

BY-LAW No. 1

Being a general by law relating to the regulation of the business and affairs of

MOUSELAND PRESS INC.

hereinafter referred to as the “Corporation”.

PREAMBLE

The purpose of the Corporation is both to provide opportunities for students of The University of Winnipeg and the surrounding community to learn about and practice journalism, and to provide a forum for Members to express, exchange and criticize ideas. To this end, the Corporation shall publish a weekly newspaper called *The Uniter* in print and on a website.

The Corporation holds the following principles:

- While always seeking to maintain a high standard of quality, as a student publication it is important that *The Uniter* provide an opportunity for amateur and aspiring journalists, photographers and graphic designers to practice their craft.
- As a democratic student-based organization it is important to ensure that meetings of the Membership are easily accessible to student Members.
- The Corporation will give preference to students when two or more qualified candidates are being considered for a hire.
- As a community-oriented organization the Corporation will strive to speak, recognize, support and include in our content and organization the various communities not only of The University of Winnipeg, but also of Winnipeg’s downtown.
- Contributors to *The Uniter* should strive to provide fair, balanced and accurate information, as well as to equip themselves with evidence to support their published statements; and,

- The Corporation seeks to operate with minimal financial impact to students and Members.

In order that the Corporation remains a responsible press, the following ethical principles must be followed:

- No discrimination on the basis of race, sex, sexual orientation, physical disability, mental disability, age, or ethnic, religious and cultural heritage will be tolerated by the Corporation in its editorial policy, or from its staff or Members.
- The Corporation maintains the right not to publish any material it deems discriminatory or that contravenes Canadian laws of libel or hate literature.
- Staff and contributors should not falsify information or documents, nor distort or misrepresent facts; and,
- Staff should rectify in print, at the first available opportunity, all mistakes, culpable and/or otherwise.

ARTICLE 1: DEFINITIONS

- 1.1. **“Alumni”** shall mean any individual who has been, but is not presently, Staff.
- 1.2. **“Board”** shall mean the Board of the Corporation.
- 1.3. **“Community”** shall mean the area of downtown Winnipeg, Manitoba, Canada bounded by St. James Street in the West, Burrows Avenue in the North, the Red River in the East, and Grant Avenue in the South.
- 1.4. **“Community Member”** shall mean an individual not employed by the Corporation, the UWSA, or the University of Winnipeg who lives in, volunteers and/or works in the Community.
- 1.5. **“Director”** shall mean a member of the Board.
- 1.6. **“Personnel Committee”** shall mean a committee of the Board consisting of the Managing Editor, Business Manager, and at least three (3) other Directors.
 - 1.6.1. There shall be at least one Director on the Hiring Committee who is also a Student.

- 1.6.2. The Director appointed by the UWSA may not sit on the Hiring Committee.
- 1.7. **“Membership Fee”** shall mean a fee, in an amount to be determined by the Board from time to time, owed by persons wishing to become a Regular Member.
- 1.8. **“Member”** shall mean any person who is a Student or Community Member, has submitted a completed application form, paid the Membership Fee and had their application for Membership approved by the Board.
- 1.9. **“Staff”** shall mean
- i) Any Student who is a) a member; and b) has contributed to no fewer than three issues of *The Uniter* during the last 240 days; and c) made a written request to the Board to become staff and had their application approved by the Board; or,
 - ii) Any person who is a paid employee of the Corporation.
- 1.10. **“Student”** shall mean any individual who:
- i) Is registered in at least three credit-hours’ worth of courses at The University of Winnipeg during the semester in question; or,
 - ii) For the purposes of the spring/summer session, was registered in at least three credit hours worth of courses at The University of Winnipeg in the previous semester, or is registered in at least three credit-hours worth of courses at The University of Winnipeg in the coming fall semester.
- 1.11. **“The UWSA”** shall mean The University of Winnipeg Students’ Association Inc.

ARTICLE 2: INTERPRETATION

- 2.1. Terms used in the singular may also refer to the plural, and vice-versa; those terms applying to individuals also apply to legal entities, particularly corporations and other non-incorporated groups.
- 2.2 Any person interpreting this By-Law No. 1 shall respect the terms defined as follows:
- 2.2.1. **“Shall”** means an absolute obligation.
 - 2.2.2. **“May”** means a discretionary power, permission but not obligation. This power is to be exercised in the best interests of the Corporation and not in an arbitrary fashion.

ARTICLE 3: CORPORATE SEAL

3.1. The seal of the Corporation shall be in such form as prescribed by the Board and shall have the words “Mouseland Press Inc.” endorsed thereon. It shall be kept in the custody of the Secretary of the Board.

ARTICLE 4: OFFICES

4.1. The head office of the Corporation shall be located on the campus of The University of Winnipeg, in the city of Winnipeg, in the province of Manitoba, Canada.

4.1.1. If, for financial or other reasons, maintaining the head office at the location specified in 4.1. becomes unsustainable, the location of the head office may be changed at a duly convened Members Meeting according to the procedure detailed in Article 7 of this By-Law No. 1.

4.2. The Corporation may establish such other offices and agencies elsewhere in Canada as deemed expedient by a resolution of the Board.

ARTICLE 5: FINANCES

5.1. The fiscal year shall begin April 1 and end March 31.

5.2. The Board shall set the budget for the Corporation. The Board shall make the proposed budget available to the Membership at least 15 days prior to its approval.

5.3. At the close of each fiscal year, the Board shall cause an audit to be prepared by a person certified to conduct audits, and shall make available to the Membership final audit reports which shall include at least the following:

5.3.1. A balance sheet.

5.3.2. A statement of revenue and expenses.

5.3.3. A statement of change in financial position.

- 5.4. The Board shall also cause a management report to be prepared which shall highlight areas within the operations of the Corporation that need improvement.
- 5.5. Without limiting the borrowing powers of the Corporation, the Board may from time to time;
- 5.5.1. Borrow money from the Corporation upon the credit of the Corporation.
 - 5.5.2. Subject to *The Corporations Act* (Manitoba), guarantee the repayment of the debts, obligations and liabilities of any other person, firm or company.
 - 5.5.3. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- 5.6. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by no less than two authorized signatories and all contracts, documents and instruments so signed shall be binding upon the Corporation without any further authorization or formality, provided the contracts do not contravene the this By-Law No. 1.
- 5.7. The Secretary, Treasurer and Business Manager shall be authorized signatories for the purposes of Article 5.6. above.
- 5.8. The Board may authorize up to two additional Directors to be authorized signatories.
- 5.9. The Board may remove the signing authority of any authorized signatory but must maintain a minimum of two Directors and one Staff authorized as signatories.
- 5.10 The seal of the Corporation, when required, may be affixed to contracts, documents or instruments in writing signed as aforementioned.

ARTICLE 6: STAFF

- 6.1. Persons that have met the criteria set out in 1.10 a and b shall be notified of their eligibility to become staff by the Managing Editor.

6.1.1. The Managing Editor and/or relevant section editor, shall provide volunteer contributors with an application form to become staff.

6.1.2. Persons may only become Staff with Board approval.

6.2. Any Staff who wish to sit on the Board must resign as Staff and become a Member prior or concurrent to accepting a position on the Board.

ARTICLE 7: MEMBERSHIP

7.1. A roster of the Membership shall be maintained by the Business Manager.

7.2. The address of all Members shall be in the care of *The Uniter* offices unless specifically requested otherwise by Members.

7.3. Membership Fees for Members shall be set by the Members at the Annual General Meeting. Membership fees for Students shall be reduced by an amount equivalent to the annual per Student sum collected in levies from the Student body, but shall never be lowered to less than \$0.

7.4. A two-thirds vote of the Board shall hold the power to waive the Membership Fee of any membership or confer Member status on any person who is not a Student or Community Member.

7.5. Paid employees do not need to pay the Membership Fee.

7.6. Memberships shall expire one year from purchase. There is no limit to the number of times a person may renew their Membership.

7.7. A Member may resign by giving written notice to the Board.

7.8. A two-thirds vote of the Board, or a two-thirds vote of the Members at a Members' meeting duly constituted according to the provisions in Article 7 of this By-Law No. 1 shall hold the power to rescind the Membership of any Member who is not an employee of the Corporation and is found to have failed to meet his/her responsibilities as a Member as outlined in section 7.12. below.

7.9. Any person whose Membership is to be terminated shall be personally notified by the Chair no less than seven days prior to the meeting at which the Membership termination will be considered. Time will be allotted to the Member to speak at the meeting.

- 7.10. Any person whose Membership is terminated shall have their current year's Membership Fees refunded in full.
- 7.11. All Members have the following rights:
- 7.11.1. All Members are entitled to vote on resolutions at Members meetings pursuant to section 8.10. below.
 - 7.11.2. All Members are entitled to nominate candidates for the Board according to section 10.1.1. below.
 - 7.11.3. All Members may view the audited statements of the Corporation.
 - 7.11.4. All Members may attend Board meetings and have speaking rights therein.
- 7.12. All Members will have the following responsibilities:
- 7.12.1. All Members shall pay their Membership Fees promptly and in full.
 - 7.12.2. All Members shall act to advance the interest of the Corporation in accordance with this By-Law No. 1 and the Policies of the Corporation.
 - 7.12.3. All Members shall conduct themselves responsibly when advancing the interests of the Corporation and shall refrain from activities that disrupt the working or learning environment of the Corporation.
 - 7.12.4. All Members shall refrain from activities that unnecessarily discriminate against individuals or groups.

ARTICLE 8: MEMBERS MEETINGS

- 8.1. The Corporation shall hold an Annual General Meeting at least once per year and may convene other Members meetings from time to time.
- 8.1.1. The time and place of the Annual General Meeting shall be set by the Board.
- 8.2. The Chair of the Board shall convene a Members meeting upon receipt of a petition to do so signed by no less than twenty (20) Members.
- 8.3. The Board shall give each Member at least twenty-eight days notice of all Members meetings and the Annual General Meeting and ability to amend By-Laws.

8.3.1. Notice shall be given by printing an advertisement at least a half (1/2) page in size in *The Uniter*, publishing the notice on the website, and posting in ten conspicuous locations on The University of Winnipeg campus.

8.4. The Chair shall publish the agenda of Members meetings and the Annual General Meeting at least fourteen days before the meeting. The agenda shall be published in *The Uniter* and occupy no less than a quarter (1/4) page. The agenda shall also be published on the website and the official postings.

8.4.1. The agenda shall include any proposed By-Law changes as per Article 14 of this By-Law No. 1.

8.5. The Annual General Meeting shall be the forum for the following processes:

8.5.1. Elections to fill vacant positions on the Board, as per Article 10 of this By-Law No. 1.

8.5.2. The dissemination of audited financial statements to the Members.

8.5.3. The appointment of an auditor by the Members.

8.5.4. Amending this By-Law No. 1, if necessary.

8.5.5. Dealing with any other issues or motions presented to the Members by the Board.

8.5.6. Dealing with any other issues or motions presented to the Members by other Members.

8.6. Quorum for Members meetings, including the Annual General Meeting, shall be fifteen Members or 20 percent of the total number of Members, whichever is greater.

i) Proxies shall not count toward quorum.

8.7. Voting by proxy shall be permitted at Members meetings, including the Annual General Meeting.

8.8. Members must be present at the Members meeting in order to proxy their vote but may leave afterward.

8.9. If a Member cannot be present at a Members meeting but wished to proxy their vote, they shall notify the Chair in writing no less than seven (7) days before the meeting of their desire to proxy, and the name of the Member they would have

- hold it. The Chair will ensure that the Member who is to proxy receives it at the meeting unless the aforementioned Member already has two proxies.
- 8.10. Either a form of proxy or a reminder of right to use a proxy shall be attached to the notice of meeting given to all Members before the meeting is convened.
- 8.11. Each Member may cast one vote on resolution considered at a Members meeting.
- 8.12. Proxy votes may not count towards procedural motions. Another Member may only take up a Member's proxy, and no Member may hold more than two proxies. The Member giving over their vote must give notice of proxy to the Chair in writing.
- 8.13. All votes at Members meetings, except those for the election of Directors, shall be conducted orally.
- 8.14. Any Member may contest the Chair's judgment on a vote by calling for a hand count before the meeting moves on to the next item of business.
- 8.15. Any Members with proxies will also raise their proxy forms for the hand count.
- 8.16. The Chair, the Secretary and the Member who called for the hand count will then count hands and proxies.
- 8.17. The final result of the hand count will be final and binding.
- 8.18. Motions that outline policies or set directives for a particular person or group within the Corporation shall be considered motions of policy, and shall be gathered together in a separate document known as the Policy Manual, to be distributed to the Members along with this By-Law No. 1.
- 8.19. Motions to amend this By-Law No. 1. of the Corporation require a two thirds (2/3) majority vote. Except as otherwise provided herein, all other votes shall be determined by a simple majority or by the threshold set in the rules of order, whichever is higher.
- 8.20. All meeting of the Corporation, including Members meetings, the Annual General Meeting and Board meetings shall use Robert's Rules of Order.
- 8.21. The Chair of the Board shall chair Members meetings unless the Members present at a meeting move to name someone else chair of the meeting.

ARTICLE 9: BOARD

- 9.1. The Board shall uphold this By-Law No. 1, the Corporation's Standing Resolutions, and other policy, as set by Members meetings.
- 9.2. The Board shall manage the property and business of the Corporation.
- 9.3. The Board shall oversee the operations and affairs of the Corporation, make necessary policies, and consult the Members formally or informally regarding the operations of the Corporation between Members meetings.
- 9.4. The Board shall approve a yearly budget and make budgetary revisions as necessary.
- 9.5. The Board shall be notified of any unbudgeted expenditures over \$250 and all unbudgeted expenditures over \$1, 000 require the prior approval of the Board.
- 9.6. Board decisions may be overturned by a simple majority decision at a Members meeting, including the Annual General Meeting.
- 9.7. Each Director and the Board as a whole shall abide by all the Corporation's motions of policy, and provincial and federal regulations and laws.
- 9.8. The Board shall be comprised of nine (9) Directors.
 - i) At all times, a majority of Directors shall be Students. If this provision is not met due to the resignation or recall of a Director, the Board shall act to rectify the situation as soon as possible.
 - ii) The Board shall have the authority to fill by appointment any vacancies on the Board that arise between Members meetings. This appointment shall not be for a duration longer than the balance of the original term.
 - iii) Any appointment to the Board made under section 9.9. (ii) above for a term extending beyond the Members meeting immediately following the appointment must be ratified by the Members at that meeting. If it is an Annual General Meeting, the ratification vote must take place before the election. Should the Board's appointment not be ratified, the position shall be filled by election.
 - iv) In addition to the requirements stipulated in section 9.9 below, the Board and Members shall seek to recruit Directors with some of the qualities listed in the Corporation's *Election's Policy*.
 - v) One Director shall be appointed by the UWSA.

9.9. To be eligible to hold a Board position a person:

- a) Must be eighteen (18) years of age or older.
- b) Must be able to legally contract.
- c) Must be a Regular Member of the Corporation.
- d) Must not be Staff.

9.10. Each Director, except the Director appointed by the UWSA, shall be selected by election at a Members meeting, as per the process in Article 10.

9.11. Unless otherwise provided for herein or by ordinary resolution of the Members, Directors shall serve for two year terms, ending at the close of the second Annual General Meeting of Members following his/her election or appointment. The terms shall be staggered such that a maximum of five two-year directorships will be vacant at any Members meeting.

9.11.1. In year 1 after incorporation, four positions shall be for one year terms. A separate election shall be conducted for the two-year and one-year terms in that order. Members nominated for election may choose to stand for one or the other. Any candidates who are not elected to two-year terms will be automatically placed on the ballot for one-year terms.

9.12. Directors may voluntarily resign from the Board by notifying the Chair of the Board in writing of their intention to do so. Their resignation is effective as soon as it is accepted by the Board.

9.13. Directors' Duties:

9.13.1. All Directors shall read this By-Law No. 1, the Corporation's policy manual, and standing resolutions.

9.13.2. All Directors shall attend Board meetings and Members meetings as called by the Chair of the Board.

9.14. Executive Duties: At the first meeting of the Board of each fiscal year, the Board shall appoint Directors to the following executive positions:

9.14.1. Chair:

- i) The Chair shall be a Director selected by resolution of the Board.

- ii) The Chair shall act as a spokesperson of the organization for matters pertaining to the Board.
- iii) The Chair shall be responsible for calling and chairing all meetings of the Board.
- iv) In the absence of a Chair elected by the Board, the Vice-Chair shall act as interim Chair.

9.14.2. Vice-Chair:

- i) The Vice-Chair shall be a Director selected by resolution of the Board.
- ii) The Vice-Chair shall be responsible for taking over the duties of the Chair in the event that the Chair cannot fulfill his or her duties.
- iii) The Vice-Chair shall also provide support to the Chair as needed.

9.14.3 Treasurer:

- i) The Treasurer shall be a Director selected by resolution of the Board.
- ii) The Treasurer shall be responsible for providing an updated financial report at each regularly scheduled Board meeting. This report shall be given to the Chair at least one week before the meeting is convened.
- iii) The Treasurer is responsible for making financial recommendations to the Members at the Annual General Meeting.

9.14.4 Secretary:

- i) The Secretary shall be a Director selected by resolution of the Board.
- ii) The Secretary shall maintain the Corporation's minutes, Policy Manual, Standing Resolutions, this By-Law No. 1 and other legal material.

9.15. Directors shall not receive remuneration for their services on the Board unless otherwise decided by the Members at a duly constituted Members meeting.

9.16. Except as otherwise provided in Section 119 of *The Corporations Act* (Manitoba), each Director and Officer of the Corporation, former Director or Officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives, shall be indemnified against all costs, charges, and expenses, including an amount paid to

settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate.

ARTICLE 10: ELECTION OF DIRECTORS

10.1. Nominations for Board positions must be submitted to the Chair, in writing (see Schedule A), no less than fourteen (14) days before a Members meeting at which an election is to be held.

10.1.1 Any Member may nominate any Regular Member for election to the Board.

10.2. The names of all nominees must be published in *The Uniter* no less than seven (7) days before a Members meeting at which an election is to be held.

10.3. At the beginning of an election the Chair will read out the nomination forms and undertake the following process after each one:

10.3.1. After reading a form, the Chair will ask the nominator if s/he wishes to withdraw the nomination. If s/he answers in the affirmative, the nomination is withdrawn and a vote for the nominee counts as a spoiled ballot. If s/he answers in the negative; then,

10.3.2. The Chair will ask for a seconder to the nomination. If the nomination is seconded; then,

10.3.3 The Chair will ask the nominee if s/he accepts the nomination. If the nominee answers in the negative, the nomination is withdrawn and a vote for he/r counts as a spoiled ballot. If s/he answers in the affirmative, then their name remains on ballot for the appropriate Board position.

10.4. All votes for Directors shall be conducted by secret ballot.

10.4.1. At the beginning of a Members meeting at which an election is to be held, each Member shall receive one (1) ballot with the names of the nominees.

10.4.2. Proxies shall not count for electing Board directors.

10.5. Before opening the voting period the Chair will demonstrate to the room that the ballot box is empty and then seal the box.

10.5.1. During voting the ballot box will remain in plain view of the meeting at all times.

10.5.2. After marking an 'X' beside the name of the candidate of their choice for each position, Members will deposit their ballot in the ballot box.

10.5.3. Once all Members present have voted, or declined their right to do so, the Chair will ask the candidates to leave the room.

10.5.4. The Chair will then open the ballot box in front of the Members.

10.5.5. The Chair will then count the votes in front of the Members, being sure to hold up each ballot for all to see.

ARTICLE 11: MEETINGS OF THE BOARD

11.1. Except as otherwise provided for herein, quorum at a meeting of the Board shall be a simple majority of Directors.

11.1.1. In the event that the Board must decide on the dismissal or appointment of a Staff person or the suspension of a Director, quorum shall be two thirds (2/3) of the Board.

11.2. Meetings of the Board shall be held no more than eight (8) weeks apart.

i) Subject to section 11.2(ii) below, meetings of the Board shall be held at a location in the Community that the Board may determine from time to time.

ii) At least two thirds (2/3) of the Board meetings shall be held on The University of Winnipeg campus.

11.3. Notice of meetings of the Board will be given by the Chair no less than seven (7) days in advance:

11.3.1. To Directors by way of written correspondence and phone call.

11.3.2. To Members by publishing a quarter (1/4) page advertisement in *The Uniter*.

11.3.3. All written notices shall include an agenda for the meeting.

11.4. Emergency meetings of the Board may be called by the Chair, or any three Directors, who must give at least forty-eight (48) hours notice to the Directors and the Members before an emergency meeting of the Board can begin.

11.5. Notice of an emergency meeting shall be published on the website and posted in ten (10) conspicuous locations on The University of Winnipeg campus. Notice of an emergency meeting shall include an agenda for the meeting.

11.6. Unless stipulated otherwise elsewhere in this By-Law No. 1, questions arising at a meeting of the Board shall be decided by a simple majority vote of Directors present at such meeting.

i) The Chair shall only vote in the event of an equality of votes.

11.7. Directors may not proxy their vote.

11.8. Minutes shall be completed by the Secretary within two (2) weeks of each Board meeting.

11.9. The Chair shall make minutes of Board meetings available to the Members within fourteen (14) days of their having been approved by the Chair.

ARTICLE 12: CONFLICT OF INTEREST

12.1. Directors are expected to recognize situations where their personal interests are, or may appear to be, in conflict with the best interests of the Corporation, and to excuse themselves from discussion and decisions in which they have such an interest.

12.2. Other Directors may also request a Director's absence if they can identify a potential conflict of interest, as in accordance with Robert's Rules of Order.

ARTICLE 13: RECALLING DIRECTORS

- 13.1. Only Members, at a duly constituted Members meeting, shall have the authority to recall a Director.
- 13.2. Two (2) Members must submit to the Chair, in writing, their intention to move to recall a Director no less than twenty-one (21) days before the Members meeting where they will so move.
- 13.3 This intention shall be published in the agenda.
- 13.4. A two thirds (2/3) majority vote of Members present at a duly constituted Members meeting is required to recall a Director.
- 13.5. Proxy votes do not count in recall votes.
- 13.6. The Board may suspend a Director for up to six weeks.
- 13.6.1. Two (2) Directors must submit to the Chair, in writing, their intention to move to suspend a Director no less than ten (10) days before the Board meeting where they will so move.
- 13.6.2. This intention, the name of the Director to be suspended, and the names of those Directors intending to move the motion to suspend, shall be published in the agenda for the Board meeting.
- 13.7. Quorum for a vote to suspend a Director shall be two thirds (2/3) of the Board.
- 13.8. A two thirds (2/3) majority vote of Directors present for the vote shall be required to suspend a Director.
- 13.9. In the event that a Director is suspended, a Members meeting shall be called immediately. Notice of intention to recall the suspended Director shall be given and shall be published in the agenda for the Members meeting.
- 13.10. A Director cannot be suspended more than once per term of office.

ARTICLE 14: BY-LAW NO.1

- 14.1. This By-Law No. 1 shall be enacted, repealed, or amended by a two thirds (2/3) majority of votes cast at a duly constituted Members meeting.
- 14.2. Typographical errors, spelling errors, and incorrect citations in this By-Law No. 1 may be corrected by a unanimous decision of the Board at any of its regular meetings, provided that no fewer than thirty (30) days notice is given to Members

of the substance of each change. Modifications enacted by the Board may not alter inherent spirit or implicit meaning of this By-Law No. 1.

- 14.3. Notice of the intention to change this By-Law No. 1, must be submitted to the Chair, in writing, no less than twenty-one (21) days before the Members meeting or Annual General Meeting at which the proposed changes shall be considered.
- 14.4. Notice of the intention to change this By-Law No. 1, along with the exact working of the proposed changes, must be provided to the Members in the agenda for the Members meeting or Annual General Meeting at which the proposed changes shall be considered.

ARTICLE 15: HIRING AND STAFF DISCIPLINE

- 15.1. The Personnel Committee shall be responsible for recommending a candidate to the Board for each hire.
- 15.2. The Personnel Committee shall publish all notices of hire, at least fourteen (14) days before the closing date, in *The Uniter*, on the website, and in ten (10) conspicuous locations on The University of Winnipeg campus.
- 15.3. The Personnel Committee shall conduct all interviews in accordance with the Policies of the Board and this By-Law No. 1.
- 15.4. The Personnel Committee shall have the authority to hire without consulting the Board.
 - 15.4.1. If the Personnel Committee hires without consulting the Board, then a Board meeting must be held within four (4) weeks to ratify the hire(s).
 - 15.4.2. If the Board does not ratify the hire, then the employee(s) shall be dismissed.
- 15.5. The Board shall discipline the Managing Editor when appropriate.
- 15.6. The Board shall discipline the Business Manager when appropriate.
- 15.7. The Managing Editor and Business Manager shall discipline Staff when appropriate.

ARTICLE 16: EDITORIAL BOARD

16. 1. The Editorial Board shall consist of the Managing Editor, all Editors, and persons designated as Staff under Article 1.
- 16.2. The Editorial Board shall have the sole authority to set the Editorial Policy of *The Uniter* and shall do so in accordance with this By-Law No. 1 and Canadian laws of libel and hate literature.
- 16.3. No member of the Board of Directors can sit on the Editorial Board.