

Bylaws of the Sheaf Publishing Society Inc.

Incorporated: November 17, 1981

Amended: November 30, 1989 / Ratified: December 8, 1989

Amended: March 30, 1995 / Ratified: April 18, 1995

Amended: March 22, 1996 / Ratified: September 17, 1996

Amended: January 31, 1997 / Ratified: February 6, 1997

Amended: March 23, 1998 / Ratified: March 29, 1998

Amended: March 24, 1999 / Ratified: March 30, 1999

Amended: March 2, 2000 / Ratified: March 30, 2000

Amended: March 1, 2001 / Ratified: March 22, 2001

Amended: March 20, 2002 / Ratified: March 27, 2002

Amended: March 1, 2007 / Ratified: March 1, 2007

Amended: March 29, 2007 / Ratified: April 5, 2007

Amended: January 7, 2012 / Ratified: April 2, 2012

Amended: March 12, 2015 / Ratified: March 30, 2015

Bylaw 1: Governance

A. Preamble

1. These Bylaws may be cited as the Bylaws of the Sheaf Publishing Society Inc.
2. Whereas “the Sheaf” was first published in November of 1912; whereas the Sheaf Publishing Society was incorporated under the Non-Profit Corporations Act on the 17th day of November, 1981, as the Sheaf Publishing Society Inc.; whereas the Society is empowered under the Act to make Bylaws; and therefore, the Society makes Bylaws as follows:

B. Definitions

1. “Society” means the Sheaf Publishing Society Inc.
2. “Board of Directors” or “Board” means the Sheaf Publishing Society Board of Directors.
3. “Constitution” means the Constitution of the Sheaf Publishing Society.
4. “Member” means a person attending the University of Saskatchewan, its affiliated colleges, or its federated college, who is registered as an undergraduate student for the current academic term, has paid their Sheaf fee, and thus is a member of the Society.
5. “Student-at-Large Director” means the position on the Board elected by the membership of the Society.
6. “Media/Community Representative” means the position on the Board elected from the Saskatoon media community.
7. “Right to Veto” means that a person given this authority during their term of office may, except with respect to a General Meeting of the Society or a decision of Board of Directors, veto any submission for publication in the Society newspaper deemed by that person, in its intent, content, or ramifications to be: libellous; sexist; racist; homophobic; in violation of the Canadian Charter of Rights and Freedoms; in violation of any aspect of the Criminal Code of Canada; in violation of the Sheaf Constitution, Bylaws, or Collective policy; or demonstratively injurious to the Society or community at large.
8. In these Bylaws, any word or expression used but not defined has, unless the context otherwise requires, the same meaning as in the Non-Profit Corporations Act.

C. Amendment to Bylaws

1. Every Bylaw, amendment, or repeal thereof shall state an effective date not more than thirty (30) days from which the Bylaw, amendment, or repeal was made.
2. Every Bylaw, amendment, or repeal thereof shall be posted prominently in the Society office before its effective date.

D. Financial Records

1. The Board of Directors shall approve the financial statements and shall demonstrate their approval by the signature of two (2) or more Directors.
 - a) No financial statement shall be released or circulated unless it has been deemed official by the Board of Directors.
 - b) The Board of Directors shall post prominently in the Society office a notice stating the financial statements and report of the auditor.
 - c) The Board of Directors shall, not less than fifteen (15) days before the Annual General Meeting, send a copy of its financial statements and the report of the auditor to each member and to the Director, Corporations Branch.
2. The Board of Directors shall empower the Business and Ads Manager to maintain the custody of all minutes of Board meetings, minutes of Society meetings, the seal of the Society, and maintain all financial records. The Business and Ads Manager shall keep every document requiring the use of the seal as approved by the Board.
3. The Board of Directors shall allow the records and accounts of the Society to be inspected by any student on any day of business during the posted hours of the person in whose charge the records rest.
4. The fiscal year of the Society shall end on April 30 each year.
5. The Society shall be audited once yearly.

E. General Meetings

1. The Society newspaper shall publish the notice of time and place of a General Meeting not less than fifteen (15) days and not more than twenty-one (21) days before the meeting
2. A copy of the minutes shall be posted within seven (7) days of the meeting in the Society office and on the Society web page.
3. At a General Meeting:

- a) The Board of Directors shall place before the Society membership the financial statements for the year ended, the report of the auditor, and any further information with respect to the financial affairs of the Society;
- b) All business transacted, except consideration of the financial statements, auditor's report, election of directors, reappointment of the incumbent auditor, and all business transacted at any other meeting of members is deemed to be special business;
- c) No special business may be transacted unless the notice of meeting states the nature of the business in sufficient detail to permit members to form a reasoned judgement thereon;
- d) Any member may submit to the Society notice of any matter that it proposes to raise and discuss at the meeting and notice of the proposal shall be given with the notice of the next meeting of members;
- e) Only Society members may vote;
- f) The conduct of the meeting shall be governed by the latest revised edition of Roberts' Rules of Order;
- g) There shall be no voting by proxy.

F. Office Staff

1. All Office Staff shall abide by the Society's Constitution and Bylaws and act honestly and in good faith with a view to the best interests of the Society. All Office Staff shall be responsible for upholding their job descriptions as found in Bylaw 2: Job Descriptions.
2. The term of office for all Editorial Staff shall commence no earlier than May 1 and terminate no later than the following April 30.
 - a) The term of the Editor-in-Chief shall commence on May 1 and terminate on April 30. The Editor-in-Chief must be registered in no fewer than six and no more than eighteen credit units during the Fall and Winter session of his or her term in office.
 - b) Auditing classes is not applicable for maintaining student status.
3. All Editorial Staff positions shall be opened for competition in the Winter Term, and shall be selected annually by the Editorial Staff hiring committee.
 - a) A hiring committee shall be constituted annually in the Winter Term for the hiring of the Editor-in-Chief, and shall include:
 - i. the outgoing Editor-in-Chief
 - ii. at least two representatives elected from the board
 - iii. at least one outgoing member of the editorial staff
 - iv. one student-at-large member of the Society, appointed by the board

If the current Editor-in-Chief is reapplying for a position, or otherwise has a conflict of interest, he or she shall be replaced by another outgoing editorial staff member or board member.

- b) A hiring committee shall be constituted annually in the Winter Term for the hiring of the Editorial Staff, and shall include:
 - i. the incoming Editor-in-Chief
 - ii. the outgoing Editor-in-Chief
 - iii. at least one board member
 - iv. at least one outgoing member of the editorial staff
 - v. one student-at-large member of the Society, appointed by the board

If the current Editor-in-Chief is reapplying for a position, or otherwise has a conflict of interest, he or she shall be replaced by another outgoing editorial staff member or board member.

- c) The Editorial Staff hiring committee must be ratified by the Board prior to opening positions for competition.
 - d) The Editorial Staff hiring committee will decide which methods to use in determining valid candidates.
 - e) No candidate for an Editorial Staff position shall simultaneously sit on the corresponding Staff Hiring Committee.
 - f) The Editorial Staff hiring committee shall elect the Editorial Staff by simple majority.
 - g) The recommendations of the hiring committee must be ratified by the Board. In the event that the Board does not ratify the recommendations of the hiring committee, the hiring committee must be reconvened to adjust their recommendations and present their reasoning to the Board.
- 4. The Editor-in-Chief shall have Right to Veto during his or her term.
 - 5. Editorial Staff may only be removed involuntarily from their positions during their term of office by the Board, subject to the following restrictions:
 - a) An Editorial Staff officer may only be removed at a meeting of the Board called for that purpose. The meeting shall be held no less than seven (7) days after it has been called by a two-thirds (2/3) majority vote of the Board.
 - b) An Editorial Staff officer may only be removed with a vote of two thirds (2/3) of Directors at such a meeting.
 - 6. In the event of a vacancy of an Editorial Staff position during the term of office:
 - a) An interim Editorial Staff member shall be appointed as soon as possible by the Board to fill the vacancy in an acting capacity;
 - b) A notice indicating the time period for application, requirements of the position, date of interviews, and date of the selection shall be posted in the Society office, in the Society newspaper, and on the Society website immediately following the vacancy;
 - c) The interim Editorial Staff member shall be designated as such, shall be paid an honorarium determined as soon as possible by the Board, and shall be free to apply for the vacated regular position;
 - d) The position must be filled with a non-interim Editorial Staff officer within (21) days of the vacancy by a Special hiring committee, which shall be selected and ratified by the

Board within eight (8) days of the vacancy and shall be subject to the same restrictions as the Editorial Staff hiring committee.

7. Business Staff may only be removed involuntarily from their positions during their term of office by the Board, subject to the following restrictions:
 - a) A Business Staff officer may only be removed at a meeting of the Board called for that purpose. The meeting shall be held no less than seven (7) days after it has been called by a two-thirds (2/3) majority vote of the Board.
 - b) A Business Staff officer may only be removed with a vote of two thirds (2/3) of Directors in favour of removal at such a meeting.
8. In the event of a vacancy of a Business Staff position during the term of office:
 - a) The Editor-in-Chief will assume the duties of the position until a suitable replacement is found;
 - b) A notice indicating the time period for application, requirements of the position, date of interviews, and date of the selection shall be posted in the Society office and in the Society newspaper immediately following the vacancy;
 - c) The position must be filled with a non-interim Business Staff officer within (21) days of the vacancy by a Special hiring committee, which shall be selected and ratified by the Board within eight (8) days of the vacancy and shall be subject to the same restrictions as the Editorial Staff hiring committee
 - d) The Board may delegate hiring to a committee appointed by the Board.
9. There shall be a mandatory performance evaluation of all Office Staff at the end of the Fall Term conducted by the Board.
10. All revenues earned in events with the intent of supporting Society initiatives must be submitted to the Business Manager for proper recording and subsequent dispersal.

G. Board of Directors

The Board shall consist of:

- a) five Student-at-large directors
 - b) the Saskatoon Media Community Representative; and
 - c) the Editor-in-Chief (ex officio, non-voting)
1. The Board shall be responsible for the following duties:
 - a) Be responsible for all legal matters concerning the Society and ensure that the Office Staff have access to legal counsel;
 - b) Set and administer the Society budget to ensure long term financial stability of the Society, without prejudice to the Society's decisions regarding affiliations with external organizations, editorial matters, free advertising, or publishing schedules requiring less than twenty-six (26) issues per year;
 - c) Allocate monies received, considering the guidelines drafted by the Society;
 - d) Remunerate all employees and honoraria personnel hired by the Society;

- e) Cause to be kept proper records and accounts of all transactions of the Society;
 - f) Designate a chartered bank, or trust company, in which shall be deposited all funds of the Society, in one (1) or more accounts;
 - g) Receive, and be responsible for, prominently posting in the Society office and on the Society website all amendments to the Constitution and Bylaws;
 - h) Receive no remuneration other than compensation for travel and sustenance while on Society business at rates approved by the Board of Directors.
2. All Directors of the Society shall serve a one year term commencing on May 1 of the year in which they were elected or appointed and ending on April 30 of the next following year. Any Director that is elected or appointed to fill a vacancy resulting from a resignation, removal, recall, or demise of any Director remains a Director for the balance of the term of the Director that he or she has replaced.
3. Board Meetings shall be forums to discuss financial activities or management affairs concerning the Society's operation and welfare.
- a) There shall be at least, three meetings per semester from September to April. Summer meetings and other additional meetings may be called as necessary.
 - b) Meetings of the Board may be called at any time by the Chair and must be called within fourteen (14) days whenever a written request is received, affixed with the signatures of at least:
 - i. two-thirds (2/3) of Directors of the Society; or
 - ii. one per cent (1%) of all members of the Society.
 - c) Notice of a meeting shall be given to all Directors at least seven (7) days prior to the date of the meeting, except in the case of an extreme financial or other emergency. The Board may agree to meet on regular dates, by unanimous consent, and thereby waive notice.
 - d) Only Directors may vote at Board meetings.
 - e) The conduct of the meetings shall be governed by the latest revised edition of Roberts' Rules of Order.
 - f) Quorum shall require that at least four (4) Directors be present. If, as a result of resignation, removal, recall, or demise of one or more Directors the number of Directors falls below four, then quorum shall be deemed to be reached if all of the Directors are present at a meeting.
 - g) A copy of the minutes of the meeting shall be made and kept in the Society office.
4. The Board shall elect from among themselves a Chair.
- a) The Chair shall be the chief officer of the Society, and in doing so shall:
 - i. Ensure the following of the Society's Constitution and Bylaws;
 - ii. Be vigilant and active in promoting the objects of the Society;
 - iii. Preside at meetings of the Board.

- b) The Board shall, with respect to a vacancy at the position of Chair, elect an acting Chair from among the members of the Board who continue in office to fulfill the remainder of the term.
- c) The Board shall elect from themselves a Deputy Chair who shall assist the Chair in the performance of the Chair's duties and shall act as Chair in the absence or inability of the Chair.
- d) The Chair shall not vote at meetings of the Board.
- e) No Director shall serve more than two (2) term as Chair of the Board.

6. Student-at-Large Directors:

- a) Student-at-Large Directors of the corporation will be elected in March of each year by secret ballot, at the AGM.
- b) The outgoing Chair will act as Chief Returning Officer to oversee the election, accept nominations, and perform other relevant duties at the AGM.
- c) Every member of the Society, with the exception of the C.R.O. (except as hereinafter expressly provided), shall be eligible to vote in the election of Student-at-Large Directors, and each member may cast one vote per candidate to a maximum of five votes. The C.R.O. shall declare as elected the five candidates for Student-at-Large Directors receiving the largest numbers of votes cast. In the event of a tie for the fifth largest number of votes cast, the C.R.O. shall cast the deciding vote.
- d) In the event that no more than five nominations for Student-at-Large Directors are received by the C.R.O. the C.R.O. shall declare all duly nominated candidates to be acclaimed to office and an election need not be held.
- e) Except as otherwise expressly herein provided, on the resignation, removal, or demise of any Student-at-Large Director after the election, the Board shall call for applications for the position vacated from the members of the Society. The applications for the position shall be reviewed by the Board, which shall appoint a Director to fill the vacancy through a simple majority vote of Directors at a duly constituted meeting of the Board.
- f) If, as a result of the resignation, removal, or demise of any Student-at-Large Director, more than one Student-at-Large Director position becomes vacant at any one time, then the Board may not fill any of the vacant positions, but shall cause a meeting of the membership of the Society to be held at the earliest opportunity, at which meeting all Student-at-Large Director positions vacant as of the date of the meeting shall be filled by a vote of the members.

H. Conflict of Interest

If a Director or Officer in any way has a material interest in a person or company that is, or may be, contracting with the Society to provide the Society with services or materials, that Director or Officer shall notify the Board immediately and disclose the nature and extent of that interest to the Board. Any such contract for services or materials shall be referred to the Board for approval as soon as possible after the interest is disclosed, even if such a contract

would not ordinarily require the approval of the Board. The Director interested in the contract shall not vote on any resolutions to approve the contract.

I. Staff Compensation and Wage Equity Policy

The Staff Compensation and Wage Equity Policy (Appendix A) shall guide the decisions of the Board regarding all permanent, term, and casual staff employed by the Sheaf. The Board must abide by this policy in all circumstances regarding staff of the Sheaf. The Staff Compensation and Wage Equity Policy shall only be amended or removed by two-thirds (2/3) majority vote of the Board.

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