

**GENERAL BY-LAW**

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## **GENERAL BY-LAW**

### **BY-LAW NO. 1**

A By-law relating generally to the conduct of the affairs of

#### **REFLECTOR PUBLICATIONS SOCIETY OF CALGARY**

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of

#### **REFLECTOR PUBLICATIONS SOCIETY OF CALGARY**

(hereinafter called the "Society") as follows:

### **DIVISION ONE**

#### **NAME**

1.1 The name of the Society is and shall be "Reflector Publications Society of Calgary."

### **DIVISION TWO**

#### **INTERPRETATION**

2.1 In this By-law and all other By-laws of the Society, unless the context otherwise specifies or requires:

- (a) "Act" means the Societies Act of Alberta, as from time to time amended and every statute that may be substituted in its place and, in the case of each substitution, any references in the By-laws of the Society to the provisions of the Act shall be read as references to the substituted provisions in their place in the new statute or statutes;
- (b) "Annual Meeting" or "Annual General Meeting" means the annual meeting of the Society contemplated and referred to in Division 10 hereof;
- (c) "Appoint" includes "elect" and vice versa, unless the context requires otherwise;
- (d) "Articles" means the Articles of Incorporation or the Articles of Continuance of the Society, as the case may be, as from time to time amended, supplemented or restated;
- (e) "Board" or "Publications Board" means the Board of Directors of the Society responsible for the management of the Society and shall include the Managing Editor of the Society PROVIDED HOWEVER, that the Managing Editor shall not be a voting

- Director;
- (f) "Board Manual" means the original and sufficient duplicate copies for each sitting Board Member of a hard copy binder or digital format of such documents as the Board may resolve and direct the Secretary of the Society to keep and shall at a minimum include the Society By-laws, Policy and Procedures Guide, Code of Ethics, the Act, financial statements audited in accordance with the Bylaws or the Act for the preceding five (5) years, and all current budgets.
  - (g) "By-laws" means this By-law and all other By-laws of the Society;
  - (h) "Director" means a member of the Board, but does not include the Managing Editor;
  - (i) "Employee" means a person retained by the Society as a permanent worker remunerated on a wage or salary basis, but does not include individuals who receive or are eligible to receive an Honourarium;
  - (j) "Managing Editor" means an Employee of the Society and who shall occupy the Offices of and act as Secretary and Treasurer of the Society. The Managing Editor shall be an Honourary Member of the Society, but shall not be entitled to vote at any meeting of the Publication Board or the Society;
  - (k) "Meeting " includes an annual or other general or special general meeting of the members and shall include any special meeting of members;
  - (l) "Member" means a person who, pursuant to these By-laws, has complied with the pre-requisites of membership in the Society and shall include the Publishing Editor, Section Editors, Directors, Staff, Volunteer Contributors or such other individuals as the Board may from time to time determine, but does not include the Managing Editor who shall be an Honourary Member of the Society;
  - (m) "Membership" shall mean all Members of the Society as defined herein;
  - (n) "Mount Royal University", "University", "the University" or "MRU" means the chartered university and its campus property municipally described as 4825 Mount Royal Gate S.W., Calgary, Alberta, and presently consisting of Wyckham House and the Students' Centre, or such other property as the University may determine from time to time;
  - (o) "Objects" means the Objects of the Society pursuant to which the Society was Incorporated, or as may be amended from time to time in accordance with the Act and herewith;
  - (p) "Ordinary Resolution" means a resolution passed at an Annual or other General or Special General Meeting or a Special Meeting of the Membership or at any meeting of the Directors which may be approved by simple majority vote, either in person or by proxy;
  - (q) "Publishing Editor" means the Member of the Society elected in accordance with Article 7.1 who shall hold the Office of President of the Society;

- (r) "Regulations" means the Regulations under the *Act* as published or as from time to time amended and every regulation that may be substituted in their place and, in the case of such substitution, any references in the By-laws of the Society to provisions of the Regulations shall be read as references to the substituted provisions in their place in the new regulations;
- (s) "SAMRU" means the Students' Association of Mount Royal University;
- (t) "Section Editors" means those Members elected in accordance with Article 7.01 to editorial positions other than Publishing Editor;
- (u) "Semester" means each set of 16 weeks comprising the school term as determined and set by the University but shall not include the period of May 1 to and including August 31 ("Spring and/or Summer Semester"), whether set as a semester by the University or not;
- (v) "Society" means the Reflector Publications Society;
- (w) "Special Resolution" means a resolution passed by the Members at the Annual General Meeting or at a Special General Meeting of the Membership which is approved by the vote of not less than 75% of those Members entitled to vote who vote either in person or by proxy or at any meeting of the Directors which may be approved by simple majority vote;
- (x) "Staff" means the Publishing Editor, the Section Editors, and Volunteer Contributors.
- (y) "Student" means an individual who is registered in one (1) or more half-course equivalents at the University during the current Semester;
- (z) "Volunteer Contributor" means that Member of the Society who has contributed efforts to no fewer than one half (1/2) of the total number of issues published in the previous Semester and contributed efforts to no fewer than one (1) of the four (4) most recent issues published; OR have contributed efforts to no fewer than two (2) of the last three (3) issues published. The Volunteer Contributor on the Board must be appointed each year in accordance with Section 4.02;

Save as aforesaid, all terms which are contained in the By-laws of the Society and which are defined in the Act or Regulations shall have the meanings given to such terms in the Act or Regulations. Words importing the singular number include the plural and vice versa; the masculine shall include the feminine; and the word "person" shall include an individual, partnership, association, body corporate, Society, company, syndicate, trustee, executor, administrator, legal representative, and any number or aggregate of persons.

### **DIVISION THREE**

## **MEMBERSHIP**

- 3.01 **Membership:** Members of the Society shall include the Publishing Editor, Section Editors, Directors, and Staff or such other individuals as the Board may from time to time determine, but does not include the Managing Editor.
- 3.02 **Application for Membership:** Subject to Paragraph 4.07 below, any Student may apply in writing on an annual basis in such form as may be approved and/or amended by the Board of Directors from time to time for Membership in the Society. Upon acceptance of such application and upon proof of compliance with the requirements of Staff as defined herein, such Student shall be admitted to Membership.
- 3.03 **Pre-requisites of Membership:** Each prospective Member shall agree at the time of application, or shall be deemed to have agreed at the time at which membership is offered by the Society and accepted by the Member to observe and abide by the Objects and Bylaws of the Society and to pay such Membership Fee as may be levied as provided herein.
- 3.04 **Privileges of Membership:** Members shall be entitled to the following rights and privileges:
- a) to attend all Annual and Special General Meetings of the Society and to have standing at such meetings;
  - b) to vote at all Annual and Special Meetings of the Society unless restricted from so doing by these By-laws;
  - c) such further and other privileges as may be from time to time extended by Resolution of the Board.
- 3.05 **Suspension of Membership:** The Publishing Editor may, by Notice in writing delivered in accordance with the provisions herein and Division 11 to a Member, suspend such Membership for a period not exceeding 30 days or to the next scheduled Meeting of the Board, whichever is shorter, in the following circumstances:
- a) failure to observe and abide by the Objects and Bylaws of the Society;
  - b) if the Member's conduct brings discredit upon the Society, or brings or is likely to bring the Society into disrepute;
- 3.06
- a) Unless the Member withdraws his/her Membership in accordance with Article 3.08 herein,
    - i) the Board shall on the first meeting following issuance of a suspension in accordance with Article 3.05, consider the circumstances of such suspension, including the recommendations of the Publishing Editor, if any, and

ii) ratify the determination of the Publishing Editor and confirm the suspension for such time or additional time as the Board determines appropriate, and impose terms and conditions for reinstatement following the suspension; or

iii) cancel the suspension and re-instate the Member to Membership on such terms and conditions as the Board deems appropriate; or

iv) revoke the Member's membership in the Society.

b) Where the Board confirms the suspension for such time or additional time as the Board determines appropriate, and imposes terms and conditions or reinstatement following the suspension, or where the Board revokes the Member's membership in the Society, then the Member may request in writing within 5 days of being notified of the decision of the Board, and upon such request being received, the Board shall call a Special Meeting of the Society in accordance with the provisions herein to vote on a Special Resolution to either ratify or revoke the determination of the Board.

c) In advance of the vote(s) contemplated herein, the Member shall have the right to be heard either personally or through counsel.

3.07 A Member whose membership in the Society has been suspended or revoked shall, during the currency of any such suspension and forthwith after revocation, cease to be a Member of the Society.

### 3.08 **Withdrawal of Membership:**

a) Any Member may withdraw his/her membership upon Notice in writing delivered to the Publishing Editor or the Managing Editor of the Society.

b) A Member upon whom a Notice of Suspension is served pursuant to Article 3.05 herein, may withdraw his/her Membership prior to the hearing of the Board upon serving a Notice of Withdrawal on the Publishing Editor or the Managing Editor. In the event that a Notice is served, then at such Board Meeting the Withdrawal shall be ratified and accepted.

c) Any withdrawal of Membership shall, in the case of Article 3.08 (a), be effective 14 days following delivery of the Notice, and, in the case of Article 3.08 (b) 14 days following delivery of the Notice or following ratification and acceptance by the Board, whichever is sooner.

### 3.09 **FEES**

a) The Publications Board shall by special resolution in October of each year determine the annual membership fee ("Membership Fee") in accordance with the terms of the University Fee Transfer Agreement, which

Membership Fee shall be ratified by the University Students' Association as provided for by the Fee Transfer Agreement or its successor.

- b) Where there is no Fee Transfer Agreement with the University, the Publications Board shall by special resolution in October of each year determine the Membership Fee, if any.
- c) If a student withdraws from his or her program at Mount Royal University before the official university drop/add date, the Membership Fee will be automatically refunded in full. There will be no refunding of the Membership Fee beyond this drop/add date, except in extreme circumstances, as determined by the Publications Board.

## **DIVISION FOUR**

### **DIRECTORS**

4.01 The business and affairs of the Society shall be vested in the Board of Directors.

4.02 **Composition and Number:** The Board shall consist of the following Directors:

- a. the Publishing Editor of The Society, who shall act as President;
- b. one Section Editor of The Reflector, elected in accordance with Division 7, below
- c. one Volunteer Contributor of The Reflector, appointed by the Publishing and Managing Editors of The Society;
- d. the External Vice President of the Students' Association of Mount Royal University, elected to the position of Vice-President in accordance with the Bylaws of SAMRU;
- e. Two (2) directors appointed by the Members at the Annual General Meeting from the student-at-large population of the University, such positions having been solicited by the Society through advertisement placed in the Reflector publication for at least two (2) consecutive issues prior to the Annual General Meeting, PROVIDED HOWEVER that such candidates shall not be involved in the operation or production of the Reflector newspaper, nor shall they be members of Staff, the SAMRU Students' Council, the General Faculties Council, or hold any other elected or appointed position or employment within MRU or outside of MRU that can or could influence decisions or policy affecting the operation of the Reflector;
- f. one community member, recommended by the Publishing and Managing Editors and ratified by a 2/3 majority vote of the Publications Board of the

society, who shall be an Honourary Member and serve as Chairperson;  
and

- g. the Managing Editor of the Society who shall also hold the Offices of Secretary and Treasurer of the Society. The Managing Editor of the *Reflector* shall be an *ex officio* member of the Board but shall not have any voting rights.

4.03 **Election and Term:** The election or appointment of directors shall take place at each annual meeting of the Society and all the directors then in office, unless elected for a longer period of time, shall retire but, if qualified, shall be eligible for re-election or appointment as provided herein. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected or appointed, PROVIDED HOWEVER that the outgoing Board of Directors reserves unto itself the right to reject by vote of not less than 75% of the Board Members in attendance at the meeting any appointment, other than by election, to the Board, and PROVIDED HOWEVER that notwithstanding anything herein contained, in the case of the Director elected by the Students' Association to the position of Vice President and taking office herein in accordance with section 4.02 (d) above, the appointment to the Board herein shall be for a fixed term of May 1 to the immediately following April 30 and PROVIDED HOWEVER that the outgoing Board of Directors shall not be entitled to reject the effective appointment of the Vice President of the Student's Association.

4.04 **Removal of Directors:** With the exception of the Managing Editor and subject to the Act, the Board may, by Notice in writing delivered in accordance with the provisions herein to the Director, suspend such Director for a period not exceeding 30 days or to a Special Meeting, whichever is shorter, in the following circumstances:

- a) failure to observe and abide by the Objects and By-laws of the Society;
- b) if the Director's conduct brings discredit upon the Society, or brings or is likely to bring the Society into disrepute;
- c) for other reasonable cause.

4.05 Within seven (7) days of the commencement of such suspension, the Board shall by majority vote in the absence of the suspended Director, PROVIDED HOWEVER that the suspended Director shall have the right to be heard either personally or through counsel, either cancel the suspension, or confirm the suspension for a period not exceeding 30 days from the date on which the suspension was imposed, or, where the Board recommends termination, call a Special Meeting of the Society in accordance with the provisions herein to vote on a Special Resolution to remove the suspended Director from office.

4.06 In the event that the Board recommends termination/removal, the suspended Director shall have the right to be heard either personally or through counsel at such Special Meeting of the Members, who shall consider the circumstances of such suspension, the



record of the Director and the recommendations of the Board, if any, and

- a) ratify the determination of the Board and confirm the suspension for such time or additional time as the Members determine appropriate, and impose terms and conditions or reinstatement following the suspension; or
- b) cancel the suspension and re-instate the Director to such position on such terms and conditions as the Membership deems appropriate; or
- c) remove the Director from office, and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board as provided herein.

4.07 **Qualification:** No person shall be qualified for election as a director if he is less than Eighteen (18) years of age; if he is of unsound mind and has been so found by a Court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt. In the case of appointed Directors and/or Officers, such individual need not be a Member at the time of appointment, but shall be admitted to Membership during the currency of his/her term in office as a Director. In addition to the foregoing qualifications, other than the Managing Editor, Chairperson of the Board, and the External Vice President of SAMRU, each person shall not be qualified as a director unless such person is a full time credit student at MRU with cumulative minimum grade point average as determined by the Board.

4.08 **Consent:** No election or appointment of a person as director shall be effective unless;

- (a) he is present at the meeting when he was elected or appointed and did not refuse to act as director; or
- (b) he consents in writing to act as a director before his election or appointment or within ten (10) days thereafter; or
- (c) he acts as a director pursuant to the election or appointment.

4.09 **Vacation of Office:** A director ceases to hold office when he dies; when he is removed from office by the Members or by the Board, as the case may be; when he ceases to be qualified for election as a director, or when his written resignation is sent to or delivered to the Society, or, if a time is specified in such resignation, at the time so specified, whichever is later.

4.10 **Committee of Directors:** The directors may appoint from among their number one or more committees of directors, however designated, and subject to the Act, may delegate

to any such committee any of the powers of the directors.

- 4.11 **Remuneration and Expenses:** The Directors shall not be paid any remuneration for their services as directors. The Directors may be entitled to be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending meetings of the Board or any committee thereof or in performance of their duties as directors. Nothing herein contained shall preclude any director from serving the Society in any other capacity and receiving remuneration therefor.
- 4.12 **Casual Vacancies and Additional Directors:** The directors shall have power from time to time and at any time, to appoint any other person as director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of directors shall not at any time exceed the maximum number fixed by these presents or by a general meeting and at no time shall such directors, so appointed, exceed one-third of the total number of directors then holding office. The term of such appointment shall expire at the next Annual General Meeting of the Society subject to ratification by the Membership at any Special General Meeting held in advance of the Annual General Meeting.
- 4.13 **Duties and Responsibilities:** The duties and responsibilities of the Board shall include:
- a) to ensure that the Society complies with all requirements of the Act;
  - b) to carry out and fulfill the objects of the Society;
  - c) to ensure that the provisions of these By-laws are observed and performed;
  - d) to make, adopt and enforce policies, rules and regulations consistent with these By-laws, and in furtherance of the Objects of the Society;
  - e) to designate the duties and responsibilities of all employees of the Society together with the compensation to be paid to them;
  - f) to be responsible for all property of the Society including the disposition thereof;
  - g) to ensure that all requisite financial statements and/or audits of the Society are performed and prepared; and
  - h) to approve a fiscally responsible operating budget for the current or forthcoming fiscal year of the Society by June 30 as prepared by the Treasurer PROVIDED HOWEVER that any expenditures in excess of \$500 not included in the budget shall require further approval of the Board;
  - i) to set, amend or change the fiscal year end of the Society;

- j) to appoint an Ombudsboard as defined by and in accordance with Division Sixteen (16) herein.

Notwithstanding the foregoing and for greater certainty, other than the Officers whose specific duties are specified below in Division 8, specific duties of the remaining Directors shall include:

**A. Duties of Section Editor**

The Section Editor:

- a. shall be a voting member of the Publications Board;
- b. shall be one of the authorized signatures of the Society;
- c. shall function as official liaison between the Publications Board and the editorial staff, excluding the Publishing Editor, in accordance with the Policy Guide;
- d. shall represent to the Publications Board any matter of concern to the editorial staff, excluding the Publishing Editor;
- e. shall present a monthly report to the Publications Board on the business and activities of his/her office; and
- f. shall perform any other duties delegated by the Publications Board and/or as outlined in the Policy Guide.

**B. Duties of the Volunteer Contributor**

The Volunteer Contributor:

- a. shall be a voting member of the Publications Board;
- b. shall function as official liaison between the Publications Board and the non-staff contributors of the Society and shall represent the non-staff contributors before the Publications Board;
- c. shall present a monthly report to the Publications Board on the business and activities of his/her office;
- d. shall keep a record of all of the non-staff contributor members of the Society and their addresses and shall provide same to the Managing Editor or other Staff; and
- e. shall perform any other duties delegated by the Publications Board.

**C. Duties of the External Vice-President of SAMRU**

The External Vice President of SAMRU

- a. shall be a voting member of the Publications Board;
- b. shall represent to the Publications Board any matter of concern to the SAMRU.

#### **D. Duties of the Students at Large**

##### The Students at Large

- a. shall be voting members of the Publications Board;
- b. shall function as official liaisons between the Publications Board and the membership of the Society;
- c. shall represent to the Publications Board any matter of concern to the membership of the Society;
- d. shall present a monthly report to the Publications Board on the business and activities of his/her office;
- e. shall regularly liaise with the membership of the Society in order to encourage participation in the activities of the Society and The Reflector; and
- f. shall perform any other duties delegated by the Publications Board.

4.14 **Borrowing Power:** Without in any way limiting or derogating from the powers of the Society as set forth in the Act, the Board may from time to time on behalf of the Society, without authorization of the Members:

- (a) borrow money upon the credit of the Society;
- (b) issue, re-issue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Society, whether secured or unsecured;
- (c) to the extent permitted by the Act, give a guarantee on behalf of the Society to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, moveable or immoveable, property of the Society including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Society, PROVIDED HOWEVER that no debenture shall be issued without a Special Resolution of the Members.

Nothing in this section limits or restricts the borrowing of money by the Society on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Society.

4.15 **Banking Arrangements:** The banking business of the Society including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions

and delegations of powers as the Board may from time to time prescribe.

- 4.16 **Execution of Instruments:** Deeds, transfers, assignments, contracts, obligations certificates and other instruments may be signed on behalf of the Society by such Officer or Officers or person or persons, whether or not Officers of the Society and in such manner as the Board may from time to time designate by resolution, in addition, the Board or the said person or persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. All documents so signed shall be binding upon the Society whether under seal or not, without further authorization or formality.
- 4.17 **Cheques, Drafts and Notes:** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Society, and in such manner as the Board may from time to time designate by resolution.
- 4.18 **Delegation:** The Board may from time to time delegate to a committee of the Board, a Director or an Officer of the Society or any other person as may be designated by the Board, all or any of the powers conferred on the Board by the this By-law or by the Act to such extent and in such manner as the Board may determine at the time of such delegation save and except to the extent that such delegation is prohibited by the Act or at law.

## **DIVISION FIVE**

### **MEETING OF DIRECTORS**

- 5.01 **Place of Meeting:** Meetings of the Board and of committees of directors (if any) shall be held at such place within the Province of Alberta as may be specified by the Board.
- 5.02 **Notice of Meeting:** Notice of the time and place of each meeting of the Board shall be given to each director not less than forty-eight (48) hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:
- (a) submit to the Members any question or matter requiring approval of the Members;
  - (b) fill a vacancy among the directors or in the office of the auditor;
  - (c) approve any annual financial statements; or
  - (d) adopt, amend or repeal By-laws;

Provided, however, that a director may in any manner waive notice of a meeting and attendance of a director at a meeting of directors shall constitute a waiver of notice of the

meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

For the first meeting of the Board to be held immediately following the election of directors, or for a meeting of the Board at which a director is to be appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order to legally constitute the meeting, provided that a quorum of the directors is present.

- 5.03 **Adjourned Meeting:** Notice of an adjourned meeting of the Board is not required if a quorum was present at the original meeting and if the time and place of the adjourned meeting is announced at the original meeting. Where a meeting is adjourned because a quorum is not present, notice of the time and place of the adjourned meeting shall be given.
- 5.04 **Regular Meetings:** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named, PROVIDED HOWEVER that there shall be at least one regular meeting per month throughout the fall and winter Semesters. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, and forthwith to each director subsequently elected or appointed, but no other notice shall be required for any such regular meeting except where the Act or this By-law requires the purpose thereof or the business to be transacted thereat to be specified.
- 5.05 **Special Meetings:** Special meetings of the Board may be called by the Chair at the discretion of the Chair, and must be called by the Chair upon the written request of five (5) Members of the Board. Such written request shall state the reason for and the purpose of such special meeting of the Board. At such special meeting of the Board, no business shall be transacted thereat save and except for the purpose stated in the request for such meeting.
- 5.06 **Chair:** The Chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: Chair of the Board, Secretary. If no such officer is present, the directors present shall choose one of their number to be chair. In the event of an equal number of votes being cast on any resolution, the Chair shall have the right to a casting vote in addition to his regular vote.
- 5.07 **Quorum:** Subject to the following section, the quorum for the transaction of business at any meeting of the Board shall be five (5) Directors or such greater number of directors as the Board may from time to time determine.
- 5.08 **Voting:** Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the chair of the meeting, in addition to his original vote, shall have a second or casting vote.
- 5.09 **Meeting by Telephone:** If all the directors of the Society consent, a director may

participate in a meeting of the Board or a committee of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before, during or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

- 5.10 **Resolution in Lieu of Meeting:** Notwithstanding any of the foregoing provisions of this By-law, a resolution in writing signed by all the entitled to vote on that resolution at a meeting of the directors or a committee of directors, if any, is as valid as if it had been passed at a meeting of the directors or the committee of directors, if any.
- 5.11 **Business to be conducted:** Notwithstanding anything contained herein to the contrary, at each regular meeting of the Board, the following shall be considered:
- a) Minutes of the previous Meeting of the Board;
  - b) Editorial Report by the Publishing Editor;
  - c) Financial Report by the Treasurer.

## **DIVISION SIX**

### **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

- 6.01 **Conflict of Interest:** A Director or Officer shall not be disqualified by his office, or be required to vacate his office, by reason only that he is a party to, or is a Director or Officer or has a material interest in any person who is a party to, a material contract or proposed material contract with the Society or subsidiary thereof. Such a Director or Officer shall, however, disclose the nature and extent of his interest in the contract at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or Members for approval even if such contract is one that in the ordinary course of the Society's business would not require approval by the Board or Members. Subject to the provisions of the Act, a Director shall not by reason only of his office be accountable to the Society or to its members for any profit or gain realized from such a contract or transaction, and such contract or transaction shall not be void or voidable by reason only of the Director's interest therein, provided that the required declaration and disclosure of interest is properly made, the contract or transaction is approved by the Directors or Members, and it is fair and reasonable to the Society at the time it was approved and, if required by the Act, the Director refrains from voting as a Director on the contract or transaction and absents himself from the Director's meeting at which the contract is authorized or approved by the Directors, except attendance for the purpose of being counted in the quorum.
- 6.02 **Limitation of Liability:** Every Director and Officer of the Society in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interest of the Society and exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer for the time being of the Society shall be liable for the

acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act of conformity, or for any loss, damage, or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof. The Directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board.

6.03 **Indemnity:** Subject to the Act, the Society shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Society's request as a Director or Officer of a body corporate of which the Society is or was a Member or creditor, and his heirs, executors, administrators and other legal representatives, from and against,

- (a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Society,

except where such liability relates to his failure to act honestly and in good faith with a view to the best interests of the Society.

The Society shall also indemnify such persons in such other circumstances as the Act permits or requires. Nothing in this Section shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Section.

6.04 **Insurance:** Subject to the Act, the Society may purchase and maintain insurance for the benefit of any person referred to in the preceding section against any liability incurred by him in his capacity as a Director or Officer of the Society or of any body corporate where he acts or acted in that capacity at the Society's request.

## DIVISION SEVEN

### EDITORIAL POSITIONS ELECTIONS/APPOINTMENTS/REMOVAL

7.01 Reflector editorial elections for the positions of Publishing Editor and Section Editors



shall be held on a date to be fixed by the Board in March for the following May 1 – April 30 term.

- 7.02 Voting for the position of Publishing Editor and Section Editor shall be restricted to current Staff, who may vote in person or by proxy.
- 7.03 At least 30 days in advance of any editorial election, the Board shall require Staff to elect a chief returning officer (“Chief Returning Officer”) to administer and supervise the editorial election, in accordance with Board policy, and who shall have a casting vote in the event of a tie, PROVIDED HOWEVER that neither the current Publishing Editor, nor any Section Editor may be elected to the position of Chief Returning Officer.
- 7.04 The Chief Returning Officer and any other electoral officers shall receive no compensation, remuneration or honouraria for their services.
- 7.05 In advance of the vote, the Chief Returning Officer shall exercise his casting vote and place same in a sealed envelope. In the event of a tie, the envelope shall be opened and the casting vote shall be applied to such election.
- 7.06 The Chief Returning Officer shall cause numerical results to be posted immediately following the counting of the ballots and certification of the Returns. Ballots shall be secured by the Chief Returning Officer for a period of seven (7) days to allow for recounts or appeals, as the case may be.
- 7.07 The Board may make such rules as it deems appropriate for recounts and/or appeals.
- 7.08 The Board may, by written Notice delivered in accordance with the provisions herein to the Publishing Editor or Section Editor as the case may be, suspend such Editor with or without pay for a period not exceeding 30 days or to a Special General Meeting, whichever is shorter, in the following circumstances:
  - a) failure to observe and abide by the Objects and By-laws of the Society;
  - b) if the editor’s conduct brings discredit upon the Society, or brings or is likely to bring the Society into disrepute;
  - c) for other reasonable cause.
- 7.09 Within seven (7) days of the commencement of such suspension, the Board shall by majority vote in the absence of the suspended editor, either cancel the suspension, or confirm the suspension for a period not exceeding 30 days from the date on which the suspension was imposed, or, may recommend termination. Where the Board confirms the suspension for such time or additional time as the Board determines appropriate, or imposes terms and conditions for reinstatement following the suspension, or where the Board terminates the Editor, then the Editor may request in writing within 5 days of being notified of the decision of the Board, and upon such request being received, the Board shall call a Special Meeting of the Society in accordance with the provisions herein to

vote on a Special Resolution to either ratify or revoke the determination of the Board. **PROVIDED HOWEVER**, that in advance of the vote(s) contemplated herein, the suspended Publishing Editor, as the case may be, shall have the right to be heard either personally or through counsel.

- 7.10 In the event that the Board recommends termination/removal, the suspended editor shall have the right to be heard either personally or through counsel at such Special Meeting of the Members, who shall consider the circumstances of such suspension, the record of the editor and the recommendations of the Board, if any, and
- d) ratify the determination of the Board and confirm the suspension for such time or additional time as the Members determine appropriate, and impose terms and conditions or reinstatement following the suspension; or
  - e) cancel the suspension and re-instate the editor to such position on such terms and conditions as the Membership deems appropriate; or
  - b) terminate the editor's employment and remove the editor from office.
- 7.11 In the event that the Publishing Editor or the Section Editor is suspended or removed in accordance with the provisions, and upon the recommendation, if any, of Staff, the Board may appoint such individual or individuals to fill the vacant position, subject to ratification by the Members at the Special Meeting, or the Board may direct that a further election be held in accordance with the provisions of this Article 7.
- 7.12 Where the Members fail to ratify any such appointment, the Board shall direct that a further election be held, **PROVIDED HOWEVER** that no election shall be called where an editor is removed between January 15 and the date of the next election in accordance with Article 7.1 above.
- 7.13 Other than as provided herein, the Chair may appoint other editors to part-time editorial positions for such period as the Board deems appropriate. Such appointments shall be ratified by majority vote at a regular meeting of the Directors.
- 7.14 Any appointment pursuant to Article 7.13 may be terminated and revoked by majority vote of the Board of Directors.

## **DIVISION EIGHT**

### **OFFICERS**

- 8.01 **Election or Appointment:** The Board shall at the last regular meeting of the Board for that year appoint a Chair who shall act as Chair of the Publications Board for the ensuing year. Further, the Board shall at the first regular meeting of the Board following the Annual General Meeting of the Members appoint such other officers as the Board

may determine, including one or more assistants to any of the officers so elected or appointed. The offices of Secretary and Treasurer may be held by the same person. The term of Office save for the offices of Chair, Secretary and Treasurer as provided herein shall terminate as at the next Annual General Meeting.

8.02 **Publishing Editor:** The Publishing Editor shall be elected in accordance with Division 7, above and

- a. shall function as President of the Society;
- b. shall be elected for a one (1) year term beginning the 1st day of May in the year of election;
- c. shall be one of the authorized signatures of the Society;
- d. shall present at least one monthly report to the Publications Board on the business and activities of his/her office;
- e. shall direct and coordinate the activities of all staff of the Society;
- f. shall, in respect to the editorial content of the Reflector, act as official liaison of the Society to any and all outside entities and organizations;
- h. shall have final responsibility of the editorial content of The Reflector and shall be accountable to the Publications Board for the legality of editorial content;
- i. shall coordinate all aspects of production of The Reflector,
- j. shall perform any other duties delegated by the Publications Board; and
- k. shall oversee the financial administration of the Society as outlined in the Policy Guide.

The current Publishing Editor may be re-elected for one further one year term in accordance with the provisions of Division 7, above.

8.03 **Chair of the Board:** The chair of the Board shall be appointed by Special Resolution of the Publications Board in accordance with paragraph 8.01 above, and, when present, preside at all meetings of the Board, committees of directors and at all meetings of Members. The Chair shall have neither a vote nor a casting vote on any matter before the Publication Board or the Membership. The Chair at all meetings shall interpret these Bylaws and rule on any issue arising at the meetings in accordance with these Bylaws, *Roberts Rules of Order* and the *Act*. The Chair's ruling shall be final. In addition the Board may assign to him any of the powers and duties that may by the provisions of this By-law be assigned to any other officer and he shall have such other powers and duties as the Board may specify.

8.03 **Secretary:** The office of secretary shall be filled by the Reflector Managing Editor who shall attend and be the secretary of all meetings of the Board, Members and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to Members, directors, officers, auditors and member of committees of the Board, shall maintain the Society's Seal where a Seal has been approved and adopted; and shall have such other powers and duties as the Board or the Chair may specify.

8.04 **Treasurer:** The office of treasurer shall be filled by the Reflector Managing Editor. The

Treasurer shall keep proper accounting records in compliance with the Act and as directed by the Auditor of the Society, and shall be responsible for the deposit of money, the safekeeping of securities and the disbursements of the funds of the Society; he shall render to the Board whenever required an account of all his transactions, he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Society and of all books, papers, records, documents and instruments belonging to the Society, except when some other officer or agent has been appointed for that purpose and he shall have such other powers and duties as the Board may specify.;

- 8.05 **Powers and Duties of Other Officers:** The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board or the Chair may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.
- 8.06 **Variation of Powers and Duties:** The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.
- 8.07 **Vacancies:** If the office of any officer of the Society shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution shall, in the case of the Chair or the secretary, and may, in the case of any other office, appoint a person to fill such vacancy.
- 8.08 **Agents and Attorneys:** The Society, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Society in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

## **DIVISION NINE**

### **AUDIT REQUIREMENTS**

- 9.01 The books, accounts, and records of the Society shall be audited at least one time per year by a duly qualified accountant in accordance with generally accepted accounting principles.
- 9.02 At each Annual General Meeting, the Treasurer shall present the Auditor's Report together with a statement of the financial position of the Society for the preceding year.

## **DIVISION TEN**

## MEETINGS OF THE SOCIETY

- 10.01 **Annual Meetings:** The annual meeting of the Society shall be held on such date during the month of October and at such place as determined by the Board, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing or appointing Directors, electing Officers, or such offices as provided for in Article 7.01, where applicable, appointing an auditor as required by the Act or the Articles, and for the transaction of such other business as may properly be brought before the meeting.
- 10.02 **Special Meetings:** The Chair shall have the power to call a special meeting or a Special General Meeting of the Society at any time and shall call such a meeting within 30 days of a decision of the Board to convene a Special Meeting or Special General Meeting. In addition thereto, the Chair shall call a special meeting of the Society upon receipt of a petition signed by not fewer than ten (10) Members within 30 days of receipt of such a petition. Upon the Chair calling a Special Meeting or Special General Meeting of the Society, the Board shall forthwith determine and fix the date, time and place of such meeting in accordance herewith.
- 10.03 **Special Meeting Restriction:** No business shall be transacted at a Special Meeting or Special General Meeting of the Society other than as contemplated in the Notice specifying the purpose of the Special Meeting or Special General Meeting, as the case may be.
- 10.04 **Place of Meetings:** Meetings of the Society shall be held at any place within Alberta as the Directors may by resolution determine.
- 10.05 **Notice:** A notice stating the day, hour and place of each meeting of Members and the proposed agenda of the business to be transacted thereat, shall be given in the manner provided herein not less than twenty-one (21) nor more than fifty (50) days before the date of the meeting to each Director, to the auditor, and to each Member. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report, election of Directors, Officers or in accordance with Article 7.01 and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.
- 10.06 **Waiver of Notice:** A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 10.07 **Chairman, Secretary and Scrutineers:** The Chair or, in his absence, the Secretary shall be chairman of any meeting of Members. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Society is absent, the chairman shall appoint a Member to act as secretary of the

meeting. If desired, in advance of the Meeting, one or more scrutineers, who need not be Members, may be appointed by a resolution of the Board.

10.08 **Persons Entitled To Be Present:** The only persons entitled to be present at a meeting of the Society shall be those entitled to vote thereat, the Directors and auditors of the Society and others who, although not entitled to vote, are entitled or required under the provision of the Act or the Articles or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent, by way of show of hands, of a majority of members attending the meeting.

10.09 **Quorum:** A quorum for the transaction of business at any meeting of the Members shall be thirty percent (30%) of the total membership of the Society. In the event that a quorum is not present within thirty (30) minutes after the scheduled time for the commencement of any meeting then such meeting shall be adjourned to a date and time determined by a majority of those present and this procedure shall be continued until such time as a quorum is present.

If a quorum is present at the opening of any meeting of the Society, the Members present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

10.10 **Proxyholders and Representatives:** Except as specifically provided herein, votes at meetings of the Members may be given either personally or by proxy.

A proxy shall be executed by the Member and is valid only at the meeting in respect to which it is given or any adjournment of the meeting. A person appointed by proxy need not be a Member.

A proxy shall be in such form as may be approved by the Board from time to time, and, subject to the approval of the Board, a proxy may be in the following form:

The undersigned Member of \_\_\_\_\_  
hereby appoints \_\_\_\_\_  
of \_\_\_\_\_, or failing him  
\_\_\_\_\_ as the nominee of the undersigned to  
attend and act for the undersigned and on behalf of the  
undersigned at the \_\_\_\_\_ meeting of the  
Members of the said Society to be held on the \_\_\_\_\_ day  
of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment or  
adjournments thereof.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Signature of Member

10.11 **Time for Deposit of Proxies:** The Board may specify in a notice calling a meeting of Members a time, preceding the time of such meeting by not more than forty-eight (48)

hours exclusive of Saturdays and holidays, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Society or an agent thereof specified in such notice or if, no such time having been specified in such notice, it has been received by the secretary of the Society or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

- 10.12 **Votes to Govern:** At any meeting of Members every question shall, unless otherwise required by the Articles or By-laws or By-law, be determined by Ordinary Resolution, being a majority of the votes cast on the question. Each member is entitled to one vote, either in person or by proxy. In case of an equality of votes either upon a show of hands or upon a ballot, the chair of the meeting shall be entitled to a second or casting vote.
- 10.13 **Show of Hands:** Subject to the Act, any question at a meeting of Members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one (1) vote. Whenever, a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number of votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.
- 10.14 **Ballots:** On any question proposed for consideration at a meeting of the Members, a Member, proxyholder or other person entitled to vote may demand and the chair may require that a ballot be taken either before or upon the declaration of the result of any vote by show of hands. If a ballot is demanded on the election of a chairman or on the question of adjournment it shall be taken forthwith without an adjournment. A ballot demanded or required on any other question shall be taken in such a manner as the chair shall direct. A demand or requirement for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled to the same number of votes as provided for herein. The result of the ballot so taken shall be the decision of the Membership upon the question.
- 10.15 **Adjournment:** The chair at a meeting of the Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of Members at which a quorum is present is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the time of the adjournment. Subject to the Act, if a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as notice for the original meeting. Notice of the time and place of an adjourned meeting shall be given when a quorum was not present at the original meeting. Such adjourned meeting may proceed with business even though a quorum is not present.
- 10.16 **Conduct of Meetings:** All Meetings of the Society shall be conducted in accordance

with these By-laws or, where these By-laws are silent on the procedure and where appropriate or in the case of a procedural dispute, in accordance with the practices and procedures as prescribed by *Robert's Rules of Order*.

## **DIVISION ELEVEN**

### **NOTICES**

- 11.01 **Method of Giving Notices:** Any notice or other document required by the Act, the Regulations, the Articles or the By-laws to be sent to any Member or Director or to the auditor shall be in writing and delivered personally or sent by prepaid mail or by telegram or electronic mail or tele-facsimile or cable or telex to any such Member at his latest address as shown in the records of the Society and to any such Director at his latest address as shown on the records of the Society, and to the auditor at his business address. A notice shall be deemed to be given when it is delivered personally to any such person or to his address as aforesaid; a notice mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch, provided that a transmission record is kept. The secretary may change or cause to be changed the recorded address of any Member, Director, office, auditor or member of a committee of the Board in accordance with any information believed by him to be reliable. The signature to any notice to be given by the Society may be lithographed, written, printed or otherwise mechanically reproduced. Any notice or other document required by the Act, the Regulations, the Articles or the by-laws to be sent or delivered to the Society shall be in writing and delivered to the Society offices in accordance with the terms of the this paragraph 11.01.
- 11.02 Notwithstanding anything contained herein, any Notice of Meeting contemplated by these By-laws shall be good and sufficient if published in two (2) consecutive issues of the Reflector prior to the date of such meeting and provided that the first of such publications shall be at least 21 days in advance of such meeting.

## **DIVISION TWELVE**

### **MANAGING EDITOR**

- 12.01 The Managing Editor shall serve as the Secretary and Treasurer of the Society, shall act as the representative of the Board in administering the affairs of the Society and shall promote and carry out the policies and practices established by the Board.
- 12.02 The Duties of the Managing Editor shall include:
- a). acting as Secretary and Treasurer of the Society;
  - b) attendance at all meetings of the Society and of the Publications Board and to prepare and keep all minutes of such meetings;
  - c) reporting to the Publications Board on the business and activities of his/her office at each Board meeting;



- d) maintaining a record of all the members of the Society and their addresses;
- e) providing notices of the various meetings of the Society and of the Publications Board;
- f) shall properly account for the funds of the Society, including those received in accordance with the Fee Transfer Agreement and keep such books as may be directed by the Publications Board, and shall present a full detailed account of receipts and disbursements to the Publications Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth of the financial position of the Society.
- g) assisting the Board and its committees in planning and executing their objectives which assistance shall include annual orientation of new Board members and prior to the first meeting of the year, provide the board members with all pertinent documents including, but not limited to, Bylaws, Policy and Procedures, Code of Ethics, Societies Act, and financial documents including budgets.
- h) preparation of the Budget and supervising its implementation;
- i) supervision of all day to day administrative activities of the Society; and
- j) such further and other duties and responsibilities as may from time to time be determined by the Board.

12.03 In the event that the office of Managing Editor becomes vacant, the Board shall appoint an interim Managing Editor in accordance with the Policy Guide. Within 15 days of the appointment of the Interim Managing Editor or where the Interim Managing Editor is appointed during the summer months within 15 days of the commencement of Fall Scholastic Term, the Chair shall appoint and the Board shall approve a special Committee of not less than three (3) members and not more than five (5) members, at least one (1) of whom shall be the Chair or his/her designate, to investigate and report to the Board upon the qualifications of applicants for the position of Managing Editor. Upon receiving the report of the Committee, the Board shall consider same at a Special Meeting and shall by Ordinary Resolutions

- a) select a suitable candidate for the position of Managing Editor;
- b) determine the terms, tenure and salary; and
- c) appoint such member or members of the Board to execute such contract or contracts as may be necessary to give effect to such selection.

Upon completion of its duties as contemplated herein, the Search Committee shall be determined and dissolved.

## **DIVISION THIRTEEN**

## **INFORMATION AVAILABLE TO MEMBERS**

- 13.01 Except as provided by the Act, no Member shall be entitled to obtain information respecting any details or conduct of the Society's business which would not, in the opinion of the Board, be in the interest of the Society to communicate to the public.
- 13.02 Minutes of all meetings of the Society or its Directors shall be available to all Members and shall be provided by the Managing Editor within five (5) business days of a request.
- 13.03 The Board may from time to time, subject to rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Society or any of them shall be open to the inspection of the Members and no Member shall have any right to inspect any document or book or register or account record of the Society except as conferred by statute or authorized by the Board or by a resolution of the Members at a General or Special Meeting.
- 13.04 Notwithstanding the foregoing and for greater certainty, every Director shall have access to the books and records of the Society at all times.

## **DIVISION FOURTEEN**

### **AMENDMENT OF BY-LAWS**

- 14.01 These By-laws may be amended, repealed or added to by Special Resolution at any General or Special General Meeting as provided in these By-laws and in accordance with the requirements of the Act **PROVIDED THAT** 75% of the Members who vote either in person or by proxy approve such amendment or amendments, AND **PROVIDED THAT**
- a) A Proposal to amend the Bylaws, signed by 10% of the members of the Society, shall be submitted in writing to the Board. If approved by the Board, the Proposal shall be placed on the Agenda for the next General Meeting of the Membership for action, with appropriate Notice being given to the Membership as provided in these By-laws; OR
  - b) The Board, by a majority vote, may recommend that these By-laws be amended, and upon such recommendation the Membership shall be notified in writing that such amendment or amendments shall be placed before the Membership at a General or Special General Meeting of the Membership as provided herein for approval with appropriate Notice being given to the Membership as provided in these By-laws.
  - c) Notwithstanding any other provision contained herein and in addition thereto, any amendment of By-law 17.05 shall require the prior written consent of the SAMRU by special resolution of its Students' Council.

- 14.02 If a proposed amendment is rejected by the Society, such proposed amendment may not be reconsidered by the Society prior to the next Annual General Meeting of the Society UNLESS forty percent (40%) of the Membership petition the Board for reconsideration by way of Special General Meeting in advance of the Annual General Meeting.
- 14.03 Any amendment of or variation to these By-laws proposed and adopted in accordance with the provisions hereof shall be effective on the date that same is registered with the Registrar of Societies in accordance with the provisions of the *Societies Act*, as amended.

## **DIVISION FIFTEEN**

### **GRIEVANCES**

- 15.01 The Board shall establish, publish and maintain a process and such rules as it may deem advisable by which any person ("Grievor") who has a complaint or grievance concerning the operation of the Society or the content of the Reflector may complain or seek rectification of such complaint or grievance. PROVIDED HOWEVER that the initial complaint or grievance shall be in writing and shall be addressed to the Publishing Editor with a copy to the Managing Editor. The Publishing Editor shall reply in writing to the Grievor within fourteen (14) days of receipt of such grievance or complaint with a copy of such reply to the Managing Editor. Such reply shall include information as to the action if any to be taken in response to the Grievance and the right of the Grievor to appeal within 30 days of issuance of the decision of the Publishing Editor to the Board.
- 15.02 The Board shall establish, publish and maintain a process and rules for any appeal as contemplated in Clause 15.01, above, PROVIDED HOWEVER that such appeal shall be heard and determined by the Board within 30 days of filing.
- 15.03 The Grievor shall have the right to appeal and the Board reserves the right to refer, any matter in respect of such grievance to the Ombudsboard.

## **DIVISION SIXTEEN**

### **OMBUDSBOARD**

- 16.01 Within 30 days of election, the Board shall establish in accordance with Article 4.13 a volunteer Ombudsboard which shall be independent from Staff and from the Society. The Ombudsboard shall be appointed by the Board for a one year term ending at the Annual General Meeting next held and shall be composed of:
- (a) three individuals from Calgary professional broadcast or print media.
  - (b) one individual from the Calgary professional broadcast or print media who shall sit as an alternate member to any of the individuals noted in (a).

16.03 **Duties and Responsibilities:** The duties and responsibilities of the Ombudsboard shall include:

- a) mediating editorial disputes;
- b) arbitrating or determining any matter referred to it by the Board;
- c) in carrying out its duties, to make, adopt and enforce policies, rules and regulations consistent with these By-laws, and in furtherance of the Objects of the Society;
- e) recommending disciplinary action to the Board, including the levying of a fine not in excess of \$5.00 in accordance with the provisions of the *Societies Act*;
- f) compelling Staff to rectify in print any errors noted;
- g) hearing and determining appeals in accordance with Clause 15.03; and
- h) where requested by the Board, acting in an advisory capacity to the Board.

16.04 Meetings of the Ombudsboard may be held at such times or places as the Chair may direct and shall be held within 30 days of receipt of Notification from the Board as to any matter referred to in Clause 16.04.

16.05 Meetings between the Ombudsboard and the Board of the Society may be held at the discretion of the Ombudsboard. Further, the Ombudsboard may request a meeting with the Publications Board or any editor. Upon such a request being made, such meeting shall occur within ten (10) business days of the date the request is made.

16.06 Casual vacancies of the Ombudsboard may be appointed by the Chair of the Ombudsboard, PROVIDED HOWEVER that such appointment shall be made from the same category of member as the position vacated. Any such casual vacancy shall be for the duration of the term as provided herein.

16.07 Members of the Ombudsboard shall receive a copy of the Reflector and are encouraged to make any recommendations which they believe are appropriate, provided such recommendations are made in writing with a copy to the Chair of the Ombudsboard.

16.08 At the written request of the Chair of the Ombudsboard, the Ombudsboard shall be afforded up to one half (1/2) page of unedited editorial space in the next issue of the Reflector immediately following such written request.

## **DIVISION SEVENTEEN**

## MISCELLANEOUS

- 17.01 **Seal:** Where the Society has approved a Seal, The Seal of the Society shall be maintained by the Managing Editor and shall not be affixed to any instrument except by authority of a Resolution of the Board, pursuant to Article 4.16 herein.
- 17.02 Notwithstanding Article 15.01, the Board reserves unto itself the power to appoint, from time to time, by ordinary resolution, any Officer or Officers, or any other person, to sign cheques or other instruments on behalf of the Society.
- 17.03 **Property in the event of dissolution of the Society:** In the event that dissolution of the Society is resolved to be in the best interests of the Society, or is otherwise necessary or desirable, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to Qualified Donees as such term is defined and described in subsection 149.1 (1) of the *Income Tax Act* (Canada) as may be amended. Provided that the Students' Association of Mount Royal University is a Qualified Donee at the time of dissolution, all remaining property of the Society shall be distributed or disposed of to such Students' Association.
- 17.04 **Continuation of By-laws and Effective Date:** The By-laws as they existed prior to the effective date hereof shall continue in force until such time as these By-laws have been filed with and approved by the Registrar of Societies in accordance with the provisions of the *Act*.
- 17.05 Dissolution of the Society: Dissolution of the Society shall require:
- a. the prior written consent of the Students' Association of Mount Royal University by special resolution of its Students' Council;
  - b. written notice of the proposed dissolution to be conspicuously posted at the Society's office at least twenty-one (21) days prior to the vote on such dissolution;
  - c. a Special General Meeting of the Society to be conducted pursuant to the Bylaws;
  - d. a 75% majority vote of the Active Members who are present and vote, provided that a quorum exists; and
  - e. written notice in at least one issue of The Reflector, if available, prior to the Special General Meeting.

ENACTED effective this \_\_\_\_\_ day of \_\_\_\_\_, 2014

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