live Programming

Two interns, Olivia Wagg (*Cinemascope*) and Averie Laurin (*Music with Averie*), launched new programs and have demonstrated interest in continuing to partner with us in a volunteer capacity moving forward.

The remaining crop of interns spent this semester honing their production skills by creating PSAs & promos, maintaining and updating our music library, and lending a hand with our most recent FunDrive.

2017 Funding Drive

This year, we averaged 16 hours/day of LIVE programming over the course of our 8-day FunDrive. Thank you to our core staff, dedicated crew of volunteer programmers, and ICS interns for pouring so much effort into creating special FunDrive episodes, offering unique pledge incentives, and volunteering to pick up additional time slots over the course of our very busy week. I really appreciated your help and am already looking forward to next year's extravaganza!



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Youth Outreach

Teen Resource Centre: Prior to this summer's *Radio Camp for Youth*, Glen and I received an orientation session on working with youth at-risk from Teen Resource Centre staff. This session allowed the station to forge a strong connection with the TRC, and we've since partnered with their *Pathways to Education* program in a mentorship capacity. Two students will be making use of our space to create original podcasts over the next few months.

Brilliant Labs: John Wong, a community organizer and youth advocate who was instrumental to the success of our *Radio Camp for Youth* in August, recently approached the station to ask if we'd like to partner with Brilliant Labs and Hemmings House on a youth-led, youth-focused storytelling project geared towards newcomers in Saint John. To date, we've agreed to participate, submitted our letter of support, and are now waiting to be informed of the next steps.



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By-Law Review Committee Report

Current Members	Former Member
Nick Cameron Mark O'Connor	Dan Downes Anthony Enman Derek Wurts Brian Cleveland

The By-Law Review Committee was established in 2015 to review our current by-laws and recommend amendments. Two central issues were identified:

1. The by-laws have been heavily amended over the years, leading to a document that is large (37 pages), difficult to follow and too prescriptive.
2. The by-laws allocate much of the governance structure of CRSJ to the Executive Committee. We have not had a chair of that committee since 2013.

It was decided that the best approach to correct these issues was to rewrite the by-laws under the following process:

1. Use Industry Canada's Model By-Laws for Not-for-Profit Corporations as our base template. <https://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs04999.html>
2. Migrate much of the content from our current by-laws into the new template, while addressing the issues identified above.
3. Review the by-laws of other community radio stations to ensure we are following best practices.
4. Review our original articles of incorporation to ensure consistency.
5. Review the first draft with the board chair, followed by staff, and then the board of directors.

The board of directors has reviewed these proposed by-laws and moved that they be presented at a members meeting for adoption. The following are the main differences between the proposed by-laws and our current by-laws that we would like to highlight:

1. The Executive Committee has been removed. Their powers and duties have been transferred to the Board of Directors and the Programming Committee.
2. The Board may assign duties and powers, including those once done by the Executive Committee, to new committees (standing or temporary), as well as staff. For example, the board delegates some administrative tasks to the Station Manager, such as keeping a members directory. The board also created an HR committee to handle hiring and other staffing matters.
3. The hiring process has been removed from the by-laws. The board has the power determine the process as necessary. The board may also authorize the Station Manager to hire staff.
4. The Programming Committee is currently made up of sub-committee chairs, e.g. cultural programming chair, spoken word programming chair, etc. This has been identified as a barrier for recruitment. The committee's composition has therefore been changed to "Up to eight (8) representatives that reflect the Greater Saint John community".
5. Composition of board positions has been updated to reflect current practices.
6. The Mission Statement has been moved from the by-laws to its own document.

By-law No. 1

A by-law relating generally to the conduct of the affairs of

Campus Radio Saint John Inc

(the "Corporation")

Section 1 - General

1.01 Definitions

- a. "Act" means the Companies Act of New Brunswick, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- h. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- i. Station Manager means the highest ranking employee of the Corporation, responsible for making managerial decisions.
- j. Programming Director means the employee of the Corporation responsible for managing broadcast programming matters.

1.02 Interpretation

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. The secretary or an employee of the Corporation authorized by a board resolution shall be the custodian of the corporate seal.

1.04 Executions of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof. All executions of documents must meet authorization requirements according to the by-laws and policies of the Corporation.

1.05 Financial Year End

The financial year end of the Corporation shall be April 30th.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union, or other firm or corporation carrying on a banking business in Canada (hereinafter any such entity or entities referred to as the Bank) as the board may designate from time to time by resolution. There shall be at least two individuals who are designated by the board as having signing authority for the Corporation. No individual who is not either a member of the board, an officer of the Corporation or is employed as Station Manager shall be permitted to have signing authority. Each transaction with the Bank shall be transacted by at least two persons having signing authority. No person or persons shall have the authority to enter the Corporation into a lending arrangement with the Bank without a special resolution of the board.

The board may authorize, by resolution, an employee of the Corporation to execute transactions necessary for day-to-day operations of the Corporation.

1.07 Annual Financial Statements

The Corporation may publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Sections 2 - Membership

2.01 Membership Conditions

There shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes, and who have applied for and been accepted into membership in the Corporation by resolution of the board, approval of the Station Manager, or who have applied for and been accepted for producing a radio program by resolution of the Programming Committee. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.02 Notice of Meeting of Members

The board Chair has the ability to call at any time a meeting of members. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by email and posting within the registered office of the Corporation, no less than two weeks before the time fixed for holding of that meeting.

A meeting of members is to be held no less than once (1) per calendar year.

2.03 Absentee Voting & Proxy

Absentee voting is not allowed by proxy, mailed-in ballot, or telephonic, electronic or other communication facility at meetings of members.

Section 3 - Membership dues, terminations and discipline

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

Membership dues may be waived for an individual member by a board resolution, or an employee of the Corporation that has been granted authority by the board, if the member expresses a worthy need for an exemption within two (2) calendar months of the membership renewal date.

The membership dues amount and renewal date shall be set by a board resolution.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

1. the member dies;
2. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
3. the member resigns by delivering a written resignation to the Chair of the board or an employee of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or
6. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the Corporation;

2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer or employee as may be designated by the board, shall provide notice of suspension or expulsion to the member and shall provide reasons for the suspension or expulsion. The member may make written submissions to the Chair, or such other officer or employee as may be designated by the board, in response to the notice received within twenty (20) days. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

The Station Manager shall have the authority to suspend any member of the Corporation for up to 30 days.

The Programming Committee shall have authority to suspend or expel any member from the Corporation on grounds established in the policies adopted by the Programming Committee and ratified at a meeting of members.

In the event that the Programming Committee determines that a member should be expelled or suspended from membership in the Corporation, the Programming Chair, or employee as may be designated by the Programming Committee, shall provide notice of suspension or expulsion to the member and shall provide reasons for the suspension or expulsion. The member may make written submissions to the Programming Chair, or an employee as may be designated by the Programming Committee, in response to the notice received within twenty (20) days. If written submissions are received in accordance with this section, the Programming Committee will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

Section 4 - Meetings of Members

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

The board Chair, or in his or her absence, an Officer appointed by the Chair, presides as Chairperson at a meeting of the members. But, if at a meeting, neither of them is present within fifteen minutes after the time appointed for holding the meeting, the Members may choose a person from among their number to be the Chairperson.

4.03 Quorum

Presence of at least twenty (20) percent of the members constitutes quorum for the transaction of business at a meeting of members.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot the motion shall be defeated.

4.05 Meetings of Members as Supreme Governing Body

The General Meeting is the supreme governing body of the Corporation. All actions of subordinate bodies must be consistent with the policies laid down by General Meetings.

Section 5 - Directors

5.01 Election and Term

The members shall elect the directors at the first meeting of the members and each succeeding annual meeting. The directors shall be elected to hold office for a term of one (1) year. Serving directors are eligible for re-election.

5.02 Composition

The board of directors shall be composed of the following positions:

- i. One (1) director nominated by the Vice-President of the University of New Brunswick Saint John and ratified at a meeting of members;
- ii. Two (2) directors currently enrolled in an undergraduate or graduate program at the University of New Brunswick Saint John;
- iii. Seven (7) general directors;
- iv. One (1) Programming Committee member, *ex officio*.
- v. The Station Manager, *ex officio*.

5.03 Vacancy & Removal

If a position on the board shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

In the absence of a written agreement to the contrary, the board may remove any director by special resolution, whether for cause or without cause.

Directors shall be removed from office if they miss three (3) consecutive meetings of the Board without notifying the Chair. After the second missed meeting the Chair shall issue a written reminder of this clause to the Board member.

Section 6 - Meetings of Directors

6.01 Calling of Meetings

Meetings of the board may be called by the Chair of the board, the Vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting

6.02 Notice of Meetings

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 48 hours of notice by email or delivered personally in writing.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

6.03 Regular Meetings

The board shall meet no less than four (4) times a year.

6.04 Quorum

Presence of at least fifty (50) percent of the sitting directors plus one (1), not including *ex officio* directors, constitutes quorum for the transaction of business at a meeting of directors.

6.05 Votes to Govern

At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in the case of equality of votes the motion shall be defeated. *Ex officio* directors do not hold the right to vote at a meeting of directors.

6.06 Absentee Voting & Proxy

Absentee voting is not allowed by proxy at meetings of directors.

Between meetings, a board resolution may be moved and voted by email. Any motion by email shall be sent by the Chair to all directors.

6.07 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

Programming Committee

A Programming Committee shall be elected at a members meeting and operate under the following criteria:

1. Composition:
 - i. Up to eight (8) representatives that reflect the Greater Saint John community;
 - ii. Programming Director, *ex-officio*;
 - iii. Station Manager, *ex-officio*.
2. Election and Term:
 - i. Members of the committee, other than staff, shall be elected at a members meeting;
 - ii. Committee members are elected to hold office for a term of one (1) year. All members are eligible for re-election.
3. Vacancy:
 - i. If any committee position shall be or become vacant, the committee may, by resolution, appoint a person to fill such vacancy.
4. Duties:

The Programming Committee shall:

 - i. Develop and administer broadcast programming policies;
 - ii. Advise and administer CRTC regulations as they relate to broadcast programming;
 - iii. Meet no less than four (4) times per year;
 - iv. Review and approve radio program applications;
 - v. Report to the board and members meetings when requested;
 - vi. Conduct disciplinary actions as described by broadcast programming policy and these by-laws;
 - vii. Any changes to broadcast programming policy that are approved by the committee have force only until the next members meeting of the Corporation, and in default of confirmation thereof ceases from that time to have force.
5. Quorum:
 - i. Fifty percent (50%) of sitting committee members plus one, excluding *ex-officio* members, shall constitute quorum.
6. Voting:
 - i. Decision of the committee shall be made by a regular resolution.
 - ii. In the case of equality of votes, the motion shall be defeated
 - iii. *Ex-officio* positions do not hold the right to vote at meetings of the committee.
 - iv. Between meetings, a committee resolution may be moved and voted by email. Any motion by email shall be sent by the committee chairperson to all committee members.

6.08 Remuneration

Directors and Programming Committee members, other than staff, shall receive no remuneration for performing duties of board or the Programming Committee.

Section 7 - Officers

7.01 Descriptions of Offices

Officers of the Corporation shall be elected from within the board of Directors.

- A. Chair of the board - The Chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The Chair shall have such other duties and powers as the board may specify. The Chair shall give, as and when instructed, notices to members, directors, and staff.
- B. Vice-Chair of the board - If the chair of the board is absent or is unable or refuses to act, the Vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Vice-chair shall have such other duties and powers as the board may specify.
- C. Secretary – The secretary shall attend and be the secretary of all meetings of the board. The secretary shall record the minutes of each meeting of the board and have them distributed to each member of the board at least twenty-four (24) hours prior to the next meeting. In conjunction with authorized employees of the Corporation, the secretary shall be the custodian of all books, papers, records, and documents belonging to the Corporation. The secretary shall file annual corporate returns, or by resolution of the board, delegate this task to an authorized employee of the Corporation.
- D. Treasurer - The treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove by resolution, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- A. the officer's successor being appointed,
- B. the officer's resignation,

- C. such officer ceasing to be a director (if a necessary qualification of appointment) or
- D. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Section 8 - Staffing and Honoraria

8.01 Hiring Staff

The board shall have the power to appoint staff as it deems necessary or appropriate for such purposes and with such duties as the board shall see fit.

The board may authorize, by resolution, the Station Manager the power to hire employees.

8.02 Honoraria

Honoraria may be granted, by resolution of the board, to an individual in recognition of work done for the Corporation. Honoraria to a single recipient shall not exceed \$500 per calendar year.

Section 9 - Notices

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation; or
2. if mailed to such person at such person's recorded address; or
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched

or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary or authorized employee of the Corporation may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary or authorized employee that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

9.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 10 - Dissolution

10.01 Voluntary Dissolution

Voluntary dissolution of the Corporation shall require the following:

1. A meeting of the members;
2. Notice for the meeting shall not be less than fourteen (14) days and must include the proposed motion for dissolution;
3. At least sixty (60) percent of members are required for quorum;
4. At the meeting, the board of directors shall provide a statement with the current financial position of the corporation;
5. A motion to dissolve the Corporation shall require a special resolution.

10.02 Dissolution Process

The directors of the corporation shall take the necessary steps to dissolve the corporation according to the articles and the Act. Those steps shall also include, but are not limited to:

1. Resolve outstanding financial liabilities including banking, accounts payable and staffing matters;
2. As per the articles, remaining assets shall be donated to a registered Canadian charity in consultation with the Student Representative Council of University of New Brunswick Saint John;
3. All records of the corporation shall be held in trust by an officer for at least 7 years. If no officer is able to meet this commitment, the board may elect a member or the library of the University of New Brunswick Saint John as the custodian of such documents. If the Corporation is revived, the custodian shall return the records to the Corporation;
4. File the necessary forms with provincial and federal agencies to dissolve the corporation and surrender the corporate charter;
5. Notify members of the effective date of dissolution.

Section 11 - Amendments

11.01 Amendments

A special resolution of the members is required to make any amendments to this by-law. At least thirty-three (33) percent of the members shall be present to constitute quorum.

Section 12 - Effective date

12.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the

Corporation by resolution on the ___ day of _____, 20____ and confirmed by the members of the Corporation by special resolution on the ___ day of _____, 20____.

Dated as of the ___ day of _____, 20____.

[Indicate name of director/officer]

[Indicate name of director/officer]