

A by-law relating to the conduct of affairs of

# ~~The~~Charlatan ~~Incorporated~~Publications Inc.

(the “Corporation”)

Be it enacted as bylaws of Charlatan Publications ~~Incorporated~~Inc. (hereinafter referred to as the Corporation) as follows:

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~~Last additions and changes made by Jayden Dill, Chair of the Board of Directors, on May 30, 2024 in Sections 5, 6, 9 and 25 in accordance with the bylaws passed at the Annual Meeting of the Members.~~

## SECTION 1 – INTERPRETATION

1.1 Words importing the singular number of “they” also include the plural and vice versa, and are inclusive of all genders.

1.2 If any of the provisions contained in these Bylaws are inconsistent with those contained in the Constitution, the provisions contained in these Bylaws shall prevail. [Note: Articles and Bylaws are creations of the *Canada Not-for-profit Corporations Act* (the “Act”) (s. 7(1) and 152(1)). These are the overarching governance documents of a corporation and must take precedence over other corporate documents and policies.]

~~1.2 Any student who paid fees in both the fall and the winter terms shall be considered members of the Corporation during the summer term.~~

~~1.3 The Bylaws and Constitution shall be interpreted as a whole.~~

## SECTION 2 – HEAD OFFICE AND SEALS

2.1 The head office of the Corporation shall be located on the Carleton University campus at such location as the Board of Directors may from time to time determine unanimously by resolution.

2.2 The seal of the Corporation shall be in such form as the Board may from time to time determined by resolution and the name of the Corporation shall be endorsed thereon. The chair of the Board shall be the custodian of the seal.

## SECTION 3 – MEMBERS OF THE CORPORATION AND CONDITIONS OF MEMBERSHIP ~~TO THE CORPORATION~~

~~3.1 All students paying fees to the Corporation shall be members of the Corporation.~~

[Note: The current membership composition is impractical and does not allow the Corporation to comply with some of its statutory obligations under the Act. Currently, each student of Carleton University is automatically a member of the Corporation by reason that their tuition fees include an amount paid to the Corporation. Carleton University cannot share with the Corporation a list of students along with their contact information because this would breach privacy and confidentiality laws. Consequently, it is impossible for the Corporation to maintain a proper member’s register, as required by the Act (s. 23(1)). It also prevents the Corporation from providing members with a list of the Corporation’s members, which the members have the right to access upon a proper request being made to the Corporation in accordance with the Act. Accordingly, the membership composition must be amended.]

3.1 Subject to the Articles, there shall be two (2) classes of Members in the Corporation, namely, Voting Members and Honorary Non-Voting Members.

3.2 The following conditions of membership shall apply to Voting Members:

- (a) Voting Membership shall be available to all students of Carleton University, who have applied for and been accepted as a Voting Member by the Board, and who have made a contribution (as defined in the Corporation's Constitution) to the Charlatan.
- (b) As set out in the Articles, each Voting Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Voting Member shall be entitled to one (1) vote at such meetings.

3.3 The following conditions of membership shall apply to Honorary Non-Voting Members:

- (a) Honorary non-voting membership shall be available only to persons interested in furthering the Corporation's purposes and who have applied for and been accepted as an Honorary Non-Voting Member by resolution of the Board or in such other manner as may be determined by the Board.
- (b) As set out in the Articles, Honorary Non-Voting Members are not entitled to receive notice of, attend or vote at meetings of the Members of the Corporation.
- (c) ~~3.2 People who have not paid fees to the Corporation may be honorary members by majority vote of the Board. Honorary members may only contribute to the publication; they~~ Non-Voting Members are not eligible to run for any elected position, at either the staff or Board level; nor are they ~~able~~ allowed to vote in any election or referendum, at either the staff or Board level.

3.4 The membership term of all members shall be from September 1<sup>st</sup> to August 31<sup>st</sup> in each year. Memberships are renewable subject to approval by the Board.

3.5 Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership set out in sections 3.2(a) and 3.3(a) of the By-laws;
- (c) the Member withdraws by delivering a written notice of withdrawal to the Chair of the Board in which case such withdrawal shall be effective on the date specified in the notice;
- (d) the Member is removed as a Member of the Corporation in accordance with section 3.6;
- (e) the Member's term of membership expires, if any;
- (f) the Corporation is liquidated or dissolved under the Act.

Upon any termination of membership, the rights of the Member automatically cease to exist.

3.6 The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, Constitution or other Board policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

If the Board proposes that a Member should be expelled or suspended from membership in the Corporation, the Chair of the Board shall provide twenty (20) days' notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period. If that no written submissions are received by the Chair of the Board, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

#### **SECTION 4 – RIGHTS AND POWERS OF THE MEMBERS OF THE CORPORATION**

4.1 The members of the Corporation shall have the rights and powers to:

- (a) ~~Attend~~ Voting Members may attend and vote at the annual meeting of the members (Article IV):
- (b) Attend ~~Board meetings and~~ regular editorial meetings; [Note: Members are not entitled to attend Board meetings.]
- (c) Request question(s) to be placed before the members of the Corporation in the form of a referendum (Article XXII);
- (d) To bring any concerns or questions to the student directors.
- (e) May remove any member of the Board by use of a referendum question (Constitution – Article 6, section 6.13) (for editor-in-chief see section 17.08(c)); and
- (f) Any other rights or powers as prescribed by the Bylaws or Constitution.

## SECTION 5 – MEETING OF THE MEMBERS

- 5.1 The annual meeting of the members shall be held ~~upon written notice to all members of the Corporation or honorary members of the Corporation~~ on such a day in each fiscal year, at such time and at such place, on or in the vicinity of the university campus (including virtually), as the Board may from time to time determine. ~~Such a day shall occur on or before September 30, unless the audit is not approved in accordance with the proscribed Bylaws (section 10.5) by September 1 then the date shall be held no later than thirty (30) days after its approval.~~ provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. [Note: As per section 61 of the Canada Not-for-profit Corporations Act Regulations (the "Regulations").] In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting, to each Director and to the public accountant of the Corporation at least 21 days before the day on which the meeting is to be held.
- 5.2 At least fourteen (14) days before the annual meeting, the Corporation shall cause a copy of the entire engagement review to be published in *the Charlatan* or published on the official Corporate website along with a prominently published message in *the Charlatan* indicating the web address to locate such engagement review. If *the Charlatan* is not being published then such financial statements shall be posted in public places on the campus. Copies of the engagement review shall be made available for inspection by the members of the Corporation at the Corporation's office(s) during regular business hours.
- 5.3 The purpose of the annual meeting of the members shall be for:
- (a) Electing Directors;
  - (b) ~~(a)~~ Distribution of the audit to attending members of the Corporation;
  - (c) ~~(b)~~ To receive reports on the audit, on the present financial status, the approved budget, the general state and most significant policy directions of the Corporation from the Board of Directors: and
  - (d) ~~(e)~~ To afford the members of the Corporation with an opportunity to direct such questions and make such suggestions as they may deem fit to the Board of Directors.
- 5.4 Quorum for the annual meeting of the members shall be twenty (20) members of the Corporation, all of whom must be present in person or virtually. In addition, editorial staff or any member of the Board shall not be used to determine the quorum minimum even though they may be members of the Corporation.
- 5.5 The chair of the Board shall be the chair for the annual meeting of the members.

- 5.6 Special meeting(s) of the members of the Corporation can be called by the Board as necessary, or as otherwise provided for by the Act.
- 5.7 ~~Meetings~~ A meeting of ~~the members of the Corporation~~ may be held ~~virtually if needed by~~ telephonic or electronic means in accordance with the Act as follows:
- (a) Any person entitled to attend a meeting of members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding section 5.7(a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

## **SECTION 6 – BOARD OF DIRECTORS MEETINGS**

- 6.1 The Board shall be composed of directors as set out in section VI of the Constitution.
- 6.2 ~~6.1~~ The Board shall meet regularly, not less than ten (10) times a year. Quorum for all meetings shall be five (5) members of the Board, which includes the editor-in-chief.
- 6.3 ~~6.2~~ Every subsequent board meeting shall be scheduled at most 7 days after a given board meeting by the chair of the board in order to ensure availability for attendance.
- 6.4 ~~6.3~~ Special meetings of the Board may be called at any time by the chair of the Board or by two (2) Board members, or by a simple majority vote of the regular contributors at a regular editorial meeting.
- 6.5 ~~6.4~~ Special meetings of the Board may also be called by petition signed by two per cent (2%) of the members of the Corporation. The petition shall be presented to any member of the Board and must be validated by the chair and one other member of the Board. The

petition shall state the objective of the meeting and the Board must ensure that the objective falls within its powers and duties.

6.6 ~~6.5~~ 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:

- (a) Decided by the majority of the Board members present, in which case the reason, therefore, must be announced at the next Board meeting;
- (b) Meetings that pertain to legal action against the paper are automatically considered private and not open to the public. The Board's decisions made in this situation are not initially required to be on public record. However, the Board is required to document these decisions in the minutes regardless of the outcome, and the minutes will be made public after the conclusion of the legal action.

6.7 ~~6.6~~ If there is unanimous agreement, the Board may hold a vote on any matter via email or electronic messaging. All members must be given at least one week's notice by the Chair. This clause does not override the responsibilities of the Board outlined in section 5.04 or anywhere else in the bylaws.

6.8 ~~6.7~~ The Board is permitted to meet virtually if needed.

[Note: Section 7 of the current Bylaws has been deleted because as per the Act, no person is permitted to act for an absent director at a meeting of the Board, effectively prohibiting directors from attending and voting by proxy.]

## ~~SECTION 7—PROXIES FOR BOARD OF DIRECTORS MEETINGS~~

~~7.1 The editor in chief and honorary members of the Board cannot have a proxy attend any type of meeting.~~

~~7.2 Student directors and staff representatives shall be allowed a proxy who must also meet the requirements of the position being filled (Constitution—Article 6).~~

~~7.3 Professional directors shall be allowed a proxy who needs to meet the requirements of Article 6, section 6.03 of the Constitution.~~

~~7.4 The member of the Board must notify the chair in writing before a meeting identifying the name of the person who shall serve as their proxy.~~

~~7.5 The member of the Board who assigned a proxy may overrule any vote given by their proxy if they disagree with their decision. This must occur at the next meeting attended by the Board member where all necessary minutes have been sent to the Board member prior to such meeting.~~

~~7.6 Proxy cannot be used in votes that call for the full Board (or all members) and cannot be used for votes approving the budget, the audit, and creation/alteration of the Production Schedule.~~

~~7.7 The member of the Board cannot have a proxy for more than one (1) consecutive meeting unless such meeting(s) occurs in a span of one (1) week.~~

~~7.8 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.~~

## SECTION 7 ~~SECTION 8~~ – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.1 ~~8.1~~ 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;
- (b) The Board shall possess general jurisdiction and final authority over all legal agreements made on behalf 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, Production Assistant, and other individuals under the control of the Board according to the Bylaws;
- (f) Ratification of the editor-in-chief (Article XIV);
- (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 chair of the Board in accordance with section ~~8.6~~7.6;
- (j) To appoint, not later than the third meeting of the Board following the Board taking office, the treasurer of the Corporation in accordance with ~~8.7~~7.7;
- (k) To appoint, not later than the third meeting of the Board following the Board taking office, the secretary of the Corporation in accordance with section ~~8.8~~7.8;



- (l) To appoint, not later than the third meeting of the Board following the Board taking office, two staff representatives in accordance with section ~~8.9~~7.9;
- (m) To fix on or before May 1 for each fiscal year of the Corporation, the Publishing Schedule of *the Charlatan* for the upcoming year;
- (n) Purchasing and maintaining such insurance for the benefit of its directors, officers and employees as the Board may from time to time determine:
- (o) At the beginning of each year, agreeing on legal counsel to be consulted that year.

7.2 ~~8.2~~ 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 Constitution (Article II).

7.3 ~~8.3~~ The Board may appoint committees clothed with such powers as it deems appropriate, provided that no committee shall have authority over any matter not properly within the jurisdiction of the Board. Members of such committees shall be appointed for such terms as the Board may from time to time determine. The Board may remove committee members as it sees fit.

7.4 ~~8.4~~ 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.

7.5 ~~8.5~~ 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.

7.6 ~~8.6~~ The Board shall elect, by majority vote of the members present, from its voting members, a chair. The chair of the Board shall be responsible for:

- (a) Notification of meetings;
- (b) Directing meetings;
- (c) Preparation and distribution of agenda;
- (d) Acting as a signing officer pursuant to Article XI:
- (e) For presenting key Board decisions or issues decided by the Board to editorial staff and regular contributors at their earliest regular editorial meeting:
- (f) Chairing the legal committee:
- (g) Representing the Corporation to all outside business and financial sources, except those expressly given to the treasurer:

- (h) Any other duties prescribed in the Bylaws herein; and
- (i) Submit an end-of-year report to the Board and regular contributors by the last weekday of April;
- (j) Any other duties that the Board may determine from time to time.

7.7 ~~8.7~~ The Board shall elect, by majority vote of the members present, from its voting members, a treasurer of the Corporation whose duties shall include:

- (a) Chairing the finance committee;
- (b) Acting as signing officer pursuant to Article XI:
- (c) In conjunction with the editor-in-chief overseeing the management of the finances of the corporation;
- (d) Reporting to the Board, in a form generally acceptable to the Board, at each meeting of the Board, on matters under their administration:
- (e) Representing the Corporation to the auditors, bookkeepers, banks, and any other financial resources as determined by the Board from time to time:
- (f) Any other duties prescribed by the Bylaws herein: and
- (g) Any other duties that the Board may determine from time to time.

7.8 ~~8.8~~ The Board shall elect, by majority vote of the members present, from its members, a secretary of the Corporation whose duties shall include:

- (a) Maintaining the records and corporate documents of the Board, including minutes and appendices to the minutes and meetings of the Board:
- (b) Attending meetings of the Board and taking the minutes of these meetings;
- (c) Preparing the minutes of each Board meeting for e-vote no more than 48 hours after the meeting has taken place. Once approved, the secretary must post the minutes in a conspicuous place in the office of the Charlatan in a suitable manner no later than one (1) week following the meeting and submit them for publication on *the Charlatan* website:
- (d) Any other duties prescribed in the Bylaws herein; and
- (e) Any other duties the Board may determine from time to time.

7.9 ~~8.9~~ The Board shall elect, by majority vote of the members present, from its members, two staff representatives of the Corporation whose duties shall include:

- (a) Representing staff in an unbiased manner in matters related to workplace disputes, including but not limited to allegations of harassment, negligence, discrimination, et cetera;
- (b) Serving on all employee-related committees, including but not limited to the Editorial Staff Committee, when required;
- (c) Reporting to the Board, in a form generally acceptable to the Board, at each meeting of the Board, on matters under their administration:
- (d) Voting on matters presented to the Board;
- (e) Any other duties prescribed by the Bylaws herein: and
- (f) Any other duties that the Board may determine from time to time.

~~8.10 The Board shall include, as elected by the editorial staff, two Non-Voting Staff Advocates whose duties shall include:~~

7.10 The editorial staff shall select or appoint two Staff Advocates who shall be entitled to attend meetings of the Board (either in whole or in part, as determined by the Chair in their sole discretion) and whose functions shall include: [Note: The Act does not allow for non-voting directors. The Board may nevertheless invite Staff Advocates to Board meetings to allow them to fulfill their role.]

- (a) Bringing matters of concern to the Board in a capacity the Editor-in-Chief might not be able to;
- (b) Holding the Board accountable for issues that pertain to staff;
- (c) Relaying information on Board matters to the editorial staff, and vice versa;

The Staff Advocates described in this section are not directors of the Board and are not entitled to vote at any meeting of the Board.

7.11 ~~8.11 Starting in September, if~~ if any member of the Board is absent ~~and fails to send a proxy to~~ from three (3) or more consecutive regularly scheduled meetings, their spot will be considered vacant. They can only be reinstated by a majority vote of the remaining board members.

7.12 ~~8.12~~ Liability

Every director, regular contributor and employee of the Corporation shall from time to time be indemnified and saved harmless by the Corporation from and against:

- (a) Any liability and all costs, charges and expenses that they incur or sustain in respect of any action, suit or proceeding that is proposed or commenced against them in the execution of their duties: and
- (b) All other costs, charges and expenses that they may sustain or incur in respect of the affairs of the Corporation:
- (c) Provided that no director, regular contributor or employee of the *Charlatan* shall be indemnified by the Corporation in respect of any liability, cost, charges or expenses that they sustain or incur in or about any action, suit or other proceeding as a result of which they are judged by the Board to be in breach of any duty or responsibility imposed on them under the *Act* or any other statute. Seven (7) days notice of any such indemnification shall be given to the regular contributors who shall have the opportunity to make recommendations to the Board.

## SECTION 8 ~~SECTION 9~~— POWERS AND DUTIES OF THE EDITOR-IN-CHIEF

8.1 ~~9.1~~ The editor-in-chief shall have the following powers and duties:

- (a) Serve as office manager and maintain a presence in the office:
- (b) Ultimately responsible to the regular contributors for the content and editorial policy of *the Charlatan* and any other forms of publication:
- (c) Serve as public face of the editorial staff to the community:
- (d) Review and sign off on all pages of the *Charlatan* before they are sent out for publication. No pages can be published without the approval of the editor-in-chief. The editor-in-chief may deputize, if authorized by the Chair of the Board, an editor to approve final pages in emergency situations. The Board may force something to be published if it falls under the appropriate exceptions located in the editorial content section (Article IX);
- (e) Respond to any complaints and accusations leveled at *the Charlatan*, or any form of publication, in a prompt fashion. If the Corporation is threatened financially or legally by anyone the editor-in-chief must bring it to the Board's attention immediately;
- (f) When no policy is in place and a decision is needed for anything regarding editorial content the editor-in-chief may use their best judgment to deal with the situation. The editor-in-chief must then make a presentation at the next regular editorial meeting explaining the action;
- (g) Submit an end-of-year report to the Board and regular contributors by the last weekday in April:
- (h) Will assist the treasurer with the monitoring of the finances:

- (i) Will act as a signing authority pursuant to Article XI; and
- (j) Any other powers and duties prescribed by the Bylaws and/or Constitution.

8.2 ~~9.2~~—An interim editor-in-chief shall have the same powers and duties as the editor-in-chief except where limited or altered by the Bylaws.

## SECTION 9 ~~SECTION 10~~— FINANCES OF THE CORPORATION

### 9.1 ~~10.1~~ Fiscal Year

The fiscal year of the Corporation shall ~~end on April 30 in each year~~ be as determined by the Board from time to time.

### 9.2 ~~10.2~~ Revenue

The Corporation shall raise revenue in the following ways:

- (a) Collection of an operating subsidy from the membership;
- (b) The sale of advertising space in *the Charlatan*, on charlatan.ca and in any publication the Corporation may deem worthwhile to publish;
- (c) The sale of subscriptions;
- (d) Any other methods as shall be determined by the Board from time to time.

### 9.3 ~~10.3~~ The Finance Committee

The finance committee shall be a standing committee of the Board, responsible for preparing the budget of the Corporation, recommending financial policies to the Board, and supervising the financial affairs of the Corporation. The finance committee shall be composed of:

- (a) The editor-in-chief of *the Charlatan*;
- (b) The treasurer of the Corporation;
- (c) One (1) student director or one (1) professional director appointed by the Board;

### 9.4 ~~10.4~~ Operating Budget

On or before August 31 in each fiscal year, the finance committee shall present to the Board, for its approval, an operating budget for the present year, subject to the following conditions:

- (a) The budget shall be submitted to the Board for approval.
- (b) The budget may be amended from time to time following the above conditions.

- (c) The budget shall set aside, each publishing year, a \$100.00 wellness gift for each hired and elected staff (salaried) member. This gift shall be payable at the end of each publishing term (summer, fall and winter) or upon receipt of *the Charlatan's* levies if finances would not allow dispensing of gifts at the end of each term.
- (d) The budget shall set aside, each publishing year, \$500.00 for each optional-hire honorarium position (two radio/podcast hosts, graphics assistant, photo assistant, multimedia assistant). These honorariums shall be payable at the end of each publishing term (fall and winter) or upon receipt of *the Charlatan's* levies if finances would not allow dispensing at the end of each term.

#### 9.5 ~~10.5~~ **Audit and Auditors**

The audit shall be monitored by the treasurer and the financial committee and such committee shall have the power to approve drafts, except the final draft which must be approved by a majority vote of the full Board. If signatures are needed to approve the final draft it shall first be signed by the treasurer, then the chair and followed by any other member determined by the Board to fill the required signatures, Auditors shall be instructed to complete all the necessary tax return forms for both levels of governments.

#### 9.6 ~~10.6~~ **Capital Acquisitions**

The Board should, provided any such proposal be placed on two consecutive meeting agendas before a vote is taken, set aside up to fifteen per cent (15%) of the revenues in a capital fund to be used for future capital acquisitions.

#### 9.7 ~~10.7~~ **Borrowing**

The Board of Directors may not at any time:

- (a) Borrow money on the credit of the Corporation; or
- (b) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers. Franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

#### 9.8 ~~10.8~~ **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;
- (d) Statement of Change in Financial Position.

The financial statements of the Corporation and the auditor's report thereon shall be published and made available for distribution to members of the Corporation.

## 9.9 ~~10.9~~ Financial Regulations

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

9.10 ~~10.10~~ Financial Control Policies, Appendix A, can be altered by a simple majority vote of the Board, where at least seven (7) voting members are in attendance.

## SECTION 10 ~~SECTION 11~~— SIGNING AUTHORITY PROCEDURES

10.1 ~~11.1~~ Two signing authorities are required to sign any cheques or negotiable instruments signed on behalf of the corporation. One signing authority must be either the treasurer of the Corporation or the chair of the Board. The second signing authority must be the ratified editor-in-chief.

10.2 ~~11.2~~ Contracts, documents or any instruments in writing requiring the signature of the Corporation, aside from cheques, must be signed by the ratified editor-in-chief and the chair of the Board or the treasurer of the Corporation, or such other persons as the Board shall appoint from time to time.

10.3 ~~11.3~~ Any investments in the name of the Corporation shall be in the control of one (1) of the professional directors and the chair of the Board. The treasurer of the Corporation shall be given the authority to contact the investment broker to obtain any knowledge needed to perform their duties.

## SECTION 11 ~~SECTION 12~~— ELECTION OF STUDENT DIRECTORS

11.1 ~~12.1~~ For eligibility to hold such office see Article VI of the Constitution.

11.2 ~~12.2~~ Nomination for a student director position shall contain five (5) signatures of members of the Corporation including their student numbers and faculties. These members of the Corporation may not be current board members or editorial staff. The nomination must contain signatures from a minimum of three faculties. The candidate shall provide their name, student number and faculty and must agree beforehand in writing to serve if ~~appointed or acclaimed in accordance with section 11.08 [DOCPRO-NTD: section ref. does not exist]~~ elected to the Board.

~~12.3 If five (5) or fewer candidates seek nomination or if the number of candidates is equal to or less than the number of positions available after the use of the recall power~~

~~(section 11.12) [DOCPRO NTD: section ref. does not exist], then the candidates may be acclaimed to the approval of the current Board.~~

11.3 ~~12.4~~ Election of Student Directors referred to in Article VI of the Constitution shall be conducted in accordance with the following provision:

- (a) It shall be the responsibility of the chair of the Corporation to verify that all candidates meet the requirements referred to in Article VI of the Constitution.
- (b) Applications to serve as student director must be submitted to the chair no later than 15 days prior to the date by which the incoming Board must be ~~appointed~~delected. Applications should include the five (5) signatures required for nomination, and any other materials as determined by the Board.
- (c) The incoming ~~Board shall be appointed by the existing Board, and shall be chosen based on the merits of their application as approved by the Appointment Committee and a majority vote of the full Board~~student directors shall be elected by the members.

~~(d) The incoming Board shall be appointed no later than May 1.~~

11.4 ~~12.5~~ **The Appointment Committee**

The appointment committee shall be a standing committee of the Board, responsible for ~~appointing the incoming~~nominating candidates for election to the Board of Directors of the Corporation, recommending new student directors based on the merits of their respective submitted applications. The appointment committee shall be composed of:

- (a) The chair of the Corporation;
- (b) The secretary of the Corporation;
- (c) One (1) student director or one (1) professional director, who shall be appointed to the committee by the Board;

11.5 ~~12.6~~ Final authority respecting the ~~appointment~~nomination method and procedures of student directors shall reside with the Board.

~~12.7 Recall of appointed or acclaimed student directors:~~

- ~~(a) To recall a student director the Board needs to make a motion recalling a student director. The motion is passed by a simple majority vote of the Board members present at the meeting. The student director or directors may not participate in the vote or for the purpose of the vote to hold quorum.~~



~~(b) The Board can recall any amount of student directors, so long as those recalled will not surpass the given maximum of four (4) years of service, equivalent to the average academic lifetime of a bachelor's student.~~

11.6 Student Directors shall be eligible for re-election, provided that no Student Director shall serve for more than four (4) consecutive years. [Note: The Board does not have the authority to re-appoint ("recall") a director for an additional term on the Board. In accordance with the Act, all Directors must be elected by the members for each term that they serve. Accordingly, the current Bylaw provisions in regards to recall should be deleted.]

### 11.7 Filling Vacancies on the Board

(a) In accordance with and subject to the Act, a quorum of Directors may fill a vacancy among the Directors, except a vacancy resulting from (i) an increase in the minimum or maximum number of Directors provided for in the Articles, or (ii) a failure of the Members to elect the minimum number of Directors provided for in the Articles.

(b) If there is not a quorum of Directors, or if there has been a failure to elect the minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a special meeting of Members to fill the vacancy. If the Directors fail to call such meeting or if there are no Directors then in office, any Member may call the meeting.

~~(c)~~ ~~The student director whom the Board asks to continue their term may accept or reject the offer to be recalled.~~ A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

~~(d) If a student director or directors accepts the offer to be recalled they must obtain five (5) signatures from members of the Corporation and each member's student number and faculty. The student director must obtain signatures from a minimum of three faculties. None of the members of the Corporation who had signed the student director's original nomination form may sign for his/her recall. For the purpose of the recall no other member of the Board, staff, or anyone who has written in the past publishing year (except those who would not count as a regular contributor and wrote only opinion and/or editorial letter(s) for the Charlatan may be used. The student director has one (1) week to obtain the signatures and to hand this form to the secretary of the Corporation.~~

~~(e) Secretary of the Corporation upon the receipt of the recall form will verify the requirements of sub-section (d) has been met and that the student director can still qualify to be a member of the Corporation for the next term in office will notify the chief elections officer within two (2) days.~~

~~(f) The student director may appeal to the Board concerning the secretary's decision of the validity of the recall form in a way of a motion. The Board has final authority on the validity of the form. The motion is passed by simple majority vote. The~~

~~student director involved and the secretary of the Corporation cannot participate in the vote but both must be present at the time of the motion and when the vote takes place. The Board may have to meet on short notice to deal with the issue of such an appeal.~~

~~(g) If a student director rejects the offer to be recalled the Board may recall another student director.~~

~~12.8 Those student directors not recalled may be re-nominated in accordance with the nomination and appointment process.~~

~~12.9 Student directors who resign before the end of their terms may be replaced in accordance with section 12.5.~~

11.8 ~~12.10 A by ppointment will not be called and instead the Charlatan will continue to~~If there is a mid-term vacancy on the Board, the Corporation shall publish an announcement for empty student director position(s). All nomination forms, which have the same requirements whether in the election process or within this section, which also are completed prior to the beginning of the next scheduled Board meeting shall be accepted and handed over to the secretary for validation in accordance with section ~~11.09(a)~~ ~~{DOCPRO NTD: section ref. does not exist}~~ 11.3(a). These nominees will be contacted and given one (1) week's notice of the next Board meeting where their validity is announced. All nominees that are valid and present shall, in an order chosen by the Board, by simple majority vote of the Board members attending, acclaim nominees until either all student director positions are filled or no more valid nominee's exist. This process continues until the student director positions are filled. A nominee whose form is found to be invalid can, if positions are not filled, reapply for the position with a corrected nomination form.

## SECTION 12 ~~SECTION 13~~ – ELECTION OF THE EDITORIAL STAFF

12.1 ~~13.1~~ The positions of the editorial staff shall be elected for a term of one (1) year commencing May 1 by the following methods:

- (a) The editor-in-chief will be elected by a simple majority vote of the regular contributors (not inclusive of the contributors). The candidate for editor-in-chief can only be elected in such a position once.
- (b) Section editors will be elected by plurality vote of the regular contributors who have contributed at least once to the section for which they are placing a ballot, with the exception of sections that do not have enough contributors to produce a large enough pool of voters. The chief electoral officer shall decide which sections are accepted.

12.2 ~~13.2~~ The requirements to be eligible for editorial staff are as follows:

- (a) The editor-in-chief must have been a member of the Corporation in the year of application. It is not required that the editor-in-chief be a member of the

corporation at any time during their year in office. The editor-in-chief must also be in compliance with Article XI.

- (b) A section editor must be a member of the Corporation during the elections and during the time they hold such a position, and be a regular contributor to the section they intend to run for.
- (c) Furthermore all editorial staff may not be involved with the executive of a political party or involved with organizing events for political parties on campus. Nor shall any editorial staff member be a CUSA, GSA, CSG or RRRRA councilor or executive member, either during their term or in the year previous to their term. They must be transparent about their involvement with any organization which would pose a significant conflict of interest. Nor may any member of the editorial staff be a member of Carleton's University's Board of Governors or Senate during their term on the Board.
- (d) All editorial staff must be physically present in Ottawa for work over the course of their term in office. Arrangements for short absences must be discussed and coordinated with the Editor-in-Chief, who may choose to grant allowances for special circumstances. Employees may appeal to the Board if their request is denied by the Editor-in-Chief. Board decisions will be finalized by a 2/3rds majority vote.

12.3 ~~13.3~~ The election dates for the positions of editorial staff must occur as follows:

- (a) Elections for the editor-in-chief must occur on or before March 18.
- (b) Elections for the section editors must take place one (1) week after the elections of the editor-in-chief, but cannot be later than March 31.

12.4 ~~13.4~~ Advertisements for the Editorial Positions shall be as follows:

- (a) Advertisements for applications to the position of editor-in-chief must be published in *the Charlatan* at least two (2) weeks before the election of the editor-in-chief and must include instructions on how to apply, requirements to be eligible for the position, the duties of the position, the closing date for the application, a complete staff list, and any other information deemed appropriate by the chief elections officer.
- (b) Advertisements for applications to the position of section editors must be published in *the Charlatan* at least two (2) weeks before the section editors elections are held and must include instructions on how to apply, requirements to be eligible for the position, the duties of the respected position, the closing date for the application and any other information deemed appropriate by the chief elections officer,

12.5 ~~13.5~~ At minimum, the candidate for the position of editor-in-chief must submit a resume and a list of proposals to the chief elections officer before the closing date for an application.

12.6 ~~13.6~~ The closing date for the application for any position shall not be sooner than one (1) week after the advertisement for such position (referred to in section ~~13.4~~12.4) is published.

12.7 ~~13.7~~ The chief elections officer shall be elected by simple majority vote by the Board no later than November 30. Procedures of such election shall be decided and written by the editor-in-chief no later than January 31. Such procedure is to be left in the office for viewing by regular contributors and members of the Corporation. If by a majority vote of the editorial staff and regular contributors at a regular editorial meeting who have had one (1) week notice of such a vote may ask the Board to review their concerns and recommendations to alter the procedures. In such a case, the Board will have final authority and must give its decision within ten (10) days after notice to the Board has been given by a staff representative.

12.8 ~~13.8~~ The duties of the chief election officer shall include:

- (a) Carrying out the elections in a fair and impartial manner;
- (b) Collecting all applications and verifying candidates' eligibility;
- (c) Insuring that everyone who casts a ballot is qualified to vote for that position;
- (d) Setting the procedures necessary for the complete electoral process and shall post them in the office and/or online for viewing by all members of the Corporation. The procedures shall be completed and posted by January 31;
- (e) Setting the dates of the elections and dates of the advertisements before December 31;
- (f) Destroying the ballots, which can not be done until at least one (1) week after the elections and with the majority approval of the Board;
- (g) Counting the ballots and presenting the results to the regular contributors;
- (h) Maintain ballots until the Board has voted to destroy the ballots; and
- (i) Any other duty given to them in this article.

12.9 ~~13.9~~ The chief election officer shall have the power to delegate any of their duties to the ombudsperson or any other person whom the Board approves. The Board shall not approve any editorial staff or any regular contributor from the present or previous year.

12.10 ~~13.10~~ The chief elections officer can ask the Board for any monies necessary to conduct the elections. The chief elections officer shall create a list of expenses to give to the Board for its approval. Expenses can include beverages and food for candidate speeches.

12.11 ~~13.11~~ The chief elections officer must take into account the following provisions when determining the election procedures:

- (a) The election for all positions shall be conducted by secret ballot outside the office.
- (b) The ballot for editor-in-chief shall contain the option to vote ‘Yes’ or ‘No’ when there is only one (1) candidate. The ballots for all other positions will also contain the option to vote ‘Yes’ or ‘No’ when there is only one (1) candidate.
- (c) The polls shall be open for three consecutive days for at least five (5) hours per day.
- (d) Candidate speeches cannot go later than midnight.

12.12 ~~13.12~~ If by a majority vote of the regular contributors and editors at a regular editorial meeting who have had one (1) week notice of such a vote may ask the Board to review their concerns and/or recommendations concerning any actions taken by the chief elections officer. In such a case, the Board will have final authority and must give its decision within thirty (30) days after notice to the Board has been given by a staff representative.

12.13 ~~13.13~~ Any three staff members may, by written request presented to the chief elections officer within one (1) week after the elections are held, may demand a re-count. A re-count must be completed by one (1) week after receiving such a written request.

12.14 ~~13.14~~ Where at the closing date for applications to the position of editor-in-chief there are no applications to the position or if ‘No’ wins a fifty per cent (50%) or more of the votes, the current Board or the incoming Board after May 1 has the sole power to appoint an interim Editor-in-Chief, which can be a previous editor-in-chief despite the one term rule, until the position is filled in accordance with this Article. If the “No” wins fifty per cent (50%) or more of the votes for an elected editor position, the editorial staff committee may begin proceedings to hire the elected editor position.

12.15 ~~13.15~~ In the event of a tie between candidates in any position (‘No’ option shall not be considered a candidate for these purposes) the following provisions shall apply:

- (a) There shall be a run-off election held between the tied candidates only.
- (b) The run-off election shall be held within one (1) week after a staff meeting announcing the run-off election. There shall be two polling days of at least (5) hours each for the run-off election. The polling days shall be chosen by the chief elections officer.

(c) The voter's list for the tied election shall be used for the run-off election.

12.16 ~~13.16~~ In the event that a candidate for the editor-in-chief position is unable to obtain a majority vote in the election the following shall apply:

(a) There shall be a run-off election held between the highest two candidates (or more depending on whether the second place is a tie).

(b) The run-off election shall be held within one (1) week after a staff meeting announcing the run-off election. There shall be two polling days of at least (5) hours each for the run-off election. The polling days shall be chosen by the chief elections officer.

(c) The voter's list for the election shall be used for the run-off election

12.17 ~~13.17~~ In the event of a tie in a run-off election, no further run-off elections can be held. The chief elections officer shall conduct a random draw to determine the winner, in the presence of the editor-in-chief for the publishing year in question (if elected) and the tied candidates. The draw shall be within 24 hours of the completion of the run-off election.

12.18 ~~13.18~~ In the event that a candidate for the editor-in-chief position is unable to obtain a majority vote after the run-off election, no further run-off elections can be held. The candidate with the highest votes shall be declared the winner by the chief elections officer, but such election information must be told to the regular contributors, editors and to the Board by the chief elections officer.

#### 12.19 ~~13.19~~ **By-Election - Editors**

In the event that not all editor positions are filled then a by-election shall be called. The by-election follows the same rules stated in this Article, except as follows:

(a) Starting in September, the by-election period shall no more than two weeks after the position becomes vacant:

(i) Where the mention of 'regular contributor(s)' is made it shall, for this section, refer to any regular contributor from the previous or current year, but where such individual falls in both years they will only have one (1) vote for each position;

(ii) The (interim) editor-in-chief shall act as the chief elections officer during the by-election process:

(iii) The (interim) editor-in-chief shall use, as possible, the procedures of the previous elections and shall post the by-election procedures, with any changes, by the end of May; and

- (iv) The advertisements shall follow the rules established in section 12.4 except that where an advertisement is to be published in the Charlatan such an advertisement must be published in every summer issue.
- (b) In the event there still remains unfilled positions the (interim) editor-in-chief, upon majority vote of the regular contributors and editors, may hold another by-election with the same procedure as the former by-election with an election date no more than two weeks after the previous by-election. The (interim) editor-in-chief is given all powers to arrange all necessary dates and arrangements needed to complete this by-election, but must be done in the spirit of this article. If the regular contributors do not after one (1) week after the by-election move to hold another by-election, or the second by-election fails to fill the empty position(s), the editorial staff committee shall be empowered to fill all necessary positions, except the staff representatives (see section 8.2).

### SECTION 13 ~~SECTION 14~~ – RATIFICATION OF THE EDITOR-IN-CHIEF

- 13.1 ~~14.1~~ Once the editor-in-chief is duly elected as prescribed in the above article the Board, and not the out-going Board, must ratify or reject the editor-in-chief by a simple majority vote of those present.
- 13.2 ~~14.2~~ In the event of rejection, the Board shall appoint an interim editor-in-chief.
- 13.3 ~~14.3~~ In the event of rejection, the Board shall notify the editorial staff and state its reasons in writing. The regular contributors, 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.
- 13.4 ~~14.4~~ 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 the investigation committee will not be called. The position for editor-in-chief shall be filled during a by-election.
- 13.5 ~~14.5~~ If the event that the regular contributors vote to hold another election, such election shall use the same procedures as the original election. An individual shall be chosen by the Board to act as the chief elections officer who shall make all necessary decisions on dates and changes to hold the election. This election must occur within one (1) month after the regular contributors move to hold another election. If the election is not held within this time it shall be cancelled and the editor-in-chief position shall be filled using the by-election procedure.
- 13.6 ~~14.6~~ A ratified editor-in-chief shall be considered an ~~honorary member~~ Honorary Non-Voting Member of the Corporation if they are not a member of the Corporation during their term in office.

## SECTION 14 ~~SECTION 15~~ – EDITORIAL STAFF COMMITTEE

14.1 ~~15.1~~ Editorial staff committee shall be a standing committee of the Board consisting of the editor-in-chief and the two staff representatives. The editor-in-chief shall chair this committee. The committee can have interim members before the by-election(s) are called, however, interim members cannot sit after the by-elections are complete.

14.2 ~~15.2~~ The editorial staff committee shall have the authority to:

- (a) Hire the unelected editorial positions:
- (b) Dismissal or discipline of editorial and non-editorial positions in accordance with Article XVII;
- (c) Appointment of interim editors before the by-election:
- (d) Appointment of editors throughout the year after the formal election and by-election process is complete.

14.3 ~~15.3~~ Where a member of the editorial staff committee is deciding a matter in which they are involved, the member must be suspended from the committee and a new member found. The editorial staff shall elect from themselves an editor, who shall not be an interim editor, for this discussion only. Upon the completion of the discussion the suspension shall be lifted.

14.4 ~~15.4~~ In the event that no editor can replace the suspended member of the editorial staff committee, then the suspended member's position shall be left unfilled. In the event that all members are suspended, the editorial staff committee powers shall be vested back to the Board until all necessary decisions are made which allows the editor-in-chief to be unsuspended (including the appointment of the editor-in-chief).

14.5 ~~15.5~~ The vote requirement shall be a unanimous vote of all committee members sitting, as defined in ~~14.1~~13.1, which are not suspended under section ~~14.6~~13.6.

14.6 ~~15.6~~ In the event that the committee sits empty (where no editor-in-chief or staff representatives have been elected/appointed after the by-elections/appointments are complete), the seats shall be treated as if they are suspended (section ~~14.6~~13.6).

14.7 ~~15.7~~ The committee shall first appoint the editor-in-chief position, if needed, followed by the remaining unfilled positions in order chosen by the committee.

## SECTION 15 ~~SECTION 16~~ – NON-EDITORIAL HIRING COMMITTEE

15.1 ~~16.1~~ Non-editorial hiring Committee shall be a special committee of the Board and shall consist of at least three (3) voting members of the Board. The editor-in-chief shall chair this committee.



- 15.2 ~~16.2~~ The powers and duties of the non-editorial hiring committee shall be:
- (a) To advertise for any open position;
  - (b) To conduct interviews to fill the position;
  - (c) To recommend to the Board candidates to fill the position; and
  - (d) To draft a contract for every employee stipulating duties and providing term for dismissal.
  - (e) Any other duties or powers given to them by the Board.
- 15.3 ~~16.3~~ The non-editorial hiring committee shall not have the final authority to hire the employee, which remains the final authority of the Board.
- 15.4 ~~16.4~~ The non-editorial hiring committee may conduct contract negotiations but cannot offer a specific contract without the Board's approval.

#### SECTION 16 ~~SECTION 17~~ — EMPLOYEE HIRING AND DISMISSAL

- 16.1 ~~17.1~~ The following shall be deemed to be employees of the Corporation: section editors, editor-in-chief, unelected editorial positions, non-editorial positions, and any other individual on the corporate payroll.
- 16.2 ~~17.2~~ The Board has full authority to decide the salaries of all employees of the Corporation.
- 16.3 ~~17.3~~ Despite anything in this section, the Board cannot hire anyone which if they were employed by the Corporation would be in violation of Ontario or federal law.
- 16.4 ~~17.4~~ The Editor-in-Chief, after being both elected in accordance with Article XIII and ratified in accordance with XIV, shall accept their position by the signing of their employment contract.
- 16.5 ~~17.5~~ The Board must follow the choices of the regular contributors and shall offer section editors, elected in accordance with Article XIII, contracts of employment. Section editors shall accept their position by the signing of their employment contract.
- 16.6 ~~17.6~~ Unelected editorial positions will be hired by the editorial staff committee in accordance with the procedures herein. The Board will follow the choices of this committee and will offer contracts to the selected individuals.
- 16.7 ~~17.7~~ Non-editorial positions shall be hired by the non-editorial hiring committee in accordance with the procedures herein. Production assistant and advertising manager and other positions the Board deems appropriate shall be hired for a three (3) month probationary period subject to review by the Board. Subject to the review by the Board, these employees may be terminated immediately or offered a full contract of

employment. Any Breach of Contract in any of these positions will result in an outcome appropriate for the breach which is not in violation of any Ontario and/or federal laws. To dismiss any non-editorial employee shall take a majority vote of the full Board.

16.8 ~~17.8~~ The editor-in-chief after ratification may be dismissed in accordance with any one of the following provisions:

- (a) Following a two-thirds majority vote of regular contributors and editors at a meeting duly called to impeach the editor-in-chief, the editor-in-chief shall be considered suspended until the full Board, by a simple majority vote, approves the dismissal; or
- (b) Where by two-thirds majority vote of the full Board votes in favour of dismissing the editor-in-chief at a duly constituted meeting of the Board. The editor-in-chief shall be considered suspended. The Board shall inform the editorial staff of its reasons for their action. The staff shall then have two (2) weeks, after receiving the notice of dismissal, in order to, if they wish, to meet and upon two-thirds majority vote, of all regular contributors, by secret ballot, can request the Board to reinstate the editor-in-chief and must notify the Board. If the Board is so requested, the Board must reconsider their decision. The Board, by two-thirds majority vote of the full Board, can make their original decision final. If the regular contributors cannot reach the two-thirds majority minimum or do not hold the vote within two (2) weeks after receiving the notice of dismissal or do hold the vote but do not notify the Board of the vote outcome within two (2) weeks after receiving the notice of dismissal the editor-in-chief will no longer be suspended and will be considered permanently dismissed.

16.9 ~~17.9~~ Section editors' and unelected editorial employees' behaviour and/or conduct (including conduct relating to editorial content) shall be reviewed in the following ways, in accordance with the progressive disciplinary measures outlines in the organization's HR Policy:

- (a) The Board, by a simple majority vote of the members present, may ask the editorial staff committee to review an incident involving an employee (and must do so when it involves editorial conduct). Two-thirds majority vote in the editorial staff committee will result in action against the employee (this can include dismissal). The Board will then verify if such an action is in violation of Ontario or federal laws. If a violation exists the Board has no choice but to have the editorial staff committee revisit the issue. If a violation does not exist the Board shall be bound to the ruling of the editorial staff committee:
- (b) The Board, by a simple majority vote of all members, may review an incident involving an employee which does not involve editorial content. For further clarification interaction between employees or individuals shall not be deemed editorial content. The Board's action cannot be in violation of Ontario or federal laws. The Board can dismiss the employee; or

- (c) Following a two-thirds majority vote of regular contributors and editors may ask the editorial staff committee to review an incident involving an employee.
- (d) Section editors or unelected editorial staff may be impeached by two-thirds majority vote of the regular contributors and other editors at a meeting duly called to impeach such person.

16.10 ~~17.10~~ Section ~~17.9~~16.9 shall also apply to editor-in-chief, where behaviour and/or conduct, is to be reviewed. The editor-in-chief cannot be dismissed in such a fashion.

## SECTION 17 ~~SECTION 18~~ – REMOVAL/CREATION OF EMPLOYEE POSITIONS

17.1 ~~18.1~~ By unanimous vote of the full Board, the Board may remove any non-editorial position from payroll. The positions of production assistant and advertising manager shall be optional, with hiring for each publishing year voted upon by the Board.

17.2 ~~18.2~~ By unanimous vote of the full Board, the Board may move to create any non-editorial position which shall be paid by the Corporation.

17.3 ~~18.3~~ By unanimous vote of the full Board, may move to create elected or non-elected editorial positions. Whether the position shall be an elected or non-elected position shall be left to the regular contributors and editors.

17.4 ~~18.4~~ By seventy per cent (70%) of the regular contributors and editors at a meeting duly called to remove an editorial position or non-editorial position shall remove said position.

17.5 ~~18.5~~ The job description and method of hiring will set the category of the employee (section editor, unelected editorial position, or non-editorial position). In case of dispute three (3) Board members (who cannot be the editor-in-chief or a staff representative) and four (4) regular contributors, two (2) of which must be editorial staff, will make a final ruling by a majority vote. In the case that a majority vote cannot be accomplished, then the employee position cannot be created.

17.6 ~~18.6~~ The above section refers to paid or voluntary employee positions.

## SECTION 18 ~~SECTION 19~~ – TRANSITION BETWEEN EDITORIAL STAFF

18.1 ~~19.1~~ Section editors must turn in their keys to the chair of the Board within two weeks of the last issue on that year's publication schedule. If two weeks will bring the date past May 1, then the keys must be turned over by April 30.

18.2 ~~19.2~~ The outgoing editor-in-chief will turn over their keys to the Chair of the Board on the last weekday of April.

18.3 ~~19.3~~ Those who do not hand in their key may have their last pay cheque withheld until such key is returned or other actions which the Board may deem appropriate in the circumstances.

18.4 ~~19.4~~ The Board will then give the keys to the incoming editors, but not before those editors have signed their employment contracts.

18.5 ~~19.5~~ On the last weekday in April the web coordinator shall be instructed by the Board to change any and all information on the website to reflect the new editorial staff.

## SECTION 19 ~~SECTION 20~~ – LEGAL COMMITTEE

19.1 ~~20.1~~ The legal committee shall be a special committee of the Board consisting of at least three directors. The legal committee shall be responsible for, but not limited by, any of the following:

- (a) Filing Form 4006 – Changes Regarding Directors at the beginning of each fiscal year, as per the Canada Not-for-profit Corporations Act.
- (b) Filing any documentation related to not-for-profit status.
- (c) Meeting in regard to any legal and/or ethical dilemmas.
- (d) Attending court, mediation, or arbitration when necessary.
- (e) Any other duties or powers given to them by the Board.

19.2 ~~20.2~~ The legal committee shall not have the final authority to proceed with any legal action, decision making, filing or other related subject matter, which remains the final authority of the Board.

- (a) The Board may elect that the Corporation’s lawyer be consulted before voting on a decision.

## SECTION 20 ~~SECTION 21~~ – REFERENDA

### 20.1 ~~21.1~~ General

The Board shall designate referenda periods as deemed necessary. During these periods, the members of the Corporation shall have the opportunity to vote by referendum on such questions as may have been properly set before them as provided hereinafter. The results of such referenda shall be fully binding upon the Corporation and the Board.

20.2 ~~21.2~~ The Board may by two-thirds majority vote of the full Board place a referendum question or questions before all members of the Corporation. The chair of the Board shall deliver a Board request to place a question or questions to the chief returning officer of the Corporation.

### 20.3 ~~21.3~~ Questions Initiated by Members of the Corporation

- (a) Every member of the Corporation shall have the right to seek to place a referendum question or questions before all members of the Corporation:

- (b) A member wishing to do so is required must first seek to have the Board act on their concern before going to a referendum;
- (c) A member wishing to do so is required to solicit the chief returning officer's advice on the acceptability of their proposed referendum question(s) before seeking to place it (them) before the members:
- (d) The members(s) proposed referendum question(s) shall be placed before the members when the member has collected the names, signatures, student numbers and faculty of not less than five per cent (5%) of the Corporation on a petition calling for the proposed referendum question(s) to be placed before the members;
- (e) The member shall deliver the petition to the chief returning officer, who shall verify that not less than five per cent (5%) of the names on the petition are those of members of the Corporation.

## SECTION 21 ~~SECTION 22~~— REFERENDUM PROCEDURE AND PROCESS

- 21.1 ~~22.1~~—Within two (2) days of having received a valid request to have a referendum question or questions placed before the members of the Corporation, the chief returning officer shall have determined whether or not the referendum question(s) is/are constitutional, interpretable, fair and appropriate. The chief returning officer shall report their ruling in writing to all members of the Board of Directors.
- 21.2 ~~22.2~~—Within two (2) days of receipt of the chief returning officer's decision, any three members of the Board of Directors may compel the chief returning officer to refer a referendum question to a lawyer, whose verdict regarding its constitutionality, interpretability, fairness and appropriateness may be overruled only by unanimous vote of the Board of Directors.
- 21.3 ~~22.3~~—The lawyer to whom questions may be referred shall have been selected pursuant to the Bylaws of the Corporations.
- 21.4 ~~22.4~~—On the first day of each of the pre-selected referendum periods, the chief returning officer shall collect all referendum questions which have received final judgment as to their acceptability onto a referendum ballot.
- 21.5 ~~22.5~~—The ballot shall provide that the members may vote 'yes', 'no' or 'no option' on each such question.
- 21.6 ~~22.6~~—Copies of the ballot shall be distributed promptly to all members of the Board of Directors and to any members who may have initiated questions which appear on the ballot.
- 21.7 ~~22.7~~—The chief returning officer shall entertain any protests regarding the accuracy of the rendition of a question on the ballot.

21.8 ~~22.8~~ The chief returning officer shall conduct a referendum among all of the members of the Corporation on an appropriate day during the pre-selected periods, putting forward the ballot which he/she shall then have drawn up. The referendum shall be conducted under such procedure and process as the chief returning officer may deem fit, subject to the will of the Board of Directors, the Constitution and the Bylaws.

21.9 ~~22.9~~ **Passage and Quorum**

- (a) A question shall pass if approved by a simple majority of those voting in the referendum.
- (b) Not less than ten per cent (10%) of the members of the Corporation shall have cast a vote in a referendum for it to be binding upon the Corporation and the Board of Directors.
- (c) Referendum questions placed on the ballot by the Board of Directors under articles 21.3 of these Bylaws shall not require a quorum to be in effect.

21.10 ~~22.10~~ **Referendum Questions**

The following shall be unconstitutional:

- (a) Questions regarding the restriction or alteration of the right of an individual member of the staff of the Charlatan to participate in the standing committees or the staff of the newspaper. Questions addressing themselves to the participation rights of the staff as a whole shall be constitutional,
- (b) Questions regarding the restriction or the setting of rules pertaining to what type of editorial content the staff of the Charlatan may publish in the newspaper.
- (c) Questions regarding the hiring or release of Corporation personnel,
- (d) Questions regarding amendments to the Corporation's budget in progress,
- (e) Questions regarding future budgets shall be constitutional.

21.11 ~~22.11~~ **Referendum Campaigning**

*The Charlatan* shall have the right to publish editorial content regarding referenda up to a total of 10 column-inches for each member-initiated question (750 words online), up to a total of 8 column-inches for each student representative-initiated question (500 words online), and up to 6 column-inches for each Board of Directors-initiated question (250 words online), during the period leading up to the referendum. The newspaper shall otherwise maintain strict neutrality within the newspaper on the subject.

21.12 ~~22.12~~ The chief returning officer may draft and require the newspaper to publish immediately an apology or retraction in the name of the Corporation, in reference to any

news article or other material which does not reflect strict neutrality regarding referenda and was not published as provided under section 22.15 of these Bylaws.

21.13 ~~22.13~~ Publication of bona fide letters to the editor regarding referenda by the newspaper shall not constitute a violation of this by-law.

21.14 ~~22.14~~ The Charlatan shall make editorial space available to the initiators of referendum questions, in order for them to be able to explain their questions to the members.

21.15 ~~22.15~~—A total of 10 column-inches (750 words online) shall be offered for each member-initiated question to its initiator. A total of 8 column-inches (500 words online) shall be offered for each student representative-initiated question to its initiator. A total of 6 column-inches (250 words online) shall be offered to the Board of Directors for each Board of Directors-initiated question.

21.16 ~~22.16~~ For the purposes of monitoring campaign expenditures, all campaigning shall be conducted under the auspices of a Yes and a No committee.

21.17 ~~22.17~~ The Board shall fix equal spending limits for both committees, and may choose to reimburse a portion of these expenditures.

21.18 ~~22.18~~ No person may expend funds to conduct a campaign in reference to a referendum question in excess of limits established pursuant to section 22.17 or in contravention of rules duly constituted by the Board and/or the chief returning officer. The chief returning officer may declare a question to be of no effect if it has been established to their satisfaction that any party has contravened duly constituted rules regarding campaigning.

21.19 ~~22.19~~—No person may publish material containing an editorial position regarding a referendum question which does not offer equal space to members who do not agree with the editorial position adopted by the publication. The chief returning officer may declare a question to be of no effect if it has been established to their satisfaction that the members' consideration of the question has been unfairly influenced by the publication.

## SECTION 22 ~~SECTION 23~~— CONSTITUTION AND BYLAW ACCESSIBILITY

22.1 ~~23.1~~ The full version of the Constitution and Bylaws should be kept in the office at all times. A copy of each document should be on the bulletin board in the office and in the office of the editor-in-chief. Both documents should be available through the newspaper's website.

22.2 ~~23.2~~—Every Board member will receive the Constitution and Bylaws at the first Board meeting each academic year.

22.3 ~~23.3~~—At the first Board meeting each academic year, each Board member will sign an ~~an~~ affidavita declaration stating that they have read and understood the Constitution and Bylaws.

## SECTION 23 ~~SECTION 24~~ – AMENDMENTS TO THE ARTICLES AND BYLAWS

[Note: This section has been simplified and revised to better align with the rules set out in the Act regarding how the Articles and By-laws of the Corporation can be amended.]

23.1 The Articles of the Corporation may only be amended if the amendment is approved by a Special Resolution of the Members. Unless the Act provides otherwise, any amendment to the Articles is effective on the date shown in the certificate of amendment.

### 23.2 By-law Amendments

(a) Subject to section 24.2(c) of this By-law, the Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. The Directors shall submit such by-law, amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the by-law, amendment or repeal.

(b) A by-law, an amendment or a repeal made in accordance with section 24.2(a) of this By-law is effective from the date of the resolution of the Directors. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

(c) The By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members at the next meeting of Members or if it is rejected by the Members at that meeting.

### 23.3 By-law Amendments Requiring Special Resolution of Members

(a) A Special Resolution of the Members is required to make any amendment to the By-laws with respect to the matters listed in Subsection 197(1) of the Act. Any By-law amendment made in respect of the matters listed in Subsection 197(1) of the Act is effective only from the date of the Special Resolution of Members confirming such By-law, amendment or repeal and need not be submitted to the Board for approval.

## SECTION 24 – REPEAL OF PREVIOUS BY-LAW

24.1 Upon the enactment of this By-law, all previous By-laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent, Supplementary Letters Patent or Articles of the Corporation obtained pursuant to any such By-law prior to its repeal. All Directors, Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members and of the Directors with continuing effect passed under any repealed By-law shall continue as good and valid except to the extent inconsistent with this By-law and until amended or repealed.



~~24.1 Any proposal to amend the Bylaws must be presented in writing by at least two members of the Board of Directors to a meeting of the Board of Directors, and shall be distributed to all members of the Board present at the meeting.~~

~~24.2 The proposed amendment to the Bylaws shall then be inscribed on the agenda of the next meeting of the Board of Directors.~~

~~24.3 Any proposal to amend the Bylaws shall be published in the Charlatan at least one week prior to the Board meeting at which it will be considered.~~

~~24.4 Quorum for an amendment to the Bylaws shall be all nine (9) voting members of the Board of Directors, or seven (7) in the event of unfilled seats on the Board.~~

~~24.5 Amendment to the Bylaws shall be passed by unanimous vote of all nine (9) voting members of the Board, or seven (7) in the event of unfilled seats on the Board, subject to approval of two thirds of the members present duly constituted general meeting.~~

~~24.6 An amendment duly presented to the Board per section 7.1 herein may be presented for approval at the annual general meeting. Said amendment shall pass if two thirds of the membership assembled vote in favour.~~

~~24.7 These Bylaws may be amended by a referendum subjected to strictures and procedures defined herein.~~

~~24.8 Any amendment to the Bylaws is subject to approval of Industry Canada.~~

~~24.9 Any amendment to the Charlatan's policies cited in the Bylaws shall follow the same procedures as an amendment to the Bylaws themselves.~~

~~24.10 Any proposals that are passed successfully to amend the Bylaws may be subject to a one (1) year probation period, at the Board's discretion.~~

~~(a) If the Board determines that an amendment to the Bylaw requires a one (1) year probation period (hereinafter "Pilot Bylaw"), the Board must set reasonable evaluation standards, metrics, and processes, in accordance with the Charlatan's Constitution and Bylaws;~~

~~(b) All findings must be presented to the Board within fourteen (14) days after the end of each one (1) year probation period;~~

~~(c) Upon receiving all findings, the Board will vote, in accordance with Sections 24.4 and 24.5, to either:~~

~~(i) Allow the Pilot Bylaw to become a permanent amendment;~~

~~(ii) Repeal and dissolve the Pilot Bylaw; or~~

~~(iii) Grant a one (1) year extension on the probation period for further review, in which the Board must close the probation period by voting to either allow the Pilot Bylaw to become a permanent amendment or to dissolve the Pilot Bylaw altogether.~~

~~(d) If a Pilot Bylaw is voted to be repealed and dissolved, any and all affected policies will be reverted to their state that was directly prior to the Pilot Bylaw being enacted.~~

~~(e) If a Pilot Bylaw is granted an additional one (1) year extension, no additional extensions may be granted afterwards, and a decision to either permeate or dissolve the amendment must be voted upon by the end of the extension.~~

~~24.11 The Board has a moral and ethical responsibility to review its policies, from time to time. In exercising this responsibility, the Board must set reasonable evaluation standards, metrics, and processes to review any policies within a defined period, no longer than one (1) year at a time, for a maximum of two (2) years.~~

~~(a) All findings of Charlatan policies must be presented to the Board within fourteen (14) days after the end of each probation period.~~

CERTIFIED to be the **General Operating By-law** of the Corporation **effective as of April 6, 2025**, the date upon which this By-law was approved by the Members by resolution.

Chair of the Board

Secretary

**Summary report:  
 Litera Compare for Word 11.9.1.1 Document comparison done on  
 2025-04-04 5:24:37 PM**

<b>Style name:</b> Standard	
<b>Intelligent Table Comparison:</b> Active	
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<u>Table moves to</u>	0
<del>Table moves from</del>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	663