

Governing By-Law; **NEEPAWA ACCESS COMMUNITY TELEVISION (NACTV) Inc.**

1.0 Name

The name of this corporation shall be Neepawa access community television (NACTV) Inc., A corporation without share capital, registered in the Province of Manitoba.

2.0 Address

The operations of this corporation shall be carried on primarily, but not exclusively at 290 Davidson St., Neepawa, Manitoba. The corporate office shall be located at this address.

3.0 Objectives

The objectives of this corporation shall be:

- a. To erect, staff, fund and maintain a local television station broadcasting video signals to the residents of the Neepawa area and to provide those signals to the local cable company.
- b. To train youth and adults in the Neepawa area in the skills necessary for design,
- c. production and broadcast of television programming.
- d. To promote on-going education within the community and to provide community
- e. information to the residents of the Neepawa area.

4.0 Affiliation

This corporation shall be affiliated and shall work in co-operation with Westman Communications Group, whose head office is in Brandon, Manitoba; their heirs or successors.

5.0 Not for Profit Status

This corporation has no authorization share capital and shall be carried on without pecuniary gain to its members. Any profits or other accretions to the corporation shall be used in furthering its undertaking.

6.0 Dissolution

In the event of dissolution of this corporation, all equipment and furnishings used in the Operation of the corporation shall be disposed of as the following:

- a. All equipment owned by Westman Communications Group shall be returned.
- b. All equipment or furnishings on loan to the corporation shall be returned to its original owner. Should the owner not wish the equipment or furnishing returned, they shall become the property of the corporation and may disposed of as the Directors see fit.
- c. The remaining assets of the corporation, following the payment of all bills, shall be given To a corporation or organization whose objectives are similar to those of NACTV Inc.

7.0 Members

Memberships in this corporation shall be open to any adult resident, living within the NACTV Broadcast area, subject to the conditions set out below.

7.1 Application for membership

Persons seeking membership in this corporation shall complete the form and pay the annual membership fee.

7.2 Admission to membership

Admission to membership shall be by majority vote of the members at the annual Meeting.

7.3 Renewal of Membership

Each member shall renew his/her membership prior to the Annual Meeting by payment of the annual membership fee.

7.4 Membership Fee

The membership fee shall be set by the members on recommendation of the Directors. The members may, at their discretion, establish fees for a one year, multiple year or lifetime membership in the corporation.

7.5 Removal from membership

Persons may be removed from membership in one of the following ways:

- a. By death.
- b. By moving outside the NACTV broadcast area
- c. By failure to pay the annual membership fee.
- d. By exclusion. Should the actions of a member be in violation of the objectives of the corporation, or should a member, by virtue of his/her actions, be deemed To be in breach of trust or conflict of interest, the remaining members may act to Suspend or revoke the said person's membership.

8.0 Directors

Between Annual Meetings, the operations of this corporation shall be overseen by the Directors, Whose qualifications, term of office, method of selection and duties are outlined below.

8.1 Number

There shall be not less than three, not more than eight Directors.

8.2 Qualifications

Directors shall be members of the corporation. Directors shall have demonstrated their interest in and commitment to the objectives of the corporation by working in some aspect of the corporation's activities for a period of one year prior to appointment as a Director. Directors shall be skilled in one or more of the following areas: television production, community relations, business management, liability risk management, mass communication.

8.3 Term of Office

Directors shall be elected for a term of two years, with one-half of their number to retire each year. A director may serve up to three consecutive terms (for a total of six months), after which he/she must retire for at least one year.

8.4 Method of election

Directors shall be elected at the Annual Meeting. Newly elected Directors shall take office at the close of the Annual Meeting.

8.5 Removal from office

A Director may be removed from office in one of the following ways:

- a. By resignation. A director wishing to resign prior to the completion of his/her term of office shall present a letter of resignation to any regular or special meeting of the directors. The letter shall state the date on which the Director wishes his/her resignation to become effective. Should no date be given, the resignation shall be deemed to have taken effect on the date the letter was written.
- b. By removal with cause. A Director may be removed from office with cause for actions determined to be in excess of his/her assigned responsibilities, or for actions that are deemed to be in conflict of interest.

8.6 Replacement of Directors who Resign

Should a Director resign or be removed from office, the remaining Directors may elect a qualified member to serve in his/her place. This appointment shall be ratified at the next annual Meeting.

The term of office for a Director elected to replace one who has resigned prior to the completion of his/her term of office shall be the remainder of the departing Director's term of office.

8.7 Duties of Directors

Directors shall have complete oversight in all areas of the corporation's operations and administration. The Directors shall be specifically responsible for preparing the annual budget, financial oversight, hiring of the General Manager, and setting policies governing the operations of the corporation. Directors shall attend all regular and special meetings of the corporation or shall convey regrets if unable to attend. Should a Director disagree with a decision made at a meeting at which he/she was unable to present, he/she shall convey his/her disagreement to the President in writing. A copy of the letter containing the Director's comment shall be appended to the minutes of the meetings at which the said decision was made.

8.8 All Directors are Volunteers

all Directors shall serve without remuneration, except that a Director may be reimbursed for personal expenses incurred while performing assigned duties or representing the corporation as a delegate. No Director may be an employee of the corporation, nor may any employee of the corporation serve as a Director.

8.9 Voting Privileges

Each Director shall have one vote at any regular or special meeting, including the Annual Meeting. A director who is not able to be present at a meeting, but wishes to give His/her input to an item under discussion, shall submit his/her input in writing.

To vote on a motion presented for debate, the Director must be present. No proxy voting Or voting by letter shall be permitted.

Votes on motion shall normally be by show of hands. However, it shall be the privilege of any Director, prior to a motion being put to vote, to request that the vote be conducted by secret ballot.

8.10 Majority Vote Required

Except as provided below, a simply majority vote the Directors present and voting shall be required for a motion to pass.

9.0 Officers

The officers of this corporation shall be a president, a Vice-President, a Secretary and a Treasurer; whose method of appointment, term of office and duties are outlined below.

9.1 Qualifications

All officers shall be Directors of the corporation. Except for those officers elected at the First Annual Meeting of the corporation, all officers shall have served as a Director for Not less than one year prior to begin elected as an officer

9.2 Election

Immediately following the Annual Meeting the Directors shall meet to elect a President, a Vice-President, a Secretary and a Treasurer who shall assume office immediately.

9.3 Term of Office

All officers shall serve for one year, after which they may be reelected. A Director may continue as an officer (subject to annual reelection) for as long as he/she remains eligible to serve as a Director.

9.4 Removal From Office

All Officer may be removed form office in one of the following ways:

- a. By resignation. An Officer choosing to resign prior to the completion of his/her term of office shall present a letter of resignation to any regular or special meeting of the Directors. The letter shall state the date on which the Officer wishes his/her resignation to become effective, and whether or not the Officer is resigning from his/her position as an Officer only, or whether he/she is also resigning as a Director. Should neither of the above be stated, the resignation shall be deemed to be as both an Officer and as an Director.
- b. By removal with cause, subject to the conditions set out in Section 8.0.5b.

9.5 The President

The president shall be the Chief Executive Officer of the corporation. He/she shall preside at all meetings of the Directors, including, the Annual Meeting and the Directors' meeting following the Annual Meeting at which Officers are elected. The president shall insure that the operations of the corporation are carried out in accordance with the terms and conditions set out by the Corporations Act of the Province of Manitoba, this Governing By-Law and policies set by the Directors. The president shall be, ex-officio, a member of all standing or special committees of the Directors. In the event the President is unable to attend a Directors' Meeting, he/she shall appoint a Director to chair the said meeting.

9.6 The Vice-President

The vice-president shall perform all the duties of the President in the President's absence. Should the president resign prior to the completion of his/her term office, the Vice-President shall complete the President's term.

9.7 The Secretary

The secretary shall be the Chief Corresponding Officer of the corporation. He/she shall keep an accurate and complete record of all Director's meetings including the Annual Meeting. Copies of the minutes shall be circulated to all Directors as soon as possible following each Director's meeting. One copy of the minutes shall also be forwarded to the Head Office of Westman Communications Group.

The secretary shall prepare and maintain the Corporate Binder which shall contain the following items:

- a. A copy of the Articles of Incorporation.
- b. A copy of this Governing By-Law
- c. An up to date list of the corporation officers and directors, including postal and municipal addresses, business and residence phone numbers.
- d. Copies of the minutes of all Director's meetings beginning with the most recent annual meetings.
- e. A copy of the most recent Corporate Annual Return.

In addition, the Secretary shall establish and maintain such other corporate files as he/she deems necessary. Each year, prior to the Annual Meeting, the Secretary shall prepare and produce a booklet of Annual Reports for consideration and adoption by the Directors. Immediately following the Annual Meeting, the Secretary shall file the required annual return with the Corporations Branch of the Government of the Province of Manitoba. The Secretary shall also file such other reports and returns as may be required by Government or by Westman Communications Group.

9.8 The Treasurer

The treasurer shall be the Chief Financial Officer of the corporation. He/she shall, subject to policies set by the Directors, receive all monies paid to the corporation and remit all monies authorized by the corporation for operating expenses and debt retirement.

The Treasurer shall maintain an accurate set of books recording all financial transactions of the corporation. He/she shall prepare a monthly financial report for the officers and General Manager, quarterly financial reports for the Directors, and shall prepare a complete financial statement, including a statement of assets, liabilities and equity for the Annual Meeting. The books of the corporation shall be reviewed annually subject to the terms set out below.

10.0 Standing Committees

As soon as possible following the Annual Meeting, the President shall appoint the following Standing Committees—Membership, Budget, Audit, Personnel and Programming.

10.1 Membership

The Membership Committee shall consist of the Secretary and two Directors who are not officers. The Membership Committee shall receive and process all applications for memberships in the corporation. Prior to each Annual Meeting, the Membership Committee shall notify all members that annual membership fees are due. At each Annual Meeting, the membership Committee shall present a report stating the number of paid memberships they have received and by virtue of the same, the number of persons eligible to vote at the Annual Meeting.

The Membership committee shall also contact persons who have indicated interest in severing as Directors and shall present a list of Directors to be elected to the Annual Meeting. Should a Director resign prior to the completion of his/her term, the Membership Committee shall, as soon as possible, recommend a person to complete the unexpired term.

Following the annual meeting, the Membership Committee shall present to the Directors nominations for the positions of President, Vice-President, Secretary and Treasurer.

10.2 Budget

The budget Committee shall consist of all Directors meeting as a Committee of the whole, with the Treasurer as Chair. The budget Committee shall be prepare a proposed Budget for the coming fiscal year. The finished budget shall be presented to the Annual Meeting for ratification.

10.3 Audit

The Audit Committee shall consist of the Treasurer and one Director who is not an Officer. The Audit Committee shall present, to each Annual Meeting, the name of an individual who is qualified to conduct the annual review of the corporation's financial activities. The Audit Committee shall meet with this person following to the completion of the review to receive his/her report and any recommendations he/she may wish to make concerning the financial policies or accounting practices of the corporation. The report shall be presented to the Annual Meeting. The Audit Committee shall insure that all recommendations arising from the annual financial review are implemented.

10.4 Personnel

The personnel Committee shall consist of the President and one Director who is not an Officer. The Personnel Committee shall present, when necessary receive resumes, screen applicants, conduct interviews and present to the Directors the name of the candidate for the position of General Manager. Together with the General Manager, the Personnel Committee shall have the power to hire and when necessary, to dismiss paid staff other Than the General Manager. The personnel Committee shall investigate and where Possible, arrange for support form appropriate Federal and Provincial employment subsidy programs prior to hiring additional paid off staff.

Together with the General Manager, the Personnel Committee shall conduct an annual review of the corporation's personnel policies; and shall ensure that each paid employee, including the General Manager, is given an annual performance review.

10.5 Programming

The programming Committee shall consist of the President and two Directors. The Programming Committee shall conduct a regular review of programs aired over NACTV to ensure that all programming adhered to broadcast regulations and license requirements. The Programming Committee may, at its discretion, recommend new ideas for programs to be aired, recommended that the format of an existing program be changed, recommend revisions to the schedule of programs to be aired, or recommend that a program be canceled.

11.0 Special Committees or Task Forces

From the time to time, the Directors may, at their discretion, appoint special committees or task Forces to oversee special events or projects on behalf of the corporation. At least one-third of the Members on any Special Committee or Task Force shall be Directors of the corporation. Each Committee or task force so appointed shall be given a clear indication of its mandate, its powers And the time allotted to fulfill its mandate and the filing of a report on its activities with the Directors.

12.0 Meetings

12.1 Regular Meetings

The Directors shall meet not less than three times between annual meetings. At each regular meeting, the Directors shall receive reports and/or recommendations from the Officers, the General Manager, and the Standing Committee; and shall address such Other items of business as may be necessary.

Notices of regular meetings, indicating their time and place, and including an agenda and such other pieces of information as may be necessary to help the Directors address various agenda items shall be forwarded to each Director not less than one week prior to the date of the meeting.

12.2 Special Meetings

Special Meetings of the Directors may be called by the President, by an officer, or on Receipt by the President of a petition signed by not less than three Directors. A notice, Stating the time and place of the special meeting, and the item(s) to be discussed shall be Forwarded to each Director not less than one week prior to the date of the meeting.

12.3 Committees and/or Task Forces

Standing Committees, Special Committees and Task Forces appointed by the Directors shall meet as often as is necessary for their duties discharged. Committee meetings may be held by conference call, or at a time and place acceptable to the Committee members. Minutes of each Committee and /or Task Force meeting shall be filed with the Secretary within two weeks after the date of the Committee's meeting.

12.4 Annual Meeting

The Annual Meetings shall be held no later than October 31 each year. At the Annual Meeting, the Members shall receive written reports from the President, the Secretary, the Treasurer, the General Government and all Standing Committees, Special Committees and/or Task Forces appointed by the directors in the previous fiscal year.

In addition to the above, the Members in session at the Annual Meeting shall approve a Budget for the coming fiscal year, shall appoint an auditor, shall elect Directors to Replace those whose terms have expired, and shall deal with such other terms of business As may be necessary.

Following the adjournment of the Annual Meeting, the Directors shall immediately Convene a Special Meeting for the purpose of electing Officers.

12.5 Special Meetings

Special Meetings of the Members may be called by the President, by the Directors, or on receipt by the President of a petition, signed by at least one fourth (1/4) of the members. A notice of meeting, stating the time, place and items to be discussed at this meeting shall be circulated to all members.

13.0 Staff

The Directors may appoint a General Manager, and may authorize the appointment of additional Staff members, subject to the terms and conditions outlined below.

13.1 The General Manager

The General Manager shall be the Chief Administrative Officer of the Corporation. He/she shall have day-to-day oversight and control over all areas of Corporate operations, Subject to such guidelines and/or polices as the Directors may implement.

13.1.1 Appointment

The personnel Committee shall, when so authorized by the Directors, receive and screen resumes, conduct interviews, and recommend a suitable candidate for appointment as General Manager. Ratification of this appointment shall require a two-thirds majority vote of the Directors present and voting at a regular or special meeting.

13.1.2 Employment Agreement (Contract)

Along with the recommendations of a candidate, the Personnel Committee shall present a purposed employment agreement (contract) which shall contain the following items:

- a. A detailed Job Description for the position of General Manager.
- b. A salary and benefits schedule.
- c. Provisions for days off, sick leave and vacation.
- d. Provisions for an annual review.
- e. Grievance and appeal procedures.

Ratification of this agreement shall require a two-thirds majority vote of the Directors present and voting at a regular of special meeting, Following ratifications, the employment agreement shall be signed by the appointee, the President, and one Director who is not an officer, who shall act as a witness.

13.1.3 Termination by Resignation

The General Manager may termination his/her services with the Corporation by presenting a letter of resignation. It is expected that the General Manager shall give at least two month's notice of his/her intention to resign.

13.1.4 Termination by Action of the Directors

The Directors may revoke the appointment of the General Manager if, in their opinion, his/her performance does not meet the requirements of the employment Agreement (Contract) negotiated at the time of his/her appointment. In cases where termination is based on a poor performance review, the Directors shall give the General Manager two months notice of termination.

The above not with standing, the Officers may act to place the General Manager under suspension for criminal activity, breach of powers, or conflict of interest. Within fourteen days of the date of suspension, the Directors shall meet to Consider what additional action (up to revoke the appointment of the General Manager), if any should be taken.

A two-thirds majority vote of the Directors present and voting shall be necessary to revoke the appointment of the General Manager.

13.1.5 Relationships and Accountability

The General Manager shall be accountable to the Directors for the day to day operations of the Corporation. He/she shall be an advisor to the Directors and shall have voice but no vote at all regular and special meetings, including the Annual Meeting. In addition, he/she shall be an advisor to all Standing Committees, Special Committees and/or Task Forces appointed by the Directors; and shall have voice and vote at Committee meetings.

13.2 Other Salaried Staff

The Directors may approve the creation and funding of other salaried staff positions, Subject to a recommendation form the General Manger and the Personnel Committee.

13.2.1 Appointment

The General Manager, in consultation with the Personnel Committee, shall have the authority to solicit and screen resumes, and conduct interviews and appoint suitable candidates to other staff positions.

13.2.2 Employment Agreement (contract)

Each appointee shall receive an employment agreement (contract) specifying duties, hours of work, time off (sick and vacation), salary and benefits, provisions for an annual review and provisions for termination with cause. The terms and conditions set out in the employment agreement (contract) shall be consistent with the Employment Standards Act of the Province of Manitoba. This agreement shall be signed be the appointee, the General Manager and one member of the Personnel Committee who shall act as a witness.

13.2.3 Relationships and accountability

All salaried staff shall be accountable to the General Manager. At the discretion of the President, the one more of the salaried staff may be invited to serve on a Special Committee or Task Force appointed by the Directors.

13.3 Volunteer Staff

The Directors may, at their discretion, establish polices governing the recruitment, training, identification and duties of volunteer staff. Volunteer staff shall be accountable to the General Manager or someone the General Manager will designate as being in charge of the project on which the volunteer is working. The terms and conditions of the volunteer's involvement with NACTV shall be negotiated between the volunteer and the General Manager/designation.

14.0 Governing Principles

Except as provided elsewhere in this document, the following governing principles shall apply to the management of NACTV Inc.

14.1 Fiscal Year

The fiscal year shall run from September 1 through August 31.

14.2 Open Books

The books maintained by the Secretary and Treasurer may be inspected by any Director at any time provided that at least one day's notice is given of the Director's desire to inspect the books.

14.3 Policies and Procedures

The Directors may, at their discretion, establish policies, procedures or regulations to clarify provisions made in this document, or to govern areas of operation not covered in this document. These policies may be adopted, modified or rescinded at any regular or special meeting of the Directors, including the Annual Meeting. A manual containing copies of this By-Law and copies of all policies and procedures adopted by the Directors shall be given to each Director for as long as he/she is elected and shall be the property of the Director for as long as he/she remains a Director of the Corporation, after which it shall be passed on to his/her successor.

15.0 Amendments

This By-law may be amended at any regular or special meeting of the Member, including the Annual Meeting, subject to the following provisions:

- a. A notice of Motion, containing the precise wording of the proposed amendment shall be given to the Members at least one month in advance.
- b. A two-thirds majority vote of the Members present and voting shall be necessary for the Amendment to pass.
- c. The Members, following the passage of an amendment, shall set a day and time which the amendment shall take effect.