

Scarborough Campus Community Radio Incorporated
BY-LAWS
Updated February 2008
(To be revised in 2010)

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I. INTERPRETATION OF THE CORPORATION

1.01 Definitions -

The following are definitions stated in this by-law and all other by-laws of the SCCR Inc. unless otherwise stated:

- (a) "The act" means the Ontario Corporations Act or any statute that may be substituted Therefore, as amended from time to time
- (b) "Letters patent" means the letters patent of incorporation of the Corporation as from time To time amended or related
- (c) "Board" means the Board of Directors of the Corporation
- (d) "Governing Council" means the Governing Council of the University of Toronto, or such Other body as may succeed the Governing Council or be substituted therefore from time to time;
- (e) "Person" includes individual, bodies corporate, partnerships, trusts and un-incorporated associations;
- (f) "University" shall mean the University of Toronto;
- (g) "UNIVERSITY OF TORONTO SCARBOROUGH" shall mean the University of Toronto Scarborough;
- (h) "Volunteer" shall mean all people who work on behalf of the corporation with or without remuneration;
- (j) Words importing the singular numbers shall include, where the context permits or requires, the plural and vice versa; similarly, all words importing only a single gender include, where context permits or requires, the female, male and other gender.
- (k) All words used in this by-law and defined in the Act shall have the meaning given to such words in the Act.

II. HEAD OFFICE AND SEAL

2.01 Head Office

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, at 1265 Military Trail, or at such other locations therein as the Board may from time to time determine by resolution.

2.02 Seal

The seal of the Corporation shall be in such form as the Board may from time to time determine by resolution and the name of the Corporation shall be endorsed thereon.

III MEMBERSHIP AND FEES

3.01 Full-Time Undergraduate Students

Any student registered for full-time undergraduate study at the University of Toronto Scarborough in a program leading to a degree, diploma or certificate of the University is a member of the Corporation, upon payment of the annual membership fee pursuant to section 3.02 hereof.

3.02 Annual Membership Fee

The Annual membership fee shall be:

- i) \$3.50 for the fall semester, \$3.50 for the winter semester, no fees shall be collected in the summer and the annual membership fee shall be adjusted annually according to the cost of living or until changed by-law. The corporation may enter into an agreement or arrangement with the University, whereby the University shall collect the annual membership fee from members together with student tuition payment and remit the annual membership fee to the corporation in a manner satisfactory to the directors, in satisfaction of the membership obligations to the members.
- ii) Payment of the total annual membership provides membership for a full fiscal year. Payment of a single semester fee only provides membership for that specific semester.

3.03 Other Students

Any other student of the University of Toronto as defined by the University of Toronto Act, 1971, as amended or re-enacted from time to time, may become a member of the Corporation on Payment to the Corporation of that annual membership fee.

3.04 Termination and Transfer

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the member's death or when the member ceases to be a member of the Corporation in accordance with the terms of this section. A member ceases to be member of the Corporation upon such member's withdrawal, suspension or expulsion from the University or upon otherwise ceasing to be qualified for membership pursuant to Section 3.01.

3.05 Non-Student Membership

Any member of the community may become a member of the Corporation if they pay the prescribed membership fee and is approved by the Board of Directors.

3.05.01 Any member of the community who wishes to be a Fusion Radio DJ must be approved by the program Manager and pay membership fees.

3.05.02 Any member of the community seeking appointment to a position on the board of the Corporation must pay the membership fee upon ratification.

IV. MEETINGS OF MEMBERS

4.01 Annual General Meeting

a) The annual meeting of members shall be held on such day in each year and at such time at such place on or in the vicinity of the UNIVERSITY OF TORONTO SCARBOROUGH campus as the Board or the Executive Committee may from time to time determine, for the purposes of receiving the financial statements and the auditor's report thereon. Appointing auditors for the annual meeting, the Corporation shall cause a copy of the balance sheet SCCR Inc. and statement of income and expenses, extracted from the Corporation's financial statements and the auditor's report thereon, to be published in an ongoing campus publication as the board or the Executive Committee may by resolution designate. Copies of the complete financial statements shall be made available for inspection at head office.

b) One (1) Annual Meeting must be held prior to March 28 of the current academic year, wherein the most recent financial statements of the Corporation must be available to members for inspection.

4.02 General Meeting

The Board or the Executive Committee shall have the power at any time to call a general meeting for the members of the Corporation to be held on such date and at such time and at such place on or in the vicinity of the UNIVERSITY OF TORONTO SCARBOROUGH campus as may be determined by the Board, the Executive Committee, or the persons calling the meeting. The phrase "meeting of members", wherever it occurs in this by-law, shall mean and include an annual meeting of members and a general meeting of members.

4.03 Requisition of General Meeting

Not less than 500 members of the Corporation may requisition the Directors to hold a general meeting of members for the purposes stated in the requisition. The requisition may consist of several documents of like form each signed by the requisitionists, it shall state the purpose of the meeting and shall be deposited at the head office of the Corporation. Upon deposit of the requisition the Directors shall forthwith call a general meeting of the members for the purposes stated in the requisition. If the directors do not, within thirty (30) days after deposit of the requisition, call a meeting, any of the requisitionists may call the meeting. A meeting called pursuant to this section, 4.03, shall be held as nearly as possible in the same manner as meetings are held under the by-laws.

4.04 Notices of General Meeting

Notice of the date, time and place of every general meeting shall be given to members prior to three (3) weeks immediately preceding the meeting in an ongoing campus publication as the board or the executive committee may by resolution designate. If no ongoing campus publication is being published when notice is required, notice shall be given by posting of notices in public places on the UNIVERSITY OF TORONTO SCARBOROUGH campus, as well as on the SCCR Inc. Website and other forms of e-communication available to SCCR at UNIVERSITY OF TORONTO SCARBOROUGH, as at locations designated by the Executive Committee, pursuant to section 8.02 hereof.

Notice of the date, time and place of every meeting of members shall be given to the auditors in writing at least fourteen (14) days before the meeting. Notice of a meeting of members shall state the general nature of the business that is to be transacted thereat.

4.05 Chair and Chief Information Officer

In the chair's absence, the vice president shall be interim chair at any meeting of members and, if none of the said officers are present within fifteen minutes after the time appointed for holding the meeting, the persons then present entitled to vote shall choose a Chair from amongst themselves. The Chief Information Officer shall act as minute taker at any meeting of members or, if the Chief

Information Officer is absent, the Chair of the meeting shall appoint some person, who need not be a member, to act as minute taker of the meeting.

4.06 Attendance at a General Meeting

At a general meeting, all directors of the corporation must attend or submit in writing, notice of their absence. Those entitled to vote are the directors, the auditor of the corporation, and members of the corporation. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of those attending the meeting.

4.07 Quorum of a General Meeting

A quorum for the transaction of business at any general meeting shall be fifty (50) members, of whom at least twenty-five (25) members shall be present in person.

4.08 Right to Vote at a General Meeting

At a meeting of members each member of the Corporation shall be entitled to one vote, except pursuant to section 4.09. The status of a person as a member shall be established by presentation of a valid student identity card or by such other means as may be determined by the Board.

4.09 Proxies at a General Meeting

Every member entitled to vote at a general meeting may by means of a proxy appoint a person, who is a member, as her or his nominee to attend and act at the meeting in such a manner to the extent and with the power conferred by the proxy. No one person shall be able to hold more than twenty-five (25) proxies.

The proxy shall:

- a. Be in writing executed by the member or their attorney authorized in writing and shall confirm with the requirements of the Act
- b. Be valid only for the meeting specified therein, as such meeting may be adjourned from time to time, but in any case shall cease to be valid after the expiration of fourteen (14) days from the date thereof
- c. Be deposited with the Chair of the meeting before any vote is cast under its authority, or before such earlier time, not exceeding forty-eight (48) hours, excluding non-business days, preceding the meeting as the Board may fix by resolution
- d. Specify to what motion(s) to which it pertains

4.10 Scrutineers at a General Meeting

At each general meeting, one or more scrutineers, who need not be members of the Corporation, may be appointed by a resolution of the meeting or by the Chair to serve at the meeting.

4.11 General Meeting Procedure

All questions proposed shall be determined by a majority vote.

4.12 Show of Hands at General Meeting

Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a poll is demanded. Upon a show of hands every person who is present and

entitled to vote shall have one vote. The results of each question asked shall be recorded in the meeting minutes.

4.13 Polls at a General Meeting

The Chair of a general meeting or those entitled to vote may demand a poll be taken on any question asked. The requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll.

4.14 Casting Votes at a General Meeting

In case of an equality of votes at any general meeting, either upon a show of hands or upon a poll, the Chair of the meeting shall not be entitled to a second or casting vote and the resolution shall be deemed to be defeated. In the case of an equality of votes at any Board of Directors meeting, either upon show of hands or upon a poll or by secret ballot, the Chair of the meeting shall be entitled to a second or casting vote.

4.15 Adjournment of a General Meeting

The Chair presiding at a meeting of members may, with the consent of the meeting and subject to such condition as the meeting may decide, adjourn the meeting from time to time and from place to place.

V. ELECTION

5.01 Spring Elections

An election shall be held in the Spring term for the election of Directors, pursuant to section 6.01 b. The date of the election shall be determined by the Board provided that it shall be no earlier than February 28 and no later than March 28. Notice of the date of the election shall be given at least one month prior and the notice shall include information respecting nomination procedures. Notice shall be given in the same manner as notice of a meeting of members.

5.02 By-Elections

A by-election shall be called by the Board to fill any vacancy which may occur in the Board within forty five (45) days of the position becoming vacant.

Notwithstanding the provisions of Section 5.05 hereof, upon resolution of the Executive committee, if no member is nominated to fill a vacancy as aforesaid from among the members in the Constituency to which the vacancy applies, nomination for a member to fill such vacancy shall be re-opened and a member who is not a member of such Constituency may be nominated and elected to fill such vacancy, provided that no member may be a candidate in more than one Constituency during this second round of by-elections.

5.03 Term of Office

The Directors and officers elected in the Spring Elections or in any By-Election, pursuant to Section 5.02, shall take office in accordance with the provisions of Section 5.05 hereof, and shall hold office until the Joint Meeting held following the next Spring Election, unless otherwise noted.

5.04 Election of Directors

The number of Directors provided for each Constituency pursuant to Section 6.03 hereof, shall be nominated and elected by and from among the members in the respective Constituencies by the votes cast in a secret ballot. Each member shall be eligible to vote for the Directors in such Constituency, and shall be entitled to one vote for each of such Directors.

5.05 Election Procedures

The Executive Committee, as established pursuant to Article VIII, shall make all preparations for the elections contemplated by this Article V. The procedures related to holding elections for membership.

The Corporation's Board of Directors shall be detailed in policy.

VI. DIRECTORS

6.01 Members

a) The Board will consist of 16 members, made up of the following:

Voting Members:

- i) University of Toronto Scarborough Faculty Representative
- ii) Two (2) Members at large (elected by the Board)
- iii) Four (5) full time student members; (elected by UNIVERSITY OF TORONTO SCARBOROUGH)

These five full time student members are elected as:

1. Chair
2. President
3. Vice President
4. Chief Financial Officer
5. Chief Information Officer

- iv) Station Manager; (hired)
- v) DJ Representative (elected by Fusion Radio DJs)

Non-Voting Members:

- vi) Program Manager; (non-voting)
 - vii) Music Director; (non-voting)
 - viii) Marketing Director; (non-voting)
 - ix) Frequency Editor, (non-voting)
 - x) Technical Director, (non-voting)
 - xi) Webmaster and Designer (non-voting)
- b) Members as outlined in 6.01 (a) I and II will be appointed by the Board
Members as outlined in 6.01 (a) iii will require an election as outlined in the general elections policy
Members as outlined in 6.01 (a) iv, vi-xi will be hired as per Article XI of this document.
Members as outlined in 6.01 (a) v will require an election as outlined in the DJ Representative elections policy
Members as outlined in 6.01 (a) ii will require an election as outlined in the Members at Large elections policy.

6.02 Duties

The Board shall manage, or supervise the management of, the affairs and business of the Corporation. Directors shall act with diligence, honesty and good faith in the best interest of the Corporation. Directors shall regularly attend meetings of the Board and the Committees to which they have been appointed; shall report on the activities of the Corporation on a regular basis to their respective constituents.

6.03 Eligibility

Each Director and Officer shall, at the time of their nomination and election to office, and throughout their term of office, be a member of the Corporation. A Director or Officer of the Corporation shall cease to be eligible to remain in office if the Director or Officer:

- i) ceases to be a member of the Corporation;
- ii) at any time becomes of unsound mind or is found by any court of competent jurisdiction to be mentally incompetent;
- iii) at any time becomes bankrupt;
- iv) submits a written resignation from such office;
- v) subsequent to September 1 of any year, fails to attend three consecutive meetings of the Board or any four meetings of the Board and the Board does not otherwise resolve that such Director or Officer shall continue to be eligible to remain in such office

Furthermore, a Director of the Corporation shall cease to be eligible to remain in such office if the Director, subsequent to September 1 of any year, fails to attend two consecutive meetings of the Committee to which such Director has been appointed or any four meetings of the Committee, or fails to satisfy the office hour requirements as established pursuant to section 6.01 for three consecutive weeks, and the Board does not otherwise resolve that such Director shall continue to be eligible to remain in such office.

6.04 Quorum in Meetings of the Board of Directors

A majority of 50% plus one (1) of the voting members in office of the board shall constitute quorum for the transaction of business.

6.05 Voting in Meetings of the Board of Directors

All Directors shall have one vote at each Director's meeting, unless a director holds a proxy.

The proxy shall:

- a. Be in writing executed by the member or their attorney authorized in writing and shall confirm with the requirements of the Act
- b. Be valid only for the meeting specified therein, as such meeting may be adjourned from time to time, but in any case shall cease to be valid after the expiration of fourteen (14) days from the date thereof

6.06 Action by the Board

- a) The Board shall make all determinations and take all such action in exercise of its powers by, or pursuant to, a by-law or resolution passed at a meeting of Directors at which a quorum is present. The Board may, by resolution, decide to present any question to members for determination by referendum. The Directors and Officers shall be free to adopt public positions and make recommendations to the members with respect to such questions.
- b) Not less than 500 members of the Corporation may requisition the Board to hold a referendum with respect to passing any resolution that may properly be passed at a meeting of the Board. The provisions of section 6.07 and 6.08 hereof shall apply allowing other things to change accordingly to such requisition and referendum.

6.07 Vacancies

- a. If an elected director vacancy should occur in the Board, a by-election shall be held in the constituency which elected the director whose office has been vacated pursuant to the provisions of section 5.02 hereof. Such vacancy shall not be filled by the Directors remaining in office.

- b. If an appointed vacancy should occur on the Board, the Board shall advertise and seek to reappoint individuals to those vacancies pursuant to section 6.01 b. When necessary, a hiring committee shall be struck pursuant to section XI.

6.08 Notice of Meetings of the Board of Directors

The Executive Committee, as provided for under Article VIII shall , no later than the first day of the summer semester, give notice of the time, place and date of regular meetings of the Directors for the academic year. It is the responsibility of the Directors of the Board to schedule meetings at the first Board of Directors meeting of the term. Notice shall also be given to members by posting, at least 48 hours before the start of each meeting, the time, place and date of the meeting..

6.09 Procedure of Board of Director Meetings

Subject to the letter patent and by-laws, *Robert's Rules of Order, Newly Revised* shall form the rules of procedure of the Board.

6.10 Persons Entitled to be Present Board of Director Meetings

All meetings of the Board and Committees of the Board shall be open to the public unless otherwise decided by a majority of the voting Directors present. If a meeting is closed to the public, the reason therefore shall be announced at the next Board meeting.

6.11 Minutes of Board of Director Meetings

Each Committee shall provide minutes of its meetings to the Directors for approval. Any section of such minutes shall upon request of anyone member of the Board, be made an external resolution requiring approval of the Board. All minutes that have been distributed to the Directors shall be included on a list of minutes that shall be distributed to Directors at least forty-eight hours before the Board meeting.

6.12 Rescission of Resolutions

All resolutions passed by the Board shall remain in force until rescinded. Resolutions of the Board may be rescinded by a two-thirds vote of the Directors present and voting or by a majority vote of the Directors present and voting if notice of resolution to rescind has been given at least 24 hours prior to the meeting of the Board of Directors at which the resolution is to be considered.

6.13 Auditor's Attendance at Meetings

The auditor of the Corporation shall be entitled to attend and be heard at meetings of the Board on matters relating to the financials

6.14 Place of Meeting

Meetings of the Board of Directors and of the Executive Committee must be held within the Province of Ontario.

6.15 Chair and Chief Information Officer

In the chairs absence, the vice president shall be interim chair at any meeting of the Board of Directors and, if none of the said officers are present within fifteen minutes after the time appointed for holding the meeting, the persons then present entitled to vote shall choose a Chair from amongst themselves.

The Chief Information Officer of the Corporation shall act as minute taker at any meeting of the Board and if the Chief Information Officer of the Corporation is absent, the Chair of the meeting shall appoint a new person, who need not be a Director, to act as minute taker of the meeting.

6.16 Remuneration and Expenses

The Directors shall not be paid any remuneration for their services as Directors. The Directors may, with the approval of the Board of Directors, be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the Board or any Committee thereof. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving remuneration therefore. The Directors may, by resolution, approve the payment of remuneration to the members of the staff of SCCR Inc. in respect of their employment.

6.17 Interest of Directors in Contracts

Subject to the provisions of the Act, it shall be the duty of every Director of the corporation who has, directly or indirectly, any material interest in any material contract or transaction to the Corporation or a subsidiary thereof is, or is to be, a party, other than a contract of remuneration as a Director, officer or employee, to disclose such interest in such contract or transaction in accordance with the requirements of the Act and to refrain from voting in respect thereof at any meeting of the Board of Directors, and any Director so disclosing such an interest will not be counted as being present at the meeting for the purpose of determining whether a quorum is present at the time a vote is taken in respect of the contract or transaction in which the Director has disclosed such an interest.

VII PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Indemnity of Directors, Officers and Employees

Every Director, Officer and employee of the Corporation and their heirs, executors, administrators and other legal personal representative shall from time to time be indemnified and saved harmless by the Corporation from and against:

- a) any liability and all costs and expenses that they sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of their duties
- b) all costs, charges and expenses that they sustain or incur in respect of the affairs of the Corporation

Provided that no Director or Officer of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that they sustain or incur in or about any action suit or other proceeding as a result of which they are adjudged to be in breach of any duty or responsibility imposed upon them under the Act or under any other statute unless, in an action brought against them in their capacity as Director, officer or employee, they have achieved complete or substantial success as a defendant.

7.02 Insurance

Subject to the provisions of the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors, officers or employees as the Board may from time to time determine.

7.03 Notification of Expiration

Upon expiration of any insurance outlined in section 7.02, or upon any other event leading to a reduction or elimination of insurance for the benefit of the Directors, officers, or employees, the

administrator shall give actual notice of such expiration, reduction or elimination to all Directors, officers, and employees.

VIII EXECUTIVE COMMITTEE

8.01 Members of the Executive Committee

The Corporation shall have the following officers who shall form the Executive Committee of the Board of Directors:

- a) President (Chair of the Executive Committee)
- b) Vice President
- c) Chief Information Officer
- d) Chief Financial Officer
- e) Station Manager

8.02 Powers and Duties

The Executive Committee shall carry out all decisions of meetings of the Board of Directors and shall have such specific powers and duties as are provided in this by-law or as may be delegated to it from time to time by the Board of Directors. Without limiting the foregoing,

- 1) the powers of the Executive Committee include the power to:
 - a) authorize the reimbursement of the reasonable expenses incurred by Directors and officers of the Corporation in carrying out their duties, including their attendance at meetings of the Board of Directors and the Executive Committee
 - b) authorize the reimbursement of the reasonable expenses incurred by members of the Corporation in carrying out their duties as members of Committees or otherwise being engaged in approved projects
 - c) employ such staff as it deems necessary and determine and review their terms of employment
 - d) establish special Committees and appoint the chairs thereof, for such purposes as may be determined by the Executive Committee, and terminate any such special Committee when its purpose has been fulfilled
 - e) recommend to the Board a budget for the allocation of Corporation funds in accordance with Article XIV, expend funds of the Corporation in accordance with the budget, as approved by the Directors, and establish procedures for the administration of the corporation's funds;
 - f) recommend the agenda for meetings of the Board.
- 2) the duties of the Executive Committee include:
 - a) The President shall act as the chair at meetings of the Executive Committee and in the President's absence the Vice President shall act as Chair.
 - b) The executive Committee shall fix its own rules of procedure and shall meet when, where and as provided by such rules or by resolution of the Board. Every question considered by the Executive Committee shall be determined by a majority of the votes cast on the question and in the case of an equality of votes, the resolution shall be deemed to be defeated. Any

resolution of the Executive Committee MAY be referred by the President to the next meeting of the Board of Directors for approval.

- c) Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business.
- d) Minutes of the Executive Committee must be forwarded to the Board within 48 hours.

8.03 President

a) Duties - The President shall:

- i) serve as the official representative of the Corporation
- ii) be an ex-officio member with a vote on all committees of the Corporation
- iii) act as Chair of the meetings of the Executive Committee
- iv) in the absence of a Chief Financial Officer, carry out the duties of Chief Financial Officer.
- v) schedule and be responsible for the Annual General Meeting
- vi) have knowledge of the Constitution, bylaws and policies
- vii) must oversee all directors and oversee the Station Manager
- viii) must keep track of date requirements for hiring and elections
- ix) Ensure timely reporting and evaluations of Staff and the Station manager

b) Remuneration - The President shall receive no remuneration.

c) Term - No person shall serve as President for more than four consecutive terms.

8.04 Vice President

a) Duties - The Vice President Shall:

- i) In the absence of the President, perform the duties of the President
- ii) In the absence of the Chief Information Officer carry out the duties of the Chief Information Officer
- iii) recommend policy to the Executive Committee with respect to the matters of the corporation
- iv) have knowledge and custody of the Constitution and bylaws.
- v) Act as minute taker in the absence of the Chief Information Officer
- vi) Be involved in the preparation of the Annual Audit alongside with the Chief Financial Officer and the remaining members of the Executive
- vii) Ensure that all committees meet regularly and report to the Board
- viii) shall act as the chair of the hiring committee and be responsible for all notices of hiring and recruitment packages

b) Remuneration - The Vice President shall receive no remuneration.

c) Term - No person shall serve as Vice President for more than four consecutive terms.

8.05 Chief Financial Officer

a) Duties - The Chief Financial Officer shall:

- i) in the absence of the Vice President, perform the duties of the Vice President;
- ii) be responsible for the maintenance and security of the financial records of the corporation
- iii) be responsible for the coordination and preparation of the annual budget and any subsequent revisions to be presented to the board of directors
- iv) be an ex-officio member with a vote on all Committees of the Corporation;

- v) ensure the orderly transfer of all assets, books and other financial records to the incoming Chief Financial Officer.
 - vi) be responsible for the preparation of the annual audit to be submitted to student affairs by November 30th.
 - vii) Be responsible for the timely remuneration of staff
 - viii) have knowledge of the Constitution, bylaws and policies
 - ix) Maintain the documentation of all bank accounts, including accounts held with Royal Bank of Canada and ING Direct.
 - x) Transfer of excess funds into SCCR Inc. ING Direct Business Savings Account.
- b) Remuneration - The Chief Financial Officer shall receive \$500 for keeping SCCR Inc. books up to date on a weekly basis. As well to ensure that all disbursements are made within 5 business days.
- c) Term - No person shall serve as Chief Financial Officer for more than four consecutive terms.

8.06 Chief Information Officer

- a) Duties - The Chief Information Officer shall:
- i) take minutes for all meetings of the Board and the Executive committee including a record of attendance and voting
 - ii) make those minutes available to all members of the Corporation
 - iii) be responsible for the organization and execution of the Annual General Meeting in consultation with the President.
 - iv) Maintain the board office files and electronic database
 - v) ensure that agendas, minutes, and meeting documentation are sent out
 - vi) create audio recordings of all meetings make them available via the internal SCCR Inc. database
 - vii) Ensure that all documents and information on the Fusion Radio website are up to date.
 - viii) conduct and file the necessary correspondence in accordance with established policy
 - ix) Ensure the Constitution, By-laws, and policies of the corporation are complied with
- b) Remuneration - The Chief Information Officer shall receive no remuneration.
- c) Term - No person shall serve as Chief Information Officer for more than four consecutive terms.

8.07 Chair

- a) Duties - Chair:
- i) Preside at meetings of the Board and of Members
 - ii) Provide official interpretation on the resolutions of the Board
 - iii) have full understanding of Roberts Rules of Order, Newly Revised, SCCR By-laws, and all other policies
 - iv) responsible for the scheduling and posting notice of all meetings
 - v) provide hard copies of all meeting documentation ready for distribution at each meeting
 - vi) Prepare agendas for all meetings
 - vii) Ensure the standardization of minutes, agendas and document filenames
 - viii) Be responsible for the orderly conduct of all meetings
 - ix) Be responsible for providing refreshments at each meeting in accordance to SCCR Inc. operating budget
- b) Remuneration - The Chair shall receive no remuneration.
- c) Term - No person shall serve as Chair for more than four consecutive terms.

8.08 Vacancy of Officers

Upon the office of President, Vice President, Chief Financial Officer or Chief Information Officer becoming vacant, the Board shall designate the Vice President, or if the Vice President is unable to act, another member of the Executive Committee to perform the duties of the vacant position, in addition to their current duties, no later than thirty (30) days following such vacancy. The designated officer shall perform the duties of the vacant position until such time as a new board member is elected.

8.09 Agents and Attorneys

The Board shall have power from time to time to appoint Agents or Attorneys for the Corporation in or out of Ontario and such powers of management or otherwise (including the power to sub-delegate) as the Board may determine.

8.10 Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any officer, Agent or Attorney of the Corporation.

IX COMMITTEES

9.01 Committees

a) Subject to Subsection 9.01 (b) hereof, the Board or the Executive Committee may from time to time establish Committees with such duties and powers and for such purposes as the Board or the Executive Committee, as the case may be, shall determine at the time of such establishment. The membership of such Committees shall be determined by the Board or the Executive Committee as the case may be.

b) A committee Chair other than the Vice President may be selected by a majority vote of the board or executive committee as the case may be.

9.02 Additional Members of Committee

Subject to the approval of the Board, the members of each Committee may appoint other members of the Corporation to be members of the Committee with a vote.

9.03 Term

Non-Board members of Committees shall serve until the dissolution of the committee or end of the fiscal year. Subject to the approval of the Board, a member may be removed from a committee by a motion for removal passed by a majority vote of Committee members present at the meeting.

9.04 Meetings of Committees

Each Committee shall, subject to the approval of the Board, fix its own rules of procedure and shall meet when, where and as provided by such rules or by resolution of the Board. Every question considered by a Committee shall be determined by a majority of the votes cast and in the case of an equality of votes shall be deemed to be defeated. A majority of the members of the Committee or four (4) members thereof, whichever is less, shall constitute a quorum for the transaction of business.

9.05 Notice of Committee Meetings

Actual Notice of all Committee meetings shall be given to all members of the Committee not less than twenty-four (24) hours before the time when the meeting is to be held. Notice is not necessary if all of the Committee members are present or if those absent waive notice or otherwise specify their consent to the holding of such a meeting.

X COMPLAINTS AND GRIEVANCES

10.01 Committee Structure

When a complaint arises, a committee will be convened as per Article IX with a maximum of three (3) members. This committee will only be struck when a complaint relating to the Corporation's organization, operations or structure is received.

a) A formal written complaint should be lodged with the President. The President will provide copies of the written complaint to the committee members and any relevant parties. The complaint will be addressed at a committee meeting to be held no later than fourteen (14) days following the submittal of the complaint.

10.02 First Appeal

If the complaint is not resolved to the satisfaction of the complainant the Board will address the complaint at the next regularly scheduled Board meeting.

a) The Board will meet and hear the complaint and present its decision, in writing, to the President of the Corporation and a copy to the complainant at the next regularly scheduled Board meeting.

10.03 Further Appeals

Should the complainant file a further appeal which has already been ruled upon by the Board, this must be submitted, in writing, to the Assistant Principal (Students) in the Office of Student Affairs at the University of Toronto, Scarborough.

XI ADMINISTRATION

11.01 Station Manager Hiring

a) The Station Manager Hiring Committee will be composed of the outgoing President, Vice President and station manager.

If the any of the above individuals are seeking appointment to station manager, the hiring Committee shall be filled with the following, in this order:

- i) Chief Financial Officer
- ii) Chief Information Officer
- iii) Member of the Board of Directors as determined by Chair of the Hiring Committee

b) The hiring committee shall submit to the board for approval the recommendation for the selected station manager, prior to March 30th. The Vice President will call for applications at minimum (4) weeks prior to March 30th.

11.02 Staff Duties

The Station Manager shall:

- i) act as a chief administrative officer and chief operating officer
- ii) be immediately responsible to the President
- iii) act as manager of all staff
- iv) generally oversee the station
- v) in consultation with the Chief Financial Officer, receive and administer all funds accruing to the Board
- vi) in consultation with the Chief Financial Officer, be responsible for maintaining the financial records of the Corporation's publications
- vii) - - be an ex-officio member with a vote on the Board and all the corporations committees
- viii) act as a liaison between staff and the Board

- ix) sit on hiring committee for staff as per 11.01 and 11.03
- x) be responsible for staff evaluations and reports to the board

Other Staff

The duties and responsibilities of each of the staff positions will be laid out in each staffs respective staff manual, job description and contract.

11.03 Staff Hiring

- a) The Staff Hiring Committee shall be composed of: President, Vice president and Station Manager.

Staff to be hired include:

- i) Program Manager
- ii) Music Director
- iii) Marketing Director
- iv) Technical Director
- v) Frequency Editor
- vi) Webmaster and Designer
- vii) Assistant & Business Manager
- viii) Any other positions determined by the Board.

Staff to be hired by decision of the Station Manager and Executive Committee:

- I. Events Coordinator and Event Equipment Manager
- II. 2 Work Study Students – Duties to be decided on an annual basis by the Station Manager and Executive Committee

- b) The hiring committee shall submit to the board for approval the recommendations for the selected staff, prior to April 15th. The chair will call for applications at minimum (4) weeks prior to April 15th

XII AMENDMENTS OF BY-LAWS

12.01 Amendment of By-Laws

The Directors may, by resolution passed by two-thirds of the Directors present and voting at a meeting of the Board of Directors, make, amend, or repeal any by-laws not contrary to law, the Act or letters patent that regulate the affairs of the Corporation. Notice of a meeting of the Board of Directors called to consider such a resolution shall, in addition to the other requirements imposed by these by-laws be given as follows:

- a) Notice of the full text of the proposed by-law, or amendment shall be given to each Director at least fourteen (14) days prior to the date of the meeting called to consider same
- b) A summary of the proposed by-law or amendment shall be published in The Underground newspaper or other comparable newspaper (distributed on the University campuses and having comparable distribution) as the Board or the Executive Committee may by resolution designate, at least fourteen (14) days prior to the date of the meeting called to consider same and the full text thereof shall be available without cost to any member upon request at the offices of the Corporation.
- c) A summary of the proposed by-law or amendment shall be published on the SCCR Inc. website at least fourteen (14) days prior to the date of the meeting

12.02 Member's Approval

The Directors shall submit an amendment, repeal or re-enactment of all Articles of this by-law dealing with the subject matter dealt with in such Articles to the members at the next meeting of members. The members may, subject to the requirements of the Act, by a majority of the votes cast by the members who voted in respect thereof confirm, reject or amend the by-law, amendment or repeal.

12.03 Alternative Approval by Members

The Directors may, by resolution, determine to submit a by-law, or an amendment or repeal of a by-law requiring approval of members pursuant to section 12.02 to the members for approval by referendum. In that case, a referendum shall be held pursuant to section 12.04 hereof and the members may, subject to the requirements of the Act, by a majority of the votes cast in the referendum, confirm or reject the by-law, amendment or repeal.

12.04 Referendum Procedure

A referendum of the members of the Corporation for the purposes of determining a question pursuant to section 12.03 hereof, shall be conducted in accordance with the following provisions:

- a) Those procedures as outlined in the Referendum and Plebiscite Policy of the corporation
- b) The notice shall include the text of the question or questions to be voted upon in the referendum
- c) The full text of the by-law enactment, amendment or repeal shall be available without cost to all members of the Corporation at locations on the UNIVERSITY OF TORONTO SCARBOROUGH campus determined by the Board
- d) the referendum shall be conducted by secret ballot and each member shall be entitled to cast one vote;
- e) The majority of the votes cast in the referendum (excluding invalidated ballots) shall determine the question, subject to the requirements of the Act.

12.05 Approval by Governing Council

Any amendment, repeal or re-enactment of Article III, V, VII, or sections 4.01, 4.03, 14.03, 14.07, or 14.11 of this by-law shall be effective only upon approval thereof, by the governing council

12.06 Effective Date

A By-Law, amendment or repeal of a by-law shall be effective when enacted by the Board of Directors, unless the approval of members is required pursuant to section 12.02, in which case the By-laws, amendment or repeal shall be effective only upon confirmation thereof by members pursuant to either section 12.02 or section 12.03 hereof. Provided that such by-law, amendment or repeal shall not be enforced or acted upon until the approval thereof by the Minister of Consumer and Corporate Affairs has been obtained.

12.07 Access to By-laws

A copy of this By-law shall be submitted to the Office of Student Affairs (University of Toronto Scarborough) and the Office of Student Affairs (University of Toronto). As well, the By-laws will be made available to all members of the Corporation at the Head Office. Any changes to this By-law will be reported to the Office of Student Affairs (University of Toronto Scarborough) and the Office of Student Affairs (University of Toronto) and a revised copy will be forwarded.

XIII NOTICES

13.01 Method of Giving

Any notice, communication or other document to be given or sent by the Corporation to a member, director, officer, or auditor of the Corporation under any provision of the letters patent or by-laws of the Corporation or the Act, shall be sufficiently given if it is:

- a) delivered personally to the person to whom it is to be given;
- b) delivered to the person's latest address as shown on the records of the Corporation
- c) mailed and pre-paid ordinary mail or by air mail, in a sealed envelope addressed to the person at such person's latest address as shown on the records of the Corporation
- d) sent to the person at the person's latest address (as shown on the records of the Corporation) by any form of transmitted or recorded communication (including e-communication)
- e) published in an ongoing campus publication, as the board or Executive Committee may by resolution designate; provided that this paragraph shall not apply in respect of notice to the auditor of the Corporation;
- f) telephoned to the person or a message left with a person who could reasonably be expected to communicate the message to such person provided that this paragraph shall not apply in respect of notice to the auditors of the Corporation;
- g) in the case of a Director, deposited in that Director's mailbox at the corporation's head office, except where otherwise provided in these by-laws.

A notice, communication or document so delivered be deemed to have been given when it is delivered personally at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given or sent when deposited in a post office or public letter box; and a notice sent by any form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch. Where on three consecutive occasions, notices, communications or other documents have been mailed to a member at the member's latest address as shown on the records of the Corporation and where on three consecutive occasions, notices, communications or other documents have been returned by the post office to the Corporation, the Corporation shall not be required to mail to the member any further notices, communications or other documents until such time as the Corporation receives written notice from the member requesting that notices, communications or other documents be sent to the member at a specified address. The Chief Information Officer may change the address on the records of the Corporation of any person in accordance with any information believed by the Chief Information Officer to be reliable.

13.02 Computation of Time

In computing the date when notice must be given pursuant to any requirement for specified number of days' notice of any meeting or other event, the date on which the notice is given shall be included and the date of the meeting or other event shall be excluded.

13.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer or auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise found thereon.

XIV FINANCIAL MATTERS

14.01 Expenditure of Funds

The funds of the Corporation shall be expended only pursuant to a budget approved by the Directors. Notwithstanding the foregoing, the Executive committee may by resolution approve the expenditure of no more than \$500 of the corporation's funds pursuant to sections 8.02. The executive committee shall report any such expenditure to the next meeting of the Board.

14.02 Preparation of the Operating and Revised Budgets

Budgets shall be prepared by the Chief Financial Officer, based upon the information provided by the Station Manager and Committee chairs concerning the proposed expenditures and financial requirements of their respective Committees. The Chief Financial Officer shall submit budget recommendations to the Executive Committee for its consideration and the Executive Committee shall submit a budget to the Board of Directors for approval.

14.03 Preliminary Budget

The outgoing Chief Financial Officer shall present a Preliminary Budget, as approved by the outgoing Executive Committee, to the first board meeting of new Directors. The Preliminary Budget shall authorize the expenditure of funds until the approval of the Operating Budget, and may also provide for allocation of a contingency amount which may be expended as approved by the Executive Committee.

14.04 Operating Budget

The Station Manager and Committee chairs shall, no later than May 30th of each year, provide information to the Chief Financial Officer as to the proposed expenditures and financial requirements of their respective Committees for the current fiscal year, as approved by resolution of their respective Committees. The Chief Financial Officer shall present a proposed Operating Budget to the Board of Directors for their consideration, no later than June 30th of each year. The Operating Budget shall be the major budget for the fiscal year, shall determine a target for the operating surplus or deficit for the fiscal year, and shall provide for all expenditures of the Corporation for the balance of the fiscal year.

14.05 Revised Budget

The Chief Financial Officer shall present a proposed Revised Budget to the Directors for their consideration no later than January 30 of each year. The Revised Budget shall provide revised estimates of income and expenditures to reflect the financial position of the Corporation for the current fiscal year. Along with the revised budget the Chief Financial Officer must present a variance analysis of budgeted vs. actual expenditures.

14.06 Approval of Budget

The Preliminary Budget, the Operating Budget and the Revised Budget shall be approved by a majority vote of the Directors present and voting at a meeting of Directors. A budget may be amended or repealed only by a two-thirds vote of the directors present and voting at a meeting of Directors.

14.07 Borrowing

The Board of Directors may from time to time:

- a) Borrow money on the credit of the Corporation
- b) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

Notwithstanding the foregoing, the Corporation shall not:

- a. without the approval of the Governing Council, borrow money other than from chartered banks or trust companies, provided that such restriction shall not apply to purchase money obligations; or borrow money which is not fully repayable during a term of one year or less, unless
- b. approved by a resolution passed by two-thirds of the Directors present and voting.

14.08 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or body corporate as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers or other persons as the Board may designate, direct or authorize from time to time and to the extent thereby provided.

14.09 Execution of Instruments

Instruments requiring the signature of the Corporation must be signed by two persons out of the following: the Chief Financial Officer, President or the Station Manager. If necessary, due to the absence of two of the aforementioned individuals, a member of the Executive Committee may sign. Any member of the Executive Committee may certify, under the corporate seal, copies of any by-law, resolution, minutes or other document relating to the Corporation and any officer may sign a certificate under the seal of the Corporation as to matters of fact in connection with the Corporation within the purview of authority of such officer. Instruments so signed shall be binding upon the Corporation without further authorization or formality. The Board may, at any time and from time to time, direct the manner in which any person or persons by whom any particular instrument, class of instruments or instruments in general shall or may be signed. The corporate seal shall be affixed to any instrument on which the seal is required. For the purpose of section, "instruments" include contracts, deeds, mortgages, transfers and assignments of any property of the Corporation, proxies, obligation, certificates and any other documents.

14.10 Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of April each year.

14.11 Financial Statements

The Corporation shall comply with the financial statements requirements of the Act which are applicable to the Corporation. Notwithstanding the generality of the foregoing, the Corporation shall cause to be prepared the following financial statements, including but not limited to:

- d) Balance Sheet;
- e) Statement of Income and Expenses;
- f) Statement of Accumulated Equity;
- g) Statement of Change in Financial Position.

The financial statements of the Corporation and the auditor's report thereon shall be published and made available for distribution to members of the Corporation in accordance with the provisions of section 4.01 hereof, and shall be filed with governing council not later than 7 months following the end of the corporation's fiscal year.