



Bylaws of Student Media Corporation/CJAM 99.1FM

Adopted September 24 2007
Amended October 3 2017
Amended October 22 2019
Amended September 15th 2022

ARTICLE I

Name

Student Media Corporation (SMC) - University of Windsor

ARTICLE II

Mandate

The Student Media Corporation - University of Windsor, is a corporation which governs CJAM 99.1 FM a campus-based community radio station providing music and information programming not offered by mainstream commercial media in the Wawiiatanong (Detroit River) area, encompassing Windsor, ON and Detroit, USA. The objective of CJAM 99.1 FM 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

Glossary of Terms

1.1 "Ad-hoc Committee" means a Committee that is formed by an Ordinary Resolution of the Board which is intended to continue as long as it is needed to fulfill its mandate
ARTICLE VIII;

1.2 "Annual General Meeting" means a General Meeting held yearly, as outlined in
ARTICLE VII;

- 1.3 “Board of Directors” means the Board of Directors of SMC as defined by the corporation's bylaws, also referred to as “Board” or “Director”;
- 1.4 “Bylaws” means the Bylaws of SMC, as amended;
- 1.5 “Chair” means the the Director acting as chair of the Board;
- 1.6 “Committee” means a Standing or Ad-hoc Committee established in the Bylaws or created by an Ordinary Resolution of the Board that has a Terms of Reference establishing its purpose and functions.
- 1.7 “Community Member” means a person from the Windsor-Essex, Ontario Canada or Detroit, Michigan USA Community.
- 1.7 “Election Clerks” means Volunteer representatives responsible for supporting the administration of general, advance, absentee and special voting opportunities during CJAM 99.1 Annual General Meetings and/or Special General Meetings.
- 1.8 “Employee” means a full time or part time paid staff member of SMC, working at the CJAM-FM operations of SMC who is not a volunteer or independent contractor;
- 1.9 “Music Director” means a part time employee who directs and supervises the music department of the CJAM-FM operations of SMC;
- 1.10 “Ordinary Resolution of the Board” means a resolution passed at a duly called meeting of the Board by an Ordinary Resolution of the Board;
- 1.11 “Parliamentary Authority” means set rules for conducting business in deliberative assemblies, such as Annual General Meetings;
- 1.12 “Program Director” means that full time employee that directs and supervises all programming of the CJAM-FM operations of SMC.
- 1.13 “Robert’s Rules of Order” is a manual of parliamentary procedure that governs most organizations with boards of directors.
- 1.14 “Secret Ballot” a voting method in which a voter's identity in an election or a referendum is anonymous.
- 1.15 “SMC” means that non-share capital corporation named “Student Media, University of Windsor”, which operates CJAM-FM;
- 1.16 “Special General Meeting” means a General Meeting called in accordance with ARTICLE VII;
- 1.17 “Staff” means both the employees and the volunteers of the CJAM-FM operations of SMC including any persons engaged at the station through grant funding or work-study;
- 1.18 “Station” means the CJAM-FM operations of SMC;
- 1.19 “Station Manager” means that full time employee who is the manager of the

CJAM-FM operations of SMC;

1.20 "Volunteer and/or Volunteer Members" means a person who has been trained, signed a volunteer contract, volunteered unpaid time in the CJAM-FM operations of SMC, and who is a voting member of SMC as defined by the corporation's bylaws.

ARTICLE IV

Members

1. Qualifications

A person shall be considered a member of the Corporation if they have:

- a) Trained in CJAM's Policies & Procedures, Bylaws and the Volunteer Handbook.
- b) Signed a volunteer contract; in-person or digitally.

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 trained in station technical procedures.
- d) Be protected under the CJAM Harassment Policy and Safe Space Policy.
- e) Be protected under the University of Windsor Harassment Prevention Policy, Sexual Misconduct Policy, and Violence Prevention Policy, in accordance with Volunteer Canada's existing Canadian Code for Volunteer Involvement.
- f) Be fairly disciplined, if necessary, in accordance with the CJAM Volunteer and/or Staff Discipline Policy.

Every member shall:

f) Adhere to the CJAM Volunteer Handbook and all other written policies and bylaws; on-air, off-air, and online with CJAM 99.1 FM.

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.

3. Denial or Revocation of Membership

a) Any person denied membership in the corporation may appeal such a 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 V

Officers

1. President

a) The President shall be elected by the Board of Directors ~~from among their Student Directors,~~ 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 their successor is elected.

Amendment: The Board President shall be elected by the Board of Directors from among Board members in good standing. While student voices remain central to our organization, this change will allow for greater continuity on the Board, especially as students often have limited availability due to academic demands. This amendment reflects our commitment to effective governance while still upholding student representation through other designated positions.

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, their 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.

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

g) 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 their successor is elected.

b) The treasurer, in coordination 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 Secretarial duties shall be split into two (2) positions:

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 Board of Directors in correspondence with the Station Manager.~~

- a. The 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 Secretary shall also be the custodian of all books, papers, records, correspondence, contracts and other documents which belong to the Corporation. The Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

Amendment: Both Secretary duties will be performed by one (1) Board member, appointed by the Board.

ARTICLE VI

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~~, ~~Two 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 their 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~~ Two CJAM volunteers, 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 their term on the Board of Directors. The legal advisor shall have all the rights of a member of the Board of Directors, except they will be the only non-voting member.

f) CJAM 99.1 FM is allowed one (1) representative from the United States of America on the Board of Directors.

g) The composition of the Board of Directors shall be inclusive and welcome of all underrepresented groups; gender, race, ethnicity, national origin, age, sexual orientation or identity, education, or disability - and will operate in accordance with CJAM's Diversity Equity and Inclusion Policy.

Amendment: The shift from three student members and one volunteer member to an even split of two (2) students and two (2) volunteers. This change aims to create a more balanced representation of our station's core community: both the student body and our long-term volunteers.

2. Term

a) Board of Director term positions: University of Windsor Student Board Positions, Community Member Board Positions, and Volunteer Member Board positions shall be two (2) year terms:

a) the term will start at the Annual General Meeting at which they were elected; and

b) the term will end when a new member is elected to the position at the

Annual General Meeting; and

~~e) Board of Director terms are open for reelection at the Annual General Meeting.~~

c) Board members may serve two terms consecutively, but must wait one year before being eligible to run again.

Amendment: We are introducing a term limit amendment stating that Board members may serve two consecutive terms, but must wait one year before being eligible to run again. This change encourages fresh perspectives and prevents burnout, while still allowing dedicated members the opportunity to return after a break. It supports healthy board turnover, opens space for new voices, and aligns with best practices in nonprofit governance.

2.3 Student members and the Volunteer members shall be elected by the general membership at the annual general meeting.

2.4 The Community, Faculty and Legal Advisor members shall be appointed at the first Board of Directors meeting following the AGM.

2.5 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 shall manage or supervise the management of the activities and affairs of the corporation. In accordance with the Ontario Not-for-Profit Corporations Act.

4. Removal of Directors

a) A Board member who is absent from any three consecutive meetings without twenty-four (24) 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 majority vote, of 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 their term of office.

c) All disciplinary action will be in accordance with the CJAM Volunteer Discipline Policy.

d) Members may, by ordinary resolution at a special or annual meeting, remove any director and elect a replacement to serve the remainder of the term.

Amendment: As per ONCA s.26: members may remove directors by ordinary resolution.

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 VII – 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 VII

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 two (2) weeks shall be given to the general membership.

c) Quorum shall be twenty (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) The President of the Board of Directors and/or Board of Director designate and/or Board of Director appointed Third Party designate will Chair the Annual General Meeting.

g) The Secretary of the Board and/or a designate Director shall ensure that minutes are recorded.

h) 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 two (2) weeks must be given.

c) Quorum shall be twenty (20) members.

d) The President of the Board of Directors and/or Board of Director designate and/or Board of Director appointed Third Party designate will Chair the Annual General Meeting.

e) The Secretary of the Board and/or a designate Director shall ensure that minutes are recorded.

f) The Board of Directors shall have the power to call any other general meeting provided at least two (2) weeks of advance notice is given.

g) Members holding at least ten percent (10%) of voting rights may requisition a Special General Meeting; the Board must call it within thirty (30) days.

Amendment: As per ONCA s.60: members holding 10% may requisition meetings.

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. The Board while in-camera may make no decisions.

b) The President of the Board of Directors and/or Board of Director designate will Chair Board Meetings.

- c) The Secretary of the Board and/or a designate Director shall ensure that minutes are recorded.
- d) The Station Manager is expected to attend all Board of Directors meetings unless otherwise notified.
- e) 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.
- f) 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.
- g) The Station Manager will report to the Board of Directors once per month.

ARTICLE VIII

Committees

1. The following Standing Committees are established:
 - a) Human Resources Committee: the committee shall be composed of three (3) Board Representatives (Board President, Treasurer, and one other member) to formally support CJAM 99.1 volunteers and staff. The committee is responsible for creating and/or monitoring values-based systems and policies to ensure that the organization is following organizational best practices, and territorial, provincial and federal laws.
 - b) Programming Committee: the committee shall be composed of the Programming Director and/or Music Director and/or designate, and no more than five (5) volunteers; the volunteers must be long-standing representatives of CJAM 99.1 FM from a variety of different genres and talk programming.
2. The following Ad Hoc Committees are established:
 - a) Hiring Committee

The committee shall be composed of the Station Manager and/or Program Director and/or designate and no-more than five (5) volunteers, one of which must be a student member and one of which must be a Board member. The Chair shall be the Station Manager and/or designate. The committee will follow the procedures as outlined in CJAM's Hiring Policy and Hiring Handbook.

- b) Special Events/Community Outreach Committee: the committee shall be composed of the Station Manager and/or designate and three (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.
- c) Special Events/Community Outreach Committee: the committee shall be composed of the Station Manager and/or designate and three (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.
- d) Fundraising Committee: the committee shall be composed of the Station Manager and/or designate and three (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. The committee will also support and organize other fundraising needs, as they arise.

3. Delegation of Authority

The Board may delegate to a Committee any of the Board's powers or duties, with or without conditions, except the power to approve or amend the Bylaws or expel a Volunteer.

- a) A Committee that has been delegated the performance of a duty or exercise of a power by the Board shall exercise that power or perform that duty with the same effect as though it were performed by the Board.
- b) A Committee cannot delegate a power or duty delegated to it by the Board except when the Bylaw or the Board permits otherwise.

4. Administration of Committees

- a) Each Committee shall have a Terms of Reference, as approved by the Board, which must include information on the Committee's purpose, authority, size or membership, membership qualifications, term of office, voting, selection and duties of the Chair, duties and responsibilities, Committee meeting protocol, financial restrictions, record keeping, and quorum.
- b) Only the Board can approve amendments to, or repeal, a Committee's Terms

- of Reference.
- c) All Committee Chairs or the Committee Chair designate shall submit a report of the Committee's activities at each Board meeting.
 - d) The Board may override any decisions made by a Committee by majority vote.

ARTICLE IX

Finance

1. Financial Year

The fiscal year shall terminate on the 30th day of August each year.

2. Books and Records.

- a) 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.
- b) The Board will ensure that the financial records are available for the CJAM 99.1 Annual General Meeting and/or Special General Meeting.

ARTICLE X

Nominations and Elections.

1. Nominations

- a) Notice of Board of Director nominations shall be given at least one (1) month before the AGM. In respect to Community Volunteers, Student Volunteers, 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 community volunteers candidates is not greater than the number of open Director seats, the candidates nominated will be acclaimed to the Board.

2. Elections

- a) Elections will be conducted at the Annual General Meeting, or at a Special General Meeting, as is scheduled by CJAM 99.1 FM.
- b) Elections shall be done by secret ballot.
- c) The number of votes received by each candidate shall not be published; a pass/fail or approved/not approved model will be used to share election results, with the support of Election Clerks.
- c) The Board of Directors shall share the results of the election at the Annual General Meeting and/or Special General Meeting. Election results will be recorded in the official minutes.
- d) Proxy voting shall not be allowed for elections.

ARTICLE XI

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 XII

Amendments

~~1. Any proposed amendment to the bylaws must be approved by a two-thirds majority present at a general meeting for which two (2) weeks notice has been given. The members of such a meeting may approve or reject cosmetic amendments, but may not propose substantive and/or additional amendments not previously passed, by the Board of Directors, in the above-mentioned fashion.~~

1. Members may propose substantive bylaw amendments by delivering written notice at least twenty-one (21) days prior to a general meeting. Such amendments shall be

adopted by a two-thirds (2/3) majority of votes cast.

Amendment: As per ONCA s.17–18, s.103: members must receive notice and may adopt/amend bylaws.

ARTICLE XIII

Insurance

The Board of Directors and Station Manager shall maintain Directors and Liability Insurance, as well as Error and Omission Insurance, to ensure the coverage of the board, society, and its members.

ARTICLE XIV

Policies and Procedures

The Board of Directors shall have the power to pass policies and procedures and approve forms not in contravention of these bylaws, 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 periodically by the Board of Directors.

Article XV

Conflict of Interest

If a Director has a personal or financial interest in a contract, transaction, or decision being considered by the station—or if they are involved with another person or organization that does—they must disclose the nature and extent of that interest to the Board, in accordance with the Ontario Not-for-Profit Corporations Act.

The Director must not participate in any discussion or vote related to that contract, transaction, or decision, unless otherwise permitted by the Act.

All disclosures of conflict must be recorded in the minutes of the meeting where the disclosure is made.

Amendment: We are including this Conflict of Interest clause to promote transparency, accountability, and ethical decision-making at the Board level. By requiring Directors to disclose any personal or financial interests—and to recuse themselves from related discussions or votes—we help ensure that all decisions are made in the best interest of the station. This amendment aligns with the Ontario Not-for-Profit Corporations Act and reinforces our commitment to integrity and good governance.