BYLAW 1 – CFMU RADIO INCORPORATED

A By-law relating generally to the transaction of the affairs of CFMU Radio Incorporated.

BE IT ENACTED as a By-law of CFMU Radio Incorporated as follows:

1. HEAD OFFICE

1.1 The head office of the Corporation shall be in the City of Hamilton, in the Regional Municipality of Hamilton-Wentworth, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

2. SEAL

2.1 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

3. MEMBERSHIP

3.1 The members of the Corporation shall consist of the applicants for incorporation and such other individuals as qualify for membership from time to time in accordance with the provisions of these by-laws.

3.2 Classes of Membership – Membership in the Corporation shall consist of the following three classes:

- 3.2.1 Honorary Members;
- 3.2.2 Full Members, and;
- 3.2.3 Associate Members.

3.3 The class of membership shall be determined by the provisions of these by-laws.

3.4 Honorary Members – The Board of Directors may appoint any individual an Honorary Member of the Corporation.

3.5 Full Members – Each duly elected representative and member of the Student Representative Assembly at McMaster University shall be, during the time that s/he remains a member of the Student Representative Assembly, a Full Member of the Corporation.

3.6 Associate Members – Each undergraduate student at McMaster University who pays dues to the Corporation shall be an Associate member of the Corporation. An Associate Member shall continue his/her membership for so long as s/he is enrolled as a full time undergraduate student at McMaster University who has fully paid his/her annual dues.

3.7 Termination of Membership – The interest of a member (whether Honorary, Full, or Associate) in the Corporation is not transferable and lapses and ceases to exist upon his/her death. Associate membership shall cease when the student ceases to be a full time undergraduate student of McMaster University, or does not remit his/her full dues to the Corporation. All Full Members shall remain Full Members for so long as they shall be duly elected representatives to the Student Representative Assembly.

4. ANNUAL AND OTHER MEETING OF MEMBERS

4.1 The annual or general meeting of members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the Board of Directors shall appoint.

4.1.1 At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements, and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members, unless otherwise specified in Corporate Bylaws or bylaw.

4.1.2 Only Full members shall be entitled to notice of any annual or general meeting of members and only Full members shall be entitled to vote thereat. Associate members are entitled to be present at any annual or general meeting of members.

4.1.3 The Board of Directors or the President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of any such meeting of Full Members (including time and place) shall be delivered or mailed to each Full Member not less than ten (10) days before the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without such notice if all the Full Members of the Corporation are present thereat or have waived notice or have signified their consent in writing to the meeting being held in their absence.

4.2 Omission of Notice – No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and, with a majority of no less than two thirds of votes cast, any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director, or Officer shall be his/her last address recorded on the books of the Corporation.

4.3 Voting – Each Full Member of the Corporation shall at all meetings of members be entitled to one vote and s/he may not vote by proxy. At all meeting of members every question shall be decided by a majority of the votes of the Full Members present in person unless otherwise required by the bylaws of the Corporation, or bylaw. Every question shall be decided in the first instance by a

show of hands unless a poll be demanded by any Full Member. Upon a show of hands, every Full Member having voting rights shall have one vote, unless a poll be demanded, a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the voted accorded in favor of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority votes given by Full Members present in person, and such poll shall be taken in such manner as the chairman shall direct and the result of such poll shall be deemed a decision of the corporation in general meeting upon the matter in question. In case of an equality of votes at any annual or general meeting, whether upon a show of hands or at a poll, the chairman shall be entitled to a second or casting vote.

4.3.1 An Associate Member shall not be entitled to vote but may otherwise participate in the affairs of the Corporation by serving on special or standing committees and may attend the annual or other meetings of the Corporation.

4.4 Chairman of the Meeting – The President or the Vice-President of the Corporation shall be Chairman at any meeting of members. In the absence of the President and the Vice-President, the Full Members present at any meeting of members shall choose another director as chairman of the meeting and if no director is present, of if all the directors present decline to act as chairman of the meeting, the Full Members present shall choose one of their number to be chairman of the meeting.

4.5 Quorum – The presence of any five (5) Full Members shall be quorum of any meeting of members for the choice of a Chairman of the meeting and the adjournment of the meeting; for all other purposed the presence, in person, of fifty percent (50%) of Full Members shall be necessary to constitute quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such meeting.

4.6 Adjournments – The Chairman of any meeting may with the consent of any meeting, adjourn the same from time to time, and no notice of such adjourned meeting need be given to the members. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.7 Proxy – Full Members shall not be entitled to be represented or to vote at any annual or general meeting of members by proxy.

5. DIRECTORS

5.1 Board of Directors – The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the bylaws or any special resolution of the Corporation or by status expressly directed or required to be done by the Corporation at any annual or general meeting of members.

5.2 Number of Directors and Quorum – Until changed in accordance with The Corporations Act (Ontario), the number of directors of the Corporation shall be five (5) of whom three (3) shall constitute quorum for the transaction of business. Notwithstanding vacancies, the remaining

directors may exercise all the powers of the Board of Directors so long as quorum of the Board of Directors remains in office.

5.3 Community Directors – The Community Directors shall be elected from among the Hamilton and area community for a two-year term. The Community Directors shall not, nor at any time during their terms of office, become either Associate Members of Full Members of the Corporation. The Community Directors shall be considered full voting members of the Board of Directors but may not act as a signing authority for the Corporation. At least one of the Community Directors shall also be a volunteer at CFMU.

5.4 Qualification of Directors – 80% of the Directors shall be Canadian citizens. Each director shall be 18 or more years of age, and within ten (10) days after his/her election or appointment and throughout the remainder of his/her term of office, shall be a Full Member of the Corporation (except the Community Directors).

5.5 Election and Term – Directors shall be elected yearly (bi-annual for Community Directors) to hold office until the next annual meeting of members of until their successors have been duly elected or appointed pursuant to Section 29 hereof, and at such annual meeting, the whole Board of Directors shall be elected and all the directors in office shall retire, but if qualified, shall be eligible for re-election. The election may be by a resolution carried by a show of hands unless a poll is demanded, such election shall be by ballot. The members shall elect at least one (1) director from among the President, Vice-President, and Treasurer of the McMaster Students Union Incorporated.

5.6 Vacancies – From time to time, in the event of any vacancy however caused occurring in the Board of Directors (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors in office, be filled by the directors from among the qualified Full Members of the Corporation if they shall see fit to do so; otherwise, such vacancy shall be filled at the next annual meeting of members; and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

5.7 Vacation of Office – The office of a Director of the Corporation shall be vacated and the person holding such office shall cease to be a Full Member of the Corporation:

5.7.1 If s/he be adjudged to be a bankrupt or makes an authorized assignment of is declared insolvent;
5.7.2 If s/he is found to be mentally incompetent or becomes of unsound mind;
5.7.3 If s/he ceases to be a Full Member of the Corporation (except the Community Directors); or
5.7.4 If by notice in writing to the Secretary of the Corporation s/he resigns his/her office.

5.8 Removal of Directors – All directors, in the absence to an agreement to the contrary, shall be subject to removal by a resolution passed by the Full Members of the Corporation at a meeting specifically called for the purpose of removing a director. The resolution aforesaid must be passed by two thirds of the votes cast at the meeting of the Full Members of the Corporation called for the purpose of removing a director.

5.9 Remuneration of Directors - The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his/her duties.

6. MEETING OF DIRECTORS

6.1 Place of Meeting and Notice – Meetings of the Board of Directors may be held either at the head office of the Corporation or at such place or places as it may from time to time determine. A meeting of Directors may be called by the President or by the Vice-President at any time. The Secretary by direction of the President of the Vice-President shall then convene a meeting of the directors.

6.1.1 Notice of any meeting of directors shall be delivered or mailed to each Director not less than ten (10) days (exclusive of the day on which the notice is given) before the meeting is to take place; provided always that meetings of the Board of Directors may be held at any time without formal notice if all the directors are present, or those absent have waived notice or have signified their absence. Notice of any meeting of any irregularity in any meeting of in the notice thereof may be waived by any director.

6.1.2 For the first meeting of the Board of Directors to be held immediately following the election of Directors at an annual meeting of the members or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the board, not notice of such meeting shall be necessary in order for the meeting to be duly constituted, provided that a quorum of directors is present.

6.2 Voting – Questions arising at any meeting of Directors shall be decided by a majority of votes.

6.3 Chairman of Meeting – The President of the Corporation, or in his/her absence the Vice-President, shall be the chairman of any meeting of the Board of Directors.

6.4 Powers of the Board of Directors - 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, in its name, any kind of contract which 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 Letters Patent or otherwise authorized to exercise and do.

6.4.1 Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they deem advisable.

7. INDEMNITIES TO DIRECTORS AND OTHERS

7.1 Every Director or office of the Corporation or other person who had undertaken or is about to undertake any liability on behalf of the Corporation and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

7.1.1 All costs, charges, and expenses whatsoever which such Director, office or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced

or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his/her office;

7.1.2 All other costs, charges, and expenses which s/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

8. OFFICERS

8.1 There shall be a President, Vice-President, and Secretary-Treasurer, and such other officers as the Board of Directors may determine by bylaw from time to time. One person may not hold more than one office. The President shall be elected annually by the Full Members from among the President, Vice-President, or Treasurer of the McMaster Students Union Incorporated and shall also be a member of the Board of Directors of CFMU Radio Incorporated. The Vice-President and Secretary-Treasurer shall be elected by the Full Members from among their number annually.

8.2 Remuneration and Removal of Officers – The Directors may fix the remuneration (if any) to be paid to officers and employees of the Corporation. The President, Vice-President, and Secretary-Treasurer in the absence to an agreement to the contrary, shall be subject to removal by a resolution passed by the Full Members of the Corporation at a meeting specifically called for the purpose of removing an officer. The resolution aforesaid must be passed by two thirds of the votes cast at the meeting of the Full Members of the Corporation called for the purpose of removing an officer.

8.3 Delegation of Duties of Officers – In the case of the absence or inability to act of the President, the Vice-President or any other officer of the Corporation, or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

8.4 President – The President shall be the Chief Executive officer of the Corporation and shall, when present, act as Chairman of all meetings of Directors and members; s/he shall sign such contracts, documents or instruments in writing as require his/her signature, and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or as are incidental to his/her office.

8.4.1 Without limiting the generality of the foregoing, the President, subject to the Board of Directors, shall direct the policy and management of the Corporation. S/he shall ensure that the programs decided upon by the Board of Directors and members are implemented by the officers and by the Standing and special committees. S/he shall be an ex-officio member of all committees. S/he shall make an annual report to the members of the Corporation at the time of the annual meeting of members.

8.4.2 The President must be a Canadian citizen, as outlined by the CRTC.

8.5 Vice-President – The Vice-President shall be vested with all the powers and shall perform all duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall sign such contracts, documents or instruments in writing as require his/her signature and shall have such other powers and duties as may from time to time be assigned to him/her by the President or by the Board of Directors.

8.6 Secretary-Treasurer – The Secretary-Treasurer shall be ex-officio clerk of the Board of Directors. S/he shall attend all meetings of the Board of Directors and record all minutes of all proceedings in the books kept for that purpose. S/he shall give all notices required to be given to members and to Directors. S/he shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which s/he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and s/he shall perform such other duties as may from time to time be determined by the Board of Directors.

8.6.1 The Secretary-Treasurer, or person performing the usual duties of a Secretary-Treasurer, shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. S/he shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his/her transactions as Secretary-Treasurer, and of the financial position of the Corporation. S/he shall also perform such other duties as may from time to time be determined by the Board of Directors.

8.7 Duties of Other Officers – The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires them.

8.8 Vacancies – If the office of the President, Vice-President, or Secretary-Treasurer or one of more of them, shall be or become vacant by reason of death, resignation, disqualification or otherwise, such vacancy for the unexpired portion thereof shall be filled in the case of the President, Vice-President, or Secretary-Treasurer by a majority vote of the Full Members and in the case of the Secretary-Treasurer by appointment of the Board of Directors.

9. AUDITORS

9.1 The Full Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, such auditor to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor shall make an annual report to the members and s/he shall make such report and have such powers at The Corporations Act (Ontario) provides.

10. EXECUTION OF DOCUMENTS

10.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and one other member of the Board of Directors (excluding the Community Directors), and the Secretary-Treasurer shall affix the seal of the Corporation to such instruments as require the same.

10.1.1 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Secretary-Treasurer or by any person authorized by the Board. Notwithstanding any provisions to the contrary contained in the bylaws of the Corporation, the Board of Directors may at any time by resolution

direct the manner in which, and the person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.

11. BOOKS AND RECORDS

11.1 The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

12. FISCAL YEAR

12.1 Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of April in each year.

13. CHEQUES, DRAFTS AND NOTES

13.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

14. NOTICES

14.1 Any notice to be given to any member or Director or auditor shall be served either personally or by sending it through the post in a prepaid envelope addressed to such member, Director, or auditor at his/her address as the same appears in the books of the Corporation, or, if no address be given therein, then to the last address of such member, Director, or auditor known to the Secretary of the Corporation.

15. AMENDMENTS TO BYLAWS

15.1 The bylaws of the Corporation may be repealed or amended by bylaw enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote by at least two thirds of the Full Members at a meeting duly called for the purpose of considering the said bylaw.

16. BORROWING

16.1 The Directors may from time to time:

16.1.1 Borrow money on the credit of the Corporation;
16.1.2 Issue, sell or pledge securities of the Corporation; or
16.1.3 Charge, mortgage, hypothecate, or pledge all or any of the real of 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 of liability of the Corporation.

16.2 From time to time, the Board of Directors may authorize any Director, officer or employee of the Corporation or any other person to make arrangement with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

17. INTERPRETATION

17.1 In these bylaws and in all other bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number and the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations. Whenever reference is made in any bylaw or in any resolution of the Corporation to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

PASSED by the Board of Directors and sealed with the Corporate Seal this 27th day of March, A.D. 2000.

President Burke Christian	Secretary- Treasurer Damian Suffoletta

The foregoing bylaw No. 1 of the Corporation was confirmed by the members at a meeting held on the 28th day of April, A.D. 2000.

President Burke Christian	Secretary-Treasurer Damian Suffoletta