



BYLAWS OF THE FULCRUM PUBLISHING SOCIETY

LAST UPDATED ON OCTOBER 4, 2020

Preamble

The Fulcrum Publishing Society above all will strive to achieve the following objectives:

- To promote the interests and welfare of the students of the University of Ottawa through editorial stance by reporting accurately, fairly, and honestly on timely issues and events which concern students, with particular emphasis on issues and events from the University of Ottawa campus;
- To cover issues and angles not always present in the mainstream media from its perspective as a member of the alternative press;
- To serve as an education device and as a forum for diverse points of view and world scopes; and
- To do all such things for the attainment of the above-noted objects in such a manner that is in the interests of University of Ottawa students.

The Fulcrum Publishing Society recognizes that it is not solely a corporation, but rather a society that will always act in a manner that puts the welfare of University of Ottawa students first.

GENERAL BYLAW NUMBER 1

Being a Bylaw relating generally to the conduct of the affairs of THE FULCRUM PUBLISHING SOCIETY.

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IT IS HEREBY ENACTED as a Bylaw of THE FULCRUM PUBLISHING SOCIETY (the “Corporation”) as follows:

Section 1: Interpretation

1.01 Definitions. In this Bylaw and all other Bylaws and resolutions of the Corporation, unless the context otherwise requires:

- a. “Act” means the Business Corporations Act of Ontario and any act that may be substituted therefore, as from time to time amended.
- b. “Board” means Board of the Corporation.
- c. “Bylaws” means this Bylaw and all other Bylaws and special Bylaws of the Corporation from time to time in force and effect.
- d. “Letters Patent” means the letters patent of incorporation of the Corporation, as from time to time amended.
- e. “Meeting of Members” means an annual or general or special meeting of members.
- f. “Recorded Address” means, in the case of a member, their address as recorded in the register of members and, in the case of a director, officer or auditor of the Corporation, or any other person, their address as recorded in the records of the Corporation (and where no address is so recorded, then the last address of such director, officer or auditor known to the Chief of Staff of the Corporation).
- g. “Signing Officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation.
- h. “Membership” means any individual with an active University of Ottawa student number who has paid fees in one or more of the academic terms at the University of Ottawa. Membership is only valid for the duration of the academic term in which the fees were paid.
- i. “Publishing Year” means May 1 to April 30.
- j. “Voting Membership” means individuals who:
 - i. Are paid employees or have obtained staff status with the newspaper as defined in section three (3) of the Constitution; or
 - ii. Are members in good standing of the Fulcrum Publishing Society’s Board; or
 - iii. Are undergraduate or graduate students at the University of Ottawa and
 - iv. Are not members of the executives of the University of Ottawa Students’ Union (UOSU) or the Graduate Students Association (GSAÉD).
- k. “Academic Year” means May 1 to April 30.
- l. “Fulcrum” means the University of Ottawa’s English-language newspaper, which is published and owned by the Corporation.
- m. “Editorial Content” means all articles, editorials, writing, letters, layout, photos, graphics, visuals, and aesthetics of the publication of the Fulcrum.
- n. “Editorial Board” means the directors of the editorial content.

- o. “Employees” means any individual on the Corporate payroll.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.

1.02 General. In this Bylaw and all other Bylaws and resolutions of the Corporation, the word “person” shall include individuals, proprietorship, partnerships, corporations, trusts, unincorporated organizations, governmental bodies, and other legal entities.

Section 2: Business of the Corporation

2.01 Head Office. Subject to change by special resolution, the head office of the Corporation shall be situated in the City of Ottawa in the Province of Ontario, and at such place therein as the Board shall from time to time by resolution determine. The Board may establish such other offices as the affairs of the Corporation may require.

2.02 Corporate Seal. The seal, an impression thereof imprinted in the margin hereof:



shall be the corporate seal of the Corporation.

2.03 Fiscal Year. The fiscal year of the Corporation shall terminate on April 30 and commence on May 1.

2.04 Banking Arrangements. The banking business of the Corporation, or any part thereof shall be transacted with such bank or banks or trust company or trust companies as the Board may by resolution from time to time determine. All such banking business, or any part thereof, shall be transacted on the Corporation’s behalf by such officer(s) and/or other person(s) as the Board may by resolution from time to time determine.

2.05 Voting Shares and Securities in other Companies. All of the shares or other securities

carrying voting rights of any other company or companies held from time to time by the Corporation may be voted on at any and all meetings of shareholders, bondholders, debenture holders, debenture stockholders or holders of other securities (as the case may be) of such other company or companies and in such manner and by such person or persons as the Board shall from time to time determine.

Notwithstanding the foregoing, the proper signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidences of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.

Section 3: Membership

3.01 Members. The membership shall consist of the applicants for incorporation of the Corporation and such other individuals, corporations, partnerships, and other legal entities as are admitted as members by the Board.

3.02 Voting Members. The voting membership shall consist of members who are eligible to vote at any meeting of members.

3.03 Honourary Members. The Board may from time to time confer Honourary Member status upon any person for such a period of time as it shall deem appropriate, but any person so designated shall not be deemed to be a voting member of the Corporation.

3.04 Qualification of Membership. The Board may from time to time by resolution prescribe such forms of application for membership as it shall deem appropriate in the circumstances. No individual, corporation, partnership or other legal entity shall be admitted as a member of the Corporation unless their or its admission has the prior approval of the Board.

3.05 Non-Transferability of Membership. Membership in the Corporation is not transferable or assignable.

3.06 Non-Transferability of Voting Membership. Voting membership in the Corporation is not transferable or assignable.

3.07 Resignation. Any member may withdraw or resign their membership in the Corporation at any time by giving notice to that effect to the Chief of Staff of the Corporation.

3.08 Termination of Membership. Membership in the Corporation shall automatically terminate

if the member shall die or become bankrupt or surrender its charter or be wound up or dissolved, whether voluntarily or by order of the Court or otherwise, or the existence of the member is terminated for any reason whatsoever.

3.09 Removal of Members. Any member of the Corporation may be removed as a member by resolution of the Board.

Section 4: Authorized Representatives

4.01 Appointment of Authorized Representative. Each member of the Corporation that is not an individual shall file with the Chief of Staff of the Corporation an instrument in writing appointing an individual to act as its Authorized Representative.

The Authorized Representative so appointed shall be entitled to represent and, where applicable, vote on behalf of such member at all meetings of members and to sign waiver instruments and, where applicable, resolutions for and on behalf of such member.

4.02 Replacement of Authorized Representative. A member may at any time by notice in writing filed with the Chief of Staff of the Corporation remove and/or replace any Authorized Representative previously appointed by it.

4.03 Authorized Representative Entitled to act as Director. An Authorized Representative shall be entitled to act as a director of the Corporation.

Section 5: Meeting of Members

5.01 Place and Time of Meetings. 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 meeting of members is to be determined by the Board or the President.

5.02 Annual Meeting. At every Annual Meeting of members, in addition to any other business that may be transacted, the general report of directors, the report of the auditors from the last full fiscal year, the audit from the last full fiscal year, updates to the strategic plan, and all current financial statements shall be presented to the members, and the directors for the next publishing year will be elected.

5.03 Notice of Meeting. No public notice or advertisement of meetings of members shall be required, but notice of the time and place of every such meeting, and in the case of a special

general meeting, the general nature of business to be transacted at such meeting, shall be given to each member in the manner provided in Section 11 of this Bylaw not less than ten (10) nor more than fifty (50) days before the time fixed for holding such meeting; provided that any meeting of members may be held at any time and place without notice if all members of the Corporation are present or represented thereat or if those absent waive notice thereof or signify their consent in writing to such meeting being held.

The auditors of the Corporation are entitled to receive all communications relating to any meeting of members.

5.04 Waiver of Notice. Notice of any meeting or any irregularity in any meeting, or in the notice thereof, may be waived by any member or by the auditor of the Corporation.

5.05 Chief Returning Officer. The Chair of all meetings of members shall also act as the Chief Returning Officer and will be selected by the President of the Corporation four (4) weeks prior to the date of the Annual Meeting. The President's choice must be ratified by the Board and by the membership at the meeting of members.

5.06 Quorum. Effective upon the date that the Corporation has at least 30,000 members (the "Effective Date"), a quorum of members or Authorized Representatives of members is present at a meeting of members irrespective of the number of persons actually present at a meeting, if at least 25 members or Authorized Representatives of members are present in person or represented by proxy. Until the Effective Date, a quorum for the transaction of business at a meeting of members shall consist of a majority of the members or Authorized Representatives of members present in person.

5.07 Non-member Status. Non-members are eligible to attend a meeting of members and may present themselves to the Board.

5.08 Vote. Every voting member shall have one vote on all matters arising at any meeting of members. General members and Honourary members shall not be entitled to any vote at meetings of members.

5.09 Proxies. The following rules shall govern proxies at meetings of members:

- a. Voting members of the Corporation shall be allowed to proxy their vote to other voting members by notifying the meeting's Chair.
- b. Proxy votes shall not count on procedural motions, when voting on approval of the audit, or when voting for the Corporation's Board.
- c. No voting member of the Corporation shall be permitted to hold more than two (2)

proxies at any given time.

5.10 Voting. Every question to be decided at a meeting of members shall be performed in a manner that is determined by the Chief Returning Officer. A declaration by the Chief Returning Officer that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such a resolution. A member may demand a poll at any time and, unless such demand is withdrawn, such a poll shall be taken in such a manner as the Chair shall direct.

5.11 Majority of Votes. Subject to the provisions of the Act and the Bylaws, at all meetings of members, every question shall be decided by a majority of the votes cast on the question, and in case of an equality of votes, the Chief Returning Officer shall be the tie breaking vote.

5.12 Adjournment. Any meeting of members may be adjourned at any time or from time to time and no notice of such adjourned meeting need be given to members. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 6: Qualification and Election of Directors

6.01 Number. Subject to increase or decrease in such number by special resolution, the Board shall consist of ten (10) directors.

6.02 Qualification. Every director shall be eighteen (18) or more years of age and no director shall have an undischarged bankruptcy or be a mentally incompetent person as determined by a medical professional. Every director at the time of their election and throughout their term in office shall be considered a member of the Corporation. No director shall be a member of an executive or full-time employee of the University of Ottawa Students' Union (UOSU) or the Graduate Students Association (GSAED) for the duration of their term. No director shall be a member of the Board of Administration of UOSU or GSAED Council. No director shall be an employee of the Fulcrum, own or invest in a company contracted by the Fulcrum.

6.03 Election and Term of Office. 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. The election shall be determined in accordance with Section 6 of this Bylaw.

6.04 Vacancy. Any vacancy in the Board, howsoever caused, so long as a quorum of directors

remains in office, may be filled by the directors if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of members.

If there is not a quorum of directors remaining in office, the remaining directors shall forthwith call a meeting of members to fill such a vacancy. If the number of directors is increased between terms, a vacancy or vacancies to the number of the authorized increase shall thereby be deemed to have occurred, and such vacancy or vacancies shall be filled in the manner hereinbefore provided.

6.05 Vacation of Office of Director. A director shall cease to be a director:

- a. If they resign from their office by delivering a written resignation to the Chief of Staff or President of the Corporation;
- b. If they are found to be mentally incompetent as determined by a medical professional;
- c. If they, or the member of which they are the Authorized Representative, becomes bankrupt or suspends payments or compromises with either of their or its creditors, or surrenders its charter or is wound up and dissolved either voluntarily or by order of the Court or otherwise, or the existence of such member is terminated for any reason whatsoever;
- d. If the members of the Corporation, by resolution passed by a majority of the votes cast at a meeting of members duly called for that purpose removes them from office;
- e. If they cease to be an Authorized Representative of a member or such member ceases to be a member of the Corporation;
- f. If they are absent from two Board meetings without just cause, provided that the two meetings did not occur in the span of three weeks;
- g. On the death of the director.

6.06 Remuneration of Directors. The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from their position as such provided that a director may be paid or reimbursed for reasonable expenses incurred by them in the performance of their duties.

6.07 Composition. All directors must hold seats in accordance with the qualifications outlined for such seats in Section 4 of Bylaw 2.

Section 7: Meetings of Directors

7.01 Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but in no case shall a quorum be less than fifty (50) percent plus one of the sitting Board. Under no circumstances will ex-officio positions contribute to quorum.

7.02 Physical Presence of Directors at Meetings. Meetings of Directors may take place in-person or remotely, at the discretion of the Chair. Directors should be made aware of the location of the meeting at least two (2) days prior to the meeting date. If the meeting is to take place in-person, 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. If the director is approved by the physically present Board, they will contribute to quorum. Additionally, if the meeting is to take place remotely, it should be held in such a manner that permits members and the public to join and participate in the remote meeting.

7.03 Convening of Meeting. A meeting of the Board may be formally convened by the Chair, the Chief of Staff on the direction of the Chair, or any two directors at any time.

7.04 Notice of Meeting. Notice of any meeting of the Board shall be given to each director in the manner provided by Section 11 of this Bylaw, not less than two (2) days before the time fixed for holding such a meeting. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

7.05 No Notice of Meeting Required. For the meeting of the Board held following the election of directors at a meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed director or directors in order legally to constitute the meeting provided that a quorum of the directors is present.

7.06 Waiver of Notice. Notice of any meeting of the Board or any irregularity in any meeting, or in the notice thereof may be waived by any director.

7.07 Chair. The Chair of the Corporation shall be the Chair of any meetings of the Board. If the Corporation has no such officer or if they are not present, the directors present shall appoint a Chair from amongst themselves for that meeting. However, the President of the Corporation may not be appointed as Chair.

7.08 Majority Votes. Unless otherwise stated in the bylaws, every question arising at any meeting of directors shall be decided by a majority of votes cast on the question. All decisions of the Board are public; however, the votes may be performed in-camera. In the case of an equality of votes, the status quo shall prevail.

7.09 Voting. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or

proportion of the votes recorded in favour of or against such resolution.

7.10 Regular Meetings. The Board shall meet regularly, not less than ten (10) times in a publishing year.

7.11 Special Meetings. At any time the President of the Corporation may call a special meeting of the Board. A special meeting of the Board may also be called by at least two members of the Board. Special meetings of the Board may also be called by petition signed by thirty-five (35) members of the Corporation. The petition must be presented to the President and must be validated by the President and one other member of the Board. The petition shall state the objective of the meeting and the President must ensure that the objective falls within the powers and duties of the Board.

7.12 Decisions. All decisions made by the Board must be on the public record and documented in the minutes regardless of the outcome. Meetings, including special meetings of the Board shall be open to the public unless otherwise decided by the majority of the Board members present, in which case the reason therefore must be announced at the next Board meeting. All decisions made by the Board via email vote shall be presented at the subsequent meeting except in cases where that vote was called for at the prior meeting. In which case, the vote will be recorded in the minutes of that prior meeting.

7.13 Communication of Board Member Documents. Communication of all decisions, financial documents, director and employee reports, meeting minutes, and motions presented at Board meetings are subject to Section 11.07 of Bylaw 1, provided the documents have been ratified and accepted or reviewed by the Board.

Section 8: Officers

8.01 Election and Appointment of Officers. The Board shall annually or more often as may be required, elect a President, a Vice President, a Chief of Staff, and a Chair from its numbers. For full composition of the Board please refer to Section 4 of Bylaw 2.

The directors may appoint such other officers as they shall deem necessary.

8.02 Removal of Officers. All officers, in the absence of agreements to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

8.03 President. The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management of the affairs and operations

of the Corporation as are incidental to their office.

8.04 Chair. The Chair shall possess and may exercise such powers and perform such duties as may from time to time be assigned to them by the Board.

8.05 Vice President. The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

8.06 Chief of Staff. The Chief of Staff shall act as Secretary of all meetings of directors and members and shall have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. they shall give or cause to be given notices of all meetings of members and of the Board. They shall be custodian of the seal of the Corporation and shall affix the same to any instrument requiring the same. They will certify all documents of the Corporation that require certification.

8.07 Director of Portfolios. Each director will be a member of a committee as found in Section 4 of the Policy Manual.

8.08 Agents and Attorneys. The Board shall have the power from time to time to appoint agents or attorneys for the Corporation, in Ontario, with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

8.09 Procedures for Appointment. The outgoing President of the Corporation sets the procedures for appointment of officers and acts as chair of the process. In the case that the President is presenting themselves for another term, then the outgoing Board will appoint one of its own to oversee the procedures and act as chair.

8.10 Treasurer. The treasurer is responsible for the oversight of corporate liquidity, investments, and risk management related to the Corporation's financial activities. The treasurer must review the General Manager's books and financial records, meet with the General Manager, and make an independent presentation of the Fulcrum's financial position quarterly.

Section 9: Protection of Directors, Officers, and Others

9.01 Indemnity. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time, be indemnified and saved harmless out of the funds of the Corporation from and against:

- a. All costs, charges, expenses, and whatsoever which such director, officer or other person

sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter of thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and

- b. All other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

9.02 Limitation of Liability. No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own willful act or through their own willful neglect or default.

Section 10: Auditors

10.01 Appointment of Auditor. The Board shall choose, through a resolution, three (3) or more auditors to present to the membership at a meeting of the members. The General Manager is responsible for presenting the profiles of auditors to be considered at least once every three years. The membership shall, by a majority vote, decide on one of the three auditors to hold office until such time that the Board decides to present a successor to the membership.

10.02 Removal. The members of the Corporation may, by resolution passed by a majority of the votes cast at a general meeting duly called for the purpose, remove any auditor of the Corporation before the expiration of their term of office and shall, by a majority of the votes cast at that meeting, appoint another auditor in their stead for the remainder of their term.

10.03 Remuneration. The remuneration of an auditor appointed by the Board shall be fixed by the Board. The General Manager is responsible for gathering and presenting estimates from potential auditors.

10.04 Communication of Audit. Within one hundred-twenty (120) days of the approval of the audit by the Board, the audit must be communicated to the membership. The Corporation shall

cause a copy of the entire audit to be published in the Fulcrum or published on the website of the Corporation along with a prominently published message in the Fulcrum indicating the web address to locate such audit. If the Fulcrum is not being published then such financial statements shall be posted in public places on the campus. Copies of the entire audit shall be made available for inspection by the members of the Corporation at the Corporation's office(s) during regular business hours.

Section 11: Notices

11.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the Bylaws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to their recorded address, or if mailed to their recorded address by prepaid air or ordinary mail, or if sent to them at their recorded address by any means of prepaid transmitted or recorded communication, or, where legal requirements permit, by e-mail. A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency, or its representative, for dispatch. The Chief of Staff may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by them to be reliable.

11.02 Signature to Notices. The signature to any notices or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.03 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of hours notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.04 Proof of Service. A certificate of the President, a Vice President, the Chief of Staff or any other officer of the Corporation in office at the time of the making of the certificate in relation to the mailing or delivery of any notice to or demand upon any member, director, officer or auditor or in relation to the publication of any notice or demand shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

11.05 Omissions and Errors. The accidental omission to give any notice to any member, director, officer or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held

pursuant to such notice or otherwise found thereon.

11.06 Primary Method of Giving Notice, If it is deemed by the Board that the methods of giving notice as described through Section 11.01 to Section 11.05 of this Bylaw is not feasible then any notice published in the Fulcrum shall be considered the primary and preferred method to give notice to membership of the Corporation only. That is provided that the notice is published in the Fulcrum a minimum of two weeks online directly proceeding the date or dates of the requested attendance of the membership. This method may also be accompanied by some other form of notice to the membership, such as publication of the notice in other University of Ottawa publications, posters placed on the University of Ottawa campus, or any other method that the Board deems appropriate.

11.07 Communication of Documents. Any documents which need to be provided to the membership, either by Board resolution or the Bylaws of the Corporation, must be presented as individual files on the website of the Corporation.

GENERAL BYLAW NUMBER 2

Being a Bylaw relating generally to the conduct of the affairs of THE FULCRUM
PUBLISHING SOCIETY

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IT IS HEREBY ENACTED as a Bylaw of THE FULCRUM PUBLISHING SOCIETY (the

“Corporation”) as follows:

Section 1: Rights and Powers of Membership

1.01 Rights and Powers. All members of the Corporation that are considered so pursuant to Section 1.01 (h) of Bylaw One shall have the rights and powers to:

- a. Attend the annual meeting of members;
- b. Attend Board meetings and regular staff meetings;
- c. Bring any concerns or questions to the President, Board, or Editorial Board;
- d. Any other rights or powers as prescribed by the Bylaws or Constitution.

Only those members defined as “voting members” pursuant to Section 1.01 (i) of Bylaw 1 shall have the right to vote at the annual meeting of the members.

1.02 Mandates. All voting members of the Corporation that are considered so pursuant to Section 1.01 (i) of Bylaw 1 shall also have the right to submit motions at any duly constituted meeting of members, provided that the motion is first approved by the Board at a duly constituted meeting of members, and provided that it does not contravene Federal or Provincial law or the Act. Any motions approved by a two-thirds (2/3) vote of members present at the meeting of members will be considered a mandate, which the Board will be bound to perform provided that doing so does not contravene Federal or Provincial law or the Act. The Board will not be required or expected to convene a meeting of the Board for the sole purpose of approving a motion from any member. All policy mandated in this manner may be repealed at any duly constituted meeting of members.

Section 2: Executive Powers

2.01 Powers of the Board. Upon appointment of the President of the Corporation, the President shall have the powers vested in and exercisable by the Board in respect to management and direction of the affairs of the Corporation, except such acts as must, pursuant to the Act or the Bylaws, be performed by the Board itself, and subject to any regulations made or restrictions imposed from time to time by the Board. All powers taken by the President of the Corporation are subject to Board scrutiny at any meeting of the directors and may require justification.

2.02 Limitations. The President may only act in the interests of the Board and as such may not perform any act contrary to the interests of the Corporation.

2.03 Duration. The President only has authority to act on behalf of the Board when the Board is not sitting.

Section 3: Proxies

3.01 Requirements for Proxies. All directors shall be allowed a proxy at any meeting of the Board.

3.02 Notification. The member of the Board must notify the Chief of Staff of the Corporation in writing before a meeting identifying the name of the person who shall serve as their proxy.

3.03 Limitations. Proxy cannot be used in votes that call for the full Board (or all members) and cannot be used for votes approving the budget or the audit. Nor can a member of the Board have a proxy for more than one (1) consecutive meeting unless such meeting(s) occurs in a span of one (1) week. Directors are limited to using proxies twice during their term. A proxy shall not be allowed to attend any committee meetings or the annual general meeting of the members or special settings of the members of the Corporation.

Section 4: Board Composition

4.01 University Representative. There must be one (1) seat of the Board reserved for an individual who is employed by the University of Ottawa in some capacity throughout the duration of their term and who has professional experience as outlined in Section 4.06 of this Bylaw.

4.02 Student Representative. Four (4) of the seats on the Board are to be filled by University of Ottawa students who have active valid student numbers for the duration of their term and are registered for at least one class at the University of Ottawa during their term. These students must not have ever been employed by the Corporation.

4.03 Staff Representatives. Two (2) seats must be filled by non-paid staff members of the Fulcrum. A staff member is defined in section three (3) of the Constitution. This staff member must be a contributor to the newspaper for the duration of their term.

4.04 Fulcrum Alumnus. One (1) seat will be filled by an individual who was a previous paid staff member of the Fulcrum and who has professional experience as outlined in Section 4.06 of this Bylaw.

4.05 Continuity Representative. One (1) seat will be filled by an individual who previously held any elected seat on the Board as a director.

4.06 Community Representative. One (1) seat will be filled by a member of the Ottawa community at large and who has professional experience. Professional experience is defined as experience in business, marketing, law, public relations, or publishing.

4.07 Ex-Officio Rights. All ex-officio positions will not have the right to vote on the Board nor will they count toward quorum.

4.08 Ex-Officio Seats. The ratified Editor-in-Chief and one Editorial Board member selected by the contributing staff (see section three (3) of the Constitution) hold ex-officio seats on the Board as defined by Section 4.07 of this Bylaw. The University of Ottawa Students' Union (UOSU) and the Graduate Students Association (GSAED) also hold ex-officio seats on the Board. At any time the Board may deem it necessary to create new ex-officio positions.

Section 5: Powers and Duties of the Board

5.01 Responsibilities. The Board shall be the sole body responsible for the following:

- a. The Board shall possess general jurisdiction and final authority over the financial, legal, and administrative affairs of the Corporation except where specified otherwise in the Bylaws of the Corporation.
- b. The Board shall possess general jurisdiction and final authority over all legal agreements made on behalf of the Corporation except where specified otherwise in the Bylaws of the Corporation.
- c. The Board shall monitor the financial status of the Corporation throughout the year.
- d. The Board shall ensure the efficient and responsible management of the Corporation especially in financial and legal matters.
- e. The Board shall have control over the hiring, firing, and reviewing of all individuals according to the Bylaws.
- f. The Board shall have ratification powers over the Editor-in-Chief pursuant to Section 7 of this Bylaw.
- g. The Board shall be the body which, by two-thirds vote of its members present and voting, shall determine what other publications or responsibilities shall be established by the Corporation.
- h. The Board shall receive and consider complaints concerning any publication of the Corporation, and to take or recommend appropriate action to the employee concerned.
- i. The Board shall appoint, no later than the first meeting following the Board taking office, the officers of the Board in accordance with Section 8 of Bylaw 1.
- j. The Board shall fix on or before its second meeting, the publishing schedule of the Fulcrum for the upcoming year, if applicable.

- k. The Board shall fix on or before July 30 for each fiscal year of the Corporation, the budget of the Fulcrum for the upcoming year.
- l. The Board shall purchase and maintain such insurance for the benefit of its directors, officers, and employees as the Board may from time to time determine.
- m. The Board shall, at the beginning of each year, agree on legal counsel to be consulted that year.
- n. The Board shall appoint, not later than its first meeting following the Board taking office, all individuals to sit on any committees that are required.
- o. The Board shall ensure that all motions put before it by members for approval prior to the motion being presented at a meeting of members are rejected only if they contravene Federal or Provincial law, or the Act. In the event that a motion from a member is rejected, the Board must endeavor to assist the member in drafting a motion to be presented at the meeting of members, which does not contravene Federal or Provincial law, or the Act.

5.02 Objective. The Board shall give full consideration in all its decision to the goals of maintaining integrity and independence and freedom of the press and to that end shall consider the Objectives of the Corporation as set out by the Letters Patent of the Corporation.

5.03 Committees. The Board may appoint committees which such powers as it deems appropriate, provided that no committee shall have authority over any matter not properly within the jurisdiction of the Board. Members of such committees shall be appointed for such terms as the Board may from time to time determine. The Board may remove committee members as it sees fit.

5.04 Governance. The Board may establish and from time to time amend rules and regulations governing its own meetings and procedure for the transaction of business properly before it.

5.05 Powers. The Board shall have the power to invite any staff member to its meeting(s) and may, upon adequate notice, make such attendance mandatory. If an editor, who is called, does not attend the mandatory meeting such behaviour will in no way affect editorial content in the newspaper.

Section 6: The Editor-in-Chief

6.01 There shall be an Editor-in-Chief who shall be responsible for the editorial operations.

Section 7: Ratification of the Editor-in-Chief

7.01 Ratification. Once the Editor-in-Chief is duly elected according to the Constitution of the Corporation, the Board must ratify or reject the Editor-in-Chief by a simple majority vote at the first meeting of the publishing year. In the event of rejection, the Board shall appoint an interim Editor-in-Chief.

7.02 In the Event of Rejection. The Board shall notify the editorial staff and state its reasons in writing. The staff members, as outlined in the Constitution of the Corporation, no later than seven (7) days after receiving the rejection notice from the Board, must conduct a vote by secret ballot, under the supervising and control of an individual chosen by the staff for the purpose of determining whether to reaffirm their initial choice, or to hold another election; the outcome must be presented to the Board within another seven (7) days. In the event that staff reaffirms their initial choice, the Board will consider their request. If a unanimous decision is made to reject the Editor-in-Chief, such a decision will be final and the Investigation Committee will not be called. The position for Editor-in-Chief shall be filled during a by-election. If, after a new election, the Board does not ratify the Editor-in-Chief, the Investigation Committee shall be called.

Section 8: Editorial Content

8.01 Definition. Editorial content, for the Fulcrum and other forms of publication, shall include:

- a. All articles, editorials, writing, letters, layout, photos, graphics, visuals, and aesthetics;
- b. Editorial policies;
- c. Section page allocation.

8.02 Limitation of Board Power. Although the Board has final authority for financial matters, and such power can arguably be linked to editorial content, no such link will be made. For further clarification, under no circumstances, financially serious or not, can the Board dictate the editorial content except as provided in Section 8.03 of this Bylaw.

8.03 Exceptions. The following shall be matters that are financial, but shall be allowed to affect editorial content:

- a. Advertisements: The Board has full authority to place advertisements in any location in a publication and has full authority on the type of advertisements that will appear in any publication produced. The Board cannot place advertisements on the front cover of the Fulcrum;
- b. Sub-section (a) shall include house advertisements, notices, and announcements or any other form, which the Board may determine from time to time;
- c. Editorial content-to-advertisement ratio;

- d. Creation and alteration of the Production Schedule;
- e. Dismissal of employees;
- f. Removal/creation of employee positions;
- g. When anything described in Section 8.01 of this Bylaw relates to any legal proceedings in which the Corporation is or was involved, the Editor-in-Chief must send the content in question to the appropriate lawyer whose decision of what can and cannot be published shall be final. The Editor-in-Chief must notify the Board that the lawyer has been contacted;
- h. If the Board is alerted to possible libelous content in any form described in Section 8.01 of this Bylaw that has not yet been published, the Board has the right to demand that publication of said article be withheld until it has been submitted to the Board's lawyer for legal counsel. The Board will make its decision as to whether to allow publication based on this opinion;
- i. The Board may require the Editor-in-Chief or Section Editor(s) of any publication of the Corporation to write a retraction or apology to be published with respect to any matter which in the opinion of the Board's legal counsel is legally actionable. Such retraction or apology shall be posted on the website of the Corporation following a decision of the Board. Such a decision by the Board requires two-thirds majority vote. If any editor refuses to comply, the Board may dismiss said editor by two-thirds majority vote of the full Board without following the procedures established in Section 15.03 of this Bylaw.

Section 9: Finance

9.01 Borrowing. The Board of Directors may not at any time borrow money on the credit of the Corporation; or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises, and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

9.02 Financial Statements. The Corporation shall comply with the financial statement requirements of the Act that are applicable to the Corporation. All financial documents are subject to Section 11 of Bylaw 1. Notwithstanding the generality of the foregoing, the Corporation shall cause to be prepared the following financial statements:

- a. Balance sheet;
- b. Statement of Income and Expenses;
- c. Statement of Accumulated Equity;
- d. Statement of Change in Financial Position.

9.03 Financial Regulations. The Board of Directors shall monitor the financial status of the

Corporation throughout the year.

Section 10: Ombudsperson

10.01 Appointment. The Board shall appoint the position of Ombudsperson whose duties shall be to investigate membership complaints against the editorial content of the Fulcrum. The Ombudsperson must not be involved with the Fulcrum or the Board.

10.02 Purpose. The Ombudsperson shall receive complaints from the University's community about the Fulcrum's editorial content. They shall convene the investigation when they feel the complaint is not frivolous and has not already been addressed by the Fulcrum, by the publication of an apology, letter to the editor or other such method. The Investigation Committee shall investigate the complaint, consider both the public's right to fair coverage and the Fulcrum's constraints and codes of ethics, and deliver a decision on the complaint. The Ombudsperson may also seek the advice of any standing committee of the Board and include this in their report to the Board.

10.03 The Decision. The Fulcrum shall within two weeks of receipt of the decision, put the full text on the website of the Corporation. Where there is no website then the full text shall be posted around the University campus.

10.04 Limitations. The powers of the Ombudsperson and Investigation Committee shall be advisory only and only the Board has the ability to accept the Investigation Committee's or the Ombudsperson's recommendations or dismiss them.

Section 11: Investigation Committee

11.01 Composition. The Investigation Committee shall consist of three (3) persons. Committee members shall be: one person from the University community appointed by the Board of Directors; one person from the public media, selected by the Editorial Board; and one contributor with staff status, as outlined in the Constitution of the Corporation selected by the staff.

11.02 Chair. The committee shall elect one of its members to serve as chair of the committee. The chair's duties shall include ensuring that the committee conducts its duties in the manner prescribed by the Constitution and this Bylaw.

11.03 Decision. The Investigation Committee shall make recommendations and submit a decision regarding matters as requested by the Board, within two weeks of being asked to

investigate. The Board shall consider this decision. If the Board rejects this decision by two-thirds majority of the Board, its own decision shall be binding.

11.04 Board Duty to Investigate. The Board must initiate an investigation of the Fulcrum's functioning, publication, and newspaper content upon the request of:

- a. A petition with the signatures of thirty-five (35) members of the Corporation; or
- b. The failure of an audit; or
- c. According to any regulations agreed upon by two-thirds (2/3) majority vote of both the staff and the Board. Upon initiation of an investigation the Board shall call upon the Investigation Committee.
- d. If the Board receives an official complaint from any staff member of the Corporation that two-thirds (2/3) majority feel requires investigation.

11.05 Procedures. A complaint shall be filed in writing to the Investigation Committee. The committee shall promptly make copies of the complaint available to all members of the Board and to any other of the affected parties. After copies of the complaint have been sent, the committee shall establish a hearing date to consider the complaint. The Board and all other affected parties receive not less than five (5) days written notice of the hearing date. On the date of the hearing, the person(s) filing the complaint and the object(s) of the complaint shall be accorded a reasonable and equal length of time to address the matter. The person who the complaint might be about counts as one of the objects of complaint, and so is entitled to speaking time at the complaint's hearing. The Investigation Committee may also, if it so desires, hear comments from other interested persons. The committee may examine all Corporation books. The committee shall report its findings to a joint meeting of the Board and the staff. This meeting must be called within two (2) weeks of the date the investigation begins.

Section 12: Policy Amendments

12.01 Constitution. There shall exist a Constitution of the Corporation that shall govern only editorial matters not provided for in the Bylaws of the Corporation which may be amended by a simple majority vote at a duly constituted staff meeting as outlined in the Constitution of the Corporation. Quorum for any staff meeting in which an amendment to the Constitution can be presented is 2/3 of current voting staff members. The Constitution of the Corporation may not include any procedure which discriminates against any individual based on any grounds recognized by Ontario or Federal discrimination legislation.

12.02 Policy Manual. There shall exist a Policy Manual of the Corporation that shall govern all administrative and financial matters not provided for in the Bylaws of the Corporation and may be amended by a simple majority vote at a duly constituted Board meeting. The Policy Manual

of the Corporation may not include any procedure which discriminates against any individual based on any grounds recognized by Ontario or Federal discrimination legislation.

12.03 Visibility. The full version of the Constitution, Policy Manual, and Bylaws should be kept in the office at all times and shall also be made available on the official website of the Corporation. If any member of the Corporation requests a copy of the Constitution, Policy Manual, or Bylaws of the Corporation they must be provided to said member within twenty-four (24) hours of the request in the appropriate format determined by the expressed and reasonable needs of the person requesting a copy.

12.04 Amendments to the Bylaws. Any proposal to amend the Bylaws must be first presented in writing to the Board of Directors at a duly constituted meeting of the Board to ensure that said amendment does not contravene Provincial or Federal law or the Act. The amendment must then be posted to the website of the Corporation at least one week prior to a duly constituted meeting of members at which the amendment can be presented to the membership and by approval of two-thirds of voting members present, be enacted. Any amendment to the Bylaws is subject to the approval of Industry Canada.

12.05 Provisional Bylaw Amendment Powers of the Board. The Board may at any time vote to provisionally change the Bylaws at any duly constituted meeting of the Board of Directors. However, all changes must adhere to the following stipulations:

- a. If the Bylaw amendment is passed unanimously by the full Board, the amendment may be enacted immediately, but an advertisement must be posted on the website of the Corporation for a period of two (2) weeks informing members of the change and that they may request to have the amendment reversed. At the request of any two (2) members, the amendment to the Bylaws must be immediately reversed and the Board can either abide by this, or call a meeting of members to vote on the amendment.
- b. If the amendment to the Bylaws is passed by a majority of the full Board, but it is not unanimously passed, then the amendment may not be enacted immediately; however, an advertisement must be posted on the website of the Corporation for a period of two (2) weeks informing members of the proposed change and that they may request to have the amendment stopped. At the request of any two (2) members, the amendments to the Bylaws must be immediately considered failed and the Board can either abide by this or call a meeting of members to vote on the amendment. If no two (2) members request that the amendment be stopped within two (2) weeks of the posting of the ad, then the Bylaw amendment may be enacted.
- c. Following the enactment of any Provisionary Bylaw amendment, a prominent notice must be placed anywhere on the Corporation's official website informing members of the change and they may request to have it reversed.

- d. If at any time following the enactment of the provisional Bylaw amendment, any two (2) members ask to have the provisional Bylaw amendment reversed, the amendment to the Bylaws must be immediately reversed and the Board can either abide by this, or call a meeting of members to vote on the amendment.
- e. All provisional Bylaw amendments remain in effect only until the next duly constituted meeting of members at which the amendment must be passed by two-thirds of members present or it will be considered failed.
- f. Any amendment to the Bylaws is subject to approval of Industry Canada.

Section 13: Transparency

13.01 Mastheads. In every issue of the Fulcrum a masthead will be published that includes the names of all Board members, their positions, the fact that the Society is the publisher of the Fulcrum, and all applicable contact information. A masthead will also exist stating all relevant information pertaining to editorial Board members and staff members. Any information required to be placed by the Board in relation to advertising with the Fulcrum will also appear on the masthead pages. In a prominent location on the masthead pages, the contact information for the FPS' Ombudsperson will also appear. The masthead's content is subject to Board ratification. It is the responsibility of the Board to provide the editorial Board the information required in the masthead prior to the first publication of the Fulcrum.

13.02 Membership. The website of the Corporation shall explain that all University of Ottawa students are members of the Corporation and who to contact if students have questions pertaining to their membership. This text is subject to Board ratification.