

CKUA RADIO FOUNDATION
(the “Foundation”)

Duly Constituted January 13, 2018 by Special Resolution
Of the members of 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 By-Laws and Robert’s Rules of Order, these By-Laws 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 a Canadian Citizen;
- The applicant must be over 18 years of age;
- The applicant must provide a completed application form and payment of fees;
- Foundation membership is not open to anyone whose membership would create a conflict of interest, including but not limited to employment by CKUA Radio. If necessary, the Secretary of the Foundation will rule whether such a situation exists.

2.3 Any member, upon two-thirds majority vote of all members of the Foundation, may be expelled from the membership for any cause which the Foundation may deem reasonable.

2.4 Any member wishing to withdraw from membership in the Foundation may do so upon written notice to the Secretary.

2.5 Any member in arrears of Fees or who no longer qualifies for membership shall be deemed to have withdrawn from membership.

3. BOARD OF DIRECTORS

3.1 The Board shall normally comprise ten (10) Directors, but at the Board’s discretion, the Board may comprise up to fourteen (14) Directors.

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

3.1.2 The Board may continue to operate with fewer than ten Directors when a vacancy occurs, until appointment or election of a replacement.

3.2 The Board shall be at all times responsible for the governance of the Foundation and shall be charged, among other things, with strategic planning for the Foundation, reviewing the Foundation's Objects, and ensuring that the professional management required to manage the day-to-day operation of the Network is in place.

3.3 Any member of the Foundation may submit his or her name to the Nominating Committee for election as a Director.

3.3.1 Directors shall be elected for a term of up to two years, as determined by the Board, in its discretion, prior to the annual election of Directors.

3.3.2 A Director may serve for no more than six (6) years in his or her lifetime.

3.4 There shall be an election of Directors, as required, at the Annual General Meeting.

3.5 No person may be or remain a Director unless he or she is at all times a member of the Foundation.

3.6 All members of the Foundation shall be entitled to one (1) vote for each Director's position open for election. No voting by proxy shall at any time be allowed for election of Directors. Voting shall be conducted by personal attendance or by secure ballot.

3.7 In the event that any Director shall, for whatever reason, be unable to act or continue to act as a Director, the remaining Directors may, at their discretion, pass a resolution acknowledging such Director's inability, declaring that Director's position vacant, and appointing 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.

3.8 Any Director or Officer, upon two-thirds majority vote of all members of the Foundation, may be removed from office for any cause which the Foundation may deem reasonable.

3.9 The Board shall meet from time to time, at such times and places as the Board may from time to time 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. Any Director absent from three (3) consecutive meetings of the Board without the permission of the Board made by Resolution, shall be deemed, at the meeting date upon which the Board considers the matter, to have resigned as a Director of the Foundation, and the Board may appoint such person as it deems appropriate to fill such ensuing vacancy and serve out the remaining term of that Director.

3.10 Any Director may, on written notice to the Board, resign as Director, and such resignation shall become effective when delivered to the Secretary of the Board.

3.11 The Board may pay the reasonable travel and subsistence expenses incurred by Directors in attending to Foundation business. No Officer or Director shall receive remuneration for his/her service to the Foundation.

3.12 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 his or her 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.

3.13 Quorum of Board meetings shall consist of no less than one-half (1/2) of the Directors then serving, including one or both of the Chair or Vice-Chair.

3.13.1 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.

3.14 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.

3.15 All meetings of the Directors shall be called by the Chair of the Foundation, on at least seven (7) calendar days prior notice, accompanied by the meeting agenda and copies of all necessary and related materials, communicated to each Director.

3.15.1 Notwithstanding 3.15, 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 subsequently ratified at the next regularly called meeting of the Board, and failing such subsequent ratification, shall be deemed to have been null and void.

3.16 Any four (4) Directors or alternatively, fifty (50) members in good standing or thirty (30%) percent of the membership whichever is greater, may request the Chair to call a special meeting of the Board. Such request shall be in writing, shall state the reason for the request for the meeting, which shall be the only item of business considered at the meeting, and shall be signed by all those members making the request. The Chair shall then call such meeting, to deal only with the issue raised by the request for the meeting, to be held within twenty-one (21) calendar days of receipt by the Chair of the written request for the meeting.

3.17 Every Director of the Foundation shall be deemed to have assumed office on the express understanding, agreement and condition that every Director of the Foundation and his or her heirs, executors, administrators and estate respectively shall, from time to time and 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 him or her, 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 he or she sustains or incurs in or about or in relationship to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own wilful neglect or default.

4. OFFICERS

4.1 CHAIR

4.1.1 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.

4.1.2 The Chair shall call all 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

4.2.1 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.

4.2.2 The Secretary shall maintain the Minutes of all meetings of the Board and Foundation; and shall keep a copy of the Foundation Minute Book. The Secretary shall have charge of the Corporate Seal of the Foundation. In case of the absence or inability to act, the Secretary's duties may be discharged by such Officer as appointed by the Board.

4.2.3 The Secretary shall maintain a Register of the names and addresses of 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

4.3.1 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

4.4.1 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.

4.4.2 The Treasurer shall be responsible for ensuring the proper financial management and controls of the Foundation, shall cause to have prepared a detailed accounting of all receipts and expenditures for presentation to the Board at each meeting of the Board, and shall 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 FINANCE COMMITTEE

5.1.1 The Treasurer, and such other members of the Foundation as the Treasurer shall select, shall comprise the Finance Committee of the Board, and the Treasurer shall chair the Finance Committee.

5.1.2 The Finance Committee shall meet from time to time as directed by the Treasurer, and 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 shall report to the Board in this regard at each regular meeting of the Board.

5.2 NOMINATING COMMITTEE

5.2.1 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.

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

5.3 OTHER COMMITTEES

5.3.1 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, and records of the Foundation may be inspected by any member of the Foundation, upon giving reasonable notice to the Secretary of the Foundation of his or her 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 at all times have complete access to the books, accounts, and 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 determined by the Board.

7. FOUNDATION MEETINGS

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

7.1.1 Notice of the Annual General Meeting shall be forwarded to the last address of each member recorded in the Foundation's Register of members, at least forty-five (45) calendar days prior to the Meeting. Included with the Notice of the Annual General Meeting, shall be the list of the names of those individuals nominated for and seeking election to the Board of Directors, accompanied by a brief biography of each and statement from each, and including a secure ballot which may be returned to the Foundation.

7.1.2 Any member unable to attend the Meeting, and wishing to cast a vote in the election of Directors, may do so by returning the secure ballot so that it is received by the Foundation at its registered address not later than twenty-one (21) calendar days prior to the Meeting.

7.2 The Chair may call any other such meetings of the Foundation as directed by the Board, and in such event 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.

7.3 Upon receipt by the Secretary of a written petition requesting the calling of a Special Meeting of the Foundation and setting forth the reason therefore, signed by no fewer than one-third (1/3) of the members of the Foundation, the Secretary shall call a Special Meeting of the Foundation. Such Special Meeting shall take place at a time and place selected by the Board, but in any event not later than thirty (30) calendar days after the petition is received by the Secretary, and notice of the Special Meeting, and the items of business to be considered at the Special 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 meeting.

7.4 Fifteen members who are present in person shall constitute a quorum at any meeting of the Foundation membership.

7.5 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 ballot may be utilized if the Board so directs by resolution, in which case the Board shall specify the requirements therefore.

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

8. FINANCIAL

8.1 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

9.1 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. BY-LAWS

10.1 These By-Laws may only be rescinded or amended by a special resolution of the members of the Foundation as defined in the Societies Act.

11. OBJECTS

11.1 The Objects of the Foundation, as adopted by a special resolution of the members of the Foundation on the 10th day of June, 1994, 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. In addition to the requirements for adoption of special resolutions of the Foundation as set out in 7.6, any special resolution to effect a rescission or amendment of these Objects shall additionally require three fourths (3/4) of the Directors of the Foundation voting in favour of such special resolution, failing which the special resolution shall fail.

12. DISSOLUTION

12.1 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.