

CUTV General Bylaws
RATIFIED, SEPTEMBER 30, 2013

1. Name

The name of the Corporation will be Community University Television (CUTV).

2. Head Office

The head office of CUTV will be 2110 rue Mackay, Suite 403, Montreal, Quebec.

3. Objects

The purpose of CUTV will be:

- a) To provide facilities, equipment and training through which members of Concordia and Montreal communities may gain the knowledge of, and experience with, video and TV production, programming, distribution and management.
- b) To provide a “voice for the voiceless” in addressing issues of concern in specific communities and by producing programming by and for those who are not adequately served by the mainstream media.

4. Membership

4.1 Categories of Membership

There are two equal categories of membership in CUTV:

a) Undergraduate Students

Every undergraduate student registered in a credit course or its equivalent at Concordia University shall be eligible to become a member of CUTV. Eligibility for membership begins on the first day of the semester in which the student is registered in a credit course or its equivalent, as defined by Concordia University’s Academic Calendar.

b) Community Members

All individuals who are not eligible for undergraduate student membership are eligible to become Community Member.

4.2 Only One Class

An individual may only belong to one class of membership at any given time. If an individual qualifies for Student Membership they may only apply as Student Members until such time as they are no longer eligible to apply as such.

4.3 Application for Membership

An Application for Membership Form must be publicly available at the Head Office of CUTV and provided to any individual who requests it. This form is to be submitted to the board of directors following a process indicated on the form itself. If, for whatever reason, no clear process is indicated on the form, a paper copy delivered by hand or mail to the Head Office of CUTV is sufficient to indicate receipt of the Application by the board of directors.

To become a member of CUTV, a prospective Student or Community Member must fully complete the Membership Application Form and submit it to CUTV either in print or electronically.

An individual automatically becomes a full member of CUTV fourteen (14) days following the receipt of the completed Membership Application Form by the board of directors of CUTV.

All individuals wishing to become Community Members must additionally pay an annual ten (10) dollar membership fee to CUTV at the time the Membership Application Form is submitted to be considered members of CUTV.

All regular employees of CUTV are automatically considered Community Members for the duration of their employment and are not subject to a membership fee.

4.4 Duration

Student Membership in CUTV will expire eight (8) months following the first day of the last semester in which that individual was registered in a credit course or its equivalent and subject to the Student Fee Levy at Concordia University.

Community Membership in CUTV will expire one (1) year following the date at which an individual became a member of CUTV. In order to renew a Community Membership, the ten (10) dollar annual membership fee must be paid to CUTV upon renewal.

4.5 Resignation of Membership

Any member may resign from CUTV by delivering a written notice of resignation to the Secretary of CUTV.

4.6 Revocation of Membership

Membership in CUTV remains in effect unless the board of directors finds that at any given time the conditions of membership are not met. At this time the board of directors may pass a resolution revoking the individual's membership.

Upon the request of a director, officer, or member of CUTV, the board of directors may review the membership of an individual. To do so it must give written notice of at least fourteen (14) days to the member in question of the date, time, and place of the meeting of the board of directors at which this issue is to be considered. The responsibility to prove that the conditions of membership were met rests with the member and the member may defend their status in writing or in person at the meeting. If no defense is made, the board of directors may presume that the conditions of membership are not met.

4.7 Membership List

The Secretary of CUTV is responsible for maintaining the complete list of members at the Head Office of CUTV and making that list available to all members upon request.

5. General Meetings

5.1 Notice

All meetings of members must be called by the board of directors with at least twenty-one (21) days notice of the date, time and place of any special or annual general meeting.

Meetings will be visibly promoted on both of Concordia University's campuses, in the CUTV station, on the CUTV website and electronic mailing list, and if possible by at least one notice in a publication distributed on both campuses. The posters and notice of meeting shall contain the place, date and time of the meeting. The notice of any meeting shall state generally the nature of the business to be discussed and deliberated upon. Matters that are not referred to in the notice shall not be discussed at such meeting.

General Meetings, unless deemed otherwise by resolution of the members at such a meeting, are open to the public.

5.2 Voting

Unless otherwise required by law or these bylaws, all questions at meetings of members shall be decided by a majority in number of the votes cast by members present in person and entitled to vote at such a meeting. Each member of CUTV in good standing present at the meeting shall have one vote, and there shall be no votes cast by proxy.

The Chairperson votes only if he or she is a member. In an open vote he or she may only vote if his or her vote shall break a tie. The Chairperson may vote by secret ballot on all resolutions.

5.3 Annual General Meeting

The Annual General Meeting shall be called by the board of directors to take place on a weekday, on the Concordia University Sir George Williams Campus, during the month of April. The quorum for the Annual General Meeting shall consist of twenty (20) members.

The Annual General Meeting of members shall be held solely for the following purposes:

- a) Ratification of any amendments which have been previously approved by the board of directors to CUTV's By-laws;
- b) Election of the board of directors;
- c) Receiving the audited financial statements of CUTV for the last fiscal year, the auditor's report, and the interim financial statements of the current fiscal year;
- d) Appointing the auditors for the ensuing year, where an open tender process must occur at minimum every three years;
- e) The presentation of a written annual report from the outgoing board of directors.

5.4 Special General Meeting

A Special General Meeting may be called by the board of directors solely for the purpose of considering specific resolutions, which must be specified in the notice of the meeting.

A Special General Meeting may also be called by the presentation of a petition signed by at least fifty (50) members to the Chairperson of the board of directors. Such petition must set out the reasons for meeting and the specific resolutions to be considered at the meeting. The board of directors must call the meeting within 48 hours of receiving the petition for a date of no later than twenty four (24) days following the

receipt of the petition.

Special General Meetings may amend such proposed resolutions to the extent that such amendments pertain to the same topic as the original resolution. Resolutions adopted by a Special General Meeting are binding upon CUTV.

All Special General Meetings shall be called by the board of directors to take place on a weekday, on the Concordia University Sir George Williams Campus. The quorum for the Special General Meeting shall consist of thirty (30) members.

6. Board of Directors

6.1 Composition

A Board consisting of seven (7) Directors as follows shall manage the affairs of CUTV:

- a) Four (4) Student Members elected by the Student Members at the Annual General Meeting;
- b) Three (3) Community Members elected by the Community Members at the Annual General Meeting;

One (1) Employee Representative, as democratically determined by the employees of CUTV, shall be a non-voting participant in meetings of the board of directors. They will have the same speaking rights, access to Board documentation and notice of meetings as regular board of directors members, and may move and second motions, but cannot vote. The Employee Representative cannot participate in Board discussions or deliberations directly pertaining to issues of human resources, or the hiring or dismissal of employees of CUTV.

The quorum for meetings of the board of directors shall be a majority of the Directors, which, for greater clarity, shall include the non-voting Employee Representative.

6.2 Elections and Terms of Office

The directors are elected by the members of each relevant class of membership at the Annual General Meeting or at a Special General Meeting called for such purpose. The term of office is one (1) year or for as long as their successors are not elected.

Directors may request a leave of absence for a maximum period of one (1) month, during which they will not count toward the total number of Directors in the calculation of quorum for meetings of the board of directors.

The directors do not receive any remuneration for holding such office.

6.3 Officers

The Board may delegate up to three Officers:

a) Chairperson

The board of directors shall appoint from among themselves a Chairperson who shall be the Chairperson of CUTV. The Chairperson shall:

- i) direct and oversee the affairs of CUTV;
- ii) preside over any meeting of the members and all meetings of the board of directors;

- iii) coordinate the activities of the Officers;
- iv) oversee the administration of the finances of CUTV;
- v) have such other powers and duties as are usual to the office;
- vi) perform such other duties as directed to perform by resolution of the board of directors.

b) Secretary

The board of directors shall appoint from among themselves a Secretary who shall:

- i) keep or cause to be kept the minute books and the corporate records of CUTV;
- ii) give or cause to be given all required notices;
- iii) maintain the membership rolls of CUTV;
- iv) ensure that accurate files are maintained; maintain and ensure the security of passwords & access to accounts;
- v) generally oversee the administrative apparatus of CUTV;
- vi) have such other powers and duties as are usual to the office
- vii) perform such other duties as directed to perform by resolution of the board of directors or by the Chairperson.

c) Treasurer

The board of directors shall appoint from among themselves a Treasurer who shall:

- i) keep or cause to be kept complete and accurate books of account;
- ii) assist the chairperson in supervising the expenditure of CUTV;
- iii) have such other powers and duties as are usual to the office;
- iv) perform such other duties as directed to perform by resolution of the board of directors or by the Chairperson.

6.4 Vacancies

A Director shall automatically cease to hold office, thereby creating a vacancy:

- a) if they become bankrupt;
- b) if they resign their office by notice in writing;
- c) if they are declared legally incompetent.

The Board may appoint, by unanimous decision only, Interim Directors for a period of up to four (4) months to fill vacancies, who shall have all the rights and duties as regular members of the board of directors.

The board of directors must attempt to fill all vacancies in a timely fashion, either by unanimous appointment of an Interim Director or in a Special General Meeting called for that purpose. Interim Directors must be members of the membership category for which they are appointed to fill a vacancy.

The Board may not appoint Interim Directors to fill Community Member Board seats if such an appointment would create or maintain a minority of Student Members on the board of directors. For greater clarity, the board must aim to maintain a Board composition of majority student members at all times.

Should the remaining directors not constitute quorum, the members in a Special General Meeting called

for that purpose by any remaining Director, any remaining officer, or any five (5) members shall vote to fill the vacancy.

6.5 Powers and Delegation of Powers

In addition to the general powers of management and the powers and authorities in the bylaws of CUTV, the board of directors may exercise all such powers of CUTV and do all such lawful acts as are not by statute, letters patent, supplementary letters patent or bylaws of CUTV directed or required to be exercised solely by the members in a General Meeting.

The Directors may confer upon any one or more of the Directors, Officers, or any committee, corporation, person, attorney, agent or trustee, such powers as may be properly conferred by the Directors for such purposes, terms and conditions and with such restrictions as they may deem appropriate.

6.6 Meetings of the Board of Directors

Meetings of the board of directors may be called by the Chairperson or any two (2) Directors upon notice in writing of a minimum of five (5) days.

The board of directors shall hold a minimum of one regular meeting per month, with the exception of the months of June, July and August.

Emergency meetings may be called, at the discretion of the Chairperson and only to address urgent, serious, and unforeseen events, with a minimum of two (2) days notice.

Resolutions in writing or by electronic communication may only be considered valid if they are unanimous. Meetings of Directors may be held at any time or place without notice if all directors are present and consent to such a meeting or if all the Directors waive notice in writing of the time, place, and purpose of such a meeting.

Directors may participate by phone or other technological means as long as the technology is available to all participants and that the directors can interact with one another.

All questions at meetings of the board of directors will be decided by a majority vote and each director, including the Chairperson, shall have one (1) vote. All bylaws and regulations of CUTV and resolutions of Directors shall be enacted or passed at duly convened meetings, and the Chairperson must announce the results of a vote to be recorded in the minutes of CUTV.

In the event of a tie, the motion shall be deemed not to have been carried. The Chairperson shall not have a second or tie-breaking vote.

6.7 Committees of the Board

The board of directors may, from time to time, create standing committees to carry out various tasks of the Board in between regular meetings. A Committee comprised of members of the board of directors may be created by a motion at any regular Board meeting, at which time the Board must delegate a specific member to act as the Chairperson of the Committee, and a mandate for the committee.

The Chairperson of a Committee is responsible for reporting all activities and decisions of the Committee in writing to the entirety of the board of directors. This report must be issued in advance when possible, or at the regular Board meeting immediately following the period at which those activities and decisions took

place.

Unless otherwise indicated by a resolution of the board of directors, all Committee decisions are subject to ratification of the board of directors and are not considered binding on CUTV until such time as they have been ratified by the Board.

6.8 Removal from Office

Members of the Board may be removed in one of three ways:

a) By Reason of Absence

Directors absent from three scheduled regular meetings of the Board during a term of office are deemed to have automatically resigned. Notwithstanding the foregoing, the Board may formally excuse absences for valid medical or personal reasons.

b) By Ineligibility

If a director is found to not have been a member at the time of their appointment or election they will be deemed to have automatically resigned.

c) By the Members

A Director may be removed by a two-thirds (2/3) vote of the members belonging to their membership category at a Special General Meeting called for that purpose.

7. Fee

7.1 Student Fee Levy

Undergraduate students eligible to become members of CUTV as outlined in Bylaw 4.1 pay no additional fee upon submitting an Application for Membership.

7.3 Community Membership Fee

The annual membership fee for Community Members is twenty (20) dollars.

8. Auditors

At the Annual General Meeting, an auditor or auditors shall be appointed by the members to audit the books of CUTV, and shall hold office until the next Annual General Meeting. The directors must engage in an open tendering process for an auditor at a minimum of every three years and present the results of the tendering process to the Annual General Meeting for consideration.

9. Books and Records

Unless otherwise permitted by law, CUTV shall maintain at its Head Office and make available to all members the following:

a) The letters patent, supplementary letters patent, if any exist, and all bylaws and regulations of CUTV;

b) Names and contact information of the members;

c) Names and addresses of the Directors and the dates upon which they became and will cease to be

such;

d) Minutes of all the meetings of the board of directors and General Meetings as approved by the Board and signed by the Chairperson and the Secretary of the meeting at which the proceedings were held;

e) Detail as to the receipts and disbursements of CUTV and the matters to which each of them relates, as well as details of its financial transactions and its credits and liabilities;

f) Additional policies regarding the functioning of CUTV and day-to-day activities.

10. Fiscal Year

The fiscal year of CUTV shall terminate on the 30th day of April and the financial statements of the corporation for presentation to the members at the Annual Meeting shall be made up to that date.

CUTV may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Quebec Companies Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the Head Office of CUTV and any member may, on request, obtain a copy free of charge at the Head Office or by mail.

11. Banking and Negotiable Instruments

The directors may by resolution authorize the opening and maintaining of a bank account or accounts and authorize any director, officer, employee or agent to transact banking business of CUTV with such banks and to sign, make, draw, accept, endorse or execute in the name of or on behalf of CUTV all cheques, promissory notes, bills of exchange or other negotiable instruments. Any and all such documents so signed or executed shall be binding upon CUTV.

12. Contracts, Documents and Declarations

All documents and returns required to be submitted to or filed with governmental authorities, customs and excise declarations and returns, affidavits, statutory declarations, and returns, affidavits, statutory declarations, proofs of claim or loss and general or partial releases relating to same, waivers or claims of liens or privileges and discharges of same and declarations in respect of garnishment proceedings involving CUTV or interrogatories upon articulated facts may be signed and executed under seal or otherwise by any Officer or Director for or in the name of and on behalf of CUTV and if signed and executed as aforesaid, shall be binding upon and enforceable against CUTV.

Other than the documents referred to in the preceding paragraph of this by-law and all other documents in connection with the ordinary course of the business of CUTV which also may be signed and executed under seal or otherwise by any Officer or Director for or in the name of and on behalf of CUTV with the same effect, all contracts, agreements, deeds of sale, leases, mortgages or hypothecs, transfer of shares, bonds and other securities being the property of CUTV or standing in the name of CUTV or the books of any corporation or association or endorsements of certificates therefor and any and all other documents and writing to be signed and executed by CUTV shall be signed and executed in the name of and on behalf of CUTV by such person or persons, including Officer(s), Director(s), or employee(s), or attorney(s) of CUTV as may be determined by resolution of the board of directors.

13. Authority of By-laws

All amendments, regulations, and resolutions, motions or decisions of CUTV, including, but not limited to those made by the Board and by General Meetings must be made in conformity with these bylaws.

In the event of any conflict with other governing documents or policies of CUTV, except when otherwise determined by law, these By-laws shall take precedence.

14. Policies

The board of directors may, by a two-thirds (2/3) vote, adopt, repeal, amend or re-enact official Policies of CUTV concerning day-to-day operations of CUTV and such other matters which the board of directors shall deem appropriate.

All policies shall take effect five (5) days following their adoption by the board of directors.

All adopted Policies of CUTV must be annexed to these By-laws, and made publicly available to all Members, employees, and Directors of CUTV at CUTV's Head Office and ideally on the official website of CUTV.

15. Amendments to By-laws

The board of directors may make, repeal, amend or re-enact bylaws of CUTV. Such alterations to these By-Laws must be approved by a two-thirds majority vote of the board of directors at a meeting called for that purpose, and shall be in force and effect five (5) days following their adoption.

Every such alteration to these bylaws, unless in the meantime confirmed at a Special General Meeting duly convened for that purpose, shall only have force and effect until the next Annual General Meeting and in default of confirmation at that meeting, shall cease to have force and effect.

16. Indemnity of Directors, Officers, and Employees

Every Director, Officer, and employee of CUTV and their heirs, executors, administrators, and other legal personal representatives shall be indemnified and saved harmless by CUTV from and against:

a) Any liability and all costs, charges 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 other costs, charges and expenses that they sustain or incur in respect of the affairs of CUTV, provided that no Director, Officer or employee of CUTV shall be indemnified by CUTV in respect of any liability, cost, charges or expenses that they sustain or incur in or about any action, suit or other proceeding of which they are adjudged to be grossly negligent or criminally responsible.

17. General Provisions

In these bylaws the singular shall include the plural and the plural the singular, where appropriate.

