

Amended September 21, 2017

Amended September 2012

NB MEDIA CO-OPERATIVE LTD.

BY-LAWS

ARTICLE 1. NAME

The organization name in these by-laws shall be called “NB Media Co-operative Ltd.” which may be abbreviated as “Co-op”, hereinafter referred to as Co-op.

The address of the Co-op is as follows:

180 St. John St.,  
Fredericton, NB  
E3B 4A9

ARTICLE 2. INTERPRETATION

2.1. “Act” means the Co-operative Associations Act of New Brunswick as amended and any act passed in substitution therefore.

2.2. “Board” means the Board of Directors.

2.3. “good standing” means that a member is not in arrears in respect to any dues or other financial obligations of such member to the Co-op, and has complied with all other requirements of membership.

2.4. “Member” or “membership” means, collectively, Board of Directors Members, Editorial Board Members, Organizer Members, Contributor Members and Reader Members, and Sustainer members unless the context determines it to be otherwise.

2.5. “Members’ Meeting(s)” means the annual general meeting of the Members, and any special general meetings of the Members of the Co-op.

2.6. In this by-law, words importing the singular shall include the plural and vice versa.

2.7. These by-laws have been drafted in English; any French text is a translation. In the case of conflicting interpretation, the English text shall prevail.

2.8. Unless the context otherwise indicates, all words or phrases used in these by-laws shall have the same meaning as in the Act.

ARTICLE 3. OBJECTIVES

Through dissemination of independent media coverage through New Brunswick, the objectives of the Co-op shall be:

- a. To have active membership and contribution province-wide to cover news stories, events and opinions, and facilitate dialogue on issues that concern New Brunswickers;
- b. To provide resources and skills training for Members through recording equipment loans, workshop facilitation, and assistance in collaborative editing with the contributor;
- c. To provide an outlet for under-reported and misrepresented stories, issues and views both online and in print. The Co-op shall maintain a news and opinion website and a print publication called The Brief. The website (www.nbmediacoop.org) shall be maintained by the Editorial Board. The Brief will cover material found on the Co-op’s website. The Editorial Board will decide on the content for each edition of The Brief with input from Members. The aim of this publication is to provide short and accessible news stories while also generating interest in our website. The Brief will be distributed free of charge across the province and left in establishments such as cafés, shops, restaurants, clinics and other public places. The Brief shall be published ten times a year;
- d. To provide ethical reporting of stories, events and other contributions;
- e. To provide an opportunity for the public to participate in a democratic media outlet. Each member type (Board of Directors, Editorial Board, Organizers, Contributors, Readers and Sustainers) has an equally important role in the Co-op. There is no hierarchical structure.

ARTICLE 4. MEMBERSHIP

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4.1. Designation. The membership of the Co-op shall be limited to those persons interested in furthering the objectives of the Co-op.

4.2. Meetings. All members shall be entitled to attend all Members' Meetings, to vote at Members' Meetings, may stand for election for a seat on the Board of Directors, and Editorial Board ; and shall enjoy any other rights accorded to such Members pursuant to the Act.

4.3. Dues. Each Member is encouraged to pay a suggested minimum annual membership fee of \$30. No membership will be refused for lack of funds.

4.4. Database. A database of all Members will be maintained by an Organizer Member, approved by the Board of Directors.

4.5. Types. The Co-op will consist of the following types of membership: "Board of Director Members", "Editorial Board Members", "Organizing Members", "Contributor Members", "Reader Members" and "Sustainers."

4.5.1. Board of Directors. The Directors are elected at the Annual General Meeting or a Special General Meeting of the members. The Directors ensure that the Co-op fulfills its mission. Each Director must support the objectives of the Co-op.

4.5.2. Editorial Board Members. Each Editorial Board Member or Editor is elected at the Annual General Meeting or at a Special General Meeting of the members. The Editors edit and make decisions regarding which articles are published on the website and in The Brief. Each Editor must support the objectives of the Co-op.

4.5.3. Organizer Members. Organizer Members participate regularly in organizing meetings either by physical attendance or teleconferencing. In collaboration with the Board of Directors, organizers are empowered to provide input, organize events, recruit members, take on organizational tasks in their communities, and help direct the Co-op as a whole. Each Organizer must support the objectives of the Co-op.

4.5.4. Contributor Members. Contributor Members provide content for the Co-op website and its print publication The Brief. A contribution includes but is not limited to: Writing, editing, copy editing, photography, illustration, website maintenance and development, layout of print publication, distribution of print publication, podcasts, radio and other media. Contributors must follow the contributor guidelines when submitting work. Publication of Contributors' work is subject to the decision of the Editorial Board. Contributions to the Co-op are not for the exclusive use of the Co-op and may be submitted to other publications as well. All contributions to the Co-op may be used indefinitely. If a contributor wishes to have any of their contributions removed from the website, he or she can bring such a request to the Board of Directors. Each Contributor must support the objectives of the Co-op.

4.5.5. Reader Members. Each Reader Member must support the objectives of the Co-op.

4.5.6. Sustainers. Sustainers are members that support the Co-op financially. Each Sustainer must support the objectives of the Co-op.

If a member wishes to withdraw from the association, he or she must give notice in writing addressed to the secretary of the board. The board shall deal with such withdrawal application subject to section 27 of the *Act*.

4.6. Expulsion of Members. The Board of Directors, by at least a two-thirds (2/3) majority vote at a duly constituted Board meeting, and after informing a Member in writing of the reasons advanced for his or her expulsion and affording him or her an opportunity to be heard, may order the removal from Membership of a Member. The grounds for expulsion are a determination, at the Board of Directors' discretion, that the Member is working in a manner detrimental to the Co-op. A letter outlining the reasons for the complaint must be submitted to the Board of Directors. The member presenting the complaint may be kept anonymous by request. The expulsion is subject to the following provisions:

4.6.1. Notice. The Board of Directors shall within five (5) days from the date on which an order of the Board of Directors is made under this section, notify the Member of the order by registered letter addressed to the Member's last known address;

4.6.2. Appeal. An appeal from such order of the Board may be taken by the Member to the next annual general meeting or next special general meeting of the members, where the Membership shall make the final decision by majority vote whether the Member is to be expelled. The Member must request an appeal before the date upon which it is proposed that the Member is to be excluded, pursuant to paragraph 27(2)b) of the Act.

## ARTICLE 5. MEMBERS' MEETINGS

5.1. Annual General Meetings. An annual general meeting must occur at least once every calendar year and no later than four months after the end of each fiscal year. At the annual general meeting, the most recent financial statements, approved and signed by the Board of Directors, shall be reviewed, auditors shall be appointed or it shall be resolved not to appoint an auditor by an extraordinary resolution subject to the approval of the Inspector of co-operative associations. Elections will be held for the Board of Directors and the Editorial Board in accordance with the provisions thereof. The auditor's reports and the Directors' reports shall be received and any other business transacted. All of the transactions as may properly be brought before the annual general meeting in accordance with the Act, the articles of association and the by-laws of the Co-op shall

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Deleted: 4.5.2. Advisory Board Members. The Advisors are sought and appointed by the Editorial Board throughout the year. In advance of the annual general meeting the Editorial Board and the Organizing Members shall establish a Nominating Committee which will be charged with the task of seeking nominations from the members and presenting candidates. All members will have an opportunity to submit nominations prior to a date set by the Organizer Members. Advisors will be elected and approved by the membership at the Annual General Meeting or at a Special Members' Meeting. The Advisors provide guidance and feedback to the Editorial Board on the content and direction of the print and online publications. Each Advisor must support the objectives of the Co-op.

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be done so.

5.2. Special General Meetings. Special General Meetings of the Members of the Co-op may be called:

5.2.1. At such a time and place in New Brunswick as may be determined by the resolution of the Board of Directors respecting any business of which the general nature is specified in the notice of the meeting; or

5.2.2. By the Board of Directors where at least ten percent or 50 of the Members, whichever is the lesser, who have the right to vote request, in writing, that the Board of Directors call a special general meeting of the Members, for the transaction of any business specified in the requisition calling the meeting.

5.2.3. No business other than that specified in the notice calling the special general meeting shall be transacted at such a meeting.

5.4. Notice. Notice of Members' Meetings shall be emailed to each Member at the last given address in the register of Members, not less than fourteen (14) days and not more than thirty (30) days prior to the date of the meeting. Notice of a special general meeting shall specify the business to be transacted thereat. If a member has specified that they do not communicate with email, notice shall be mailed.

5.5. Waiver of Notice. Notice of any Members' Meeting or any irregularity in any Members' Meeting or in the notice thereof may be waived by the Members, and subject to the failure to obtain a quorum it shall not be necessary to give notice of any adjourned Members' meeting.

5.6. Invalidation of Proceedings. Where notice is received by the persons generally entitled to attend a Members' Meeting, an accidental omission to give notice of the meeting to, or the non-receipt of notice by, a Member shall not invalidate the meeting or any resolution or any proceedings taken at the meeting nor shall it prevent the holding of the meeting.

5.7. Quorum. A quorum at any Members' Meeting shall be thirty per cent (30%) of Editorial Board Members and two (2) per cent or five (5) members, whichever is greater of the other types of Members.

5.8. Absence of Quorum. Where a quorum is not present at a Members' Meeting, the meeting shall be adjourned. The Board of Directors shall send a notice to all members setting a time and place for a re-scheduled meeting within one hundred and twenty (120) days from the date originally scheduled for the meeting. Upon the meeting being reconvened, the meeting shall proceed, and three members present shall constitute a quorum, but no business shall be transacted at that meeting other than the business described in the original notice.

5.9. Voting. Unless otherwise specified by the Act or regulation, any question coming before a Members' Meeting shall be determined by a majority vote of the members present following a period of discussion, and in case of an equality of votes, the chair presiding at any Members' Meeting has a casting vote.

5.10. Order of Business. The Board of Directors will elect within itself a chair, secretary and treasurer. The order of business will be determined by the chair, who will set the agenda in discussion with the rest of the Board of Directors.

5.11. No proxies. There shall be no voting by proxy.

5.12. Pursuant to section 1 of the Act, an extraordinary resolution means a resolution that has been passed by a majority of not less than three-fourths (3/4) of the votes cast by such members entitled to vote as are present in person at a special or annual meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been given in the manner provided in the by-laws.

#### ARTICLE 6: EDITORIAL BOARD

Members must have worked (not necessarily paid work) for at least 1 hour a week for the Co-op for three months before becoming an Editor. To maintain their membership, Editors must contribute at least one (1) hour a week to the Co-op, with breaks away from the Co-op's work for no more than three months at a time, unless a formal exception for a longer period of time is approved by the other members of the Editorial Board. Editorial Board Members will be nominated, elected and approved by the membership at Annual General Meetings and Special General Meetings of the members.

6.1. Duties. The Editorial Board or Editors shall consist of five to six volunteers who, on a rotational basis, edit and post contributions to the Co-op website, the Brief or other media of the Co-op. Editors shall do the following:

6.1.1. Ensure that contributions and submissions follow the Co-op's contributor guidelines;

6.1.2. Submit edited work in a timely fashion and delegate work if they are unable to do so;

6.1.3. Strive to retain the spirit of the original work by communicating with the contributor(s) of the piece during the editing process;

6.1.4. Ensure that submissions to the Co-op are factual and original in accordance with the contributor guidelines;

6.1.5. Post corrections if errors are found after publication.

6.1.6. Where there is uncertainty regarding any aspect of the ethical or fair coverage of an issue, Editors will consult with relevant members of the Advisory Board.

6.2. The Editorial Board will elect within itself a "Managing Editor" who shall delegate editing.

6.3. The Editorial Board shall be accountable to the membership of the Co-op.

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ARTICLE 7: BOARD OF DIRECTORS

- 7.1. Qualifications. A Board of Directors Member shall be a member of the Co-op who is in good standing; age eighteen (18) or over; and not in a state of bankruptcy.
- 7.2. Application. To become a candidate, a qualified member must submit, by the close of nominations two (2) paragraphs about themselves explaining their experience/areas of expertise, and why they would be an asset to the Board of Directors.
- 7.3. Number of Board of Directors Members. The Board of Directors will consist of a group of three positions.
- 7.4. Voting for Board of Directors Members. All members will be eligible to vote for the Board of Directors positions at the Annual General Meeting or at a Special General Meeting of the members.
- 7.5. Re-election, Term and Rotation of Office. Board of Directors Members shall be eligible for re-election.
- 7.6. Vacation of Office. The office of a Board of Directors Member shall be vacated, if:
  - a. She/he ceases to have the necessary qualifications of office, or
  - b. She/he is absent without leave of the Board of Directors for two (2) consecutive regular meetings of the Board of Directors, or
  - c. By notice in writing to the Board of Directors she/he resigns her/his office, or
  - d. By resolution passed by at least two-thirds (2/3) of the members present at a Members' Meeting, she/he is removed from office, or
  - e. At a duly called meeting of the Board of Directors, a resolution is passed by at least seventy-five percent (75%) of votes cast, to remove the said Board of Directors Member for cause.
- 7.7. Appointment in Case of Vacancy. If any vacancy on the Board of Directors shall occur for any reason, the Board of Directors by majority vote may fill the vacancy by appointment from among the persons qualified to be Board of Directors Members. Any persons so appointed shall hold office only until the next Members' Meeting at which time such appointed Board of Directors Member shall retire and a Board of Directors Member, which may be the previously appointed Board of Directors Member, shall be elected to fill such vacancy in accordance with Article 7.
- 7.8. Officers. The Board of Directors may appoint officers from time to time to act on behalf of the Co-op, and the officers' functions shall be as defined by the Board of Directors. The Board of Directors shall meet immediately following the annual meeting and elect among themselves a president and vice-president. A secretary and treasurer shall be appointed and may or may not be a director.
- 7.9. Powers. Subject to the Act and by-laws, The Board of Directors may exercise all the powers of the Co-op, and in particular have power to authorize expenditures on behalf of the Co-op, and may delegate by resolution to an officer or officers of the Co-op such powers as they see fit. The Co-op will not borrow money.
- 7.10. Meetings and functions of the Board of Directors
  - 7.9.1. Time of Meeting. Meetings of the Board of Directors Members may be held at such times as the business of the Co-op may require. A meeting of the Board of Directors Members may be called by two (2) of the Board of Directors Members holding office at any given time.
  - 7.9.2. Place of Meetings. Meetings of the Board of Directors Members may be held anywhere in the province of New Brunswick.
  - 7.9.3. Quorum. The quorum for a meeting of the Board of Directors Members is the majority of directors.
  - 7.9.4. Number of Meetings. There must be at least four meetings of the Board of Directors each year.

ARTICLE 8: LIABILITY OF BOARD OF DIRECTORS AND OFFICERS

- 8.1. Limitation of Liability. No Board of Directors Member or Officer of the Co-op shall be liable for the acts or omissions of any other Board of Directors Member or Officer or member of the Co-op or for any loss, damage or expense suffered by the Co-op through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors, or in respect of any deficiency or any security in or upon which any monies of the Co-op shall be invested, or for any loss of damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Co-op shall be deposited or for any loss occurred by any error of judgment or oversight on her/his part, or for any loss or damage which may occur in the execution of the duties of her/his office, in relation thereto or in respect of any other act or omission of an Board of Directors Member in her/his capacity as such causing loss, damage or expense, unless the same shall happen through her/his own willful neglect or default.
- 8.2. Indemnity. Every Board of Directors Member, Officer, their heirs, executors and administrator, and estate and effects, respectively, shall by this by-law from time to time and at all times, be indemnified and saved harmless out of the funds of the Co-op, from and against: all costs, charges and expenses that a Board of Directors Member or Officer of the Co-op sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him, for any act, deed, matter or thing whatever, made, done or permitted by her or him, in or about the execution of the duties of her or his office, and all other costs, charges and expenses that she or he sustains, or incurs, in or about or in relation to the

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affairs thereof, except such costs, charges or expenses as are incurred by her or his own willful neglect or default.

8.3. Insurance. The Co-op shall purchase insurance to cover the perils described in 9.1. and 9.2. hererin, and the premiums thereof shall be paid from funds of the Co-op. Such insurance shall cover Officers in the same manner as Board of Directors Members where such Officers are not Board of Directors Members.

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ARTICLE 9. CONFLICTS OF INTEREST

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9.1. Interest in Contracts. Subject to compliance with the Act and applicable provisions of the by-laws of the Co-op, no Board of Directors Member or Officer shall be disqualified from such position by reason of contracting with the Co-op, nor shall any contract or arrangement entered into, by or on behalf of the Co-op, with any Board of Directors Member or Officer (or in which such contract or arrangement any such individual is in any way interested) be subject to avoidance. No Board of Directors Member or Officer so contracting or being so interested shall be liable to account to the Co-op or any of its Members for any profit realized by any such contract or arrangement, by reason of such Board of Directors Member or Officer holding such office or the fiduciary relationship resulting therefrom, subject to compliance with the Act and the applicable provisions of the by-laws of the Co-op.

9.2. Declaration of Interest. Every Board of Directors Member or Officer who is in any way, either directly or indirectly interested in a contract or arrangement or a proposed contract or a proposed arrangement with the Co-op, shall declare such interest to the extent and in the manner required by the Act and any by-law of the Co-op and shall refrain, to the extent required by the Act or the by-laws of the Co-op, from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

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ARTICLE 10. BORROWING POWERS

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10.1 Powers of Board of Directors. The Board of Directors and the Co-op will not borrow money.

10.2. Real Property. At no time shall the Board of Directors incur any indebtedness on the real property of the Co-op without the specific authorization of an extraordinary resolution of the Members.

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ARTICLE 11. EXECUTION OF DOCUMENTS

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11.1. Execution of Contracts. Contracts, documents and any instruments in writing requiring the signature of the Co-op shall be signed by any two (2) Board of Directors Members or Officers who have been authorized to do so by resolution of the Board of Directors. All contracts, documents or instruments in writing signed shall be binding on the Co-op without any further authorization or formality.

11.2. Execution of Banking Documents. All documents required by any bank, credit union, caisse populaire, cooperative credit society or any other lending body in connection with the borrowing of money shall be signed by any two (2) Board of Directors Members or Officers who have been authorized to do so by resolution of the Board of Directors. All documents so signed shall be binding on the Co-op without any further authorization or formality.

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ARTICLE 12. GENERAL

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12.1. Amendments to By-Laws. Subject to section 45 of the regulation under the *Act*, amendments, additions or alterations to, or repeal of by-laws may be made at any Members' Meeting by a resolution passed by not fewer than two-thirds (2/3) of the votes cast by members as are present and who vote thereon, provided that written notice of the proposed enactment, amendment, repeal or substitution has been forwarded to each Member who may be entitled to vote at such meeting together with the notice of such meeting.

12.2. Scope of Activities. The business of the Co-op will be carried out throughout the province of New Brunswick and may include the provision of media and/or services from outside provincial, national or international organizations.

12.3. Financial Year. The financial year of the Co-op shall be June 1 to May 31.

12.4 The Co-op shall not provide credit.

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