

BYLAW2

Structure and Procedures of the Board of Directors

1. Structure

1.1 The Board of Directors of the DPS is the publisher of The Daily/Le Delit. It is the sovereign decision making body for the organization with regard to institutional, financial and legal matters. It has no jurisdiction over editorial content which is the jurisdiction of the Editorial Board.

1.2 The Board of Directors consists of :

- a) The Coordinating Editor The Daily – one (1) Director
- b) The Rédacteur-en-chef of Le Délit – one (1) Director
- c) One voting staff member each from The Daily and Le Délit elected by their respective editorial boards – two (2) Directors
- d) The General Manager (non-voting member).
- e) Eight members elected by the Daily Publications Society from its membership at large – eight (8) Directors
- f) The Community Representative (non-voting member)

TOTALS: A Full Complement DPS Board of Directors = Twelve (12) Voting Student Directors [4 editorial staff and 8 members at large] and two (2) non-voting members – the General Manager and the Community Representative

1.2.2 No more than 4 of the 8 Directors elected from the membership at large can come from any one faculty. They may hold positions at the time of their nomination. At their election they must resign from positions that may result in conflict of interest (for example, certain other Daily or SSMU offices)

1.3 Chairperson

The chair/president is elected by members of and from the Board of Directors. The chair/president of the Board of Directors shall:

- a) Gather names, addresses, phone numbers and time schedules of directors
- b) Set dates, times and places for meetings, and reserve rooms accordingly
- c) Draft agendas for meetings, in consultation with the General Manager
- d) Notify members of dates, times and places of meetings
- e) Ensure that minutes are taken and any other materials for the meetings are ready for the directors' perusal
- f) Open, preside and preserve order at meetings
- g) State and put all questions which are regularly moved or arise in the course of the proceedings and announce the results of any vote
- h) Act as one of the signing officers for the society
- i) Arrange the date, time and place of the AGM, and any SGM, with the directors of the board; and reserve rooms accordingly

j) In consultation with the other directors coordinate with election officers any campaign committees for elections and or referenda

1.4 Secretary

The secretary to the Directors is elected by members of and from the Board of Directors.

1.4.1 The secretary is responsible for taking, and delivering the minutes of each meeting in an orderly and prompt fashion to the Board of Directors.

1.4.2 The secretary is responsible for coordinating with the chairperson any materials, copies of documents, having to do with matters on upcoming agendas.

1.4.3 The secretary is responsible for maintaining and updating Board of Director binders of information. Information binders are kept in the company offices for use by the directors.

1.5 Keeper of the Seal

The company seal is kept in the company offices by the Fiscal Manager.

1.5.1 The seal may be fixed to any document signed by the signing officers, as required.

1.6 Directors of the Board

- a) Must be available for at least 1 meeting per month during the publishing year; and when possible during the summer
- b) Must give their names, and their temporary and permanent addresses, phone numbers, and their time schedules to the Chair as soon as possible after their election
- c) Must attend all meetings of the board or must notify and give their written proxy to the chair
- d) Must be available to consult with and/or sit on committees to research matters affecting company operations, i.e. bylaws and constitution
- e) Must be available to consult with and/or sit on committees to research and negotiate contracts with, but not limited to, the university and the SSMU.
- f) May assign, with the priorities and planning committee, committees to research matters affecting the operation of the paper

1.7 Community Representative

As soon after the AGM as is feasible, the Board shall issue a call for applications for the position of Community Representative, an honorary, non-DPS member, ex officio non-voting member of the Board. The call for applications shall be sent to relevant student groups, community organizations, and individuals at the discretion of the Board.

1.7.1 The call for applications shall stipulate a one-week nomination period, during which time interested individuals may submit a CV and a statement of interest (not to exceed 250 words).

1.7.2 Following the nomination period, Directors shall select by vote (in-person or electronic) one (1) candidate to serve as the Community Representative until the next AGM.

1.7.3 If at any point during the year the Community Representative is unable to fulfill their duties, the Board may vote by a two-thirds (2/3) majority to appoint a replacement Community Representative.

1.7.4 The Community Representative shall serve as an actively communicating liaison between the Board and, as necessary,

- a) alumni within the community,
- b) relevant Montreal community organizations,
- c) and relevant journalism organizations.

1.7.5 The Community Representative has a duty to avoid real or apparent conflicts of interest. The Community Representative shall report any potential conflicts of interest to the Board. At any point, the Board can vote to exclude the Community Representative from portions of meetings when the Board deems a conflict of interest to be present.

2. Meetings of Board of Directors

2.1 Quorum is 5 (five) student directors, and must include one staff representative of The Daily/Le Delit

2.2 A joint meeting of incoming and outgoing Directors of the board must be held as soon as possible after the election at the AGM of the new directors. The meeting will be convened by the chair or secretary of the outgoing directors. A new chair, secretary and signing officers for the company must be elected at this meeting by the Directors present.

2.3 The first regular meeting of the Board of Directors shall take place as soon as possible after the election of the new directors. The Directors shall meet at least once a month during the publishing year; and as required over the summer. Special and/or emergency meetings may be called as necessary, and as agreed upon by Directors of the Board.

2.4 An annual general meeting (AGM) of Daily Publications Society members must be held once a year. Quorum for that meeting is the full Board of Directors, the CRO or his/her election officers, and the General Manager or his/her representative.

2.5 Directors meetings are subject to rules of order agreed upon by its members and consistent with this constitution and bylaws.

2.6 The Board of Directors can call its regular meetings into in camera session at any time.

2.7 Minutes shall be recorded and maintained in good order by the secretary and provided to

members of the Board of Directors before *Bylaw 2 of the Daily Publications Society* each meeting. Minutes are public with the following exceptions: in camera sessions, and notes and discussions leading up to resolutions

3. Financial Regulations

3.1 The Financial year-end of the Society shall be April 30 (thirty) of each year, as approved by the Directors.

3.2 The annual audited financial statements of the Society shall be published in *The Daily/Le Delit* before the occurrence of the AGM.

3.3 Cheques must be signed by two signing officers. One of the officers is a senior manager. The other is one of the two signing officers appointed from and by the board of directors. Documents, such as contracts, agreements, and leases must be signed by a senior manager and either the chairperson of the board or the coordinating editor or their designate from the Board of Directors.