

Fulcrum Publishing Society – Board of Directors
COVID-19 PROVISIONARY BYLAW AMENDMENT MOTION



WHEREAS The World Health Organization has labelled the 2019 novel coronavirus (COVID-19) disease a pandemic.

WHEREAS The World Health Organization, the Public Health Agency of Canada, the Ontario Ministry of Health, and Ottawa Public Health have identified “social distancing” as the most effective means of protecting individuals from infection.

WHEREAS The University of Ottawa has suspended all in-person classes as of Monday, March 16th, 2020 for the remainder of the winter semester.

WHEREAS The Fulcrum has adopted “social distancing” for its staff and directors.

WHEREAS Section 5.01 of Bylaw no. 1 of The Fulcrum Publishing Society states that “The Annual Meeting of members must occur during the winter term of the University of Ottawa and must be held at such a time and at such a place that is directly on central University of Ottawa campus. The place and time of the meetings of the members is to be determined by the Board or the President”.

WHEREAS Section 6.03 of Bylaw no. 1 states that “Each director shall be elected to hold office for a term of one year, beginning June 1 of the year the director is elected and ending May 31 the following year. New Board members will be elected at the annual meeting of the members for the upcoming publishing year”.

WHEREAS Section 7.02 of Bylaw no. 1 states that “Members of the Board must be physically present at the place of the meeting for the transaction of business to occur. However, a director may be able to join meetings by video or telephone link, providing the unanimous consent of directors physically present at the meeting is obtained. The director

not physically located at the place of the meeting must provide evidence of exceptional circumstance forcing their physical absence”.

WHEREAS Section 12.05 of Bylaw no. 2 states that “The Board may at any time vote to provisionally change the Bylaws at any duly constituted meeting of the Board of Directors”.

WHEREAS Section 13.2 of the Policy Manual states that “A motion passed by the Board via email in accordance with this section has the same force and effect as though the motion were passed by the Board at a regular meeting”.

BE IT RESOLVED THAT A provisionary Bylaw amendment be passed to Bylaw no. 2 as follows:

SECTION FOURTEEN
COVID-19

14.01 In response to the exceptional circumstances posed by the 2019 novel coronavirus (COVID-19), the winter 2020 Annual Meeting of Members has been exceptionally postponed to the fall 2020 semester. A notice will be sent to the members of the Corporation by posting a notice to all of the social media accounts of the Corporation and by posting a notice on the website of the Corporation. Other than the date of the meeting, section 5 of Bylaw no. 1 will apply.

14.02 Exceptionally, the 2019/2020 directorships will be extended until the date of the postponed fall 2020 Annual Meeting of Members.

14.03 Exceptionally, the 2019/2020 officer positions will remain in place until the first meeting of the new board following the fall 2020 Annual Meeting of Members.

14.03 The members of the Board have agreed that meetings of directors (Board meetings) may be held entirely via video conference or conference call while this Bylaw section remains in effect. The members of the Board have agreed that the COVID-19 pandemic represents an exceptional circumstance preventing their physical presence at meetings of directors.

14.04 This Bylaw is written with the intention that it is to temporarily supersede any sections of the Bylaw that conflict with the contents of this section.

14.05 It was the intention of the Board while passing this provisional Bylaw amendment that the members will remove this Bylaw section at the next duly constituted Annual Meeting of Members in the fall 2020 semester.