

**CONSTITUTION OF THE BROADCASTERS ASSOCIATION OF
MANITOBA (2002)
(Adopted March 21, 2002)**

ARTICLE 1 – OBJECTIVES:

There shall be a Broadcasters Association of Manitoba whose purpose and object is to foster and promote the development of the art of broadcasting amongst its members as hereinafter defined, to encourage interchange of information amongst them, and to protect their interests.

The words "Radio", "Broadcasting" and "Radio Broadcasting" shall mean the dissemination of any form of radio electronic communication by means of Hertzian waves and, without restricting the generality of the foregoing, shall include broadcasting by amplitude modulation, frequency modulation, facsimile and television.

ARTICLE 2 – MEMBERSHIP:

Membership in the Broadcasters Association of Manitoba shall be open to any PRIVATE broadcasting station which is located within the Province of Manitoba THAT MAKES APPLICATION FOR MEMBERSHIP AND PAYS THE ANNUAL FEES FIXED BY THE ASSOCIATION.

ARTICLE 3 – ANNUAL MEETING:

There shall be an annual meeting of the members of this Association held at such time and place as may be decided by the Board of Directors, with the approval of the membership, within 60 days of the end of the financial year.

ARTICLE 4 – SPECIAL MEETING:

A special meeting of the members may be called by the President or in his inability, by the Vice President, or such special meeting shall be called at the written request of one-quarter of the active members of the Association.

ARTICLE 5 – QUORUM:

A quorum shall consist of one-third of the active members in good standing.

ARTICLE 6 – NOTICE OF MEETINGS:

Notice of a meeting of the Association shall be mailed or delivered to each member at least 14 days prior to the date on which the meeting is to be held.

ARTICLE 7 – VOTING POWER AND PROXY:

Each member shall be entitled to all the rights and privileges pertaining to the Association, including the right at annual and special meetings to vote through a duly appointed representative or by proxy. At any meeting of the Association each member station shall be entitled to vote, such vote to be cast by the duly accredited voting delegate from that member station. The voting delegate from each member station shall be named in writing to the Secretary not less than five days prior to any duly called meeting. In the event of emergency, the requirement of prior notification may be waived by majority consent OF THOSE PRESENT.

ARTICLE 8 – MEMBERSHIP FEES AND SUSPENSIONS:

Membership fee for members shall be determined by the Board of Directors. Any member who fails to pay his membership fee as and when same becomes due, or within 120 days thereafter shall thereupon cease to be a member. However, such members be reinstated by the Board of Directors by resolution passed at regular meeting thereof, upon payment of all arrears of dues.

ARTICLE 9 – ASSOCIATE MEMBERSHIP

Any individual, firm, corporation or company engaged in any business connected with broadcasting but not admitted to active membership shall, subject to the approval of the Board of Directors, be eligible to associate membership in the Association. Associate members shall be entitled to such rights and privileges as may from time to time be assigned them by the Association or its Directors or as set forth in the By-Laws, except that such members shall not be entitled to vote at meeting of the Association and may be excluded from attendance at such meetings as the Board of Directors may from time to time by resolution determine, nor shall they be eligible for election to the Board of Directors.

ARTICLE 10 – BOARD OF DIRECTORS:

“There shall be a Board of Directors comprised of not less than five persons with consideration being given to maintaining a balance of metro and non-metro members as well as geographic distribution of members. The Board shall be comprised of Directors nominated from among all the designated representatives of the member stations. The Board of Directors shall have power to transact such business of the Association as may come before it and to make a general report at the annual meeting. The Board shall have power to fill vacancies in any office of the Association and to fill vacancies on the Board. Each such Director shall be elected for a period of two years and will assume office immediately following the adjournment of the annual meeting and remain in office unless removed pursuant to Article 13 thereof, until their successors are elected. The business of the association shall be managed by the directors between meetings of the membership.”

ARTICLE 11 – TERM OF OFFICERS:

No Director shall serve more than three successive terms in the same office.

ARTICLE 12 – DIRECTOR’S QUORUM:

The presence of at least three Directors shall be necessary to constitute a quorum at any meeting.

ARTICLE 13 – DISMISSAL OF DIRECTORS:

Any Director or Directors may be removed before the expiration of his or their period of office and another qualified person appointed or elected in his or their stead for the balance of his or their term by resolution passed at a special general meeting of the qualified voting members of which notice specifying the intention to pass such resolution has been given, or without a meeting, by the Directors with the written approval of a two-thirds majority of the qualified voting members in good standing at the time.

ARTICLE 14 – NOMINATING COMMITTEE:

There shall be a nominating committee appointed by the Directors of the Association, consisting of not less than three persons chaired by the Immediate Past President. This Committee shall, at an appropriate and designated time during each annual meeting report to that meeting its selection of person to fill forthcoming vacancies in the Board of Directors (TAKING CARE THAT THE COMPOSITION OF THE PRESENTATION IS CONSISTENT WITH THE REQUIREMENTS OF ARTICLE 10). The President shall then invite further nominations from the floor of the meeting. If no such further nominations are offered, he shall declare the slate of nominees proposed by the nominating committee duly elected to office for the periods designated. In the event of further nominations being made, the annual shall select its directors to fill forthcoming vacancies by process of secret ballot. The nominating committee shall function otherwise within the framework of directives provided to it by the Board of Directors.

ARTICLE 15 – PRESIDENT AND VICE PRESIDENT:

The DIRECTORS shall elect from amongst themselves a President, Vice-President and such other officers as the Board may, from time to time see fit to elect. The name of these officers will be reported to the annual meeting.

ARTICLE 16 – PRESIDENT’S DUTIES:

The President shall preside at annual and special meetings of the members of the Association, at all meetings of the Board of Directors of the Association and shall be ex-officio member of all standing committees and such special committees as may from time to time be formed. The President shall perform such other duties as may be assigned to him by the Board of Directors.

ARTICLE 17 – VICE PRESIDENT’S DUTIES:

The Vice-President may preside at meetings of members of the Association and of the Board of Directors in the absence of the President. He shall perform such other duties as may be assigned to him by the Present or the Board of Directors. In the event of a tie vote, at any meeting of the Association or of the Board of Directors, the President or Vice-President, if presiding in his stead, shall have a casting vote.

ARTICLE 18 – PAST PRESIDENT

The Board of Directors may invite the Immediate Past-President of the association to serve it in any advisory capacity and any Past-President accepting such invitation shall have all duties and powers of a Director except the right to vote.

ARTICLE 19 – SIGNING AUTHORITY:

All legal documents of the Association, other than cheques, shall require the signature of the President and of the Vice-President or one other member of the Board of Directors.

ARTICLE 20 – FISCAL YEAR:

The financial year of the Association shall begin September 1 and end August 31 of each year.

ARTICLE 21 – FINANCIAL CONTROL:

The President or an officer designated by him shall be required to send a copy of the audited statement of the Association's financial affairs each year to the members as soon as it is practicable following the close of the financial year of the Association.

ARTICLE 22 – AMENDMENTS:

These articles may be repealed, amended or altered only by two-thirds vote of the qualified voting members present at a duly called meeting of the Association, provided the proposed amendment shall have been mailed to the President and all members at least thirty days prior to such meeting; or, without a meeting, with the written consent of a two-thirds majority of the qualified voting members in good standing at that time.

Glossary:

1. The term member means a "broadcasting station".
2. A "voting delegate" is the person designated by a station as its voting member at meetings of the Association.
3. A "designated representative" is anyone authorized by the station to attend meetings.