

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 the Annual General Meeting, General Meetings, Special Meetings, 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 General or Special Meetings called;
 - 1. Such votes must be made in direct attendance, whether the meeting is held online or in-person, via show of hand counted by the Secretary, and not made by proxy or otherwise.
 - 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.

- c. General Meetings

General Meetings may be called at any time by the Secretary of the Board upon instructions of the President or Board. All Members, both Active and General, will be given a minimum of one (1) week's notice about upcoming General Meetings. This notice will be granted through email, social media posts, in-Publication statements, and on the Board section of the website.

d. Special Meetings

Special Meetings may be called by the President or Secretary upon receipt of a petition signed by one-third of the Active Members in good standing, setting forth the reasons for calling such a meeting. This call will be granted to all Members, both Active and General, a minimum of one (1) week prior to the Special Meeting. 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 or Officers 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, the Board will raise a motion which, if voted for by the majority, will give the Director or Officer in question a notice of their offense. Should they miss a total of 5 meetings without just reason, the Board will raise a motion which, if voted for by the majority, will remove the Director or Officer from the Board.
- b. Active Members of the Society may vote to remove any one or more of the Directors or Officers before the expiration of their term in office through a Special Resolution. The Resolution must be passed by majority vote at a Meeting of the Society which has given proper notice specifying the intention to pass this resolution, as outlined in Section 1.01(m). Active Members must present clear reasoning for their proposed removal of a Director or Officer when they bring forth their motion. Reasoning may include, but will not be limited to, concerns around the completion of duties outlined for the Board in Section 3.01, respectful conduct, and extended absence.

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.
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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. For the purpose of carrying out its objectives, the Society may borrow or raise or secure money in whatever manner it thinks appropriate. This power may only be exercised under the authority of the Society with the sanction of a Special Resolution voted upon by Active Members.

4.06: Auditing

- a. The books, accounts, and records of the Society must be audited at least once a 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.
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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.
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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.
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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 13th day of October, 2020 and confirmed by the eligible voting Members of the Society by Special Resolution on the 13th day of October, 2020.

Dated as of the 13th day of October, 2020.

Certified by:

Aleah Bastien
Aleah Bastien, President (2020-2021)