



CAROL PREST

PROVINCE OF BRITISH COLUMBIA
SOCIETY ACT
BYLAWS OF
VOICE OF THE SHUSWAP BROADCAST SOCIETY

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1. The name of the Society is VOICE OF THE SHUSWAP BROADCAST SOCIETY (the "Society").

MEMBERSHIP:

2. Anyone may apply to become a member of the Society by making application for membership in the form which the Directors of the Society may prescribe. The applicant becomes a member of the Society upon acceptance of an application and fee by the Directors of the Society.
3. The annual fee for membership in the Society shall be determined by the Directors of the Society from time to time and shall accompany the application form. Membership fees are not refundable for any reason. One vote is allowed per membership at meetings of the Society.
4. An individual ceases to be a member of the Society:
 - by delivering a resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the society
 - on the member's death,
 - on being expelled, or
 - on having become a member not in good standing.
5. (a) A member may be expelled by a special resolution of the members passed at a general meeting.
(b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
(c) The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
6. All members are in good standing except a member who has failed to pay the current annual membership fee, or any other subscription or debt due and owing by the member to the Society and the member is not in good standing so long as the debt remains unpaid.
7. Members of the Society shall be entitled to attend all meetings of the Society. Each member in good standing shall be allowed to cast one vote at every such meeting. New members shall not be entitled to vote at any meeting which is held within 30 days of the date on which they make application for membership in the Society.

MEETINGS:

8. The annual general meeting of the Society shall be held in the month of February in each year, or at such other time as the Directors may decide in accordance with the Society Act.
9. On resolution of the Directors, or on written request of not less than 10% of the members in good standing, an extraordinary general meeting shall be called.
10. Notice of the annual general meeting and of every special general meeting shall be given

to every member in such manner as the Directors may from time to time determine. The accidental omission to give notice of a meeting to, or the failure to receive notice by, any of the members of the Society does not invalidate proceedings at a meeting.

11. At a meeting of the Society, ten percent (10%) of the members, or twenty members whichever is the lesser, in good standing, personally present shall constitute a quorum. Business must not be conducted at a general or an extraordinary meeting at a time when a quorum is not present. If, within 30 minutes from the time appointed for a meeting a quorum is not present, the meeting must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
12. At any meeting of the Society, the President of the Society shall be the Chairperson of the meeting, unless absent, in which case the Vice President or one of the other Directors present shall be the Chairperson of the meeting. The Chairperson shall be entitled to establish all procedures with respect to the conduct of meeting.
13. At any meeting of the Society, votes of members shall be recorded by show of hands of members present with the exception of votes for the appointment of Directors which shall be recorded by way of ballot. No proxy votes shall be permitted.
14. A general meeting may be adjourned from time to time, but business must not be conducted at an adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
15. The Chairperson may move or propose a resolution. In the case of a tie vote, the Chairperson does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.

APPOINTMENT AND REMOVAL OF DIRECTORS AND OTHER OFFICERS, THEIR DUTIES, POWERS AND REMUNERATION:

16. The business of the Society shall be controlled by nine (9) Directors elected by the members of the Society in accordance with these By-Laws. The Officers of the Society shall be Directors, selected by the Directors, and shall consist of a President, a Vice-President, a Secretary, and a Treasurer.
17. The Directors shall be elected at the annual general meeting of the members of the Society. Persons to be elected as Directors of the Society must be at least 19 years of age, be Canadian citizens, and have been members of the Society for at least six months prior to the date of the annual general meeting. Nominations must be made and seconded by persons who have been members of the Society for at least six (6) months. At the annual general meeting to be held in February 2011, nine (9) Directors shall be elected, three (3) for a term of one year, three (3) for a term of two years, and (3) for a term of three years. Thereafter, when the term of any Director expires, all subsequent elections shall be for terms of three (3) years. In the event that any Director should resign before completing his or her term, the members, at the next ensuing annual general meeting, shall elect a new Director who shall serve for the unexpired balance of that term. The Directors may, until the next annual general meeting, appoint any member to fill the vacancy created by the resignation of any Director.

18. At any meeting of the Directors of the Society, five (5) Directors shall constitute a quorum.
19. No remuneration shall be paid to any of the Directors. A Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
20. The Officers or any employee of the Society may, with the authority of the Directors and subject to the provisions of the Society Act and these By-Laws, conduct the operations of the Society.
21. All cheques, notes and other bills of exchange shall be drawn in the name of the Society and signed on behalf of the Society by any two (2) of the Officers of the Society.
22. The Treasurer shall have the custody of the bank book and financial records of the Society and shall be responsible for seeing that proper records of all financial transactions of the Society are kept.
23. The Secretary shall keep and have custody of the Minutes and record books of the Society other than the financial records.
24. There shall be an auditor who shall be appointed annually at the annual general meeting in each year or if not so appointed, may be named by the Directors.

EXERCISE OF BORROWING POWERS:

25. The Society may, subject to the provisions of the Society Act and these By-Laws, and with the approval of the members of the Society by way of special resolution in accordance with the Society Act, borrow monies and secure the repayment of monies so borrowed in such manner as may be appropriate or required.

ANNUAL FINANCIAL STATEMENT:

26. A statement of the operations of the Society in the form of a balance sheet containing the general particulars of its liabilities and assets and a statement of its income and expenditures shall be prepared each year and presented at the annual general meeting.

RECORDS AND INSPECTION THEREOF:

27. The following records shall be kept:
 - (a) Minutes of all general meetings and of all meetings of the Directors of the Society;
 - (b) A record of all members of the Society; and
 - (c) A record of all the property of the Society.
28. All books and records of the Society shall be kept at the office of the Society where they may be inspected during office hours by the members of the Society.

GRANTS, DONATIONS:

29. The Society may receive grants, donations, gifts or contributions from any person or corporation and shall apply the same to the objects of the Society.

CONTRACTS, EXPENDITURES, AGREEMENTS:

30. With the exception of any repairs or maintenance required to protect and preserve the Society's assets, the Directors of the Society shall not undertake any capital expenditure, commitment or obligation in excess of the sum of TEN THOUSAND DOLLARS (\$10,000.00) without the approval of a majority vote of the members present at any general or extraordinary general meeting of the Society first having been obtained. This provision

shall not apply to the payment of salaries, wages, taxes, insurance premiums or any other expenditure incurred in the normal course of business.

31. The Directors of the Society shall not commit the Society to any contract, agreement, mortgage, obligation or any other undertaking which charges or involves the assets of the Society, where the term of such obligation exceeds sixty (60) months, without first having obtained the approval of the members of the Society by special resolution in accordance with the Society Act.
32. In the event of the dissolution of the Society, any assets remaining after the payment of all debts and obligations will revert to the Shuswap Community Foundation.
33. The operations of the Society are to be carried out primarily in and around the City of Salmon Arm in the Province of British Columbia.

Dated: February 24, 2015 at Salmon Arm, British Columbia.