

# CFRC Advisory Board Manual 2010-11

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# CFRC Advisory Board Contact List

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Fraser MacPherson	CFRC Spoken Word Programming Manager	cfrcspoken@ams.queensu.ca
Darren Springer	CFRC Music Programming Manager	cfrcprogram@ams.queensu.ca
Kristiana Clemens	CFRC Operations Officer (non-voting)	cfrcops@ams.queensu.ca
Lisa Aalders	CFRC Radio Club President	8lia@queensu.ca
TBC	CFRC Volunteer – Student Representative	
Chris Trimmer	CFRC Volunteer – Community Representative	ctrimmer6@gmail.com
Annette Bergeron	AMS General Manager (non-voting)	gm@ams.queensu.ca
Ashley Egan	AMS Vice President Operations	vpops@ams.queensu.ca
Daniel Szczepanek	AMS Media Services Director	media@ams.queensu.ca
Robert Cormier	Undergraduate Student at Large	6rc18@queensu.ca
Tim Abray-Nyman	Graduate Student at Large	tim@hippocketenterprises.com
Derek Redmond	Queen’s Faculty/Staff	redmond@queensu.ca
Breanne Oryschak	Community Member At Large	4bro@ams.queensu.ca

\*The first four members listed are the staff responsible for station direction

\*The three CFRC managers share one vote

\*The AMS VP Ops and AMS Media Director share one vote

\*The Radio Club President and two CFRC Volunteer positions are up for election every spring.

# Radio Queen's University (RQU) Board List

**President** - Ashley Egan, AMS Vice-President Operations (student representative)

**Vice-President** - Daniel Szczepanek, AMS Media Services Director (student representative)

**Treasurer** - Annette Bergeron, AMS General Manager (University Staff representative)

**Secretary** - Kristiana Clemens, CFRC Operations Officer (CFRC Staff representative)

**Director** - Lisa Aalders, CFRC Radio Club President as (CFRC Volunteer representative)

**Director** - Derek Redmond, CFRC Faculty/Staff Board representative (University Staff representative)

**Director** - Breanne Oryschak, CFRC Community Member at Large Board representative (Community representative)

# What is CFRC?

CFRC is Kingston, Ontario's only campus-community radio station, broadcasting from Queen's University since 1922.

CFRC is licensed as a campus-community station by the Canadian Radio-Television and Telecommunications Commission (CRTC). The CRTC defines a campus radio station as a station owned or controlled by a not-for-profit organization associated with a post-secondary educational institution.

Community-based campus stations, such as CFRC, have programming produced primarily by volunteers who are either students or members of the community at large. The training of professional broadcasters is not the station's primary objective. The primary role of these stations is to provide alternative programming such as music, especially Canadian music, not generally heard on commercial stations (including special interest music, as well as styles of popular music seldom broadcast), in-depth spoken word programming, and programming targeted to specific groups within the community. Although students play an important role in programming, community-based campus stations also provide access to members of the community at large. Such stations also provide training in radio production to volunteers. All campus stations are mandated provide programming that is complementary, not only to that of commercial stations, but also to that of community stations and other campus stations operating in the same location.

CFRC broadcasts at 3,000 watts from a transmitter located on a Rogers tower by Highway 15, with a signal reaching from Belleville to Brockville and Westport to Watertown at 101.9 on the FM dial. We also broadcast via Cogeco cable at 90.9, and on-line at [www.cfcc.ca](http://www.cfcc.ca). The station broadcasts 24/7.

Almost all of CFRC's programming is produced by more than 150 active volunteers who deliver a diverse mix of music and spoken word not available through other media.

CFRC's work doesn't only take place on the airwaves. The station also provides free broadcast training to Queen's and Kingston community members. In addition to three volunteer recruitment and training cycles each year, CFRC organizes skill-building conferences, workshops and creative radio projects on Queen's campus and in the broader community every few months.

CFRC's mandate is to provide innovative and alternative radio programming that enriches and challenges the academic and cultural life of the University and Kingston community and to provide members of the AMS, the CFRC Radio Club and the outlying community with the opportunity to participate and gain skills and experience in the collective operation of a radio station whose programming and practices are not constrained by demands for profit.

# A Brief History of CFRC

- 1902:** the first demonstration of wireless telegraphy on Queen's campus at a spring convocation by James Lester Willis Gill, professor of General Engineering, Kingston School of Mining
- 1912-17:** the first formal teaching of wireless telegraphy in the Department of Electrical Engineering at Queen's
- 1919:** Professor Gill founds the Wireless Club at Queen's University
- 1922:** Professors D.M. Jemmett and R.L. Davis design and build the experimental wireless telephone station in Fleming Hall and obtain the experimental broadcasting license 9BT
- 1923:** "Canada's Famous Rugby Champions" (CFRC) makes its debut with the play-by-play of a Queen's-McGill football game
- 1930-31:** Harold H. Stewart builds a crystal-controlled transmitter for CFRC
- 1934:** CFRC, in partnership with the Kingston Whig-Standard, becomes a member of the Canadian Radio Broadcasting Commission (later the CBC)
- 1938:** CFRC broadcasts the address of U.S. President Franklin Roosevelt
- 1942:** partnership with the Whig Standard is dissolved; Queen's radio reverts to the University's Electrical Engineering Department
- 1945:** Dr. William Angus, with the CBC, establishes a training program for broadcasters at Queen's. CFRC broadcasts 3 nights per week.
- 1954:** After obtaining an FM license and the donation of an FM transmitter from Westinghouse, CFRC broadcasts on FM at 91.9MHz, with simulcast AM transmission on 1490KHz
- 1957:** Margaret Angus is appointed Director of Radio at Queen's University and forms the CFRC Student Radio Club. CFRC celebrates 35 years on the air.
- 1958:** under the supervision of Margaret Angus, CFRC's programmers grew from less than forty student broadcasters to more than a hundred.
- 1959-60:** CFRC relocates from Fleming Hall to new facilities at Carruthers Hall
- 1964:** the first "modern" broadcast of a Queen's Gaels game airs from Toronto's Varsity Stadium
- 1968:** Andrew Marshall is appointed Manager of CFRC
- 1969:** Membership of the student Radio Club reaches more than 150
- 1970:** Andrew Marshall successfully defends the introduction of rock 'n' roll on CFRC's airwaves to the Queen's Radio Committee; CFRC-AM and FM begin separate broadcast schedules.
- 1971:** a Listener survey response reads: "A good radio station without commercial interruptions is delightful. This is Queen's Radio."
- 1972:** CFRC turns 50!
- 1973:** extensive renovations take place at CFRC, including upgrades to stereo equipment, air conditioning, and a new lounge and office.
- 1974:** Steve Cutway becomes the 3<sup>rd</sup> station manager at CFRC.
- 1977:** The CFRC Student Radio Club becomes the CFRC Radio Club, now open to Queen's faculty, staff and alumni, as well as community members. The "Go Stereo" fund is launched with a major contribution from Kathleen Ryan in memory of her husband, a former CFRC volunteer.
- 1981:** CFRC-FM's ownership is transferred from Queen's University to the independent, non-profit corporation "Radio Queen's University," to comply with federal requirements.
- 1986:** The CRTC approves CFRC for daily broadcasting at 91.9FM
- 1990:** Maureen Plunkett is appointed the 4<sup>th</sup> station manager at CFRC; CFRC goes stereo at 101.9MHZ and begins broadcasting seven days per week

# A Brief History of CFRC (cont.)

**1995:** CBC donates a “Switch 56” which enables CFRC to provide and receive broadcast signals internationally

**1997:** CFRC celebrates 75 years of broadcasting at Queen’s University.

**2001:** CFRC is on the air 24 hours per day, 7 days a week; the station leaves reel-to-reel tape behind in favour of new digital production technology

**2002:** CFRC's 80th anniversary brings together station alumni for celebrations

**2003:** Queen's University begins the transfer of control of CFRC operations to The Alma Mater Society. Stuart Mills, former Program Director, is hired as CFRC's first Operations Officer.

**2004:** CFRC broadcasts on-line at [www.cfr.ca](http://www.cfr.ca)

**2006:** Eric Beers is hired as the 2nd Operations Officer; AMS Transfer Agreement is finalized.

**2007:** Sayyida Jaffer steps in as Interim Operations Officer.

**2009:** CFRC launches a new website; Kristiana Clemens is hired as the third Operations Officer.

## Governance Structure/Board Responsibilities

CFRC was owned and operated as part of Queen’s University until 1985, when changes to federal regulations required the creation of an independent, non-profit entity to operate CFRC.

Radio Queen's University (RQU) was born. RQU administered CFRC and its assets throughout the late 1980s and 1990s. A Policy Board, led by CFRC and University staff, governed the general direction of the station. A Station Manager and other paid staff supervised day-to-day operations and the volunteer Radio Club managed on-air programming and scheduling decisions. The University heavily subsidized CFRC's operations throughout this period. At the turn of the millennium, the University determined that it could no longer financially sustain CFRC and entered into negotiations with the AMS to transfer control of CFRC's assets and liabilities. On September 2, 2003, the Board of RQU passed a motion stating “That Radio Queen’s University agrees that the AMS will assume responsibility for CFRC-FM Radio.” A transfer agreement was signed in June, 2006 (see below).

However, federal policy and regulations place limits on the AMS with regard to ownership of CFRC. The CRTC's Campus Radio Policy, which governs CFRC, specifies that the "board of directors of a campus radio station [will] include balanced representation from among the student body, the associated college or university (for example, faculty or administration), station volunteers, and from the community at large." Because the AMS Board does not include representation from all these constituents, the AMS cannot "own" CFRC. For this reason, AMS by-laws concerning CFRC state that "The Corporation shall, on behalf of the Society, *ensure the existence of an organization* dedicated to the pursuit of broadcasting a 24-hour community-based campus radio station known as CFRC-FM." Radio Queen's University has continued to exist, holding the broadcast license and spectrum allocation of CFRC and maintaining ownership and operation of the station's transmitter (in compliance with the Radio Regulations). RQU operates under its own by-laws and Board of Directors, although it assumes none of CFRC's financial resources or liabilities.

# Governance Structure/Board Responsibilities (cont.)

Meanwhile, under the AMS, staffing and administrative changes were implemented after 2003 to include CFRC under the umbrella of AMS corporate services. The "CFRC Board" was born, modelled on a hybrid between the Journal's Board and the former CFRC Policy Board. The "CFRC Board" is responsible for station policy development and approval, handling internal complaints or conflicts, and assisting with long-term strategic planning and development for CFRC. The "CFRC Board" reports to the AMS Board and operates within the AMS By-laws. It is thus not a Board of Directors in the traditional sense, but more of a Steering Committee or Advisory Board, liaising on behalf of CFRC with the AMS. Last year's Board chose to change the name to "Advisory Board" to reflect this reality.

In November, 2009, changes to the by-laws of RQU made the composition of the RQU board a subset of the "CFRC Board." Members of the RQU Board are responsible for participating in RQU's Annual General Meeting and for addressing any issues that may arise with regard to CFRC-FM's broadcast license, spectrum allocation or transmitter. The Advisory Board's Policy Committee has been tasked to draft an operating agreement between RQU and the AMS, to clarify the roles, responsibilities and assets of each organization with regard to CFRC.

## CFRC Transfer Agreement

June 2 2006

**AGREEMENT BETWEEN QUEEN'S UNIVERSITY AT KINGSTON ("THE UNIVERSITY")  
AND THE ALMA MATER SOCIETY OF QUEEN'S UNIVERSITY ("THE AMS")  
TO TRANSFER RESPONSIBILITY OF CFRC TO THE AMS**

The University and the AMS support the assumption of responsibility for the governance, control, financial & legal requirements, assets, trust stewardship, management and operation of CFRC by the AMS. On September 2, 2003 the Board of Radio Queen's University passed the motion, "That Radio Queen's University agrees that the AMS will assume responsibility for CFRC-FM Radio". The transfer will occur in consideration of the mutual covenants contained herein.

It is recognized that the legal entity responsible for and holding the license to operate CFRC is **Radio Queen's University**.

The University and the AMS hereby agree as follows:

1. The University (through the Dean of Student Affairs' Budget) committed \$94,395 for CFRC operations for 2003-04. This commitment was made through \$61,165 in operating expenses flowing from Student Affairs for CFRC operations. The remaining \$33,230 was later transferred to the AMS.

# CFRC Transfer Agreement (cont.)

2. The AMS assumes all operating costs of CFRC.
3. The University will provide all relevant documentation, contracts and agreements/practices, in progress plans, debits and credits due, annual event schedule time line etc. for CFRC.
4. The University will ensure all current administrative and financial records and documentation are retained and provided to the AMS and to provide the location/catalogue and access to all previous years CFRC records and documentation.
5. The University has paid all severance costs of certain employees, in excess of the above amounts and outside the 2003-04 budget, of approximately \$20,268.
6. The University will contribute to the operating costs of CFRC, for the 2004-2005 and 2005-2006 fiscal years, by providing the AMS an unencumbered grant of \$48,000 each year. The University makes no commitment to contribute grants to support the AMS's operations costs of CFRC beyond fiscal year 2005-06.
7. The University and AMS acknowledge that the aforementioned grant is exclusive of any revenue, monies or gifts in kind, received by the AMS/CFRC for fee for services, partnerships, donations, sponsorships of any kind from any source including Queen's Alumni, Advancement, and University faculties, divisions, ancillary units and other University integral or associated parties.
8. The University agrees to transfer the CFRC mandatory and optional Student Activity Fees for 2003-2004 and subsequent years in accordance with the established fee monies transfer protocol.
9. The University agrees CFRC will continue to retain the University's broadcast rights. The University and the AMS agree that the revenue derived from the use of such rights will accrue to support only CFRC operations costs.
10. The AMS will assume any CFRC contracts or agreements that have been entered into prior to the transition date, the termination of which would involve financial penalty. The costs of termination/severing of any of the contracts/agreements (if termination requested by the AMS), prior to the termination date of such contracts, will be paid by the AMS. (Examples are: current contracts for advertising sales and the Coordinator positions.)
11. The AMS will make the constitutional and By-law changes necessary to provide for effective governance and management of CFRC by the AMS.
12. The University will provide the existing space for the station in Carruthers Hall at no cost until the station relocates into the Queen's Centre. The University will continue to provide for the studio transmitter link on the top floor of Botterell and BBC Satellite on the 7<sup>th</sup> floor of Walter Light Hall.

## CFRC Transfer Agreement (cont.)

13. The University will continue to maintain the building structure, electrical & plumbing, finishings, and HVAC at a workplace standard that is consistent with other below ground level University office space (i.e. ITS in Fleming Hall) and CFRC's unique music collection and operating environment.

14. The University will continue to cover costs related to the operation of the space in Carruthers Hall and the Station that are currently covered by the University outside of the direct CFRC operations budget. These costs, which include utilities, custodial and maintenance costs, will be covered by the University until CFRC moves into the Queen's Centre. Note that CFRC pays its own costs to ITS for equipment maintenance.

15. The University will continue to ensure that the server and network resources allocated to CFRC in support of their high speed streaming will be maintained at the current levels for a minimum of two years (approximately 5 Mbps internet traffic and 50 high speed server ports). If additional infrastructure is required by CFRC, an assessment of Impact and costing will be provided. Note that in the spirit of the current arrangement, additional service will be provided at no cost if the impact of the changes don't contribute to increased costs for IT Services.

16. The University will assume responsibility for property insurance for all the studio and transmission equipment, music collection, furniture, supplies etc associated with CFRC equipment, with the equivalent to all perils standard commercial property replacement cost insurance coverage with \$1,000 deductible. Deductible costs will be paid by the AMS.

17. The AMS agrees to carry a minimum of \$2,000,000 commercial general liability and to name the University as an additional insured.

18. The AMS will assume responsibility for providing Communications Libel Insurance.

19. Some or all of the CFRC music collection may be of historical/cultural significance. The University and the AMS commit to providing archival expertise, resources and facilities for the continued identification, preservation and provision of public/community access of/to the CFRC music collection.

20. The AMS will initiate, and the University will support, transfer of the CFRC Radio Club constitution to the AMS, making CFRC Radio Club an AMS Extracurricular Activity.

21. CFRC is part of the plans for the new Queen's Centre. The University confirms the position that CFRC should be provided with an appropriate location in the Queen's Centre and that the University will make every effort to that end. The cost of moving CFRC to a Queen's Centre location will be considered part of the project cost.

## CFRC Transfer Agreement (cont.)

22. The University agrees to provide ongoing Advancement support for CFRC including but not limited to: inclusion in the University's annual telephone solicitation for donations, maintaining contact with alumni in general and particularly CFRC Alumni, receipt and transfer of all donations (monetary or in kind) in accordance with the AMS/Advancement gift receipt and transfer protocol, transfer of all other financial or in-kind donations & sponsorship.

23. The University and the AMS agree to support and facilitate CFRC broadcasting of significant University events and special occasions.

24. The University agrees that current assets associated with and currently used by/for CFRC belong to Radio Queen's University. Such assets include but are not limited to: current studio and transmission equipment, spare parts and equipment, furniture and office equipment, computer and data bases, administrative records, the music collection/library and associated equipment.

25. Should the AMS seek to dispose of any of these assets in the future, the University will be given right of first refusal. In particular, there are parts of the music collection that were donated to the University to which conditions apply.

26. The University will seek to maintain existing provisions for the use of a broadcast tower.

## RQU By-Laws

**BY-LAW NO. 1:** A by-law relating generally to the transaction of the affairs of:  
RADIO QUEEN'S UNIVERSITY  
BE IT ENACTED as a by-law of RADIO QUEEN'S UNIVERSITY as follows:

### **HEAD OFFICE**

1. The Head Office of the Corporation shall be in the City of Kingston, in the Province of Ontario and at such place therein as the directors from time to time determine.

### **SEAL**

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

### **BOARD OF DIRECTORS**

3. The affairs of the Corporation shall be managed by a board of seven directors, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least

## **RQU By-Laws (cont.)**

two-thirds of the votes cast at general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his/her term of office, and may, by a majority of the votes, cast at that meeting, elect any person in his stead for the remainder of his term. If a person is elected as a Director, but such person is not a member of the Corporation, the Board shall submit the Director to the AMS Inc Board, within ten (10) days of his/her election, for appointment as a non-elected, non-voting, “Administrative Officer” of AMS Inc.

### **BOARD BALANCE OF REPRESENTATION**

4. In accordance with Campus Radio Policy, the Corporation shall ensure the Board includes balanced representation from the among the student body, the university and the community at large . In order to ensure balanced representation on the Board, the following Officers of the Corporation will sit on the Board:
  1. President (1 year term) - AMS Vice-President Operations as a student representative
  2. Vice-President (1 year term) - AMS Media Services Director as a student representative
  3. Treasurer (2 year term) - AMS General Manager as University Staff representative
  4. Secretary (5 year) - CFRC Operations Officer as a staff person
  5. Director (1 or 2 year term) - Radio Club President as CFRC volunteer representative
  6. Director (2 year term) - CFRC Faculty/Staff Board representative as University Staff representative
  7. Director (1 or 2 year term) - CFRC non-student Volunteer or Community member at large Board representative as a community representative

### **CITIZENSHIP OF THE BOARD**

5. With respect to citizenship, no less than 80% of the Board must be a Canadian citizen, including the President of Radio Queen’s University. If an AMS President does not possess Canadian citizenship, then another AMS Board Inc. member that does possess Canadian citizenship and voted in by the Board, will reside in the position of President of Radio Queen’s University for the year in question.

### **VACANCIES, BOARD OF DIRECTORS**

6. Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors, from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, and/or if balanced representation of the necessary groups is no longer provided for by the remaining directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

### **QUORUM AND MEETING, BOARD OF DIRECTORS**

7. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors

## **RQU By-Laws (cont.)**

are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or electronically mailed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need to be sent. A directors' meeting may also be held, without notice, immediately follow the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

### **ERROR IN NOTICE, BOARD OF DIRECTORS**

8. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### **VOTING, BOARD OF DIRECTORS**

9. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. In the absence of the President, his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

### **POWERS**

10. 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 charter or otherwise authorized to exercise and do.  
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 may deem advisable.

### **REMUNERATION OF DIRECTORS**

11. The directors shall receive no remuneration for acting as such.

# **RQU By-Laws (cont.)**

## **OFFICERS OF CORPORATION**

12. There shall be a President/CEO, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-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 default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

## **DUTIES OF PRESIDENT/CEO AND VICE-PRESIDENT**

13. The President shall, when present, preside at all meetings of the members of the corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During his absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other directors as the board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

## **DUTIES OF TREASURER**

14. The Treasurer or person performing the usual duties of a 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. 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 transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

## **DUTIES OF OTHER OFFICERS**

15. 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 of them.

## **EXECUTION OF DOCUMENTS**

16. Deeds, transfers, licences, contracts and other engagements on behalf of the Corporation shall be signed by the Secretary and any other Director and the Secretary shall affix the seal of the Corporation to such instruments as require the same. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board. Notwithstanding any provisions to the contrary contained in the by-laws 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 obligations of the Corporation may or shall be executed.

# **RQU By-Laws (cont.)**

## **BOOKS AND RECORDS**

17. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **MEMBERSHIP**

18. The membership of the corporation shall consist of the members of the AMS Board of Directors as identified in the bylaws of the Alma Mater Society of Queen's University Incorporated section 3.01; the members of the CFRC Board of Directors as identified in the bylaws of the Alma Mater Society of Queen's University Incorporated section 18.03, and the CFRC Radio Club Executive as identified in the constitution of the CFRC Radio Club. Each member of the AMS Board, the CFRC Board of Directors and the CFRC Radio Club Executive, including those in ex-officio positions and those sharing votes on the CFRC Board of Directors, if in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members of RQU. Each member shall promptly be informed by the Secretary of his or her admission as a member.

## **DUES**

19. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting. The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

## **ANNUAL AND OTHER MEETINGS OF MEMBERS**

20. The annual or any other general meeting of the 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 said directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement 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. The board of directors or the President or Vice-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 the time and place of every such meeting shall be given to each member by sending the notice by electronic mail or telephone, ten 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 members of the corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

## **ERROR OR OMISSION IN NOTICE**

21. 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

## **RQU By-Laws (cont.)**

make void any proceeding taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceeding taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member director or officer shall be his last address recorded on the books of the corporation.

### **ADJOURNMENTS**

22. Any meetings of the corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **QUORUM OF MEMBERS**

23. A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

### **VOTING OF MEMBERS**

24. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary, sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and 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 in favour 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 of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

### **FINANCIAL YEAR**

25. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall coincide with the fiscal year of Queen's University at Kingston.

### **NOTICE**

26. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or

## **RQU By-Laws (cont.)**

a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if telegraphed, shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

### **BORROWING**

27. The directors may from time to time: borrow money on the credit of the Corporation; or issue, seal or pledge securities of the Corporation; or charge, mortgage, hypothecate or pledge all or any of the real or 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 or liability of the Corporation. From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements 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 therefor, with power to vary or modify such arrangement, 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

### **INTERPRETATION**

28. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa and references to persons shall include firms and corporations.

Originally PASSED by the Board of Directors and sealed with the Corporate seal this 1<sup>st</sup> day of February, 1981. As amended by the Members at the Annual, General Meeting 1 November 2006; 1 February 2007; and 18 November 2009.

# CFRC's Finances

CFRC has operated with a deficit since the Transfer Agreement was finalized and the University ceased to support the radio station with operating grants. However, station revenues have also increased since the transfer agreement was finalized:

## CFRC's Deficit:

2006-07: \$16,730  
2007-08: \$15,606  
2008-09: \$18,562  
2009-10: \$15,451  
2010-11: \$12,000-15,000

## CFRC's Revenues:

2006-07: \$103,396  
2007-08: \$113,213  
2008-09: \$135,125  
2009-10: \$140,339  
2010-11: \$145,000-\$148,000

## Revenues come from five major streams:

Student fees: ~50%  
Fundraising and donations: ~20%  
Grants: ~15%  
Advertising and sponsorship: ~10%  
Studio rentals: ~5%

## Expenses fall in four major areas:

Staffing: ~80%  
AMS Allocated Expenses: ~5%  
Equipment and supplies (office and broadcast): ~5%  
Libel insurance/royalties/association memberships: ~5%  
Printing/Marketing/Merchandise: ~5%

# Decision-making

The CFRC Board has traditionally favoured an informal approach to decision-making, rather than formalized models such as Robert's Rules or consensus procedures.

Generally, items requiring a decision from the CFRC Board will be brought forward during the appropriate committee's or representative's report on the agenda. Decisions to be made can include accepting the meeting's agenda, approving the previous meeting's minutes, and any new policy developments, planning initiatives, major financial decisions (such as the annual budget) and staffing measures. Open discussion will be held on such matters of concern, moderated if necessary by the meeting facilitator. A consensual decision is almost always the outcome, verified by a unanimous vote.

In some instances, the facilitator may request a vote from the Board where there is not a consensus. In these cases, depending on the matter being addressed and in accordance with CFRC policy and AMS by-laws, either a majority or two-thirds vote may stand.

At least 5 votes must be present at a meeting for a decision to be made.

Some decisions of the CFRC Board (eg. concerning AMS by-laws) must be ratified by the AMS Board before coming into force.

# Meeting Facilitation and Documentation

The Operations Officer has acted as the Secretary for the CFRC Board for the past two years, drafting and circulating meeting reminders, minutes and supporting documentation. In the past, the role of minute-taker rotated among Board members, and the responsibility for circulating Board information was designated to a "Chair" elected at the start of each year.

The role of Meeting Facilitator did and continues to rotate among CFRC Board members on a voluntary basis. Facilitation of committee meetings may also rotate. Because each CFRC Board member may be responsible for meeting facilitation at some point in the coming year, here are some important tips to consider:

- ☒ **Know the Agenda:** review the agenda circulated in advance of the meeting and contact the Secretary with any questions or concerns before the meeting begins.
- ☒ **Keep an eye on the Clock:** CFRC Board meetings generally run no longer than 90 minutes; after this point, Board members may become tired and frustrated, or simply have to leave due to other commitments. Although there may be instances where critical decisions or conflicts prolog a discussion, provide regular time checks throughout the meeting to ensure everyone is on track and comfortable with the pace of the meeting.
- ☒ **Keep an eye on the Agenda:** this is where all of your advance planning can come into play. Make an effort to keep discussion focused on the items in the agenda, in the order they were approved. If tangential issues arise that need attention or a decision, you may offer to make time to address them at the end of the meeting, during "Other Business."
- ☒ **Moderate:** As the facilitator, you are responsible for ensuring that every Board member's voice is heard. This may mean intervening when a speaker has spent a long time offering comments, and it may mean asking those who have not spoken if they have anything to add to the discussion before a final decision is made. It may also mean ensuring that people do not interrupt one another, perhaps by setting a ground rule that only one person may speak at a time.
- ☒ **Be Moderate:** As the facilitator, you will have to remove yourself emotionally from the issues at hand and accept ideas or opinions that differ from your own. This doesn't mean you have to hide your feelings, but remember be considerate and respectful of everyone present.
- ☒ **Check In:** It is always a good idea to check in with everyone present at the beginning and end of each meeting, to make sure that people feel comfortable with their levels of participation and the decisions being made.

# Committees

In addition to attending monthly meetings, all CFRC Board members are expected to sit on one or more of the Policy, Planning, Grievance and Human Resources Committee. The Policy and Planning Committees meet monthly; the Grievance and Human Resources Committees meet as required.

## **Policy Committee**

This committee meets monthly to discuss and draft policies, which are then reviewed at CFRC Board meetings before being approved and then implemented. Some policy changes may also require ratification from the AMS Board, if they involve changes to or exemptions from AMS by-laws, policies and procedures. CFRC volunteers, staff and board members may identify policy needs at or outside of Board meetings.

## **Planning Committee**

This committee has had various roles over the past few years. In 2006, the Planning Committee produced a Board Strategic Plan, which outlined 6 priorities for CFRC with short, medium and long terms goals for each. More recently, the committee has helped plan and execute outreach events for the station. The committee operates with a flexible mandate, setting goals at the start of each new fiscal year.

## **Grievance Committee**

This committee is composed of at least three CFRC Board members and a maximum of 2 non-board CFRC volunteers. This committee meets only as needed in accordance with CFRC and AMS complaints procedures. To date, the committee has never had to convene.

## **Human Resources Committee**

This committee requires two members from the CFRC Board. It is responsible for advertising open and interim positions on the Board, collecting submissions from interested individuals and organizing interviews with or presentations to the CFRC Board if necessary.

# **CRTC policy, Federal law, AMS policy (links)**

## **CRTC governing policies:**

Radio Regulations (1986) - <http://laws.justice.gc.ca/en/showtdm/cr/SOR-86-982>

Broadcasting Act (1991) - <http://laws.justice.gc.ca/en/B-9.01/>

Campus Radio Policy (2000) - <http://www.crtc.gc.ca/eng/archive/2000/PB2000-12.htm>

Equitable Portrayal Code (2008) - <http://www.crtc.gc.ca/eng/archive/2008/pb2008-23.htm>

## **Federal Law:**

Blasphemous Libel - [http://laws.justice.gc.ca/eng/C-46/page-6.html#anchorbo-ga:l\\_VIII-gb:s\\_296](http://laws.justice.gc.ca/eng/C-46/page-6.html#anchorbo-ga:l_VIII-gb:s_296)

Defamatory Libel - [http://laws.justice.gc.ca/eng/C-46/page-6.html#anchorbo-ga:l\\_VIII-gb:s\\_297](http://laws.justice.gc.ca/eng/C-46/page-6.html#anchorbo-ga:l_VIII-gb:s_297)

Hate Propaganda - [http://laws.justice.gc.ca/eng/C-46/page-6.html#anchorbo-ga:l\\_VIII-gb:s\\_318](http://laws.justice.gc.ca/eng/C-46/page-6.html#anchorbo-ga:l_VIII-gb:s_318)

False News - [http://laws.justice.gc.ca/eng/C-46/page-4.html#anchorbo-ga:l\\_V-gb:s\\_181](http://laws.justice.gc.ca/eng/C-46/page-4.html#anchorbo-ga:l_V-gb:s_181)

Copyright Act - <http://laws.justice.gc.ca/en/C-42/index.html>

## **AMS by-laws and policy:**

AMS Inc. By-laws - <http://www.myams.org/images/stories/govern-documents/bylaws.pdf>

AMS Constitution - <http://www.myams.org/images/stories/govern-documents/constitution.pdf>

AMS Hiring and Appointment Policy and Procedures -

<http://www.myams.org/images/stories/govern-documents/hirepol.pdf>