

Fulcrum Publishing Society Board of Directors Agenda

Sunday, March 7th, 2010 at 10:30 a.m.

Location: Room 207, University Centre

1. Opening of the meeting
2. Approval of the agenda
3. Approval of minutes of Feb. 7, Feb. 21, and Feb. 27 meetings
4. Reports from business manager, editor-in-chief, president
5. Report from advertising representative
6. Ombudsman selection
7. [VOTE] Report from Policy Committee
8. [In Camera] News Editor
9. [Update] Complaint against FPS
10. [Discussion] AGM
11. Any other business
12. Adjournment

Andrew Wing

Scott Bedard

Nick Taylor-Vaisey

Frank Appleyard

Ben Myers

Travis Bosivene

Mathew Day

Emma Godmere

ABSENT

Julie Seguin

Steven Trainor

William Stevenson

1. WING opens meeting at 10:55

2. Godmere requests point 8 be moved to near start of meeting

Bedard MOVES divide pt. 4, move business manager and president to point 5, renumber accordingly

WING seconds

Approved

WING moves to move point 8 to point 5, renumber accordingly

SECOND by Bedard

Approved

BEDARD moves to collect results of FPS email votes for approval in minutes

WING recommends adding point as 11, or tabling if not possible

WING seconds motion

Approved

WING moves to approve agenda

BEDARD seconds

Approved

3. WING moves to table point until next meeting

BEDARD seconds

Approved

4. Report from Editor-in-Chief

The home stretch

We're looking at five issues left -- including this week -- and are working hard to ensure we include any last content we've been itching to cover this year. Our co-op student, Meaghan, has begun working with us and has already embarked upon improving our online archives. This also marks the first week of editorial board elections -- we expect to have a new team in line by the end of the month. Things are moving along and the end of the publishing year can certainly be seen on the horizon.

News

News editor Laura Clementson resigned on Tuesday, March 2 and as policy dictates, the responsibility of the position has fallen to the editor-in-chief. Given the fact that it would take two weeks to hire someone, and at the very least another week to train the individual, I have realized that the easiest course of action would be to simply take on the position myself for the remainder of the publishing year. This discussion was also held at our last editorial board meeting and we agree it's the easiest way to move forward.

Concerns over coverage

I understand recent concerns have been raised over our hesitation to cover recent internal and board workings and business in our pages. I would like it to be noted that my primary concern is the large conflict of interest that would be present if any Fulcrum editor, staff member, or volunteer were to cover such a story. I am exploring other avenues and possibilities to see if coverage would be possible at this point.

And since this will be one of the final reports, too...

... I would like to thank the board for their support and hard work in what has turned out to be a challenging year. I am proud to see the Fulcrum has come this far and continued to print quality content for our entire university community. There may only be a handful of issues left but we will most certainly keep moving forward with confidence and plan to end the year on an excellent note for our readers.

As always, feel free to contact me anytime at editor@thefulcrum.ca.

5. [In Camera] News Editor

WING Moves TAYLOR-VAISEY seconds to move in camera

Approved

Scott moves that Laura receives her final paycheck pending the receipt of her transition report and the password for the news

BIRFT that correspondence goes through NTV

Seconded by NTV

Approved

WING Moves TRAVIS seconds to move out of camera

Approved

6. Report from business manager, president

Business Manager's Report – March 2010

“I nominate Frank Appleyard for comical stooge of the year at the U of O”

– Anonymous. (It's been that kind of week.)

Financials

As of March 3 we have \$66,672.54 in our chequing account. This is our lowest balance since October, which can be entirely attributed to the fact that our levy cheque for the winter semester still hasn't been received. We have received our levy cheque since writing the report. (Our low-point balance in October was also due to waiting for the fall semester levy.) Despite the relatively low number, there is no cause for concern over cash flow. We have several thousand dollars in advertising revenue awaiting deposit, and the levy cheque should be coming soon. In short, there is little reason to fear having a lower-than-normal number in the account, as we still have more than enough to make it through several months of zero-revenue operation.

National advertising

Our Campus Plus advertising situation picked up in late January and continued throughout February. We frequently saw four, five, and even six ads per issue throughout the string of issues over that month, which represents a strong comeback in light of the disappointing fall revenues. So it was great to see the resurgence in national advertising revenue, which is slated to be our only revenue shortfall this year, but a very significant one.

I was hopeful that the rebound would continue throughout March and into April, but it appears from our future booking statement that national ads will sink back to fall levels, still leaving us with the significant shortfall as predicted. However, the run of strong issues through the early part of this semester should help to reduce the shortfall in this area.

We are going to make some money this year. (Woot and fist pumps from Board Members)

Collections

Things are going well on the collection front lately, with no red flag clients from the winter semester. There are a handful of clients that are now getting quite overdue with their payment, but in many cases they have either been contacted or are long-term clients. I still have every intention of recouping every dollar owed to us where reasonable, and as the publishing year draws to a close I will be able to work more diligently on ensuring this happens. I am committed to keeping our bad debt to a minimum, and I think we will be able to

As you look over the Accounts Receivable report in the BOD package, please keep in mind that we have approximately \$7,000 in advertising payments received but not yet deposited, and thus not processed in the A/R report. So things look a little worse than they actually are.

Issues with the Draft. The actual amount is 7000\$ lower in the A/R report.

Heating issues

So as the BOD knows, there were significant issues with the Fulcrum's furnace a handful of weeks ago. Basically, the furnace died, resulting in a very (very) cold office. I will spare the story as was already told to the BOD in various email updates, but the university wound up replacing the furnace a handful of days after the initial failure. I was able to get several space heaters from the university, and combined with Andrew

Wing's two space heaters (thanks Andrew!) things were kept from getting too chilly. Because nothing can go easily this year, the replacement furnace was slow in getting up and running as the contractors had to fix a part on the brand-new unit.

And because things really can't go easily this year, on March 1 Emma informed me that the office was again very cold. After calling the university, we found that apparently the new unit wasn't hooked up to the thermostat properly. As of writing this, the university has boosted the furnace's output to get things warmer until they can come and hook it all up properly.

Of course by then it will probably be summer, so the problem will really be solved.

Email switchover

The Fulcrum is now operating on the Google Apps email system. The system is so much better than our old system, and will be so easy to help transitions in the future. The added benefit of being able to have listservs like the recently created BOD one and a similar editorial board one is nice, and the overall ease of use is very nice.

While one drawback to the system is that we could not import inbox contents from the old mailboxes, we still have access to everyone's email archive which is important.

All in all: switching to Google Apps has been one awesome move.

One missing box

I noticed a couple of weeks ago that the Fulcrum's outdoor distribution box outside of Desmarais Hall has disappeared. I made a couple of preliminary phone calls to find out what happened, but wasn't too distressed as due to snowclearing operations, I assumed it may have gotten moved. However, the U of O has indicated that they didn't move it anywhere, and said it probably got stolen.

Given the bureaucracy that exists at the university, I'm going to keep making phone calls as I think it's likely that someone moved it but didn't tell anyone.

The box is in an interesting situation, where it is permitted with the City of Ottawa, but the location of the property line seems somewhat in doubt. So, I'll be working with both the city and university to figure out where it is, if they indeed know.

If someone stole it, that will be an entirely different conversation.

The Fulcrum copyright approved

Yep. You read it right. In case anyone here still remembers, many many months ago the FPS applied for a trademark on "The Fulcrum". Well, as of March 1, our application has been approved, and the FPS is now the proud owner of "The Fulcrum" trademark. So no one can steal our namesake.

On the horizon

- I am hoping to have our bookkeeper Huong visit the office in the next couple of weeks for her third visit this fiscal year. We couldn't get anything arranged for February, but I think it is important to have her visit soon, before she visits again in May to close out the fiscal year.
- I will be starting preparations for ordering bound editions over the next few weeks. All BOD members in good standing are entitled to a free bound edition if they would like one. I will be in touch with more information in the coming weeks.
- The business office printer's current toner cartridge is currently on its last legs. As the printer is about a million years old and the toner isn't cheap, I am looking into options that can help us upgrade to a new printer rather than pour money into an old piece of equipment. However, obviously budget constraints may

preclude us from making the leap this year.

President's Report

March 7, 2010

Ceding of some duties

As most directors know, at a certain point during the proceedings regarding the complaint filed by Dr. Denis Rancourt, I was accused of interfering in that process. At that point, I withdrew myself from any conversations or communications regarding that complaint. As you've noticed, Scott has since taken over the file as the vice-president is supposed to do. Now, because that particular complaint led to further complaints about the Fulcrum's complaints process and the Board's actions regarding our former ombudsman. Because those issues were indelibly linked to the original complaint, Scott has – as you've noticed – continued to handle that correspondence.

I do remain the president of the Corporation, though, and continue to perform the other duties associated with the position.

Appreciation

This has not been an easy time for the Fulcrum. We've faced several important issues seemingly all at once, and it's meant paying attention to inboxes and meeting more frequently than normal. Please know that I very much appreciate the commitment directors have made to the Board. It's comforting to know that people are willing to give up their time on such short notice and in such great quantities.

AGM date

I'm still working on getting a date for the Annual General Meeting. It looks like only Friday afternoon will work the week we are hoping for, since apparently *every room on campus* has been booked for the other days. We'll talk more about this during the meeting.

7. Report from the Advertising Representative

Hey Everbody! Hope everyone is doing well.

Sales are looking good. We are at \$94,082.63 at the moment which is fantastic. Our sales are at about 97, 800\$. We are coming up to the end of the year but we still have the opportunity to get some good dollars in. I'll keep this report short but here is what has been going on: CUPE2626 has turned into a really good advertiser this year. They just spent \$1000 on their Anti-Harassment campaign. In past years they have spent on average about \$800 for the whole year. This year their total is up to \$2900 due to their mandate this year of rebranding themselves. At the beginning of the year, I agreed to help them with this as much as possible and I like to think that perhaps that has helped to lay the groundwork for them to spend way more money with us this year than they ever have before. We have a few new advertisers that have added to our total since last report. One of them is Rideau Optometric Clinic, who originally planned to advertise in one issue, but who ended up going in all remaining issues with several Spot colour purchases. Another return advertiser who was new this year, but turned into someone bigger than anticipated is Public Outreach who will be running a short campaign at the end of the year. We have Crush Improv advertising for the first time for a free student night. We also had the SFUO Pride Centre take the back cover for the March 4th issue which is always helpful in getting us

towards any sales total. Right at the moment, I've been reaching out to our Storage advertisers, and am also sending out general messages to regular advertisers in case they should want to reach out to students before the end of the year. The other activity that needs to happen is to facilitate the completion of bulk contracts – I may have mentioned this in my last report but it is an ongoing process right up until the end of the year. I believe my prediction will be correct that we will get up to \$100,000 this year...maybe a bit over. Given the market this year, this is a good number. Good luck with everything that has been going on!

Have a great BOD everyone.

Nick believes that we should have a MVP award for Deirdre.

Report Received

8. Ombudsman

- no potential people, no advertisement
- BEDARD moves to extend the deadline to one week and then vote by email Seconded by TAYLOR-VASIEY
- Erica Intirm Ombudsman isn't involved in Rancourts compaint
- BIRT if there is at least one applicant by next Sunday closing at 6pm, we will have an email vote and if there is no applicants the vote will take place again in another week Moved by Scott, Seconded by Nick

Approved

9. [VOTE] Report from policy review committee

BYLAW I

PREAMBLE

WHEREAS proper grammar is something that is quite important for a corporation that publishes a newspaper, and

WHEREAS quotation marks should never be employed improperly

BE IT RESOLVED THAT the final paragraph of the preamble of Bylaw One be amended to read:

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

TAYLOR-VAISEY MOVES BEDARD SECONDS

Approved

SECTION I

WHEREAS proper interpretation of key terms in the Bylaws is of the utmost importance

BE IT RESOLVED THAT Bylaw One, Section 1.01 (j) be amended to read:

“Voting membership” means individuals who:

- are paid employees or have obtained staff status with the newspaper as defined under the general by-law 2, section 11.01. Or,
 - Are members in good standing of the Fulcrum Publishing Society's Board of Directors.
- Or,

- Are undergraduate or graduate students at the University of Ottawa, who have registered their membership at the Fulcrum office no later than:
 - o 6pm on the third (3rd) Friday in September for the fall semester (September – December);
 - o 6pm on the third (3) Friday in January for the winter semester (January-April);
 - o 6pm on the third (3rd) Friday in May for the summer semester (May-August);
 - o Voting membership by registration shall be valid for one (1) year from the date at which it is exercised.

And:

Are not members of the executives of the Student Federation of the University of Ottawa (SFUO) or the Graduate Students' Association (GSAÉD)

BE IT FURTHER RESOLVED THAT Bylaw One, Section 1.01 (l) be amended to read: "Fulcrum" means the University of Ottawa's English-language newspaper, which is published and owned by the Corporation

BE IT FURTHER RESOLEVD THAT Bylaw One, Section 1.01 (o) be amended to read:

- (a) "Employees" means any individual on the Corporate payroll

BE IT FURTHER RESOLVED THAT Bylaw One, Section 1.02 be amended to read:

1.2 General. In this by-law and all other by-laws and resolutions of the Corporation, the word "person" shall include individuals, proprietorship, partnerships, corporations, trusts, unincorporated organizations, governmental bodies and other legal entities. These by-laws are written in the feminine gender. The feminine includes the masculine.

NICK MOVES WING Seconds

Approved

Bylaw 1

Section 2

WHEREAS consistency in language is desirable, and

WHEREAS clarity is desirable,

BE IT RESOLVED THAT Bylaw 1, section 2.02 shall read "2.02 Corporate Seal. The seal, an impression whereof is imprinted in the margin hereof, shall be the seal of the Corporation, and

BE IT FURTHER RESOLVED THAT Bylaw 1, section 2.03 shall read "2.03 Fiscal Year. The fiscal year of the Corporation shall terminate on April 30 and commence on May 1."

BEDARD moves TV seconds

Approved

Section 3

WHEREAS a definition in bylaw of who constitutes a voting member is desirable,
BE IT RESOLVED THAT the following be added to Bylaw One, Section Three as Section 3.02,
and the remainder of the section be renumbered accordingly:

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

Bedard moves TV seconds

Approved

Bylaw 1

Section 4

Bylaw 1, Section 4, Motion 1:

WHEREAS clarity in the bylaws is desirable, and

WHEREAS the University Rep need not be a professor according to the letter of our bylaws,

BE IT RESOLVED THAT Section 4.01, which reads:

4.01 Faculty 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 and who has
professional experience as outlined in Section 4.09 of this By-law.

Be amended to read:

4.1 University Representative. 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 the duration of their term and who has professional experience as
outlined in Section 4.09 of this Bylaw.

Bylaw 2, Section 4, motion 2:

WHEREAS disinterested student is an inappropriate title for student Directors, and

WHEREAS many qualified students are barred from assuming Student seats due to having once
been employed by a student campus organization,

BE IT RESOLVED THAT Section 4.02, which reads:

4.02 Student Representative. Five (5) of the seats on the Board are to be filled by
University of Ottawa student's who have active valid student numbers. These students
must not have been ever employed by either the Corporation or any University of Ottawa
student campus organization.

Be amended to read:

4.2 Student Representative. Five (5) of the seats on the Board are to be filled by
University of Ottawa student who have active valid student numbers for the duration
of their term. These students must not have been ever employed by the Corporation.

4.3

Bylaw 2, Section 4, motion 3:

WHEREAS unpaid staff are the intended constituency from which the Staff representatives are intended to be drawn,

BE IT RESOLVED THAT Section 4.03, which reads:

4.03 Staff Representatives. Two (2) seats must be filled by a non-Editorial Board staff member of the Fulcrum. A staff member is defined in Section 11.01 of this By-law. The staff member can be paid or non-paid; however, they cannot be an active member of the Editorial Board for the publishing year of which they are running.

Be amended to read:

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 11.01 of this Bylaw. The staff member must be a contributor to the newspaper for the duration of their term.

Wing moves to omnibus scott seconds

Scott moves to omnibus Nick Seconds

Approved

BIRT Bylaw 1 Section 5 part 1 and 7 as written:

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, and all current financial statements shall be presented to the members, and the directors for the next publishing year will be elected.

be revised to read as follows:

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, and all current financial statements shall be presented to the members, and the directors for the next publishing year will be elected.

BIFRT Section 07 be added

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

and all subsequent sections be renumbered accordingly

BIRT that Bylaw 1 Section 6, subsection 01, 02, 05, 07 as written

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 or more years of age and no director shall have an undischarged bankruptcy or be a mentally incompetent person. Every director at the time of his election and throughout his term in office shall be considered a member of the Corporation. No director shall be a member of the executive, or full-time employees of the Student Federation of the University of Ottawa (SFUO) or University of Ottawa Graduate

Students' Association (GSAED) for the duration of their term.

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

- (a) if she resigns her office by delivering a written resignation to the VP Internal Communications of the Corporation;
- (b) if she is found to be mentally incompetent;
- (c) if she, or the member of which he is the Authorized Representative, becomes bankrupt or suspends payments or compromises with either her 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 remove her from office;
- (e) if she ceases to be an Authorized Representative of a member or such member ceases to be a member of the Corporation;
- (f) if she is absent from two consecutive Board meetings, provided that the two meetings did not occur in the span of three weeks.
- (g) on the death of the director.

6.07 Composition. All directors must hold seats in accordance with the qualifications outlined for such seat in Section Four of bylaw two.

be revised to read as:

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. Every director at the time of his election and throughout his term in office shall be considered a member of the Corporation. No director shall be a member of the an executive, or a full-time employees of the Student Federation of the University of Ottawa (SFUO) or the Graduate Students' Association (GSAÉD) for the duration of their term. No director shall be a member of the Board of Administrator of the SFUO, or GSAED council.

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

- (a) if she resigns her office by delivering a written resignation to the VP Internal

Communications of the Corporation;

- (b) if she is found to be mentally incompetent;
- (c) if she, or the member of which she is the Authorized Representative, becomes bankrupt or suspends payments or compromises with either her 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 remove her from office;
- (e) if she ceases to be an Authorized Representative of a member or such member ceases to be a member of the Corporation;
- (f) if she is absent from two consecutive 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.

Moves to divide No director shall be a member of the Board of Administrator of the SFUO, or GSAED council out

Maureen moves nick seconds the approval

6.7 Composition. All directors must hold seats in accordance with the qualifications outlined for such seat in Section Four of Bylaw Two.

Bylaw One, Section Seven

WHEREAS it should be clear how one can convene a meeting of the Board, and

WHEREAS it should be clear how one can chair such a meeting of the Board, and

WHEREAS it should be clear how tie votes should be dealt with, and

WHEREAS email votes are becoming more frequent and need to be properly recorded,

BIRT Bylaw One, Section 7.03 as written:

7.03 Convening of Meeting. A meeting of the Board may be formally convened by the Chair or any two directors at any time and the VP Internal Communications on the direction of the Chair or any two directors shall convene a meeting of the Board.

Be amended to read:

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

BIFRT Bylaw One, Section 7.07 as written:

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 she is not present, the directors present shall choose one of their number as Chair for each meeting, however, neither the Vice President nor President of the Corporation may be selected as Chair. The Board also reserves the right to choose just one of its numbers to Chair all meetings for the financial year.

Be amended to read:

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 she is not present, the directors present shall choose one of their number as Chair for each meeting, however, neither the Vice President nor President of the Corporation may be selected as Chair.

BIFRT Bylaw One, Section 7.08 as written:

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 Chair of the meeting shall not have a second or casting vote.

Be amended to read:

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.

BIFRT Bylaw One, Section 7.12 as written:

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.

Be amended to read:

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.

Maureen moves TV seconds

Approved

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Bylaw One, Section Eight

WHEREAS the Board has officers that help lead the Society,

WHEREAS the responsibilities and expectations of these officers need to be clear so they can do their job,

BIRT Bylaw One, Section Eight as written:

8.01 Election and Appointment of Officers. The Board shall annually or more often as may be required, elect a President, a Vice President and appoint a VP Internal Communications from its numbers, and if deemed advisable, may annually or more often as may be required, elect a Chair of the Corporation. None of the said officers, except the Chair of the Corporation, the Vice President and the President need be directors. For full composition of the Board please refer to Section Four of By-law 2

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

8.02 Terms and Remuneration. The terms of employment and remuneration of all officers of the Corporation shall be as determined from time to time by the Board.

8.03 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.

8.04 Chair. The Chair shall possess and may exercise such powers and perform such duties as may from time to time be assigned to him by the Board. For each publishing year, the Chair's full duties are outlined in the Policy Manual of the Corporation

8.05 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 incident to her office. For each publishing year, the President's full duties are outlined in the Policy Manual of the Corporation.

8.06 Vice-President. The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, 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. For each publishing year, the Vice-President, or Vice-Presidents full duties are outlined in the Policy Manual of the Corporation.

8.07 VP Internal Communications. The VP Internal Communications shall, when present, 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. She shall give or cause to be given notices of all meetings of members and of the Board. She shall be custodian of the seal of the Corporation and shall affix the same to any instrument requiring the same. She will certify all documents of the Corporation which require certification. For each publishing year, the VP Internal Communications' full duties are outlined in the Policy Manual of the Corporation

8.08 Agents and Attorneys. The Board shall have the power from time to time to appoint agents or attorneys for the Corporation, in or out of 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 BOD will appoint one of its own to oversee the procedures and act as chair.

Be amended to read:

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 VP Internal Communications, and a chair from its numbers. For full composition of the Board please refer to Section Four of Bylaw Two.

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 incident to her 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 her 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 VP Internal Communications. The VP Internal Communications 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. She shall give or cause to be given notices of all meetings of members and of the Board. She shall be custodian of the seal of the Corporation and shall affix the same to any instrument requiring the same. She will certify all documents of the Corporation which require certification.

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Maureen moves TV seconds

APPROVED

Bylaw 1

Section 11 – Auditors

WHEREAS time goes by really quickly sometimes, and

WHEREAS we don't want to run out of time

BIRT Bylaw 1, Section 11, part 04 as written:

11.04 Communication of Audit. Within **seventy-five (75)** 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 official Corporate website 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.

Be changed to read:

11.04 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 official Corporate website 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.

Bedard moves Travis seconded

Approved

BYLAW II

SECTION I

WHEREAS a proper definition of the rights and powers of membership is necessary for a Corporation that ultimately defers to its membership on a number of important issues

BE IT RESOLVED THAT Bylaw Two, Section 1.01 be amended to read:

1.01 Rights and Powers. All members of the Corporation that are considered so pursuant to section 1.01 (h) of By-law one shall have the rights and powers to:

- i)
 - (a) Attend the annual meeting of the members;
 - (b) Attend Board meetings and regular staff meetings;
 - (c) To 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.
- ii) Only those members defined as "voting members" pursuant to section 1.01 (i) of

By-law one shall have the right to vote at the annual meeting of the members.

Nick moves Scott Seconds

Approved

SECTION III

WHEREAS a properly empowered vice-president internal communications is just as appropriate a person as any to handle proxy votes at a board meeting

BE IT RESOLVED THAT Bylaw Two, Section 3.02 be amended to read:

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

BE IT FURTHER RESOLVED THAT Bylaw Two, Section 3.04 be amended to read:

3.04 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 meetings of the members of the Corporation.

Bylaw 2, Section 4, motion 4:

WHEREAS clarity and consistency in language are desirable,

BE IT RESOLVED THAT the title of Section 4.05 be amended from “Community Leader” to “Community Representative.”

Bylaw 2, Section 4, motion 5:

WHEREAS clarity and awesomeness in language are desirable,

BE IT RESOLVED THAT the title of Section 4.05 be amended from “Community Leader” to “Sith Lord.”

Bylaw 2, Section 4, motion 6:

WHEREAS the SFUO and GSAED hold ex-officio seats on the Board of Directors, and WHEREAS this ought to be noted in bylaw,

BE IT RESOLVED THAT Section 4.07, which reads:

4.07. Ex-Officio Seats. The ratified Editor-in-Chief and one Editorial Board member selected by the contributing staff (see section 13.0 of this by-law) have ex-officio seats on the Board as defined by section 4.06 of this by-law. At any time the Board may deem it necessary to create new ex-officio positions.

Be amended to read:

4.07. Ex-Officio Seats. The ratified Editor-in-Chief and one Editorial Board member selected by the contributing staff (see section 13.0 of this by-law) hold ex-officio seats on the Board as defined by section 4.06 of this by-law. The Student Federation of the University of Ottawa and the Graduate Students’ Association also hold ex-officio seats on the Board. At any time the Board may deem it necessary to create new ex-officio positions.

Bylaw 2, Section 4, Motion 7:

WHEREAS it is undesirable to have the Board able to subvert the Bylaws to affect its own membership,

BE IT RESOLVED THAT Section 4.08, which reads:

4.08 Exceptions. The Board may at any time allow for exceptions to any of the seat compositions of the Board provided that the Board is unanimous in the decision.

Be struck.

Scott moves Wing seconds

Approved

Bylaw 2, Section 4, Motion 8:

WHEREAS clarity and consistency in language is desirable, and
WHEREAS publishing is a suitable field for a professional seat-holder,
BE IT RESOLVED THAT Section 4.09, which reads:

4.09 Professional Seats. Professional experience is defined as experience in business, marketing, legal or public relations.

Be amended to read:

4.09 Professional Seats. Professional experience is defined as experience in business, marketing, law, public relations, or publishing.

Scott moves Travis seconds

Approved

Bylaw 2, Section 5:

WHEREAS clarity and consistency is desirable,
BE IT RESOLVED THAT Section 5, which reads:

POWERS AND DUTIES OF 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 and legal affairs of the Corporation except where specified otherwise in the by-laws 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) To ensure the efficient and responsible management of the Corporation especially in financial and legal matters;
- (e) The hiring, firing, and review of the Advertising Manager, and other individuals under the control of the Board according to the Bylaws;
- (f) Ratification of the Editor-in-Chief pursuant to Section Nine of this By-law;
- (g) To be the body which, by two-thirds vote of the Board members present and voting, determines what other publications or responsibilities shall be established by the Corporation as provided for in the Bylaws of the Corporation;
- (h) To receive and consider complaints concerning any publication of the

Corporation, and to take or recommend appropriate action to the employee concerned;

- (i) To appoint, not later than the first meeting of the Board following the Board taking office, the officers of the Board in accordance with Section Eight of By-law one;
- (j) To fix on or before May 15, the summer Publishing Schedule of the Fulcrum for the upcoming year;
- (k) To fix on or before July 30 for each fiscal year of the Corporation, the budget of the Fulcrum for the upcoming year;
- (l) Purchasing and maintaining such insurance for the benefit of its directors, officers and employees as the Board may from time to time determine;
- (m) At the beginning of each year, agreeing on legal counsel to be consulted that year.
- (n) To appoint, not later than the first meeting of the Board following the Board taking office all individuals to sit on any committees that are required.
- (o) To, upon its discretion, demand that any member of the Board, who is also an employee of the Corporation, leave the room during any in-camera discussion that 2/3 (two-thirds) of the Board determined was an in-camera discussion.
- (p) To ensure that all motions put before it by members for approval prior to the motion being presented at 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 AGM which does not contravene Federal or Provincial law, or the ACT.

5.02 Objective. 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 of Patent of the Corporation.

5.03 Committees. The Board may appoint committees clothed with such powers as it deem 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.

Be amended to read:

POWERS AND DUTIES OF THE BOARD

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

1. 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-laws of the Corporation;
2. 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;
3. The Board shall monitor the financial status of the Corporation throughout the year;
4. To ensure the efficient and responsible management of the Corporation especially in financial and legal matters;
5. The hiring, firing, and review of all individuals under the control of the Board according to the Bylaws;
6. Ratification of the Editor-in-Chief pursuant to Section Nine of this By-law;
7. To be the body which, by two-thirds vote of the Board members present and voting, determines what other publications or responsibilities shall be established by the Corporation as provided for in the Bylaws of the Corporation;
8. To receive and consider complaints concerning any publication of the Corporation, and to take or recommend appropriate action to the employee concerned;
9. To appoint, not later than the first meeting of the Board following the Board taking office, the officers of the Board in accordance with Section Eight of By-law one;
10. To fix on or before the second meeting of the Board, the publishing schedule of the Fulcrum for the upcoming year;
11. To fix on or before July 30 for each fiscal year of the Corporation, the budget of the Fulcrum for the upcoming year;
12. Purchasing and maintaining such insurance for the benefit of its directors, officers and employees as the Board may from time to time determine;
13. At the beginning of each year, agreeing on legal counsel to be consulted that year.
14. To appoint, not later than the first meeting of the Board following the Board taking office all individuals to sit on any committees that are required.
15. To ensure that all motions put before it by members for approval prior to the motion being presented at 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 AGM which does not contravene Federal or Provincial law, or the Act.

5.02 Objective. 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 of Patent of the Corporation.

5.03 Committees. The Board may appoint committees clothed with such powers as it deem 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.

5.5 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.

Scott moves Nick Seconds
Approved

WHEREAS The Editor-in-chief is an important role
WHEREAS The Editor-in-chief is the person responsible for editorial content to the Board of Directors
BIRT Bylaw 2 Section 6 be revised to read as follows:

SECTION SIX
THE EDITOR-IN-CHIEF

6.01 There shall be an editor in chief who shall be responsible for the editorial operations.
Maureen moves Scott seconds
Approved

WHEREAS Editorial content is important
WHEREAS Revisions need to be made

BIRT Bylaw 2 Section 7 be renumbered Section 8

BIFRT Bylaw 2 Section 8:

EDITORIAL CONTENT

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

- a) All articles, editorials, writing, letters, layout, photos, graphics, visuals, aesthetics;
- b) Editorial policies;
- c) Section page allocation;
- a) 7.02 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 or by any means influence the editorial content except as provided in Section 7.03 of this By-law.

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

- b) 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.
- c) Sub-section (a) shall include house advertisements, notices, and announcements or any other form which the Board may determine from time to time.
- d) Editorial content-to-advertisement ratio;
- e) Creation and alteration of the Production Schedule;
- f) Dismissal of employees;
- g) Removal/creation of employee positions;
- h) When anything described in Section 7.01 of this By-law relates to any legal proceedings in which the Corporation is or was involved, the Editor-in-Chief must send 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.
- i) If the Board is alerted to possible libelous content in any form described in Section 7.01 of this By-law that has not yet been published, the Board has the right to demand that publication of the 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.
- j) 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 published in the next issue of the publication following the meeting of the Board.

Such a decision by the Board requires two-thirds majority vote of the members present. 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 By-law.

be revised to read as follows:

SECTION EIGHT

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, 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 By-law relates to any legal proceedings in which the Corporation is or was involved, the Editor-in-Chief must send to 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 By-law 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 published in the next issue of the publication following a decision of the board 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 By-law.

Maureen moves Nick Seconds

Approved

Bylaw Two, Section Eight

WHEREAS a much better order will improve these Bylaws,

BIRT Section Eight ("Finance") be re-numbered as Section Nine to accommodate the other re-numbering of adjacent sections.

Nick Moved Maureen seconded

Approved

--

Bylaw Two, Section Nine

WHEREAS ratifying the Editor-in-Chief is big enough deal,

WHEREAS we also could use some better order up in here,

WHEREAS the title of this thing is actually, horribly grammatically incorrect,

BIRT the title of "Ratification the Editor-in-Chief" be changed to "Ratification of the Editor-in-Chief,"

BIFRT Section Nine ("Ratification of the Editor-in-Chief") be re-numbered as Section Seven to accommodate the re-numbering of adjacent sections;

BIFRT Section Nine as written:

9.01 Ratification. Once the Editor-in-Chief is duly elected according to the Constitution of the Corporation, the Board, and not the out-going Board, must ratify or reject the Editor-in-Chief by a simple majority vote. In the event of rejection, the Board shall appoint an interim Editor-in-Chief.

9.02 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 secret ballot, under the supervising and control of an individual chosen by the regular contributors, for the purpose of determining whether to reaffirm their initial

choice, or to hold another election; the outcome of which must be presented to the Board within another seven (7) days. In the event that the regular contributors reaffirm their initial choice, the Board will reconsider their request. If a unanimous decision is made to reject the Editor-in-Chief such a decision will be final and 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.

9.03 Ratified. A ratified Editor-in-Chief shall be considered an honorary member of the Corporation if she is not a member of the Corporation during her term in office. She will also sit on the Board with speaking rights but no voting rights.

Be amended to read:

9.01 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.

9.02 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 reaffirm their initial choice, the Board will reconsider 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.

Maureen moves Travis Seconds
Approved

Section 10 - Transition

WHEREAS day-to-day office operations should fall within the purview of the BOD,
BIRT section 10 of the FPS bylaws be removed, and subsequent sections renumbered

Scott moves to omnibus the 10, 11, 14 and 15 together Maureen seconds

Approved

Section 11 – Contributors and Staff Status

WHEREAS the editorial staff govern themselves with a Constitution, and

WHEREAS determination of staff status is an editorial matter governed in the Constitution,

BIRT section 11 of the bylaws be removed

Section 14 – Elections and Composition of the Editorial Board

WHEREAS having day-to-day human resources policies in the FPS' guiding document makes little sense, and

BIRT section 14 of the bylaws be removed, and subsequent sections be renumbered

Section 15 – Hiring

WHEREAS the BOD is drafting a comprehensive HR policy, and
WHEREAS having hiring policy in the FPS' guiding document makes little sense
BIRT section 15 of the bylaws be removed, and subsequent sections be renumbered

Scott moves 11, 12, 14, 15 Nick Seconds
Approved

Section 16 – Policy Amendments

WHEREAS the bylaws are full of poorly written and cumbersome policy, and
WHEREAS section 16 is no exception,

BIRT section 16 as written:

16.01 Constitution. There shall exist a Constitution of the Corporation that shall govern all 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 race, religion, gender, sexual orientation, age and/or any other grounds recognized by Ontario or Federal discrimination legislation.

16.02 Policy Manual. There shall exist a Policy Manual of the Corporation that shall govern all business 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 race, religion, gender, sexual orientation, age and/or any other grounds recognized by Ontario or Federal discrimination legislation.

16.03 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 in any form that the Board or President of the board Deems appropriate within twenty-four (24) hours of the request.

16.04 Amendments to the By-laws. Any proposal to amend the By-laws 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, and that the amendment does not conflict with the Constitution, Policy Manual, or Bylaws of the Corporation. The amendment must then be posted to the corporate website 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.

16.05 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 no smaller than 1/8 page must run in the next two (2) consecutive issues of the Fulcrum 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 is not unanimously passed, then the amendment may not be enacted immediately; however, an advertisement no smaller than 1/8 page must run in the next two (2) consecutive issues of the Fulcrum 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 amendment 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 one (1) week of the publication of the second consecutive 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 that 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 considered failed.

f) Any amendment to the Bylaws is subject to the approval of Industry Canada.

Be amended to read:

16.01 Constitution. There shall exist a Constitution of the Corporation that shall govern

all **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.

16.02 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.

16.03 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 in any form that the Board or President of the board Deems appropriate within twenty-four (24) hours of the request.

16.04 Amendments to the By-laws. Any proposal to amend the By-laws 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 corporate website 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.

16.05 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 no smaller than 1/8 page must run in the next two (2) consecutive issues of the Fulcrum 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 is not unanimously passed, then the amendment may not be enacted immediately; however, an advertisement no smaller than 1/8 page must run in the next two (2) consecutive issues of the Fulcrum 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 amendment 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 one (1) week of the publication of the second consecutive 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 that 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 considered failed.

f) Any amendment to the Bylaws is subject to the approval of Industry Canada.

**Scott moves Matt seconds
Approved**

Section 17 – Transparency

WHEREAS who wrote this section? And

WHEREAS they didn't write it very well, and part of it is out of date,

BIRT section 17 as written:

17.01 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 Board 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. The page where the mastheads are placed will also include all information required by Canadian University Press and Campus Plus. Any information required to be placed by the President in relation to advertising with the Fulcrum will also appear on the masthead page. In a prominent location on the masthead page, the contact information for the ombudsman, will also appear. The mastheads content is subject to Board ratification. It is the responsibility of the President and the Board to provide the editorial board the information required in the masthead prior to the first publication of the Fulcrum.

17.02 Membership. Every issue of the Fulcrum will have a house ad which is at least the size of a business card ad, that explains that all University of Ottawa students are

members of the Corporation and who to contact if students have questions pertaining to their membership. This house ad is subject to Board ratification.

Be amended to read:

17.01 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. The pages where the mastheads are placed will also include all information required by Canadian University Press and Campus Plus. 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' ombudsman 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.

17.02 Membership. Every issue of the Fulcrum will have a house ad that explains 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.

Maureen moves Nick Seconds
Approved

Frank: we need to look at these in future years. Ombudsman and Investigation committee section

9. [UPDATE] Complaint against FPS

Scott: In touch with him to inform him we are waiting on a permanent ombudsman. Told him to contact himself if there are any questions

Ben: need to form a investigation committee. Are we moving forward?

Scott: the ombudsman need to determine if its frivolous or not. It will probably be done before the end of this board year.

10. [Discussion] AGM

Nick on friday the 26th

11. Ratification of email votes: Maureen moves that

12. Whereas there have been email votes

13. BIRT all email votes from Feb 7th to March 7th be noted in the mins

seconded by Scott

Approved

12. Any other business

13. Adjournment: Wing moves to adjourn 3:02 Pm

Email Votes RACKING AGREEMENT

BETWEEN:

TRADER CORPORATION, a corporation duly incorporated having a place of business at 16 Place du Commerce, Verdun, Québec H3E 2A5
(hereinafter referred to as "Trader")

AND:

THE FULCRUM PUBLISHING SOCIETY, a not-for-profit student newspaper located at the University of Ottawa, 631 King Edward St., Ottawa, Ontario, K1N 7V8
(hereinafter referred to as "The Fulcrum")

WHEREAS Trader (under its former name of Trader Media Corporation through its former division, Ontario Distribution Services), and The Fulcrum have entered into an Agreement dated June 21, 2005 whereby Trader agreed to provide 30 newspaper racks to The Fulcrum for placement at various locations within the University of Ottawa campuses for distribution of Trader publications;

WHEREAS The Fulcrum and Trader wish to replace the previous agreement and continue to provide Trader publications for distribution in the 27 Trader-owned racks located at the University of Ottawa (the "Racks");

NOW THEREFORE, the parties agree as follows:

4. Racks

During the term of this Agreement, the following display Racks will be in place and serviced by Trader:

- 27 Large racks owned by Trader, to be rebranded according to design provided by The Fulcrum and approved by Trader, at Trader's expense.

The Fulcrum agrees to place these Racks at various locations within properties of The University of Ottawa to be determined and agreed between the parties in writing. The Fulcrum and Trader agree to share usage of the Racks, such that The Fulcrum will be permitted to place newspapers in the upper portion of the Rack, and Trader will be permitted to place the newspapers (Employment News & Student Rental Guide) in the lower portion of the Rack.

Trader may add additional Racks with the prior written approval of The Fulcrum.

5. Publications to be Displayed on Racks

Trader Publications:

- Employment News
- Student Rental Guide

6. Right to Place Racks

The Fulcrum warrants that it has the right to enter into this Agreement and to place these Racks in University of Ottawa campus buildings.

7. Exclusivity

The Fulcrum hereby agrees that no other person or entity shall distribute on the Racks throughout the University of Ottawa campuses, any free publications regarding Employment and Rental and that Trader shall have exclusivity therefore throughout the

term of this Agreement.

8. Term of Agreement and Effect of Termination

This Agreement shall commence on February 1st, 2010 (the “Effective Date”) and shall survive for a period of three (3) years, renewable automatically from year to year. Either party may terminate this Agreement at any time after the initial term of three (3) years by notifying the other party in writing within 60 days’ advanced notice. Fulcrum may terminate this Agreement immediately upon the termination of its rights granted by the University of Ottawa as referred to in Section 3. Upon or soon after termination, Trader shall have the right to remove all Trader-owned Racks from the University of Ottawa campuses.

9. Notices

Any notices regarding this Agreement and/or requests for changes to the number of Racks and/or the publications which can be displayed shall be duly given and delivered when sent by telecopy or courier to the following addresses:

For Trader

John Jenkins
Regional Manager, Distribution
Phone: 416.784.5200, ext. 3605
Email: john.jenkins@trader.ca

Brian Master
Director of Circulation
416-784-5200, ext, 3348
Email brian.master@trader.ca

With a copy to:
Director, Legal Affairs
Trader Corporation
Fax: 514.934.4076
Email: mleblanc@ypg.com

For The Fulcrum

Frank Appleyard
Business Manager
Phone: 613-562-5261
Email: president.fulcrum@gmail.com

10. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein. The parties submit to the jurisdiction of the courts located in Ontario, Canada.

11. Assignment

Neither party shall assign its rights and obligations under this Agreement to any other person, company or entity without the prior written consent of the other party.

12. Precedence

This Agreement represents the entirety of all agreements between Trader Corporation and The Fulcrum and annuls and replaces any other agreement, letter or document, whether written or oral.

IN WITNESS THEREOF, the parties hereto have properly executed this Agreement as of the Effective Date.

TRADER CORPORATION

Jamie Blundell
Vice President, Operations

THE FULCRUM PUBLISHING

SOCIETY

PASSED

BIRT Mahdi Darius Nazemroaya immediately be suspended from his post as Fulcrum Publishing Society Ombudsman, pending a Board of Directors meeting on the matter.

Moved by Bedard, Seconded by Wing

PASSED

BIRT that Erica Van Wyngaarden be appointed Interim Ombudsman

Moved by Hasinoff, Seconded by Bedard

PASSED