

**Annual General Meeting of The Meliorist Publishing Society | Zoom
October 13, 2020 | 6 PM**

1. Call to order

The meeting was called to order at ____ PM

2. Attendance

- a. Present:
- b. Absent:
- c. Regrets

3. Introduction of guests

4. Adoption of the agenda

Be it resolved that the agenda be adopted as presented.

- a. _____
- b. _____

(carried / not carried)

5. Approval of the minutes of the previous AGM minutes

Be it resolved that the minutes from the 2019 AGM (see attachment 1, p. 4) be adopted as presented.

- a. _____
- b. _____

(carried / not carried)

6. Reports

a. Editor-in-Chief's report (see attachment 2, p. 17)

Be it resolved that the Editor-in-Chief's report be adopted as presented.

- i. _____
- ii. _____

(carried / not carried)

b. Business Manager's report (see attachment 3, p. 18)

Be it resolved that the Business Manager's report be adopted as presented.

- i. _____
- ii. _____

(carried / not carried)

- c. Accounts report (see attachment 4, p. 20)

Be it resolved that the Accounts report be adopted as presented.

- i. _____
- ii. _____

(carried / not carried)

7. Special Resolution

Be it resolved that the newly structured bylaws be adopted as presented (see attachment 5, p. 26).

- a. Motion to Open:
- b. Seconded:

- c. Discussion (Business Manager)

- d. Vote:

8. Election of the Board of Directors

- a. Presentation of new board structure from newly adopted bylaws (see attachment 6, p. 43).

- b. Taking Nominations for the Board of Directors
 - i. Monica Lockett
 - ii. Sheila McManus (Faculty Rep)
 - iii. Ethan Pullan (ULSU, VP Operations & Finance)
 - iv. _____
 - v. _____
 - vi. _____

Be it resolved that the indicated nominations be adopted as the new Board of Directors.

- i. _____
- ii. _____

(carried / not carried)

9. Election of the President of the Board

- a. Taking Nominations for the President of the Board
 - i. _____

ii. _____

Be it resolved that the nominations be adopted as the new President.

i. _____

ii. _____

(carried / not carried)

10. Skip the Dishes gift card giveaway + Coffee Co gift card information (Business Manager)

11. Items of Information

- a. New Staff structure (Editor-in-Chief)
- b. Indigenous Columnist still available (Editor-in-Chief)
- c. Tiered membership system (Business Manager)
- d. CRA Account issues (Business Manager)
- e. Change to Business Manager & Board Member signing authority instead of EIC (Business Manager)

12. Items of Discussion

- a. General feedback
- b. Feedback on Covid updates from Business Manager and Editor-in-Chief

13. Adjournment

Be it resolved that this Annual General Meeting of The Meliorist Publishing Society be adjourned.

i. _____

ii. _____

(carried / not carried)

Attachment 1: AGM 2019 Minutes

Annual General Meeting of The Meliorist Publishing society | ULSU Council Chambers | 5:00pm, 2019

1. Call to order

The meeting was called to order at ____ pm

2. Attendance

Present:

Absent:

Regrets:

3. Introduction of guests

4. Adoption of the agenda

Be it resolved, That the agenda be adopted as presented.

_____/_____(Carried/Not Carried)

5. Approval of the minutes of the previous AGM.

Be it resolved, That the minutes from the AGM in 2018 be adopted as presented.

_____/_____(Carried/Not Carried)

6. Reports

(1) Editor and Chief's report (see attachment 1)

Be it resolved, That EIC's report be adopted as presented.

_____/_____(Carried/Not Carried)

(2) Business Manager's report (see attachment 2)

Be it resolved, That the Business Manager's report be adopted as presented.

_____/_____(Carried/Not Carried)

(3) Accounts report (see attachment 3)

Be it resolved, That the Account's report be adopted as presented.

_____/_____(Carried/Not Carried)

7. Items of information

- Potential Grant
 - Local Journalism Initiative

8. Elections

- Taking Nominations for the Board of Directors
 - **Meghan Rennie - elected**
 - **Selena Boutilier**
 - **Imogen Pohl - elected**

Be it resolved, That the Nominations be adopted as the new Board of Directors.

_____/_____(Carried/Not Carried)

- Election of Chairman

Be it resolved, That the Membership elect the Chairman.

_____/_____(Carried/Not Carried)

9. Items of discussion

- None

10. Business arising

- Approvals for signing authority
 - i. Laurel and Dylan
- Approval for bank information
 - i. Dylan and Monica
- Approval for CRA account
 - i. Dylan
- Removal of previous authority

Be it resolved, That the Authorities be granted as presented.

_____/_____(Carried/Not Carried)

11. Status with Corporate Registries

- In progress

12. Status of Insurance

- Up to date

13. Special Resolution

- Proposed bylaws changes as of 2017 document attached
- The existing bylaws are rescinded and replaced with attached document 4

Be it resolved, That the bylaw changes be adopted as presented.

_____/_____(Carried/Not Carried)

14. Adjournment

Be it resolved, That this meeting of the The Meliorist Publishing society Board of Directors be adjourned.

_____/_____(Carried/Not Carried)

Document 1

Editor in Chief report

The Editor-in-Chief (Monica) is extremely pleased with the progress made by magazine staff over the past year. We have significantly expanded our reporting and editorial team and our issues have been teeming with content. We are pursuing stories that matter to students - from articles on the climate crisis, to the impact of the Supervised Consumption Site, to the ramifications of political decisions on university students, we are doing our best to cover it all. Our budget has allowed us to partake in professional development activities such as a national journalism conference, purchase much-needed equipment for the office, and hire additional staff to continue our mission of publishing high-quality content. Our freelance base has significantly grown and we are very excited to offer students the opportunity to submit work to our publication and receive compensation for it. This alone distinguishes us from many other student papers in Canada, as our remittance rate for both staff and freelancers is quite substantial for this industry. As we move forward with the next academic year, I have several goals I hope to accomplish. This includes revamping our website to be more interactive and host individual stories, offering writing workshops to students, continuing to expand our content, increasing our circulation rate, and making an impact on the university community. I am excited to continue our growth and look forward to what I can accomplish in this role. Thank you.

Document 2

Business Manager report

Hello everyone,

I have been the business manager for only a couple of months so I wish I could provide more, but sadly I am not able to. Hopefully, over the next year I am able to contribute substantially to The Meliorist. I have a lot of big plans for the future and maybe next AGM I will be able to give you all a substantial report on how amazing we are did over the next year.

Thank you all

Document 3
Accounts report

Financial Statement

The Meliorist Publication Society

For the year (01/09/2018) to (31/08/2019)

Assets	
Bank Account	\$19,097.25
Equipment	\$1,973.75
Total	\$21,071.00

Income	
Ad revenue	\$4,254.29
Fundraising	\$0.00
Student Levy	\$78,000.00
Total	\$82,254.29

Liabilities	
Accounts Payable	\$0
Loans/Credit	\$0
Total	0

Disbursements	
Payroll	\$35,310.88
Payroll Expenses	\$3,844.87
Printing	\$16,171.11
Phone/Fax	0
Bank Charges	\$36.00
Sub-contractors	\$3,750.00
Supplies	\$1,333.75
Membership fees	\$1,650.94
Equipment expenses	\$3,151.39
Education/Confrences	\$4,442.16
Insurance	\$700.00
Website	0
Misc	\$1,705.87
Endowments	\$6,200.00
Total	\$78,296.97

This Financial Statement has been reviewed and approved by:

Print Name: Dylan Gynther
 Signature: *D Gynther*
 Position: Business Manager
 Date: Oct 9, 2019

Print Name: Markham Brown
 Signature: *MBrown*
 Position: Reviewer
 Date: October 8th, 2019

Document 4

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, or fifty per cent (50%) of last year's attendance, whichever 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 immovable, 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.

Attachment 2: Editor-in-Chief's Report

Welcome everyone and thank you for taking the time to be here. It has been a challenging semester but I am proud of everybody that has contributed to the existence of the publication. We have restructured our staff positions this year, which I think has gone well. We now have an arts editor, a news/social sciences editor and a sciences editor. This ensures that we have an expert for every topic covered in the publication. Our marketing and website coordinator position is now permanent and the EIC and business manager position have remained the same.

The Meliorist has taken several measures to ensure the safety of our staff and members in the face of Covid. We no longer require staff to fill office hours and have limited access to the office. All of our content will be available online, with our MWC and BM working to make the site more reader friendly. As always, pdf copies of the magazine are also available online. As of right now we are waiting on approval from Campus Safety before we can distribute print copies on campus. It is possible that they decline our proposition, in which case we will not be able to distribute for the remainder of the school year.

One of our long term goals has been to increase our freelance base. I am pleased to report that we are succeeding. We have lowered our freelance rates slightly to ensure that we can pay and publish more freelance content. A detailed list of prices for different levels of content is also in the works so that there is never any confusion over rates. This will include remuneration rates for different length of written pieces, art pieces, photography and more.

We have several goals that we are in the midst of working on this year. One is to offer even more diverse content. One way we are doing this is by creating more columns, featuring different freelance contributors. Our RPG/Gaming column is one example of this. To get an idea of what students would like to see, we have extended our survey for an additional two week. It will close on October 20, 2020. Another goal is to feature more Indigneous content. We are still looking for an Indigneous content columnist.

I am excited to see the publication develop and expand this year.

Attachment 3: Business Manager's Report

To echo Sorcha's comments, thank you very much to everyone who made it out tonight. The fact that you were willing to make the Meliorist a priority even during these difficult times is extremely meaningful. I came on as the Business Manager mid-June, but because of Covid, that meant I came on in the middle of a few different initiatives that our previous Business Manager, Dylan Lawton, had been working very hard on and had to pause in March. Going into depth on each of those initiatives would take a very long time, but I do think it's important for all of you to know what's going on, so I will do my best to summarize things for you.

- 1) I imagine many of you are wondering about the financial state of the Meliorist with Covid in mind. As it stands, we are in a stable position, with lowered costs in printing balancing out our new costs in staffing and the potential for a lowered levy payment come the Spring semester. I have been very careful in laying out our budget for the coming year, going off of what has previously been successful and mine and Dylan's impression for the year to come. We will have to be somewhat adaptable and save wherever we can, but I feel positively about our outlook.
- 2) Firstly, Dylan and I completed the full restructuring of the bylaws which will be presented tonight. These bylaws have a lot of room left to grow, and that will be something that the Board will need to work on in the coming months. However, I feel very confident that they are a massive improvement upon the previous bylaws, which have featured only a few amendments since they were first instated in the 80s. After they are passed here tonight, hoping that they will be, I will present them to the Alberta government for review and approval.
- 3) In light of our online delivery during Covid, Alexis and I will be working with the rest of the team to restructure our website slightly in order to better feature published works.
- 4) Alexis and I are also working on getting an email newsletter off the ground and making our social media significantly more active and professional this year. I'm very pleased with our plans and excited to see how this boosts are accessibility and engagement with students at the University.
- 5) I recently found a local printer with excellent customer service, a far better price, and much better turn-around times than the University, so we're very excited about that development for the Meliorist moving forward.
- 6) In the coming year, I will be spending quite a bit of time setting up processes and accounts which will help the Meliorist to run more smoothly moving forward. This will include

establishing a Board which runs independently, increasing our advertising revenue, resolving ongoing issues with the Meliorist's access to our tax account with the Canadian Revenue Agency, investigating a Meliorist credit card so that individual staff are no longer using their personal cards to pay organizational expenses, setting up a nest egg, and more. It will not be an easy year, but I believe that building off of Dylan's exceptional work, I will be able to leave this position in an excellent spot.

Proposed Budget for 2020/2021

Category	Yearly Budget	Yearly Actual	Variance	Percent
Payroll (Wages)	\$39,400.00		\$39,400.00	0
Payroll (Expenses)	\$3,150.00		\$3,150.00	0
Printing	\$15,000		\$15,000.00	0
Bank Charges	\$36		\$36.00	0
Freelancers	\$4,000		\$4,000.00	0
Website	\$300		\$300.00	0
Supplies	\$500		\$500.00	0
Membership Fees	\$300		\$300.00	0
Equipment Expenses	\$300		\$300.00	0
Professional Development	\$4,000		\$4,000.00	0
Insurance	\$700		\$700.00	0
Repairs & Maintenance	\$200		\$200.00	0
Endowment Investment	\$0		\$0.00	0
Events	\$400		\$400.00	0
Marketing	\$800		\$800.00	0
Accounting	\$300		\$300.00	0
Software	\$1,500		\$1,500.00	0
Misc.	\$500		500.00	0
	71386			
Category	Expected Income	Actual Income	Variance	Percent
Student Levy	\$76,000.00		\$76,000.00	0
Advertising	\$1,600.00		\$1,600.00	0
	\$77,600.00			

Payroll Breakdown 2020-2021

Payroll Budget 2020-2021 Year					
Position	Wage/hour	Hours	Total/Month	Total/contract	
Editor-in-Chief	20	50	1000	9000	
Business Manager	20	50	1000	9000	
Marketing Coordinator	20	30	600	5400	
Designer	20	30	600	4800	
Science Editor	20	20	400	3200	
Arts Editor	20	20	400	3200	
H & CE Editor	20	20	400	3200	
			4400	37800	

Attachment 4: Accounts Report

The Meliorist Financial Review 2019-2020

I, Markham Brown, a fourth-year accounting student at the University of Lethbridge, will be referred to in this letter as the “reviewer”. I was asked to conduct a review of The Meliorist’s financial statements and records for the last fiscal year (September 1st to August 31st).

This review was not conducted as an official audit and does not follow any official audit guidelines. This letter serves as a report of the findings and recommendations based on analysis conducted during the review.

Table of Contents

1. Analytical Procedures – Financial Records (Pages 1-2)
2. Internal Management Controls (Page 3)
3. Financial Status (Page 3)
4. Conclusion (Page 3)

Analytical Procedures – Accounting Records

Analysis

1. The reviewer performed a bank reconciliation on the cash listed in the online bank records throughout the fiscal year to the amount of cash listed The Meliorist's accounting records throughout the fiscal year and found two discrepancies in January 2020:
 - a. Missing payment of \$428.10 (Eff. Dec 31 Cheque #799 paid January 1st) that shows on January 2020 bank statement but not in The Meliorist's accounting records.
 - b. Missing payment of \$291.35 (Eff. Jan 06 Cheque #800 paid January 6th) that is supposed to be part of the overall \$4,402.97 payment on January 6th but is not a part of the total in The Meliorist's accounting records.
 - i. The reviewer recommends placing this missing payment under the "miscellaneous expense" column to correct accounting records.
2. The reviewer then analysed the Statement of Operations (income statement) and noticed multiple errors related to the expense section. The errors are as follows:
 - a. Expenses listed under expense section but not included in the total
 - i. Cell G18: \$ 40.00 supplies expense should be changed to \$ 1302.26
 - ii. Cell G27: \$ 356.07 events expense not included in expense total

- iii. Cell G28: \$ 89.10 website expense not included in expense total
- b. Missing advertising expense section
 - i. Total should be the \$ 40.00 that was originally listed under supplies expense
- 3. No Statement of Financial Position (SFP) was included. The reviewer prepared a basic SFP using the bank statement balance of 33,470.16 as of August 31, 2020 (year-end).
- 4. The reviewer compared the last two years of Statements of Operations and did not notice any significant increases in specific expenses that would indicate potentially fraudulent activities.

Analytical Procedures – Accounting Records (continued)

Conclusion

Although there are discrepancies, the errors are immaterial¹. The reviewer is confident that the financial statements are fairly represented and free from material error.

[1: Immaterial: Errors are not large enough to affect decision making or overall financial health of The Meliorist]

Recommendations

- 1. Net income should be changed from 16,394.62 to 14,372.91
- 2. Total expenses should be changed from 64,170.21 to 66,637.09
- 3. A more detailed SFP template should be created and used for next year's financial statements.
 - a. Detailed sections and values of equipment owned are examples of what should be added
- 4. A Statement of Cash Flows should be considered as an addition to the financial statements to help prevent cash shortages which are catastrophic to any organization

Internal Management Controls

Analysis

1. Due to Covid-19, physical controls such as where accounting records are kept and who has access to cash are very strong.
2. Currently there are no bank reconciliations being performed. This control prevents misallocation of funds and keeps accounting records accurate.

Recommendations

1. Monthly bank reconciliations

Conclusion

Physical controls are strong, but accuracy controls are not. Bank reconciliations should be implemented.

The Meliorist's Financial Status

Analysis

The Meliorist has a healthy cash flow, no liabilities, and a healthy equity balance for the 2019-2020 fiscal year. Financial health of the organization has increased significantly since last year, but needs to continue this trend in order to stay in this position.

Recommendations

Keep expenses down, and if that is not possible then pursue grant and fundraising income to make up the difference.

Conclusion:

The Meliorist's financial status is healthy overall.

Conclusion

The Meliorist is financially healthy, and its financial statements and accounting records are fairly represented and free from material error.

Attached is an updated version of the financial statements to 100% accuracy.

X 

Markham Brown

Revenue Statement

Fiscal Year end August 31, 2020

	Current Year
Operating revenue and gains	
Levy	\$ 80,600
Advertisement	\$ 410
Grants	
Contributions	
Total	\$ 81,010

Operating expenses and losses

Payroll (Wages)	\$ 35,465.94
Payroll (Expenses)	\$ 4,143.54
Printing	\$ 15,794.68
Bank Charges	\$ 36
Sub-Contractors	\$ 4,280.59
Supplies	\$ 40
Membership Fees	\$ 484.36
Equipment Expense	\$ 171.66
Professional Development	\$ 3,046.62
Insurance	\$ 700
Maintenance	\$ -
Endowment	\$ -
Marketing	\$ -
Misc.	\$ 6.82
Events	\$ 356.07
Website	\$ 89.10
Total	\$ 64,170.21

Excess of Revenue over expenditure \$ 16,839.79

Statement of Financial Position

As of August 31, 2020

Assets	\$ 33,470.16
Liabilities	\$ -
Equity	\$ 33,470.16

Business Manager

Name Jamie "Mikey" LewisSignature *Jamie Lewis*Date October 9, 2020

Financial Reviewer

Name Markham BrownSignature *MBrown*Date ~~October 16th, 2020~~ October 9, 2020

Markham Brown, the financial reviewer, is a fourth year accounting student at the University of Lethbridge. The financial reviewer approves these financial statements for The Meliorist's 2019/2020 fiscal year.

Attachment 5: Newly Structured Bylaws

THE MELIORIST PUBLISHING SOCIETY
(the “Society”)

Section 1 - General**1.01: Definitions**

In this bylaw and all other bylaws of the Society, unless the context otherwise requires that:

- a. “Annual General Meeting” means the mandatory annual gathering of all available Society Members, Staff, and Directors to review annual financial and publication reports and to elect the Board of Directors and executive Officers therein, which is to be held no later than October 31st of each Semester Year;
- b. “Board” means the Board of Directors of the Society and “Director” means a member of the Board;
- c. “Board Meeting” means a meeting of the Board of Directors which is organized for the purpose of transacting all business and which meets a quorum of at least four Directors;
- d. “Bylaws” means all bylaws of the Society as amended and which are, from time to time, in force and effect;
- e. “Graduate Student” means any individual registered in one or more courses per semester or session at the University of Lethbridge with the intention of receiving a graduate degree once they have successfully completed their program requirements;
- f. “Graduate Students’ Association” means the group of individuals elected by and from the graduate student body who have the authority to act as the legislative, administrative, and executive body of the Students, as per the Graduate Students’ Association’s mandate;

- g. “Honorary Member” means a member who dedicated significant service to the Society who is honoured by being given membership status regardless of other criteria;
- h. “Officer” means those Directors who have been appointed or elected by the Membership to fill an executive role;
- i. “Publication” means the content, either digital or physical, which is published by the Society;
- j. “Quorum” means the minimal number of participants needed in order to transact any business at any Meeting, either General or Special, which shall consist of either one percent (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;
- k. “Semester Year” means the period from registration for the Fall Semester to the last day of classes in the Spring Semester, inclusive, as defined by the University of Lethbridge Academic Calendar;
- l. “Societies Act” means the Societies Act of the Province of Alberta, R. S. A. 2000, c. S-14, as amended from time to time;
- m. “Special Resolution” means
 - i. a resolution passed
 - 1. at a general meeting or a special meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given, and
 - 2. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy;
 - ii. a resolution proposed and passed as a Special Resolution at a general meeting or a special meeting of which less than twenty-one (21) days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
 - iii. a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy;

- n. “Staff” means those Members of the Society as assigned by the Board, Editor-in-Chief, and Business Manager;
- o. “Students’ Union” means the group of individuals elected by and from the undergraduate student body who have the authority to act as the legislative, administrative, and executive body of the Students, as per the University of Lethbridge Students’ Union Constitution;
- p. “Summer Sessions” mean the period between May and August during which Summer Sessions are offered by the University of Lethbridge, as defined by the University of Lethbridge Academic Calendar;
- q. “Undergraduate Student” means any individual registered in one or more courses per semester or session at the University of Lethbridge with the intention of receiving an undergraduate degree once they have successfully completed their program requirements;
- r. “The University” refers to the University of Lethbridge, which is the educational institution with which the Society is associated.

1.02: Society Seal

The Society Seal will be used to indicate the Board of Directors’ approval of important or critical documents. The Secretary shall be the custodian of the Society Seal and shall also be the Officer who is entrusted with using the Seal to officiate documents.

1.03: Execution of Documents

One (1) Staff member and one (1) Director delegated annually by the Board shall have the power and authority to act on behalf of the Society to sign all deeds, transfers, licenses, contracts, engagements, and any other instrument in the ordinary course of the affairs of the Society. In addition, the Board may from time to time elect another individual to execute relevant documents. Any signing Officer may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

Section 2 - Membership

2.01: Membership Conditions

There shall be two classes of Members in the Society, namely, General Members and Active Members. The following conditions of membership shall apply:

General Members

- a. General Membership shall be available to all individuals who are registered as current Students of the University of Lethbridge and who pay the Society fees.
- b. General Membership shall automatically cease on the final day of the final Semester Year or Summer Session which the General Member attends at the University of Lethbridge prior to graduating or ceasing to attend the University for any other reason.
- c. General Members are entitled to receive notice of and attend both the Annual General Meeting and the meetings of the Board if they so choose, but General Members will not be entitled to vote at such meetings.
- d. General Members shall be granted the following rights:
 - i. the right to submit works for review and potential publication in the Publication;
 - ii. the right to receive financial compensation for works submitted and published;
 - iii. the right to attend events run by the Society at no additional cost;
 - iv. the right to sign up for Active Membership and all the rights and responsibilities included therein.

Active Members

- a. Active Membership shall be available to those General Members who wish to contribute to the Society's decision-making processes through voting at the Annual General Meeting or Special Meetings, or being elected to the Board. Active Members will receive their membership number and registration documentation from the Business Manager.
- b. Active Membership shall be required to be renewed at the beginning of each Semester Year through written confirmation, whether virtual or analogue, that the Member would like to maintain their Active status.

- c. Active Membership shall automatically cease on the final day of the final Semester Year or Summer Session which the General Member attends at the University of Lethbridge prior to graduating or ceasing to attend the University for any other reason.
- d. Active Members shall be granted the following rights:
 - i. the right to submit works for review and potential publication in the Publication;
 - ii. the right to receive financial compensation for works submitted and published;
 - iii. the right to attend events run by the Society at no additional cost;
 - iv. the right to vote at the Annual General Meeting and any other special meetings called;
 - v. the right to run for election to sit on the Board.
- e. Active Members shall be expected to fulfill the following responsibilities:
 - i. to attend the Annual General Meeting;
 - ii. to provide feedback on any events they attend or services they receive;
 - iii. to volunteer at the Society's events as they are able.

2.02: Termination of Membership

A Membership in the Corporation is terminated when:

- a. the Member dies;
- b. a Member fails to maintain the Conditions outlined in Section 2.01 of these bylaws;
- c. a Member resigns by delivering written notice to the Business Manager in which case such resignation shall be effective on the date specified in the written notice;
- d. the Member is expelled in accordance with section 2.03 below or is otherwise terminated in accordance with articles or bylaws;
- e. the Member's term of membership expires; or
- f. the Society is liquidated or dissolved under the Act.

2.03: Discipline of Members

After a Member has been given a two week notification of their impending expulsion and the opportunity to be heard by the Board at a meeting called for this purpose, the Board shall have the authority to suspend or expel any Member from the Society for any one or more of the following grounds:

- a. violating any provision of the articles, bylaws, or written policies of the Society;
- b. carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of Society.

2.04: Notice of Meeting

- a. Annual General Meeting

All Active Members will be given a minimum of twenty-one (21) days of the Annual General Meeting. This will be done through email, physical advertisements, social media posts, in-Publication statements, and through any other applicable means.

- b. Board Meetings

All Members, both Active and General, will be given a minimum of one (1) week's notice about upcoming Board meetings. This notice will be granted through email, social media posts, in-Publication statements, and on the Board section of the website.

2.05: Society Fees

All Membership necessitates full payment of the Society Fees which are automatically added to each Undergraduate and Graduate Students' tuition every Fall and Spring semester in partnership with the University, the Students' Union, and the Graduate Students' Association. The Society Fees total \$5.00 per semester for full-time Students and \$2.50 per semester for part-time Students. All Students attending the Calgary campus are exempt.

Section 3 - Board of Directors

3.01: Roles, Responsibilities, and Conditions

- a. The affairs of the Society shall be managed by the Board, who may administer the affairs of the Society in all things.
- b. Each Director shall hold office from the date of their election or appointment until the date of the next Annual General Meeting.
- c. All Directors shall be a Member of the Society from the time of their election or appointment until the conclusion of their term on the Board.
- d. No Directors shall receive any payment for their position on this Board, with the exception of the Staff representatives, who may claim their time in Board meetings as part of their monthly employable hours.
- e. No Directors shall hold office for longer than three (3) total years as Director-at-large and two (2) total years as Officer, for a maximum of five (5) years.
- f. The **President** is the Officer who shall preside over all Board Meetings and the Annual General Meeting and oversee the general operations of the Board, ensuring that it upholds all requirements outlined in these Bylaws and operates in the best interest of the Society. The President shall also oversee the Governance Committee (3.02a).
- g. The **Treasurer** is the Officer who shall work alongside the Staff to ensure that the finances of the Society are in order, as outlined in Section 4 of these Bylaws, along with carrying out any and all other duties and powers as the Board may specify through Vote. The Treasurer shall also oversee the Finance Committee (3.02b).
- h. The **Secretary** is the Officer who shall attend and be the Secretary of all Board Meetings, Members, and Committees of the Board. The Secretary shall:
 1. record, or cause to be recorded, the minutes of all of the proceedings at such meetings;
 2. give, or cause to be given, as and when instructed, notices to Members, Directors, and Committee Members;
 3. be the custodian of the Society Seal, and
 4. oversee the Human Resources Committee (3.02c).

- i. All other **Directors** must work with the President to ensure the successful scheduling of monthly Board Meetings and attend all such meetings as they are able. They will also be required to sit on at least one of the three Board committees, as outlined in 3.02.

3.02: Committees

- a. The **Governance Committee** shall discuss and evaluate general operations, organize Board Meetings and the Annual General Meeting, bring relevant topics of discussion for arising business, and conduct any other activities which the President or the rest of the Board may assign from time to time.
- b. The **Finance Committee** shall discuss and evaluate all fiscal issues which the Treasurer or the rest of the Board assign from time to time.
- c. The **Human Resources Committee** shall discuss and evaluate all operations which pertain directly to the structure of the Board, Staff, grievances, and related policies, alongside all other activities which the Secretary or the rest of the Board may assign from time to time.

3.03: Structure

- a. The Board shall consist of the following:
 - i. one (1) ex-officio Director appointed from the Graduate Students' Association Council;
 - ii. one (1) ex-officio Director appointed from the University of Lethbridge Students' Union Student Council;
 - iii. one (1) ex-officio Director appointed from the General Faculties Council of the University;
 - iv. two (2) ex-officio Directors appointed from University levy groups;
 - v. four (4) current Students, whether Undergraduate or Graduate, who are Active Members to serve as general Student Representative Directors;

- vi. one (1) self-identified Indigenous Student to serve as Indigenous Student Representative Director;

3.04: Elections or Appointments

- a. All Active 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.
- b. Active Members, and members of the bodies from which ex-officio Directors are to be drawn (as outlined in section 3.03), can nominate themselves in two ways:
 - i. by submitting a Board Nomination Form, which must be supplied to Active Members through the Board section of the Society's website, to the President of the Board at least one (1) week prior to the Annual General Meeting
 - ii. by nominating themselves at the Annual General Meeting when nominations for the Board are taken from the floor.
- c. Nominees for the Board must clearly identify which of the Directorial roles they are nominating themselves for.
- d. All nominees for the Board must be given and take the opportunity to speak to the Membership about their interest in becoming a Director and to answer any questions which the Members, outgoing Directors, or Staff may have.
- e. Active Members in attendance at the Annual General Meeting must approve or reject the election of each nominee for the Board in a manner which the **Secretary** shall outline at the beginning of the Annual General Meeting.
- f. All votes must be counted by a third party selected from the Active Membership present at the Annual General Meeting who is willing to forfeit their vote in order to conduct this duty, with the exception of a tie, in which case their vote shall be used to break the tie.
- g. The Board must elect a **President**, **Treasurer**, and **Secretary** from their midst at their first meeting of the Board following the Annual General Meeting, whose duties are outlined in 3.01(f), 3.01(g), and 3.01(h) respectively.
- h. If any Director shall resign from their position, or be removed for any of the reasons outlined in Section 3.04, the Board shall declare that Director's position vacant.

- i. Should any ex-officio Directorial positions become vacant during the Semester Year, the body from whom the ex-officio Director was nominated is responsible for setting forth a replacement member. In the case of the University levy groups, this replacement may come from any of the currently active levy groups, at their collective discretion.
- j. Should the position of Indigenous Student Representative Director or any of the positions for Student Representative Directors become vacant during the Semester Year or Summer Sessions, the position shall be filled in the interim by any Active Member of the Society in good standing who is offered and accepts the position from the Board. The term of any such interim position will be determined by the Board, or shall expire on the date of the next Annual General Meeting. Should a suitable replacement not be found, the position will remain vacant until the following Annual General Meeting.

3.05: Removal of Directors

- a. If a Director or Officer misses 3 meetings without just reason, they will be given a warning of their offense. If they miss a total of 5 meetings without just reason, that Director or Officer will be removed from their position at the Board's discretion.
- b. Following the successful completion of the steps outlined in Section 8 of these Bylaws, Active Members of the Society may vote to remove any one or more of the Directors before the expiration of their term in office through Special Resolution. The Resolution must be passed at a Meeting of the Society which gave appropriate notice specifying the intention to pass this resolution, as outlined in Section 1.01(m).

3.06: Conflicts of Interest

- c. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter.
- d. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors have determined that it is in the best interest of the Society to do so.
- e. The minutes of the Board Meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

3.07: Board Meetings

- a. For the purpose of transacting all business, a meeting of the Board requires a quorum of four Directors.
 - b. The Board must meet no less than one (1) time per month during the Semester Year and may elect to meet during the Summer Sessions at their discretion.
 - c. The Board may hold its meetings in such a place or places within the Province of Alberta as it may determine from time to time.
 - d. The Board must receive at least seven days written notice for all meetings of the Board unless at any such meeting all Directors are present and consent to the meeting being held.
 - e. Meetings of the Board must be held at least once a Semester during the Semester Year, or on the written direction of two or more Directors.
 - f. A Director who is unable to attend a Board Meeting in person may attend through telecommunications and count as a member present.
-

Section 4 - Financial Management

4.01: Fiscal Year End

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

4.02: Banking Arrangements

- a. All securities held by and in the name of the Society shall be deposited for safekeeping with the Society's bankers. The banking business of the Society shall be transacted at such bank, trust, company, or other firm or corporation carrying on a banking business in Canada as the Board may designate, appoint, or authorize from time to time by resolution.

- b. The banking business or any part of it shall be transacted by the Business Manager and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

4.03: Access to Financial Information

- a. The Board shall have access to all financial records of the Society upon written request to the Business Manager by the Board.
- b. Financial information requested under the provisions of 4.03(a) shall be supplied to the Board within three (3) days of the Business Manager's receipt of the Board's request; if the records are unavailable, the Business Manager will provide a written reply setting out why they are unavailable and what actions are being taken to produce them by a specific date which shall not be later than twenty days from the receipt of the original request of the Board.

4.04: Expenditures

- a. The Business Manager and/or other persons which the Board may by resolution from time to time designate, direct, or authorize shall have the power and authority to act on behalf of the Society to sign all cheques, bills of exchange, and other orders for the payment of money, notes, and other evidence of indebtedness issued in the name of the Society.
- b. 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 excess of \$200.00 must be presented to the Board by the Business Manager prior to making the expenditure. Upon presentation of the request for expenditure approval, the Board may, at their discretion, approve, revise, or deny the expenditure.

4.05: Borrowing

- a. The Board may from time to time direct and approve the
 - i. borrowing of money on the credit of the Society;
 - ii. issuing, selling, or pledging of securities of the Society;

- iii. the charging, mortgaging, hypothecating, or pledging of all or any of the real 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.

4.06: Auditing

- a. The books, accounts, and records of the Business Manager shall be audited at least once each year by a duly qualified accountant, accounting student at the University, or by two Active Members of the Society elected for that purpose by the Board.
- b. The Auditor must present a full financial statement at the Annual General Meeting and at any other meeting for which the Board requests a full audited financial report to be presented.
- c. No Director, Staff member, or any person who is a partner of or in the employment of any of the aforesaid shall be capable of being appointed Auditor of the Society.
- d. The Auditor shall maintain the following rights and duties during their appointed time in office:
 - i. Auditors shall make a report to the Members and the 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. This report shall include all relevant information extending back to the date of the last audit of the Society's books, accounts, and vouchers, or in the case that no audit has been made, to the date on which the Society was incorporated. The report shall state:
 - 1. whether or not they have obtained all the information and explanations they have required;
 - 2. 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 at the date of the balance sheet;
 - 3. whether, in their opinion, the result of the Society's operations for the year ended on that date according to the best of their knowledge based on the information and explanations given to them and shown by the Society's

accounting books.

- ii. 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 their duties as Auditor.
- iii. Auditors shall be entitled to attend any meeting of the Members of the Society at which any of the accounts which 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.

4.07: Books of Account

- a. The books of account shall be kept at such place in Alberta as the Board deems fit, and shall at all times be open to inspection by the Board.
- b. The Treasurer shall ensure that all necessary books and records of the Society, including the books accounts, required by these Bylaws or by any applicable statute, law, or Society policy, are regularly and properly kept.
- c. The Board shall from time to time determine whether and to what extent, 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 Active Members who are not Directors.
- d. No Member, not being a Director, shall have any right to inspect any account, book, or document of the Society except as conferred by law or authorised by the Board or by Special Resolution of the Society.

Section 5 - Staff

Staff structure, organization, and positions shall be determined by the Editor-in-Chief, Business Manager, and the Board. All members of the Students' Council shall be ineligible to be hired as the Editor-in-Chief, Business Manager, or any other Staff position which receives wages.

5.01: Business Manager

- a. The 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.
- b. The Staff shall, prior to nominating a Business Manager, advertise the position as the Board may deem advisable, and shall set a deadline for the receipt of such applications.
- c. The term of office for the Business Manager shall be one year from the time the new Business Manager takes office. He/she/they will be eligible to apply for re-appointment at the end of each one year term, but shall not be eligible for re-appointment after serving five consecutive terms.
- d. The Business Manager shall receive a monthly remuneration as determined by the Board and the previous Business Manager. This remuneration will be reviewed annually or upon the recommendation of the majority of the Staff during a Staff meeting.
- e. The job description for the Business Manager shall be reviewed and amended or approved annually by the Board. At the bare minimum, the Business Manager shall be responsible for:
 - i. preparing an annual budget, financial statement, and balance sheet for the Society;
 - ii. establishing and maintaining accurate financial and payroll records;
 - iii. supplying the records necessary for conducting a complete financial audit at the end of the fiscal year of the Society;
 - iv. working alongside the Treasurer to ensure that all provincial and federal taxes are completed annually and that the Society's financial wellbeing is maintained;
 - v. providing the incoming Business Manager, if the current one is leaving, with a detailed guidebook and information on how to proceed;
 - vi. submitting a monthly report to the Board.

5.02: Editor-in-Chief

- a. The 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.

- b. The Staff shall, prior to nominating an Editor-in-Chief, advertise the position as the Board may deem advisable, and shall set a deadline for the receipt of such applications.
- c. The term of office for the Editor-in-Chief shall be one year from the time the new Editor-in-Chief takes office. He/she/they will be eligible to apply for re-appointment at the end of each one year term, but shall not be eligible for re-appointment after serving five consecutive terms.
- d. The Editor-in-Chief shall receive a monthly remuneration as determined by the Board and the Business Manager. This remuneration will be reviewed annually or upon the recommendation of the majority of the Staff during a Staff meeting.
- e. The job description for the Editor-in-Chief shall be reviewed and amended or approved annually by the Board. At the bare minimum, the Editor-in-Chief shall be responsible for:
 - i. finalizing the theme and general plan for each issue of the Publication, with due input from the Staff at regular meetings;
 - ii. ensuring regular Staff meetings are held and that the minutes of the meetings are properly kept and made available to the members of the Society within 48 hours;
 - iii. managing all editors and contributors for the Publication and their communication with one another;
 - iv. functioning as the final copy-editor for the Publication;
 - v. reporting all freelance contributions to the Business Manager;
 - vi. functioning as primary first contact for the Society;
 - vii. ensuring the consistent and timely release of the Publication to the Society's standards;
 - viii. submitting a monthly report to the Board.

5.03: Dismissal

- a. The Board shall have the right to dismiss any Staff member, including the Business Manager and the Editor-in-Chief, if the Board determines that the Staff member has been found to be incompetent, inefficient, or negligent in completing their duties as outlined in the employment contract signed at the beginning of the employee's term.
- b. The Board shall have the right to dismiss any Staff member upon recommendation of the Staff when such recommendation has been made through a two-thirds vote of the Staff at a Staff meeting.

Section 6 - Grievances

- a. All grievances on any matter concerning the operations of the Society, the Publication, or any liability which might flow from the Society or Publication may be submitted to any two (2) current Staff members.
- b. Any two (2) current Staff members who have received a grievance shall be required to bring that grievance before the Staff at the next Staff meeting or at a duly called meeting, whichever can be attended or called within no more than one (1) week from the initial submission of the grievance. The Staff must then discuss the grievance and determine a plan of action.
- c. If a resolution cannot be found to the grievance between the complainant and the Staff, it shall be forwarded to the Board, who shall make their own determination on the matter.
- d. All determinations from the Board shall be subject to appeal through the Canadian University Press Investigation Commission as per the bylaws of the Canadian University Press.

Section 7 - Effective Date and Amendments

7.01: Amendments

In the future, following the Effective Date indicated in 7.02, these Bylaws shall only be changed by a Special Resolution of the Active Members.

7.02: Effective Date

Subject to matters requiring a special resolution, these Bylaws shall be effective when made by the Board.

CERTIFIED to be the Bylaws of the Society, as enacted by the Directors of the Society by resolution on the ____ day of _____, 20__ and confirmed by the eligible voting Members of the Society by Special Resolution on the ____ day of _____, 20__.

Dated as of the ____ day of _____, 20__.

[Indicate name of director/officer]

Attachment 6: New Board Structure

3.01: Structure

- a. The Board of Directors shall consist of the following:
 - i. one (1) ex-officio Director appointed from the Graduate Students' Association Council;
 - ii. one (1) ex-officio Director appointed from the University of Lethbridge Students' Union Student Council;
 - iii. one (1) ex-officio Director appointed from the General Faculties Council of the University;
 - iv. two (2) ex-officio Directors appointed from University levy groups;
 - v. four (4) current Students, whether Undergraduate or Graduate, to serve as general Student Representative Directors;
 - vi. one (1) self-identified Indigenous Student to serve as Indigenous Student Representative Director;

3.02: Roles, Responsibilities, and Conditions

- a. Roles and Responsibilities
 - i. President
 1. Governance Committee

- ii. Treasurer
 - 1. Finance Committee
- iii. Secretary
 - 1. Human Resources Committee
- iv. Director-at-large
 - 1. Have to sit on at least one committee