



## **Bylaws of Student Media Corporation/ CJAM 99.1 FM**

Adopted September 24 2007

Amended October 3 2017

Amended October 22 2019

### ARTICLE I

#### Name

Student Media, University of Windsor

### ARTICLE II

#### Mandate

Student Media, University of Windsor is a corporation which governs CJAM, a campus based community radio station providing music and information programming not offered by mainstream, commercial media in the Windsor/Detroit area. CJAM's objective is to serve people and groups within the community who are under represented or maligned by mainstream media by allowing a forum to express their views.

### ARTICLE III

#### Members

##### 1. Qualifications.

A person shall be considered a member of the Corporation if he/she has:

- a) Been trained in policy and history of CJAM
- b) Signed a volunteer contract

##### 2. Rights and Duties.

Every member has the right to:

- a) Attend and vote at all general meetings

- b) Raise any concerns regarding the station, volunteers or staff to the Board of Directors.
- c) Be properly trained in both policy and technical procedures.
- d) Be protected under CJAM's harassment policy.
- e) Be fairly disciplined, if necessary, in accordance with CJAM's discipline policy.

Every member shall:

- f) Adhere to CJAM's volunteer training manual and other written policies.
- g) Participate in CJAM's annual fundraising efforts and contribute to the station by collecting a minimum amount of donations, or volunteer a minimum amount of hours that are outlined by the Board of Directors annually.

#### 4. Denial or Revocation of Membership.

- a) Any persons denied membership in the corporation may appeal such decision to the Board of Directors.
- b) Nothing in these bylaws prevent the suspension of a member or a revocation of a membership for any breach of written policy relating to discipline or the orderly operation of CJAM, or for failing to fulfill one's obligations as a volunteer. Such policies shall be enforced by the Program Director of CJAM. Any person subject to such suspension or revocation of membership may appeal to the Board of Directors in the manner to be set out in such written policies

## ARTICLE IV

### Officers

#### 1. President.

- a) The President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in the default of such election the then incumbent being a member of the Board, shall hold office until his or her successor is elected.
- b) The President shall, when present, chair all meetings of the members of the Corporation and of the Board of Directors. In the absence of the President, his or her duties shall be performed by a member selected by the Board of Directors.

c) The President shall call all Board of Director Meetings and set the agenda for the meetings. Agenda items must be proposed to the President in order to be included.

d) The President shall not make motions at meetings.

e) The President shall only vote if it will affect the result of the motion/vote.

d) The President shall, along with the Treasurer and Station Manager, have signing authority for the Corporation.

e) The President shall be the liaison between the Board of Directors and the executive staff.

## 2. Treasurer.

a) The Treasurer shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in the default of such election the then incumbent being a member of the Board, shall hold office until his or her successor is elected.

b) The treasurer, in co-ordination with the corporation's book-keeper/ accountant and the Station Manager of CJAM, shall be responsible for keeping full and accurate accounts of all financial matters pertaining to the corporation.

c) The treasurer ensures monies of the corporation are managed properly.

d) The Treasurer shall, along with the President and Station Manager, have signing authority for the Corporation.

## 3. Secretary.

The Secretary duties shall be split into 2 categories:

a) The Recording Secretary shall record the minutes of all meetings of the Board of Directors and this duty shall be rotated amongst the members of the Board of Directors.

b) The Corresponding Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents which belong to the Corporation. The Corresponding Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or such persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board of Directors. These duties shall be performed by the Station Manager.

## ARTICLE V

### Board of Directors

#### 1. Composition.

The affairs of the corporation shall be managed by a Board of such persons as are elected or appointed to such positions pursuant to these bylaws. This Board shall consist of the following members:

- a) Three students, elected by the members of the corporation. These persons shall be full-time undergraduate students attending the University of Windsor.
- b) One University of Windsor faculty member, appointed by the members of the Board of Directors upon application for the position, and upon appointment shall be deemed to be a member of the corporation for the duration of his or her term on the Board of Directors.
- c) Two Community Members who shall be appointed by the members of the Board of Directors upon application for the position and upon appointment shall be deemed to be a member of the corporation for the duration of their term on the Board of Directors.
- d) One CJAM volunteer, student or non-student, shall be elected by the members of the Corporation.
- e) A legal advisor, who shall be appointed by the members of the Board of Directors upon application for the position, and who shall be deemed to be a member of the corporation for the duration of his or her term on the Board of Directors. The legal advisor shall have all the rights of a member of the Board of Directors except that he or she shall be the only non-voting member.

#### 2. Term.

- a) Board positions shall be for two years or until his or her successor shall be duly elected or appointed.
- b) Student members and the Volunteer member shall be elected by the general membership at the annual general meeting.
- c) The Community, Faculty and Legal Advisor members shall be appointed at the first Board of Directors meeting following the AGM.
- d) A student member who ceases to be a student during their term may remain on the Board of Directors until the next AGM at which time an election will be held to find a replacement.

### 3. Powers.

The Directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to do.

### 4. Removal of Directors.

a) A Board member who is absent from any three consecutive meetings without twenty-four hours prior notice or an adequate explanation may be removed from the Student Media Board of Directors.

b) The directors of the corporation may, by resolution passed by at least three quarters of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office.

### 5. Vacant seats.

a) Any seat on the Board of Directors that becomes vacant before the AGM can be filled temporarily until the AGM at which time Article IX – Nominations and Elections shall apply.

b) The Board of Directors can appoint any person they see fit to fill this vacancy as long as they meet the requirements of the open position.

## ARTICLE VI

### Meetings

#### 1. Annual General Meeting.

a) The Annual General Meeting shall take place no earlier than September 15 and no later than October 31 of each year.

b) Notice of the AGM of at least 2 weeks shall be given to the general membership.

c) Quorum shall be 20 members.

d) At this meeting, the audited financial report shall be presented which will include the budget for the current fiscal year.

- e) Elections for open seats on the Board shall be held at the AGM.
- f) In all other regards, the AGM shall be held in the same manner as for other General meetings.

## 2. Other General Meetings.

- a) At least one other general meeting shall be held between January 15 and February 28 of each year. This meeting will primarily be held to allow members the opportunity to address the staff and Board of Directors with any questions or concerns. Any other pertinent business may also be added to the agenda.
- b) Notice of at least 2 weeks must be given.
- c) Quorum shall be 20 members.
- d) The Board of Directors shall have the power to call any other general meeting provided at least 2 weeks of advance notice is given.

## 3. Board of Directors Meeting.

- a) The Board of Directors may transact any business of Student Media Corporation at a meeting of the Board, with the exception of those items of business for which a General Meeting must be called as specified in Article VI, Section 1.
- b) The Station Manager is expected to attend to all Board of Directors meetings unless otherwise notified.
- c) Any other non-Board members wishing to attend a Board meeting must contact the President for approval. Invitees shall not have the right to speak unless given permission by the Chair.
- d) Quorum shall be half plus one of the total members but no less than three voting members.
- e) Board of Directors must meet at least once per quarter.
- f) Student Media Corporation shall strive to ensure broad and adequate representation on the Board of Directors of groups such as women, people of colour, lesbians, gays, bisexuals, community members and disabled individuals.

## ARTICLE VII

### Committees

#### 1. Special Events/Community Outreach Committee.

The committee shall be comprised of the Station Manager and 3 volunteers, one of which must be a student member and one of which must be a Board member. The chair shall be selected by the Board of Directors. The committee will organize details and approve the budget for any special events put on by CJAM, including any fundraising events except for the pledge drive.

#### 2. Pledge Drive Committee.

The committee shall be comprised of the Station Manager and 3 volunteers, one of which must be a student member and one of which must be a Board member. The chair shall be selected by the Board of Directors. The committee will organize details and approve the budget for the annual pledge drive.

#### 3. Hiring Committee

The Hiring Committee shall be composed and follow the procedures as outlined in CJAM's Hiring Guidelines. The Chair shall be selected by the Board of Directors. This shall be an ad hoc committee.

## ARTICLE VIII

### Finance

#### 1. Financial Year.

The fiscal year shall terminate on the 30<sup>th</sup> day of August 31 each year.

#### 2. Books and Records.

The Board shall ensure that the records and books of account of the Corporation are audited at least once each fiscal year or at such other times as it deems necessary or appropriate. The Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of Student Media Corporation or by any applicable statute of law are regularly and properly kept.

## ARTICLE IX

### Nominations and Elections.

#### 1. Nominations.

a) Notice of nominations shall be given at least one month before the AGM. In respect to the Community, Faculty and Legal positions, any interviews that must be conducted for these positions shall be done before the AGM.

b) If, at the close of nominations at the AGM, the number of student or volunteer candidates is not greater than the number of open Director seats, the candidates nominated will be acclaimed to the Board.

#### 2. Elections.

a) The number of votes received by each candidate shall not be published.

b) Elections shall be done by secret ballot.

c) The Board of Directors Shall post the results of the election.

d) Proxy voting shall not be allowed for elections.

## ARTICLE X

### Parliamentary Authority

The parliamentary authority to which the Corporation shall adhere is the current edition of *Robert's Rules of Order*. If a particular situation is not covered in these bylaws, the parliamentary authority will be the source on how to proceed.

## ARTICLE XI

### Amendments

1. Any proposed amendment to the bylaws must be approved by a two-thirds majority present at a general meeting for which two weeks notice has been given. The members of such a meeting may approve or reject but may not propose additional amendments not previously passed by the Board of Directors in the above-mentioned fashion.



## ARTICLE XII

### Insurance

The Board of Directors shall maintain directors and liability as well as error and omission insurance to ensure the coverage of the board and its members.

## ARTICLE XIII

### Policies and Procedures

The Board of Directors shall have the power to pass policies and procedures and approve forms not in contravention of these by laws, the letters patent of the corporation, or any law, for the better governance of the corporation. All policies shall be officially followed once in written form and passed by the board. Verbal policies shall not be binding. All internal policies, including job descriptions, within the corporation shall be maintained by management and reviewed annually by the Board of Directors.