

THE MELIORIST PUBLISHING SOCIETY

CONSTITUTION AND BY-LAWS

NAME

1. The Society is to be known as The Meliorist Publishing Society. (Hereinafter referred to as the "Society")

CONSTITUTION

2. The purposes of the Society are educational and journalistic, to wit:
 - a. the publication of newspapers, magazines, papers, books and documents to take an active role in educational and journalistic endeavors including, but not limited to, The Meliorist,
 - b. the promotion of academic excellence and journalistic excellence, according to the Canadian University Press Statement of Principles and Code of Ethics, except that the Society shall not have the power to grant or confer a diploma or degree of literary, technical or scientific standing,
 - c. the sponsoring of lectures, debates and all other activities designed to advance the purposes of the Society, students at universities throughout the world and the members of faculty and administration of those universities, and members of the journalistic profession,

BY-LAWS

DEFINITIONS

3.
 - a. "Special Resolution" means a resolution passed by a majority of no less than two thirds of Society members entitled to vote as are present in person, or where proxies are allowed, by proxy, at a Society meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.
 - b. "General Faculties Council" means that council as defined in the Universities Act.
 - c. "Newspaper" means the publication published by the society, and known as "The Meliorist".
 - d. "Semester Year" means the period from registration of the Fall Semester to the last day of classes of the Spring Semester, inclusive, as defined by the University of Lethbridge Academic Calendar.
 - e. "Summer Session" means the period of time as defined by the University of Lethbridge Academic Calendar.
 - f. "Staff" means those Members of the Society as assigned by the Editor in Chief and the Board of Directors.
 - g. "Student" means any individual registered in one or more courses per semester or session at the University of Lethbridge and who has paid the prescribed Society fees.

- h. "Student Council" means the group of individuals elected from the students, who have the authority to act as the legislative, administrative, and executive body of the students, as per the Students' Union Constitution.
- i. "Honorary Member" means those persons elected to be honorary Members of the Society by a Majority of no less than two-thirds of Staff members entitled to vote as are present in person, or by proxy, at a Staff meeting of which notice specifying the intention to nominate an honorary member has been duly given, and by subsequent acceptance by a simple majority of members of the Board of Directors present at a Board meeting.

MEMBERSHIP

- 4. The Members of the Society shall consist of the following:
 - a. All individuals who are registered as students of the University of Lethbridge, and who pay the Society fees as prescribed by the Society.
 - b. All honorary Members of the Society, as determined by article '2i' of the Meliorist Constitution and By-laws
 - c. All individuals who are duly appointed Staff members of the Society, and who pay the Society fees as prescribed by the Society;
 - d. All individuals who are duly appointed members of the Society's Board of Directors, for as long as they occupy a seat on the Board;
- 5. Any student who is a member of the Society shall cease to be a member of the Society on the date on which the semester year or summer session ends in which that member is enrolled as a student at the University of Lethbridge.
- 6. Any member ceasing to be in attendance as a student at the University shall be entitled to a total refund of fees paid for that semester or session only if such withdrawal from the University is made prior to the first week of the particular session.
- 7. The Directors shall have the power, by a vote of three-fourths of the Directors, to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the Constitution of the Society. No member shall be expelled or suspended without being notified of the charge or complaint or without having first been given an opportunity to be heard by the Directors at a meeting called for the purpose.
- 8. Upon the failure of any Member to pay annual membership fees, any subscription or indebtedness due to the association, the Directors may cause the name of such Member to be removed from the register of Members, but such Member may be re-admitted to membership by the Directors upon such evidence as they may consider satisfactory.
- 9. Any Member who resigns, withdraws, or is expelled from the Society shall forthwith forfeit all rights, claims, and interests arising from or associated with membership in the Society.
- 10. The Staff may move to have a Member of the Society expelled, suspended, or declared 'Personanon Grata' only in a duly held Staff meeting at which at least two-thirds of the Staff members are present, such action to be subsequently approved by a vote of three-fourths of the Directors in accordance with proper notification of the Member concerned, as per article 7 of the Meliorist Constitution.

ANNUAL GENERAL MEETING

11. The Annual General Meeting, including the first Annual General Meeting of the Society, shall be held at a place within the Province of Alberta and with seven days notice of such meeting to be publicized to the Members of the Society in a manner authorized by the Board, no later than October 15th of each year, the year considered to be a period beginning on September 1st, and ending on August 31st the following year.
12. Other meetings of the Members of the Society whether general or special, may be convened by order of the Board for any time and at any place in Alberta, and seven days notice of such meeting shall be publicized to the Members of the Society in a manner authorized by the Board.

QUORUM

13. A quorum for the transaction of any business at any Meeting, either General or Special, of the Members of the Society shall consist of one per cent (1%) of the Membership, as calculated from the Register of Members, or twenty-five (25) Members of the Society in good standing, whichever number is less, and at no time shall this requirement for quorum be superseded by a Standing Rule whatsoever.
14. If, after one-half (1/2) hour of the time for which a Meeting, either General or Special, of the Members of the Society has been called, a quorum is not present, the Members present shall undertake no business other than to:
 - a. Elect a Chairman in the absence or inability to act of both the President and the vice President;
 - b. elect a secretary, in the absence of the Secretary or his or her inability to act; and
 - c. determine the time and place to which the Meeting shall be adjourned.
15. If, after one-half (1/2) hour of the time to which a Meeting, either General or Special, of the Members of the Society has been adjourned, quorum is not present, the Meeting shall nevertheless be called to order and proceed, but all and any business undertaken thereat and all and any motions or resolutions arising therefrom shall require ratification by the Board at the next Meeting thereof in order to be considered effectual.

VOTING

16. Every Member of the Society in good standing shall be entitled to one vote, which may be given either personally or by proxy.

BOARD OF DIRECTORS

17. The affairs of the Society shall be managed by a Board of Directors, (hereinafter referred to as the 'Board'), Who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the Constitution of the Society or by law expressly directed or required to be done by the Society at a meeting of the Members or otherwise, subject always, however, to the provision of The Societies Act of the Province of Alberta.
18. The Board consists of seven members, each of whom at the time of their election or appointment and throughout the term of office shall be a Member of the Society.

19. Members are eligible for election to any elected position, excluding ex-officio in the Society; however, candidates may only contest one seat in any one election.
20. The members of the Board shall consist of the following:
 - a. One member appointed from the Graduate Students' Association Council, who shall be an ex-officio member of the Board.
 - b. One member appointed from the Students' Union of the University of Lethbridge; who shall be an ex-officio member of the Board.
 - c. One member appointed from the General Faculties Council of the University; who shall be an ex-officio member of the Board.
 - d. Two members elected from the Students-at-large of the University of Lethbridge (hereinafter referred to as a "Student-at-large Director");
 - e. One Member appointed from and by the Staff at the Meliorist
 - f. Editor-in-Chief of the Meliorist, who shall be an ex-officio member of the Board;
 - g. The Business Manager of the Meliorist, who shall be an ex-officio member of the Board.
21. Each member of the Board shall hold office for a period of one year commencing on the date of their election or appointment and by continuing until the 31st day of August of the following calendar year.
22. Upon retirement of the Board, yearly, the incumbent members shall be eligible for re-electing or re-appointment to the Board.
23. At the first meeting of the Board, the Directors shall elect a chairperson who shall preside at the meetings of the Board. In the event that there is no current Board of Directors, new Board members may be nominated and elected by members of the Society at the first Annual General Meeting (AGM).
24. The Board may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the Society is by its constitution or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Board is expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, building and other property, moveable or immoveable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they may deem advisable.
25. Vacancies on the board of Student-at Large Directors, including those caused by the removal of a member of the Board by Special Resolution of the Members of the Society, shall be filled in the interim by any candidate (Member of the Society in good standing) proposed by any Director on the Board. The term of any such interim position will be determined by the Board, or expires on the date of the forthcoming Annual General Meeting.
26. If any Member of the Board shall resign her/his office, or without reasonable excuse absent from three or more consecutive Board of Director's meetings, the Board shall declare her/his office vacated.
27. Student-at-Large Directors of the Society are to be elected by members of the society making up quorum at any Annual General Meeting of the Society.

28. Election of the Student-at Large Directors shall be held at the Society's Annual General Meeting, in accordance with article 11 of the Meliorist Constitution.

REFERENDUM

29. Directors of the Board may from time to time hold a referendum of Members of the Society to determine membership fees, or any other question which the Board deems advisable.
30. The text of such a referendum shall be drafted by the board in such a way as to present a clear question capable of being answered 'yes' or 'no' and sufficiently narrow in scope for there to be no ambiguity with respect to the answers.
31. The Board shall have the right to assign the administration of any such referendum to the Students' Union of the University of Lethbridge or to appoint and pay a reasonable remuneration to a returning officer to administer such a referendum.
32. Quorum in a referendum shall be 10% of the Members of the Society, as is noted in the official statement of enrollment at the University of Lethbridge, provided by the University's Registrar, for the academic year or semester in which the referendum is held.
33. Such referendum shall be held within the Semester Year and not later than two weeks before the date on which classes end as specified by the University of Lethbridge academic calendar.
34. The text of the referendum question and polling dates of any such referendum shall be advertised on the University campus and in the Meliorist at least two weeks prior to the opening of the polls.

MEETINGS OF THE BOARD

35.
 - a) For the purpose of transacting all business, a quorum of the Board shall consist of four directors.
 - b) The Board may hold its meetings at such place or places within the Province of Alberta as it may from time to time determine.
 - c) At least seven days notice in writing is required for all meetings of the Board unless at any such meeting all the Directors are present and consent to the meeting being held, or if a Director being absent consents to the meeting being held in his/her absence.
 - d) Directors Meetings shall be held at least once a Semester during the Semester year, or on direction of writing of two or more members.
 - e) A Board member unable to attend a Board Meeting in person, may attend through telecommunications and count as a member present.
 - f) Directors may consider or transact the business either special or general at any meeting of the Board.
36.
 - a) All questions arising at any meeting of the Board shall be decided by a majority of Votes of the Members of the Board present and voting, and the Chairperson shall not have the right to vote except in the event of a tie vote, in which the Chairperson shall cast the deciding vote.

- b) All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken by a show of hands either for or against.
 - c) A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
- 37.
- a) A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
 - b) A resolution in writing signed by two-thirds of Staff and approved by the Board shall be valid and effectual.
38. Every Director of the Society shall be deemed to have assumed office on the express understanding, agreement, and condition that every Director of the Society and his/her heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings, which is brought, commenced, or prosecuted against her/him for or in respect of any act, deed, matter or thing whatsoever made, done, or permitted by him/her or any other Director or Directors in or about the execution of the duties of his/her office, and also from and against all other costs, charges, and expense which he/she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges, or expense as are occasioned by his/her own willful neglect or default.

MELIORIST STAFF

- 39. Staff structure, organization, and positions shall be determined by the Editor in Chief, the Business Manager and the Board of Directors.
- 40. All Members of the Staff shall have the right to vote at all meetings of the Staff, or may vote by proxy so long as written notification of proxy by the Staff members is given to the holder of the proxy.
- 41. The Staff shall determine the editorial content of the newspaper by a simple majority vote of Staff members present and voting at a duly called Staff Meeting, or in emergency circumstances, by a simple majority of the total number of Staff members contacted by phone or verbally, such vote to be recorded in the staff minutes.
- 42. A quorum for the purpose of meetings of the Staff shall consist of fifty percent of the total Staff, except for the meeting of the Staff at which the Staff are elected, in which case a quorum shall consist of two-thirds of the Staff.

BUSINESS MANAGER

- 43. The Meliorist Staff shall, by a majority of those present and voting at a duly held Staff Meeting, elect a Business Manager, whose election shall be ratified by a majority vote of the Board.
- 44. The Staff shall, prior to nominating a Business Manager, advertise the position as the Board may deem advisable, and shall set a deadline for receipt of applications.

45. The Term of office of the Business Manager shall be one year from the time she/he takes office and he/she shall be eligible to apply for re-appointment at the end of the one year Term, but shall not be eligible for re-appointment after serving five consecutive terms.
46. The Business Manager shall receive a monthly remuneration as determined by the Board, such remuneration to be reviewed by the board at least once a year, or upon recommendation of a decision of a majority of Staff in a duly held Staff meeting.
47. The Business Manager, in addition to all other responsibilities for the financial management of the newspaper shall be responsible for:
 - a. Preparing an annual budget, to be approved by two-thirds of Staff present at a duly held staff meeting and an end of semester financial statement concerning the fiscal status of the newspaper;
 - b. Establishing and maintaining accurate financial and payroll records;
 - c. Supplying the records necessary for the conducting of a complete financial audit at the end of the fiscal year of the Society;
 - d. The printing of the audited financial statements and the proposed budget, including distribution to the Members of the Society;
 - e. Submitting accurate statements of expenses and revenues to the Board upon request.

EDITOR IN CHIEF

48. The Meliorist Staff shall, by a majority of those present and voting at a duly held Staff meeting, elect an Editor in Chief, whose election shall be ratified by a majority vote of the Board.
49. The Editor in Chief shall:
 - a. Receive a honoraria as determined by the Staff, and approved by the board;
 - b. Be responsible for the administrative management of the newspaper;
 - c. Ensure that regular Staff meetings of the newspaper are held and ensure that the minutes of the staff meetings are properly kept and available to Members of the Society on 48 hour's notice;
50. All members of the Students' Council shall be ineligible to hold the office of Editor in Chief, Business Manager, or any office that receives an honoraria.
51. The Board shall have the right to dismiss the Business Manager or Editor in Chief if the Board is satisfied that either has been found to be incompetent or inefficient in managing the newspaper.
52. The Board shall have the right to dismiss any Staff member upon recommendation of the Staff, such recommendation to be made only upon a two-thirds vote of Staff at a duly called staff meeting.

GRIEVANCES

53. All grievances on any matter concerning the operations of the Society, the publication of the newspaper or liability that may flow from the publication of any matter in the newspaper shall be submitted to the Staff. If a resolution cannot be found to the grievance, it shall be forwarded to the Board who shall determine the matter, with such determination to be appealable to a Canadian University Press Investigation Commission as per the bylaws of the Canadian University Press.

FINANCES

54. The Board shall have access to all financial records of the Society upon written request to the Business Manager by the Board.
55. Financial information requested under the provisions of subsection one shall be supplied to the Board within three days of the receipt of the request from the Board or if the records are unavailable a written reply setting out why they are unavailable and an undertaking to produce them by a specified date which shall not be later than twenty days from the receipt of the original request from the Board.
56. The Business Manager, and a member of the Staff as nominated by the staff and approved by the Board, shall have the power and authority to act on behalf of the Society to:
 - a. Sign all deeds, transfers, licences, contracts and engagements and any other instrument in the ordinary course of the affairs of the Society;
 - b. Sign all cheques, bills of exchange, and other orders for the payment of money, notes, and other evidences of indebtedness issued in the name of the Society.
57. All securities held by and in the name of the Society shall be deposited for safe keeping with the Society's bankers, and may be withdrawn, from time to time, upon the written order of the Society signed by the Business Manager and one member of the Board.
58. All capital expenditures, inclusive of major repairs to real property or chattels, purchases, replacement of any equipment, and all operational expenses not included in the latest operational budget approved by the Board, in an amount in excess of \$200.00 shall, prior to making the expenditure, be presented to the Board by the Business Manager. Upon presentation of the request for expenditure approval, the Board may, in their discretion, approve, revise, or deny the expenditure.

BORROWING

59. The Board may from time to time:
 - a. Borrow money on the credit of the Society;
 - b. Issue, sell or pledge securities of the Society;
 - c. Charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises, or undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society;
60. Provided that debentures shall not be issued without the sanction of a Special Resolution of the Society, from time to time the Board may authorize any Director, or the Business Manager of the Society, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as the securities to be given therefore, with the power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Society as the Board may authorize, and generally to manage, transact, and settle the borrowing of money by the Society.

QUALIFICATION OF AUDITORS

61. The Board may from time to time appoint an auditor or auditors to hold office for such period as the Board may determine.

62. A Director, Business Manager, officer, or any Staff member of the Society, and any person who is a partner of or in the employment of any of the aforesaid shall not be capable of being appointed auditor of the Society.

RIGHTS AND DUTIES OF AUDITORS

63. The Auditors shall make a report to the Members and Directors on the account examined by them and on every balance sheet and statement of income and expenditures laid before the Society at any Annual General Meeting during their tenure of office, and the report shall state:
- a. Whether or not they have obtained all the information and explanations they have required.
 - b. Whether, in their opinion, the balance sheets referred to in the report are properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Society.
64. Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of auditor.
65. The Auditors of the Society are entitled to attend any meeting of the Members of the Society at which any accounts that have been examined or reported on by them are to be laid before the Members for the purpose of making any statement of explanation they desire with respect to the accounts.
66. The rights and duties of an Auditor of the Society shall extend back to the date up to which the last audit of the Society's books, accounts, and vouchers was made, or where no audit has been made, to the date on which the Society was incorporated.

SEAL

67. The Board may adopt a seal which shall be the common seal of the Society.
68. The Common seal of the Society shall be under the control of the Board, and the responsibility for its custody and use from time to time shall be determined by the Directors.

REQUISITE MAJORITY

69. The Constitution of the Society shall not be altered or added to except by a two thirds majority vote by the Board of Directors and Society members present at the Annual General Meeting.

BOOKS AND RECORDS

70. The Board shall see that all necessary books and records of the Society required by the Constitution of the Society or by any applicable statute or law are regularly and properly kept.

BOOKS OF ACCOUNT

71. The books of Account shall be kept at such place in Alberta as the Directors think fit, and shall at all times be open to inspection by the Board.

FISCAL YEAR

72. Unless otherwise ordered by the Board, the fiscal year of the Society shall terminate on the 30th day of April each year.

INSPECTION OF BOOKS BY MEMBERS

73. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account of book or document of the Society except as conferred by law or authorized by the Board or by resolution of the Member whether previous notice thereof has been given or not.
74. Any meetings of the Society or of the Board may be adjourned to any time, and from time to time, and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

SOCIETY FEES

- 75.
- a) The Society fees shall be paid by the Members of the Society concurrently with their Students' Union dues.
 - b) The fee shall be collected on behalf of the Society by the University of Lethbridge with the procedure governing the collection of Students' Union dues applying mutatis mutandis.
76. The Society fees shall be fixed at an amount to be determined by referendum of the students at such intervals as determined by the Board.

Revisions

November 2015

October 2017