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By-law No. 1 of THE FULCRUM PUBLISHING SOCIETY

A by-law relating generally to the conduct of the affairs of THE FULCRUM PUBLISHING SOCIETY (the "Corporation").

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BE IT ENACTED as a by-law of the Corporation as follows:

Preamble

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

- a. To promote the interests and welfare of the students of the University of Ottawa 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;
- b. To cover issues and angles not always present in the mainstream media from its perspective as a member of the alternative press;
- c. To serve as an educational platform and as a forum for diverse points of view and world scopes; and
- d. 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.

Section 1 - General

1.1 Definitions

In this By-law, unless the context otherwise requires:

- a. "Academic Year" means May 1 to April 30;
- b. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- c. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d. "Board" means the board of directors of the Corporation;
- e. "By-law" means this By-law (including the schedules to this By-law) and all other By-law of the Corporation as amended and which are, from time to time, in force;
- f. "Chair" means the chair of the Board;
- g. "Corporation" means the corporation that has passed this By-law under the Act or that is deemed to have passed this By-law under the Act;
- h. "Director" means an individual occupying the position of director of the Corporation;
- i. "Editorial Board" means the Editor(s)-in-Chief, section editors, and multimedia staff of the editorial content;

- j. "Editorial Content" means all articles, editorials, writing, letters, layout, photos, graphics, visuals, aesthetics of the publication of the Fulcrum, editorial policies, section page allocation;
- k. "Employees" means any individual on the Corporation's payroll;
- l. "Fulcrum" means the University of Ottawa's English-language News Outlet, which is published and owned by the Corporation;
- m. "Letters Patent" means the letters patent of incorporation of the Corporation, as from time to time amended;
- n. "Meeting of Members" includes an annual meeting of members or a special meeting of members;
- o. "Member" 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;
- p. "Membership" means the collective membership of the Corporation;
- q. "Officer" means an Officer of the Corporation.
- r. "Staff Member" means a contributor who has assisted in the production of the Fulcrum, through a minimum of three (3) publications since the beginning of the Publishing Year in question. Unsolicited material, such as letters to the editor and classifieds, do not constitute a contribution.
- s. "Ordinary Resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- t. "Publishing Year" means May 1 to April 30;
- u. "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of the Act;
- v. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- w. "Signing Officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation;
- x. "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- y. "Voting Membership" means individuals who:
 - i. Are paid employees or have obtained staff status with the Fulcrum as defined in section four (4) 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).

1.2 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

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

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4 Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Corporation. The Secretary of the Corporation shall oversee the corporate seal and its use.



1.5 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the authorities delegated by the Authorizations Policy. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. The President or Secretary of the Corporation may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.6 Location of Registered Office

The address of the registered office of the Corporation shall be in the province or territory within Canada specified in the Articles and at such location therein as the Board may from time to time determine.

1.7 Books and Records

Any records maintained by the Corporation in the regular course of its business, including its register of members, books of account and minute books, may be maintained in a bound or loose-leaf book or may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

Section 2 - Governing Documents of The Corporation

2.1 Editorial Constitution

There shall exist an Editorial Constitution of the Corporation that shall govern only editorial matters not provided for in the By-law of the Corporation. This Constitution which may be amended by a simple majority vote at a duly constituted staff meeting as outlined in the Editorial Constitution of the Corporation. The Constitution's amendment must be approved by the Board. Any amendments made by the Board must be approved by a majority vote at a duly constituted meeting of the staff.

2.2 Policy Manual

There shall exist a Policy Manual that shall contain all policies of the Corporation that govern matters not provided for in the Bylaws of the Corporation. The Policy Manual 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.

2.3 Visibility of Governing Documents

A copy of the Corporation By-law, Editorial Constitution, and Policy Manual shall be made available on the official website of the Corporation. If any member of the Corporation requests a copy of the Corporation By-law, Editorial Constitution, and Policy Manual they must be provided to said member within one business day twenty-four (24) hours of the request in the appropriate format determined by the expressed and reasonable needs of the person requesting a copy.

Section 3 - Directors

3.1 Number of Directors

Subject to increase or decrease in such numbers by special resolution, the Board shall consist of no less than three (3) and no more than twelve (12) Directors.

3.2 Election and Term

The Directors shall be elected by the Members at the annual Meeting of Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be one year, beginning June 1 of the year the Director is elected and ending May 31 the following year. Directors will be considered a member of the Corporation throughout their term of office.

3.3 Qualifications of Directors

The following persons are disqualified from being an elected Director of the Corporation:

- a. A person who is not an individual;
- b. A person who is under eighteen (18) years old;

- c. A person who has an undischarged bankruptcy;
- d. A person who is deemed incapable of managing property under the *Mental Health Act*.
- e. A person who is a member of an executive or full-time employee of the University of Ottawa Students' Union (UOSU) or the Graduate Students Association (GSAED), or a member of the UOSU Board of Administration or GSAED Council; or
- f. A person who is an employee of the Corporation or owns or invests in a company contracted by the Corporation.

3.4 Composition of Directors

To ensure requisite representation on the Board, elected Directors must hold seats in accordance with the composition outlined below.

- a. Continuity Representative. A maximum of one (1) seat will be filled by an individual who previously held any elected seat on the Board as a Director.
- b. Community Representative. No less than one (1) and no more than three (3) seats will be filled by members of the Ottawa community at large who possess requisite professional experience in, including but not limited to, business, marketing, law, public relations, or publishing.
- c. Fulcrum Alumnus. A maximum of one (1) seat will be filled by an individual who was a previous employee of the Corporation and possesses requisite professional experience.
- d. Contributor Representative. No less than one (1) and no more than two (2) seats will be filled by individuals who were contributors with staff status in the previous five (5) years. This individual must abstain from contributing to the Fulcrum for the duration of their term in any capacity recompensed or otherwise
- e. Student Representative. No less than three (3) and no more than four (4) seats will be filled by current students of the University of Ottawa who have active valid student numbers and are registered for at least one (1) class at the University of Ottawa for at least half their term. These students must not have ever been an employee of the Corporation.
- f. University Representative. A maximum of one (1) seat will be filled by an individual who is employed by the University of Ottawa, preferably as a faculty member, for at least half of their term, and possesses requisite professional experience as outlined in Section 3.4b of this By-law.

3.5 Ex-Officio Directors

An ex-officio Director is appointed to the Board by virtue of their position and is not elected by the Members. All ex-officio Directors will not have the right to vote at Board meetings nor be included in the count when determining the number needed for a quorum or if a quorum is present. The ratified Editor(s)-in-Chief and Executive Director will hold ex-officio seats on the Board. At any time, the Board may deem it necessary to establish new ex-officio seats.

3.6 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the President of the Corporation, which resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later;
- b. if the Director dies;
- c. if the Director becomes bankrupt;
- d. if the Director is found to be incapable of managing property by a court or under Ontario law;
- e. if, at a Meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office;
- f. if they cease to be an Authorized Representative of a member or such member ceases to be a member of the Corporation; or
- g. 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.

3.7 Filling Vacancies

A vacancy as defined by Section 2.06 shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution; or
- c. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special Meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

3.8 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that they may be reimbursed for reasonable expenses they incur in the performance of their duties.

3.9 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a committee of Directors and may delegate to the committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated;
- b. The committee of Directors may not have authority over any matter not properly within the jurisdiction of the Board; and
- c. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Section 4 - Board Meetings

4.1 Special Meetings

Meetings of the Directors may be called by the Chair, President of the Corporation or any two (2) Directors at any time and any place on notice as required by this By-law. The Members may also call for a special meeting of the Directors by petition signed by thirty-five (35) Members of the Corporation. The petition shall state the objective of the meeting and must be submitted to the President.

4.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. The Board must meet not less than ten (10) times in a Publishing Year.

4.3 Quorum

A majority of the number of Directors, fifty (50) percent plus one (1) of the Board, constitutes a quorum at any meeting of Directors. Under no circumstances will ex-officio Directors contribute to the quorum.

4.4 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting following the annual Meeting of Members of the Corporation.

4.5 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair. The President of the Corporation may not be appointed as the Chair.

4.6 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a casting vote. If there is unanimous agreement by the Directors, the Board may hold a vote on any matter by email. All Directors must be given at least five (5) days' notice by the Chair for email motions.

4.7 Decisions

All decisions made by the Board, except during in camera sessions, must be on the public record and documented in the minutes regardless of the outcome. Decisions made in camera must be kept only on the Board record. All decisions made by the Directors via email vote shall be included in the minutes of the prior Board meeting. 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.

4.8 Participation by Telephone or Other Communications Facilities

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 5 - Business and Financial

5.1 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.

5.2 Financial Year

The financial year of the Corporation ends on April 30 each year or on such other date as the Board may determine by resolution.

5.3 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. 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.

5.4 Borrowing

The 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.

5.5 Financial Statements

The Corporation shall comply with the financial statement requirements of the Act, which are applicable to the Corporation. 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; and
- d. Statement of Change in Financial Position.

5.6 Financial Regulations

The Board shall monitor the financial status of the Corporation throughout the year.

5.7 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 Executive Director is responsible for presenting the profiles of auditors to be considered at least once every three (3) years. The membership shall, by a majority vote, decide on one of the three (3) auditors to hold office until such time that the Board decides to present a successor to the membership.

5.8 Removal of Auditor

The Members 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.

5.9 Remuneration of Auditor

The remuneration of an auditor appointed by the Board shall be fixed by the Board. The Executive Director is responsible for gathering and presenting estimates from potential auditors.

5.10 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 6 - Officers

6.1 Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement called for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.2 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other Directors to be the President, Vice President, Secretary, and Treasurer at the first Board meeting of the incoming Board following the annual Meeting of Members of the Corporation. A Director not seeking office will facilitate the process. No person may hold two or more offices of the Corporation. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

6.3 Removal of Officers

Any Officer, in the absence of agreements to the contrary, shall cease to hold office upon resolution of the Board at any time with or without cause.

6.3 Duties of Officers

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all such duties. The duties and responsibilities of the Officers are described in Schedule A.

Section 7 - Powers and Duties of the Board

7.1 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 By-law 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 By-law 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 By-law.
- f. The Board shall have ratification powers over the Editor-in-Chief pursuant to Section 7 of this By-law.
- g. The Board shall be the body which, by two-thirds (2/3) 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, at its earliest convenience, , the Officers in accordance with Section 8 of By-law 1.
- j. The Board shall fix on or before July 30 for each fiscal year of the Corporation, the budget of the Corporation for the upcoming year.
- k. 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.
- l. The Board shall, at the beginning of each year, agree on legal counsel to be consulted that year.
- m. The Board shall appoint, at its earliest convenience , all individuals to sit on any committees that are required and may amend this membership from time to time.
- n. 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.

The Board shall give full consideration in all its decisions 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.

7.2 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.

7.3 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 Editorial Content except as provided in Section 7.05.

7.4 Exceptions of Board Power

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

- a. Advertisements: The Board has authority to place advertisements and notices pursuant to the Advertising Policy. Editorial content-to-advertising ratio;
- b. Confidential matters related to the employment and human resources management of The Fulcrum and its staff
- c. When any editorial content relates to any anticipated, ongoing, or past legal proceedings in which the Corporation is or was involved, the Editor(s)-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(s)-in-Chief must notify the Board that the lawyer has been contacted;
- d. If the Board is alerted to possible libelous editorial content in any form 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;
- e. The Board may require the Editor(s)-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 ($\frac{2}{3}$) majority vote. If any editor refuses to comply, the Board may dismiss said editor by two-thirds ($\frac{2}{3}$) majority vote of the full Board.

Section 8 - Protection of Directors, Officers, and Others

8.1 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious 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 provided that they have:

- a. complied with the Act and the Corporation's articles and By-law; and
- b. exercised their powers and discharged their duties in accordance with the Act.

8.2 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.

8.3 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in section 7.03 against any liability incurred by them in their capacity as a director or officer of the Corporation or of another body corporate where they act or acted in that capacity at the Corporation's request.

Section 9 - Conflict of Interest

9.1 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

9.2 Disclosure

The disclosure of a conflict of interest as required by the Act must be made as follows:

- a. At the meeting at which a proposed contract or transaction is first considered;
- b. If the Director was not then interested in a proposed contract or transaction, at the first meeting they become so interested;
- c. If the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after they become so interested; or
- d. If a person who is interested in a contract or transaction later becomes a director, at the first meeting after they become a director.

Section 10 - Editorial Governance

10.1 Ratification of Editor(s)-in-Chief

Once the Editor(s)-in-Chief is duly elected according to the Editorial Constitution of the Corporation, the Board must ratify or reject the Editor(s)-in-Chief by a simple majority vote at the next meeting of the publishing year.

In the event of rejection, the Board shall notify the Editorial Board and state its reasons in writing. The members with staff status, as outlined in the Constitution, must conduct no later than seven (7) days after receiving the rejection notice from the Board, a secret ballot vote overseen by an individual chosen by the staff status members 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.

If the staff status members reaffirm their initial choice, the Board will consider their request. If a unanimous decision is made to reject the Editor(s)-in-Chief, such a decision will be final, and the Investigation Committee will not be called. The Board shall appoint interim Editor(s)-in-Chief until an Editor(s)-in-Chief by-election. If, after a new election, the Board does not ratify the Editor(s)-in-Chief, the Investigation Committee shall be called.

10.2 Power and Duties of the Editor(s)-in-Chief

The Editor-in-Chief shall be responsible for the editorial operations of the Fulcrum and have the powers and duties specified in Schedule B

10.3 Staff Meeting Quorum

Quorum for any staff meeting in which an amendment to the Constitution can be presented is two-thirds ($\frac{2}{3}$) of current voting staff members. The Editorial Constitution may not include any procedure which discriminates against any individual based on any grounds recognized by Ontario or Federal discrimination legislation.

Section 11 - Members

11.1 Members

The Membership of the Corporation shall consist of the individuals with active University of Ottawa student numbers who have paid fees in one or more of the academic terms at the University of Ottawa. The individuals will be considered Members of the Corporation only for the duration of the academic terms in which the fees were paid.

11.2 Voting Members

The voting membership shall consist of Members who are eligible to vote at any Meeting of Members and shall consist of such members who are:

- a. paid employees of the Corporation or have obtained staff status with the Fulcrum as defined in the Constitution;
- b. members in good standing of the Corporation's Board; or
- c. undergraduate or graduate students at the University of Ottawa who are not members of the executives of UOSU or GSAED.

11.3 Honorary Members

The Board may from time to time confer honorary 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. Honorary members may only contribute to the Fulcrum and are not eligible to run for any position on the Board or Editorial Board.

11.4 Membership

A Membership in the Corporation is not transferable and automatically terminates when:

- a. the Member dies or resigns;
- b. the Membership of a Member is terminated in accordance with Section 11.6 and the Act;
- c. the Member's term of Membership expires; or
- d. the Corporation is liquidated or dissolved.

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.

11.5 Resignation

Any Member may withdraw or resign their membership in the Corporation at any time by giving notice to that effect to the President of the Corporation.

11.6 Termination

Any Member of the Corporation may be removed as a member by resolution of the Board as follows:

- a. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-law.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) -day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

11.7 Rights and Powers

All Members of the Corporation shall have the rights and powers to:

- a. Attend the annual Meeting of Members;
- b. Attend Board meetings and regular Editorial Board meetings;
- c. Bring any concerns or questions to the Board or Editorial Board;
- d. Remove from office any Directors, except ex-officio Directors, by an ordinary resolution at a special Meeting of Members;
- e. Petition for a special meeting of the Directors under Section 3.01;
- f. Requisition a special Meeting of Members under Section 11.02; and
- g. Any other rights or powers as prescribed by the By-law.

Only those Members defined in Section 10.02 shall have the right to vote at the annual Meeting of the Members and submit a proposal to raise at the Meeting of Members according to Section 10.08 and the Act.

11.8 Member Proposals

A proposal refers to any matter that a Member entitled to vote at the Meeting of Members proposes to raise at the meeting. The Corporation shall include the proposal in the notice of the annual meeting.

The Corporation is not required to include the proposal if:

- a. the proposal is not submitted to the Corporation at least sixty (60) days before the date of the meeting;
- b. it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation, or its Directors, Officers, Members, or debt obligation holders;
- c. it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;
- d. not more than two (2) years before the receipt of the proposal, the Member failed to present in person or by proxy at a Meeting of Members, a proposal that had been included in a notice of meeting at the Member's request;
- e. substantially the same proposal was submitted to Members in a notice of a Meeting of Members held not more than two (2) years before the receipt of the proposal and the proposal was defeated; or
- f. the rights conferred by this section are being abused to secure publicity.

If the Corporation refuses to include a proposal in a notice of meeting, it shall, within ten (10) days after the day on which it receives the proposal, notify the Member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

11.9 Mastheads

In every issue of the Fulcrum a masthead will be published that includes the names of all Board members, their positions, that the Corporation 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.

Section 12 - Meeting of Members

12.1 Annual Meeting

The annual Meeting of Members must occur during the winter term of the Academic Year and held at such a time and at such a place that is directly on the central University of Ottawa campus and/or accessible by telephonic or electronic means. The place and time of the Meeting of Members is to be determined by the Board or the President. Any Member, upon request, shall be provided, not less than twenty-one (21) days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the By-law or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor;
- e. reappointment or new appointment of the auditor;
- f. general reports of the Board and Editorial Board;
- g. election of Directors; and
- h. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

12.2 Special Meeting

The Directors may call a special Meeting of the Members. The Board shall convene a special meeting on written requisition of not less thirty-five (35) Members of the Corporation for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

12.3 Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in Section 12 to each Member and to the auditor. Notice of any meeting where special business will be

transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

12.4 Quorum

A quorum for the transaction of business at a Meeting of Members is twenty-five (25) Members or Authorized Representatives entitled to vote at the meeting, whether present in person or by proxy. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

12.5 Chair of the Meeting

The chair of all Meetings of Members, the Chief Returning Officer, will be selected by the President of the Corporation four (4) weeks prior to the date of the annual Meeting of Members. The President's choice must be ratified by the Board and by the Members present at the annual Meeting of Members.

12.6 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each voting Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands, or in a manner that is determined by the Chief Returning Officer;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the Chief Returning Officer may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chief Returning Officer shall direct;
- e. if there is a tie vote, the Chief Returning Officer shall require a written ballot, and shall not have a casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote is taken on a question, unless a written ballot is required or demanded, a declaration by the Chief Returning Officer that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

12.7 Adjournment

The Chief Returning Officer may, with the majority consent of any Meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

12.8 Persons Entitled to be Present

Persons entitled to attend a Meeting of Members are the Members, the Directors, the auditors of the Corporation, and others who are entitled or required under any provision of the Act or

the articles to be present at the meeting. Non-Members are eligible to attend a Meeting of Members if admitted by the Chief Returning Officer or President.

12.9 Proxies for Meeting of Members

A proxy is an authorization through which a voting Member has appointed another voting Member to attend and act on their behalf at a Meeting of the Members. Proxy votes shall count on items of business transacted at the annual meeting except for procedural motions, i.e., the approval of the agenda, approval of the Chief Returning Officer, election of Directors, appointment of the auditor, and approval of the audit.

No Member of the Corporation shall be permitted to hold more than two (2) proxies at any given time. The full names and email addresses of proxies to be used at a Meeting of Members must be deposited with the Corporation at least one (1) hour before the meeting by:

- a. notifying the Secretary of the Corporation; or
- b. completing the section on proxies in the Meeting of Members registration form.

Section 13 - Notices

13.1 Method of Notice

Any notice required to be sent to any Member or Director or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

13.2 Alternative Method of Notice

If the Board deems that the methods of giving notice as described in Section 12.01 this By-law is not feasible, then any notice published in the Fulcrum shall be considered the primary and preferred method to give notice to the Members of the Corporation only. The notice must be published in the Fulcrum a minimum of two (2) weeks online directly preceding the date(s) of the requested attendance of the membership. This method may also be accompanied by some other form of notice to the Members, such as publication of the notice in any method that the Board deems appropriate

13.3 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such a number of days or other periods. The date of the meeting or other event shall be included in the count.

13.4 Proof of Service

A certificate of the President, Vice-President, Secretary 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.

13.5 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Meeting of Members shall invalidate the meeting or make void any proceedings taken at the meeting.

13.6 Communication of Documents

Any documents which need to be provided to the Members, either by Board resolution or the By-law of the Corporation, must be presented as individual files on the website of the Corporation.

Section 14 - Ombudsperson

14.1 Mandate

The Ombudsperson acts as an appeal authority for membership complaints against the Editorial Content of the Fulcrum where the complainant is dissatisfied with the resolution of their complaint by the Editor(s)-in-Chief. The Ombudsperson intervenes only if they deem the complaint not frivolous, the attempt(s) to address the complaint by the Editor(s)-in-Chief unsatisfactory, or the Corporation failed altogether to respond to the complaint within a reasonable time. As necessary, they shall observe the Corporation's Editorial Complaints Review Process to assess whether the editorial content in question violates The Fulcrum's Principles for Ethical Journalism. The Ombudsperson shall not handle complaints that do not pertain to the Editorial Content of the Fulcrum.

14.2 Jurisdiction

The powers of the Ombudsperson shall be advisory only and the Board shall retain the ability to act on or disregard the Ombudsperson's recommendations. The Ombudsperson shall not issue recommendations regarding the Editorial Content choice of the Fulcrum or the management of the Corporation's employees, volunteers, or directors. Complaints beyond the Ombudsperson's mandate and jurisdiction must be addressed directly to the appropriate personnel. Any complaints concerning the conduct of the Corporation's employee, volunteer or director shall be initially overseen by the respondent's immediate supervisor according to the following order: Editor(s)-in-Chief, Executive Director, HR Committee.

14.3 Appointment

The Board shall establish an Ombudsperson selection committee whose responsibility is to choose a candidate to be recommended for appointment to the position of Ombudsperson. The selection committee's choice must be ratified by the Board. The Ombudsperson shall be

appointed for a fixed term of two (2) years. This term may be extended for one (1) additional two- (2) year period, for a maximum of two terms, if the selection committee and the Board so choose. The Ombudsperson's contract shall not be terminated except for dereliction of duty or gross misconduct that violates the Corporation's Code of Conduct. The Ombudsperson shall remain independent of the Corporation's staff and Board and report directly to the President of the Corporation. The Ombudsperson shall not occupy any other position within the Corporation, paid or not paid, for a period of two (2) years before and after the end of their term.

Section 15 - Adoption and Amendment of By-law

15.1 Amendments to By-law

The Members and the Board may from time to time amend this By-law. Any proposal to amend the By-law must be presented in writing to the Board at a meeting of Directors. An amendment passed by a two-thirds (2/3) majority vote of the Directors shall be posted on the website of the Corporation at least one (1) week before the Meeting of Members at which it will be presented. The amendment will be enacted if two-thirds (2/3) majority vote of the voting members present at the Meeting of Members.

15.2 Provisional Amendments to By-law

The Board may at any time vote to provisionally amend the By-law at any duly constituted meeting of Directors. However, all changes must adhere to the following stipulations:

- a. If the amendment is passed by unanimous vote of the Board, the amendment may be enacted immediately, but a notice must be posted on the website of the Corporation for a period of 21 business days 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 By-law must be immediately reversed and the Board can either abide by this or call a special Meeting of Members to vote on the amendment.
- b.
- c. If at any time following the enactment of the provisional By-law amendment, any two (2) members ask to have the provisional By-law amendment reversed, the amendment to the By-law must be immediately reversed and the Board can either abide by this or call a special Meeting of Members to vote on the amendment.

All provisional By-law amendments remain in effect only until the next duly constituted Meeting of Members at which the amendment must be passed by two-thirds (2/3) of the voting members present or it will be considered failed.

Section 16 - Dispute Resolution

16.1 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 15.02 of this By-law.

16.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or By-law, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, By-law or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to mediation, where the parties to the dispute shall work together to mutually agree upon an impartial third party mediator. If no mediator can be agreed upon then any party to the applicable dispute may apply to a court of valid jurisdiction to have a mediator named. The mediation shall be held as soon as reasonably possible at a time and date and in a place that is reasonably accessible to all of the parties to the dispute. The mediation shall be no less than 4 hours long.
- b. If the parties are not successful in resolving the dispute through mediation pursuant to the prior section, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be the mediator referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- c. All costs of the mediator appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 17 - Investigation Committee

17.1 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.

17.2 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.

17.3 Decision

The Investigation Committee shall submit recommendations to the Board, within two weeks of being asked to investigate. If the Board rejects recommendation(s) decision by two-thirds majority of the Board, its own decision shall be binding.

17.4 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 ($\frac{2}{3}$) 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 ($\frac{2}{3}$) majority feel requires investigation.

17.5 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.

Schedule A - Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

President

The President guides the Board in the fulfillment of its mandate. The President shall, subject to the authority of the Board, have general supervision of the affairs and operations of the Corporation.

General

- a. Guides the Board in the fulfillment of its mandate. Ensures the focus of the Board's attention is on strategically important issues and there is cohesion of direction and purpose at a policy and strategic level;
- b. Ensures the Board has the resources required to fulfill its responsibilities, including the provision of timely and relevant background information for Board and committee meetings and educational opportunities for Board members;
- c. Oversees the integration of committee activities with the work of the Board and ensures that, where Board functions have been delegated to committees, the functions are carried out and results are reported to the Board;
- d. Liaises with and provides direction to the officers and committee chairs on matters affecting the work of the Board;
- e. Attend all meetings of the Corporation, the Board, and Board committees; and
- f. Acts as a Signing Officer.

Board Meetings

- a. Approves the agendas for meetings
- b. Ensures minutes of the meetings are drafted and subsequently reviewed and approved.

Direction

- a. Serves as the Board's central point of communication with the Executive Director and Editor(s)-in-Chief;
- b. Acts as a sounding board for the Executive Director or Editor(s)-in-Chief regarding emerging issues or potential problems, exchanging information on governance and performance issues, identifying problems within, and reviewing strategies for, the Corporation, and maintaining accountabilities within the Corporation.
- c. Provides guidance to the Executive Director and Editor(s)-in-Chief regarding the Board's expectations and concerns. In collaboration with the Executive Director and Editor(s)-in-Chief, develops standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Representation

- a. Represents the Board and appears on its behalf at official events having due regard to the Board's mandate;
- b. Acts as spokesperson for the Corporation along with the Executive Director.

Reporting

- c. Report regularly to the Board on issues relevant to its governance responsibilities.
- d. Writes a transition report for the incoming President delineating challenges, accomplishments, suggestions, and any other information that may be useful to the successor.

Vice-President

The Vice-President works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

General

- a. Supports the President in maintaining a high standard for Board conduct and upholding policies and the By-law regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- b. Assists the President in overseeing the integration of committee activities with the work of the Board and ensuring that, where Board functions have been delegated to committees, the functions are carried out and results are reported to the Board;
- c. Assists the President in liaising with and provides direction to other officers and committee chairs on matters affecting the work of the Board;
- d. Attends all meetings of the Corporation, the Board, and Board committees
- e. Assumes the duties of the President or the Executive Director in the event that they are unwilling or unable to fulfill their duties;

Reporting

- a. Writes a transition report for the incoming Vice-President delineating challenges, accomplishments, suggestions, and any other information that may be useful to the successor.

Chair

The Chair presides over board meetings and facilitates email voting between meetings.

Board Meetings

- a. Presides over Board meetings.
- b. Reviews the agendas for meetings.

Reporting

- a. Writes a transition report for the incoming Chair delineating challenges, accomplishments, suggestions, and any other information that may be useful to the successor.

Secretary

The Secretary works collaboratively with the President to support the Board administratively.

Board Meetings

- a. Ensures that a schedule of Board meetings is prepared annually.
- b. Maintain a record of Directors' attendance at Board meetings.
- c. Ensure the proper recording and maintenance of minutes of all meetings of the Board and Corporation.
- d. Attends correspondence on behalf of the Board.
- e. Has custody of all minute books, documents, registers and the seal of the Corporation and ensures that they are maintained as required by law.
- f. Ensures that all reports are prepared and filed as required by law or requested by the Board.
- g. Gives such notice as required by the By-law of all meetings of the Corporation and the Board.

Reporting

- a. Writes a transition report for the incoming Secretary delineating challenges, accomplishments, suggestions, and any other information that may be useful to the successor.

Treasurer

The Treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

General

- a. Has custody of the funds and securities of the Corporation
- b. Ensures the Executive Director keeps a full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and deposits all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.
- c. Acts as a Signing Officer.

Reporting

- a. Presents an accounting of all transactions and a statement of the financial position of the Corporation at Board meetings, or whenever requested by the Board.
- b. Writes a transition report for the incoming Treasurer delineating challenges, accomplishments, suggestions, and any other information that may be useful to the successor.

Schedule B - Description of Senior Management Roles

The board may amend these roles and responsibilities from time to time.

Executive Director

General

- Oversees the Business Department
- Acts as a link between the Board and the Business Department
- Acts as a liaison between the Fulcrum and Canadian University Press for administrative matters
- Implements any resolutions passed by the Board of Directors
- Attends all Board meetings
- Acts as the office manager of the Corporation
- Responsible for the professional upkeep of the office
- Provides a report to the Board at all regular meetings and as requested by the Board
- Provides adequate training to the incoming Executive Director
- Oversees and maintains the distribution of the Fulcrum's equipment
- Performs any tasks assigned by the Board
- Writes a transition report for the incoming Executive Director

Human Resources

- Responsible for hiring and disciplinary procedures in accordance with the Human Resources policy
- Administers employee intake
- Ensures alignment and compliance with all relevant employment legislation, including, but not limited to, the *Employment Standards Act*, the *Occupational Health and Safety Act*, the *Workplace Safety and Insurance Act*, the *Accessibility for Ontarians with Disabilities Act*, and the Ontario Human Rights Code
- Administers payroll
- Approves and tracks staff leave, vacation, and hours worked, as required by law
- Acts as the workplace coordinator for health and safety

Bookkeeping and Administration

- Maintains accounts payable
- Maintains accounts receivable in conjunction with the Advertising Manager
- Approves all advertising contracts
- Responsible for all Fulcrum accounts
- Maintains relations with Free Media to ensure the Fulcrum receives remittances for national advertising
- Administers the Corporation's bank accounts and petty cash
- Communicates with the Fulcrum banker, accountant, and auditor

- Maintains the Corporation's files to ensure that continuity is maintained from year to year
- Acts as a signing authority
- Procures some online advertising

Budgetary

- Drafts the Corporation's budget in accordance with budgeting policy
- Assures adherence to the annual budget
- Approves all expenditures within the parameters set by the Board
- Ensures that the advertising sales target is met

Editor(s)-in-Chief

General

- Ensure the regular publication of the Fulcrum
- Determine the number of PDF/print issues published and set circulation
- Read all content (i.e. editorial, advertising, inserts, letters, graphics, photos, articles, and video) to ensure it conforms to the Fulcrum's constitution, policies and the laws of Ontario and Canada and rejects all material that does not conform.
- Be responsible for the overall editing of the paper
- Assist in developing and implementing social media strategies for promoting the Fulcrum online
- Assume duties of a section editor should they resign or are no longer able to work for the Fulcrum, or may appoint an interim editor until a permanent editor is hired.

Human Resources

- Conduct elections in March for the following year's Editor-in-Chief position
- Advertise for all hired Editorial Board and non-elected, paid staff positions.
- Ensure the formation of the hiring committee for paid staff positions, and if needed complete the hiring.
- Act as the contact person for all external inquiries concerning the Fulcrum that do not fall within the bounds of other editorial or staff positions.
- Attend all staff, Editorial Board, and Board of Director meetings.
- Sit on the Elections Committee for the incoming Editor-in-Chief
- Sit on the Hiring Committee for the incoming Editorial Board positions.
- Field and resolve reader complaints whenever the section editor in question is unavailable or requests that the Editor-in-Chief deal with it, particularly when threats of libel suits may be in question.
- Mediate disputes between staff members and deal with staff member complaints and/or refer complaints to the Mediation Committee in consultation with the Executive Director.
- Supervise a two-week transition period following the hiring of Editorial Board positions
- Ensure Editorial Board staff evaluations are conducted at least once per semester.
- Serve as a chairperson for the Editorial Board.

Reporting

- Offer training to anyone running for the position for the upcoming Publishing Year.
- Provide adequate training to the incoming Editor-in-Chief.
- Write an end-of-term transition report.

History of By-law Amendments

Type of Amendment	Date approved by Directors	Date Approved by Members
Provisional Amendment: Full revision by Governance Committee & Board of Directors	26 Mar 2023	XX MMM YYYY