

NCRA-NAREC: Proposed Bylaw Changes

1.10 MEMBERSHIP

The Membership of the Corporation has one (1) type of membership; namely, Regular Members (Amended June 2010). The following conditions of membership shall apply:

a. **REGULAR MEMBERS:** The following persons shall be eligible to become a Regular Member:

--- i. all campus, community, **instructional and indigenous native** radio stations who are licensed by the CRTC and who have applied for membership and been approved by the Board;

--- ii. all internet-based and closed-circuit stations officially affiliated with a college or university in Canada who have applied for membership and been approved by the Board;

--- iii. all internet-based and closed-circuit stations that stream more than **1020** hours of original hosted programming a week and are not for profit registered societies, corporations or cooperatives in Canada with provisions in their by-laws ensuring that they are public access, volunteer-based and community-oriented who have applied for membership and been approved by the Board; and

--- iv. not-for-profit registered societies, corporations or cooperatives whose aim is to start a CRTC-licensed community or campus or **indigenous native** radio station, that also have provisions in their by-laws ensuring that they are public access, volunteer-based and community-oriented who have applied for membership and been approved by the Board.

--- v. all indigenous stations who are not licensed by the CRTC and are not-for-profit registered societies, corporations or cooperatives in Canada with provisions in their by-laws or equivalent, ensuring that they are public access, volunteer-based and community-oriented who have applied for membership and been approved by the Board

Reasoning: To update dated terminology and verify membership requirements around indigenous stations specific to the necessity for bylaws or a functional alternative.

Change #2 - Discipline of Members

1.11.1 DISCIPLINE OF MEMBERS

a. The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

--- i. violating any provision of the articles, by-laws, **membership agreement/code of conduct** or written policies of the Corporation;

--- ii. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or

--- iii. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

b. In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer/staff as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

Reasoning: To add the membership agreement/code of conduct in specifically as a written policy of the corporation, along with the ability for the board to delegate (to staff) determinations related to subsection (b).

Change #3 - Quorum, AGM Procedure

1.14 PROCEDURE

d. **QUORUM:** Twenty Five percent (20%) of the Members plus one (1) constitutes quorum for the transaction of business at Members Meeting (Annual or General).

e. REPRESENTATIVE OF MEMBERS

--- i. Each Member shall, at least three Seven (3) days prior to the Annual General Meeting of Members, provide the Corporation with an authorization, indicating the individual who has been elected or appointed by such Member to speak and vote on behalf of such Member at Meetings of Members for the duration of the then-current fiscal year of the Corporation. Such authorization shall also delegate a second individual to speak and vote on behalf of such Member in the event the individual elected or appointed under this subsection (a) is unable to attend a Meeting of the Members.

--- ii. From time to time, the Corporation may request verification that the individual who speaks or votes on behalf of a Member at a Meeting is the individual who was elected or appointed by the relevant Member.

Reasoning: Currently, only members who have made a deposit or paid in full their dues can participate in the AGM. This typically results in between 20-30 stations participating each year. The proposed changes mean that any member who has paid the previous year will be considered in good standing. It is administratively burdensome to manage in the short period of time between April 1st and the AGM. This shift mitigates cumbersome work-a-rounds developed by staff to facilitate a functional AGM. 20% of members is historically in line with the participation numbers of members at the AGM - Currently $113/20 = 23$ stations.

Change #4 - Board of Director Composition

1.17 COMPOSITION

a. FIRST DIRECTORS: The applicants for the incorporation become the first Directors of the Corporation and remain in office as established in the *Act*, that is, until they are duly replaced.

b. ELECTIONS: The Board is composed of five (5) to ten (10) Directors, as elected by the Members at the Annual General Meeting of the Corporation, with the following criteria as a guide (Amended July 1990):

--- i. Every Member may nominate one (1) individual for election to the Board.

--- ii. The Board is composed of five (5) to ten (10) Directors.

--- iii. Elections shall result in no Member having more than one (1) Director sitting on the Board (Amended July 1990).

--- iv. Elections to the Board shall result in representation from at least four (4) of the six (6) regions of Canada, as follows: the Pacific (British Columbia); the North (Northwest and Yukon Territories, and Nunavut); the Prairies (Alberta, Manitoba and Saskatchewan); Ontario; Quebec; and the Atlantic (New Brunswick, Newfoundland, Nova Scotia, and Prince Edward Island). Elections that do not satisfy these requirements shall be declared null and void.

--- v. In order to further represent the diversity of Membership in the Corporation, that not less than one (1) Director be selected as an Indigenous Representative from the First Nations, Métis and Inuit peoples of Canada (Amended July 1994, June 2006, June 2009).

--- vi. Every Member shall cast one (1) vote for each vacant seat on the Board.

--- vii. Nominees gaining the most votes are declared elected.

--- viii. ~~The Membership shall elect no less than fifty percent (50%) women to the Board. Elections must satisfy this requirement or be declared null and void (Amended July 1990, July 1991). Elections to the Board shall result in a diversity of genders and significant representation of under-represented groups to the Board as defined by our Leadership Representation Policy. Elections must satisfy this requirement or be declared null and void to the extent of the inconsistency.~~

--- ix. In the event that fewer or equal candidates are running for open positions on the Board of Directors, the regular Members may vote yes or no. In an occasion of an affirmed no vote by the majority of votes, regular Members may reopen nominations. In the event that no candidate shall run, the vacant position shall remain empty until the Annual General Meeting.

--- x. Provisions regulating the election of Board Members contained in Sub-sections (i) and (ii) may be waived in order to fulfill Sub-section (iii) with regard to the election of the Indigenous Representative Director (Amended June 2000).

--- xi. Nominees must be affiliated with a Member station of the Corporation, as affirmed by an authorized representative of the station, including a Board or staff member (Amended June 2006).

Reasoning: These changes are designed to strengthen the NCRA/ANREC capacity to recruit diverse leadership. The draft [Leadership Representation Policy](#) further demonstrates this by

requiring that board composition be inclusive of genders outside of the gender-binary, and of those who identify as historically underrepresented or disadvantaged on the basis of race, sexuality, ability, and so on. By expanding on this bylaw in policy we are committing to actualizing those values in an operational and active manner. The goal of eliminating the gender-binary limitation of the previous bylaw language had been repeatedly identified in previous years by staff, board, and members alike.

Change #5 - By-elections

1.20 REPLACEMENT AND BY-ELECTION

a. At a By-election, the Members may fill a vacancy in the Board by a majority of votes cast.

b. Directors elected in a By-Election will serve until the second Annual General Meeting following their election. The By-election must be in accordance with the guidelines outlined in Section 1.18.

c. The By-election shall be held **by mail electronically** with the following guidelines (Amended June 1996, June 2003, June 2016):

--- **i.** In the case of a vacancy arising on the Board, the Secretary of the Corporation shall, within seven (7) days of the vacancy, announce the vacancy and call for a By-election. The announcement shall give instructions and a form for interested candidates to fill out.

--- **ii.** In the case of a vacancy arising because an open Board seat remains at the conclusion of the Annual General Meeting, the Secretary shall announce the vacancy and call for a By-election within fourteen (14) days.

--- **iii.** Candidates shall have twenty (20) days from the day of the announcement to express in writing their interest in running for the Board. The candidates shall express this intention by sending the form back to the Secretary within the deadline.

--- **iv.** Within three (3) days of the nomination period closing, the Secretary shall send to all the current voting members a package with the forms of all the candidates and voting instructions. Votes must be sent to the Secretary according to the instructions provided within seven (7) days.

--- **v.** In the event that the Secretary does not receive nominations by the close of the nomination period, the Secretary will notify members that the by-election is terminated. The Secretary will then announce a new by-election thirty (30) days later. If the Secretary does not receive nominations at the close of the nomination period in the second By-election, the seat will remain vacant until the following Annual General Meeting or Special General Meeting.

d. At a Special General Meeting of the Corporation, the Members may fill a vacancy for the remainder of a director's or member's term of office by a majority of votes cast at that Meeting.

e. ~~In the case of a vacancy arising on the Board, the Secretary of the Corporation shall see that the vacancy is filled according to the dispositions outlined in Section 1.19 and in the present Section.~~ **If, at the conclusion of a by-election, no candidate is elected, the Board of Directors may fill the vacancy by appointing a person to the Board for the remainder of the term, as per all bylaw requirements.**

Reasoning: To update old terminology and absolve member stations who may not have someone interested in running; this augmentation allows the board to bring on someone (who meets the requirements of being board representative) to join in a short-term capacity and provide (where identified) unique skills and perspectives.