Radio Malaspina Society
Constitution and Bylaws

1. Name of the Society

The name of the society is the Radio Malaspina Society, and hereafter in this Constitution and the Bylaws shall be referred to as the Society.

2. Purpose of the Society

The Society is to provide the educational community of Vancouver Island University with an FM Radio Station capable of performing the below stated purposes:

a) to provide, local and Canadian, actors and musicians a broadcast platform on an alternative, commercial free campus/community radio station;

b) to offer the general public an intelligent, innovative, entertaining, alternative to the programming fare currently offered;

c) to communicate, with the highest standards of journalism, the concerns, interests and activities of the campus, as well as the academic environment, to the general public;

d) to give groups from the campus/community (other than partisan political or religious groups) an opportunity to communicate with their members and with the general public;

e) to give individuals an opportunity to develop and use their creative talents on radio.

3. Dissolution of the Society

Upon the winding up or dissolution of the Society, any assets remaining after the satisfaction of the Society's debts and liabilities shall be held in trust until such time as the said assets may be transferred to a responsibly managed organization having purposes similar to those of the present Radio Malaspina Society.

4. Unalterability Clause

Sections 3 and 4 of this constitution are unalterable in accordance with section 22 of the Society Act of the Province of British Columbia.

Bylaws

Bylaw I – INTERPRETATION

1. All references to the plural shall include the singular, and vice-versa.

2. In these bylaws, unless the context otherwise requires,

a) "Member" means those persons who satisfy the requirements of Bylaw II:

b) "Forum" means that group of people responsible for establishing policies and procedures including the Board of Directors of the Society and all radio station staff receiving financial remuneration for their contribution to the Society;

c) "Director" means the directors of the Society for the time being;

d) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.

e) "Navigator Newspaper" refers to the Navigator newspaper or a Radio Malaspina supplement or and independent newspaper run by the Radio Malaspina Society;

f) "Sponsorship" means an allowed 30 second time spot aired in exchange for financial consideration, twice per hour, at regular 60 minute intervals.

Bylaw II – MEMBERSHIP

1. Members

The members of the Society shall be:

a) All students who have registered in at least one credit course at Vancouver Island University Nanaimo Campus, for the current or previous semester and who have paid membership fees to the Society.

b) Any individuals who are faculty, staff or administration at Vancouver Island University campus, or individuals from the community at large who have paid membership fees to the Society.

2. Cessation of Membership

a) Individuals shall cease to be members when they cease to meet the requirements of bylaw II, Article 1, Clause a) or b)

b) Individuals may be expelled from the society by special resolution in a general meeting.

3. Membership in Bad Standing

a) Individuals may be deemed members in bad-standing by special resolution in a general meeting.

Bylaw III – MEMBERSHIP AND SPONSORSHIP FEES

1. Setting of Membership and Sponsorship Fees

Except as hereinafter provided membership and sponsorship fees may be set in the following ways:

a) by the majority vote of at least 1% or 60 members (of which a majority are students), which ever is less, of the members of the society at a general meeting or referendum provided sufficient notice has been served as per bylaw IV, Article 6.

b) by a unanimous vote of the Board of Directors

2. Amount of Membership Fees

The membership fee shall consist of:

a) a fee of not less than $0.95 per month per member applicable to the months in which they are students at Vancouver Island University

b) Faculty, staff and administration at Vancouver Island University and members of the community at large shall pay a fee of not less than $20 per year.

3. Amount of Sponsorship Fees

Sponsorship rates are set by the station manager.

Bylaw IV – GENERAL MEETINGS AND REFERENDA

1. Types of General Meetings

There shall be two types of general meetings:

a) Annual General Meetings; and

b) Special General Meetings.

2. Annual General Meeting

The Annual General Meeting of the society shall be held once a year between October 1 and October 30 each year as set by a majority vote of the Board of Directors. At the Annual General Meeting, the Board of Directors gives their presentation of the financial records of the past year and other past business. After this presentation is concluded, voting for any new Directors shall be conducted. Thirdly, the past and newly elected Board of Directors will present the current issues, and proposed resolutions relevant to the coming year.

3. Special General Meetings

Special General Meetings may be called at any time by:

a) a majority vote of a Board of Directors meeting; or

b) as otherwise required by the Society Act of British Columbia.

4. General Meeting Agenda

a) Except as hereinafter provided, the agenda for each general meeting shall be prepared by the Board of Directors of the society for presentation to the general meeting. Once a year at a general meeting the following must be presented in the agenda:

i) presentation of the financial records of the past years;

ii) voting for any new directors shall be conducted;

iii) issues and proposed resolutions relevant to the coming year.

b) The Board of Directors shall include on the agenda any Special Resolutions that are:

i) referred by a three-fifths majority vote of a board of directors meeting; or

ii) presented to it accompanied by a petition duly signed by no less than one percent (1%) of the members of the Society of which a 60% majority are students.

5. Referenda

a) In addition to Annual and Special General Meetings, the members may vote on resolutions concerning the business of the society by means of a referendum.

b) Referenda are called in the same manner as Special General Meetings.

6. Notice of General Meeting

The executive of the society shall give not less than twenty eight (28) calendar days notice of a general meeting or referendum. Sufficient notice shall be deemed to have been given by the notification of the meeting in at least one issue of the Navigator being not less than one-eighth (1/8) of a page in size and may include a mention on the radio, 1 per day for 14 days, and 4 per day for remaining 14 days which shall include the following:

a) the time, date, and location of the meeting or referendum;

b) the proposed agenda for the meeting or resolution(s) for the referendum; and

c) any Special Resolutions to be considered by the meeting or referendum.

7. Quorum for General Meetings and Referenda

The quorum required for a general meeting or referendum of the Society shall never be less than three (3) members as stipulated in the Society Act of B.C.

BYLAW V – POLICY OF THE SOCIETY

1. Establishment of a Policy

Policy and procedures of the Society may be established from time to time by:

a) a simple majority vote of those voting in a general meeting or referendum of the Society, or

b) a simple majority vote of the board of directors, or

c) a 75% majority vote of the Forum

is required to set policy.

2. Duration of Policy

All policy remains the policy of the Society until changed, or retracted, by a vote of the same or higher authority as that which established the policy. General meeting or referendum shall be the highest authority.

BYLAW VI - BOARD OF DIRECTORS OF THE SOCIETY

1. Composition of the Board of Directors

a) The Board of Directors shall be comprised of:

i) President;
ii) Vice President;
iii) Secretary;
iv) Treasurer;
v) Minister of Internal Affairs;
vi) No more than 5 other positions

b) The positions of each Director shall be decided upon each year by a plurality vote of the Board of Directors and shall be subject to review and reallocation from time to time at the discretion of the Board of Directors.

c) Six seats of the Board of Directors will be reserved for student members and four seats for community members as defined in Bylaw II

2. Term of Office of Members of the Board of Directors

a) The term of office for the Board of Directors is October to October for two years.

b) The members of the Board of Directors must be members of the Society during their term of office.

c) The Board of Directors may appoint other directors in the cases of leaves of absence, resignation and unfilled positions. However, any appointment remains valid only until the annual elections provide an elected Board member pursuant to the specifications Bylaw VII.

3.

In order to be eligible to run for a position on the Board of Directors, a candidate must be a member of the Radio Malaspina Society for a minimum of one (1) month prior to the time of the elections.

4. Meetings of the Board of Directors

a) The Board of Directors shall meet no less than twice a year, once previous to the Annual General Meeting and once at the Annual General Meeting;

b) The quorum required for a the transaction of business at a Board of Directors meeting shall be 60% of currently elected members;

c) Meetings of the board of directors shall be open to all members of the Society, provided that the board of directors be permitted to move “in-camera” in financial or personnel circumstances. However, all resolutions and must be carried out in public (out-camera).

d) Meetings of the board of directors shall be scheduled by:

i) the President upon request of 51 percent of the Board of Directors.

e) Voting by proxy shall be permitted under the following procedure:

i) the board member must give the board at least 24 hours notice of their expected absence from the scheduled meeting.

ii) the member must be informed of the motion to be voted on at 24 hours prior to the scheduled meeting by telephone or letter.

iii) the member must respond with their vote decision before or during the meeting by telephone or letter.

iv) a formal written ballot must be prepared by the board and sent to the member within 24 hours of the meeting. The member must clearly define their vote on the ballot and sign it. A witness must also sign the ballot verifying the identity of the board member. This ballot must be returned to the board of directors and kept within the society records.

f) The minutes of the board of directors meetings shall be available in the society office.

5. Remuneration of Directors

a) The remuneration to be paid to the members of the board of directors shall be determined by resolution at a general meeting.

BYLAW VII - ELECTION OF THE BOARD OF DIRECTORS

1. Notice of Elections

Sufficient notice shall be deemed to have been given by:

a) the posting, on or about the Nanaimo Campus of Vancouver Island University, not less than three days prior to the opening of the nomination period, of not less than fifty notices, not less than 8.5” x 11” in size,

OR

b) by the notification of the election in at least one issue of the Navigator newspaper, being not less than one-eighth (1/8) of a page in size. This notice shall include:

i) the position vacant or expiring;

ii) the opening and closing date and time of the period of submission of nominations;

iii) the location at which nomination forms may be obtained;

iv) the location to which completed nomination forms are to be submitted;

v) the period of time allotted to candidates for campaigning; and

vi) the days on which polling will take place

vii) the term of office for position

c) the posting, on or about the Nanaimo Campus of Vancouver Island University, not more than three days after the closing of the nomination period, of not less than fifty notices, not less than 8.5” x 11” in size.

This notice shall include:

i) the members nominated for vacant positions;

ii) the date, time and location of polling stations; and

iii) the date, time and location of the all-candidates’ forum

2. Voting

a) Members of the society may vote only once for any candidate in a board of directors election.

b) If the number of candidates is the same or less as the number of positions, members shall be asked on the ballot to approve or disapprove of each candidate.

c) Voting shall be conducted at the Annual General Meeting by ballot, counted by the secretary, verified by (2) non-Board members and recorded by the secretary.

BYLAW VIII - DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Compliance with Society Act of British Columbia

The Board of Directors shall be familiar, and comply with the provisions of the Society Act of British Columbia.

2. Promotion and Protection of the Society’s Constitution and Bylaws.

The Board of Directors shall be responsible to take all reasonable measures that prevent any special interest groups from exerting financial, intellectual, or otherwise influential control of the society. Only 1 sitting member of the Malaspina Student’s Union’s executive may be allowed to be nominated to the society board of directors.

3. Board of Directors Responsibility for Radio Production Staff

The Board of Directors shall be responsible for the hiring of the staff of the radio station. Staff must be hired according to their qualifications for the positions.

4. Annual Report of the Board of Directors

The Board of Directors shall present to the Annual General Meeting of the Society a report detailing the activities undertaken by the society during the previous year.

5. Maintenance of Society Policy Manual

The Board of Directors shall maintain a written up-to-date policy manual for the Society and shall also call regular Forum meetings to discuss, change and/or set society policies.

6. Board of director Responsibility for Union Finances and Property

The Board of Directors shall receive and administer all monies, properties, and securities of whatever nature that may be place in the custody of, or that may become the property of the Society.

7. Board of Directors Responsibility for Society Budget

The Station Manager and Programming Director shall prepare an annual budget and the Treasurer of the Society shall be responsible for ensuring the budget is realistic, feasible and in accordance with constitution bylaws and policies of the Society.

8. Conflict of Interest

Members of the Board of Directors must disclose personal conflicts of interest and shall not vote on matters where a personal conflict of interest exists.

BYLAW IX - DUTIES AND RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

1. President

The president shall have the following duties:

a) preside at all meetings of the society unless an independent chairperson has been appointed by the board of directors
b) supervise the other directors in the execution of their duties and, if necessary, carry out the duties of the other directors

c) maintain public relations with the administration of Vancouver Island University, the faculty, the staff, and the community at large

d) any other duties prescribed by a 3/5 vote of the Board of Directors

2. Vice-President

The Vice-president shall:

a) assist the President in carrying out the president's duties

b) carry out the President's duties during the President’s absence

c) any other duties prescribed by a 3/5 vote of the Board of Directors.

3. Treasurer

The Treasurer shall;

a) direct staff to keep the financial records, including books of account, necessary to comply with the Society Act of B.C.; and

b) render financial statements to the Directors, members and others when required;

c) prepare an end of the year Financial Statement to be presented at the Annual General Meeting;

d) ensure that the society broadcasting budget is realistic and in accordance with the constitution, bylaws and policies of the Society;
e) present the budget for the coming year at the Annual General Meeting.

4. Secretary

The Secretary shall:

a) conduct the correspondence of the Society;

b) issue notices of meetings to the society and directors;
c) keep minutes of all meetings of the society and directors;

d) have custody of all records and documents of the Society except those required by the treasurer; these documents shall be kept in the society office;

e) maintain the register of members;

f) ensure sufficient pizza provided for board/forum meetings.

5. Minister of Internal Affairs

The Minister of Internal Affairs shall:

a) assist the secretary in carrying out the secretary's duties;

b) carry out the secretary's duties in the secretary's absence;

c) maintain relations amongst the Board of Directors, the society staff and the volunteers by mediating disputes and deciding when a dispute must go to independent arbitration.

6. Other Directors

a) one director shall assist the Treasurer in carrying out their duties

b) other directors shall assist the five (5) primary directors

BYLAW XI- REMOVAL FROM OFFICE

1. Cessation of Society Membership

Members of the Board of Directors who cease to be members of the Society shall be considered to have delivered their resignations.

2. Abandonment of Office

Directors absent from three (3) or more consecutive meetings of the Board of Directors without **valid** reason, as determined by a 3/5 majority vote of the Board of Directors, shall be deemed to have delivered their resignation.

3. Impeachment Proceedings

A director may be removed from office by a resolution of a general meeting or referendum.

a) Impeachment may be initiated by:

i) a 3/5 majority vote of the Board of Directors; or

ii) a petition signed by not less than one per cent (1%) of the members of the society presented to the Board of Directors.

iii) Notice of impeachment proceedings shall be that required for a special resolution.

BYLAW XII - SOCIETY FINANCES

1. Signing Officers

The signing officers for the Society shall be no less than two (2) members and no more than four (4) members, one being the Treasurer, one being the President, and two paid staff members.

a) The signatures of at least two (2) signing officers shall be required for the execution of any legal documents.

2. Annual Financial Review

a) The accountant(s) of the Society shall be a professional account appointed by the Board of Directors.
b) The accountant(s) of the society shall have the right to examine all books, records and accounts of the society and shall be entitled to request from any and all members of the Society, including the Board of Directors and Production Staff, such information and explanations as may be required by the accountant(s) for the due performance of their duties.

c) The Board of Directors shall present, without material omission, the report of the accountant(s) to the Annual General Meeting of the Society.

3. Borrowing

a) In order to carry out the purposes of the society of the Board of Directors may, on behalf of and in the name of the Society, raise and secure the payment of repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

b) No debenture shall be issued without the sanction of a Special Resolution.

c) The members may by Special Resolution restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next Annual General Meeting.

4. Fiscal Year

The fiscal year of the society shall be May 1 to April 30.

5. Assets

The Society's equipment and assets shall be the exclusive property of the society unless contractually obligated to the owner of said assets.

BYLAW XIII - SOCIETY RECORDS

1. Location of Records

The minutes of the Board of Directors and general meeting, and other books and records of the Society shall be kept in the Society office.

2. Inspection by Members

The books and records of the Society may be inspected by Society members in the Society office on any working day during normal office hours provided twenty-four hours written notice is given. Under no circumstances will copies of society documents be released to any member without the written permission of the Board of Directors.

BYLAW- XV AMENDMENT TO THE CONSTITUTION AND BYLAWS

1. The Constitution and bylaws of the Society may only be amended by a Special Resolution passed in a general meeting or referendum of the Society.

2. Under no circumstance shall any amendment be made retroactive.

3. Under no circumstance shall any amendment be made that threatens the financial stability of the Society.