

## Corporate Bylaws of The Martlet Publishing Society

### Part 1 – Definitions

1. “**Martlet**” means The Martlet Publishing Society.

“**UVSS**” means the University of Victoria Students’ Society.

“**university**” means the University of Victoria.

“**policy manual**” means the documentation, either written or electronic, of all active policies.

“**records**” means all active policies and bylaws, as well as previous inactive policies and bylaws that are kept for reference.

“**officers**” means the editor-in-chief, managing editor, production coordinator, and advertising director.

“**contribution**” means

- a. submitting an article, photo or graphic;
- b. developing or electronically editing a photo;
- c. copy editing, writing pull quotes, cutlines or headlines, helping with production; and
- d. anything deemed appropriate by the managing editor, editor-in-chief, or production coordinator

“**listserv**” means the primary method of mass email communication between the Martlet and its members.

### Part Two – Membership

2. (1) Members shall be all university students who have contributed to three (3) issues of the Martlet and have attended three (3) member meetings, including seminars and workshops.  
(2) Members of the previous semester shall remain members for the first three issues of the Martlet in the subsequent semester.  
(3) Membership shall cease at the end of the semester for which the membership status was attained.
3. Members shall uphold the bylaws and policies of the Martlet.

### Part Three– General Meetings

4. There shall be three types of general meetings:
  - a. annual general meetings;
  - b. semi-annual general meetings; and
  - c. special general meetings.<sup>1</sup>
5. The members shall hold an annual general meeting in October on a date set by the previous year's remaining board of directors.
6. The members shall hold a semi-annual general meeting in March on a date set by the board of directors.
7. Special general meetings may be initiated by:
  - a. a requisition of ten per cent (10%) of the members to the board of directors; or
  - b. a resolution of the board of directors with a vote of the majority of the directors; or
  - c. a majority of the staff.

#### Notice

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<sup>1</sup> General meeting learning module.

8. (1) The board of directors shall give no less than fourteen (14) days notice of a general meeting to all members.
- (2) Notice of a general meeting shall be deemed sufficient by:
  - a. dissemination via email on the Martlet listserv; and
  - c. notice by a one quarter page (1/4pg) advertisement in the Martlet newspaper.
- (3) Notice must include:
  - a. the time, date, and location of the meeting;
  - b. the proposed agenda for the meeting; and
  - c. any special resolutions to be considered at the meeting.

#### Agenda

9. (1) The agenda for annual general meeting shall be prepared by the previous year's secretary, or the current editor-in-chief.
- (2) Special resolutions with signed support of ten per cent (10%) of the members shall be added to the agenda.

#### Quorum

10. Quorum for general meetings is thirty per cent (30%) of the membership, including the majority of the officers. If, within 30 minutes from the time appointed for a general meeting quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

#### Conduct

11. Subject to a unanimous vote to adopt alternate rules of order, general meetings shall be conducted according to the most recent revision of *Robert's Rules of Order* according to a gender-alternating speaker list.<sup>2</sup>
12. Subject to bylaw 13, the president of the society, the secretary, or in the absence of both, one of the other directors present, must preside as chair of a general meeting.
13. If at a general meeting
  - a. there is no president, secretary or other director present within 15 minutes after the time appointed for holding the meeting; or
  - b. the president, secretary, or other directors present are unwilling to act as the chair, then the members present must choose one of their number to be the chair.
14. All general meetings are open to every undergraduate university student.

#### Voting

15. (1) A member in good standing, physically present at a meeting of members, is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
- (4) In order to vote on resolutions, membership in the Martlet must be achieved before notice of the general meeting.
- (5) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (6) Voting shall be done openly, subject to a passed resolution for secret ballot.
- (7) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

### **Part Four – Board of Directors**

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<sup>2</sup> Robert's Rules of Order (10 simplified rules)

16. (1) The board of directors shall consist of a president, a treasurer, a secretary, and two directors-at-large, all of whom shall be elected by the members. The officers will sit as non-voting directors.
- (2) Staff are ineligible to stand for election to the board of directors.
- (3) The term of office for the board of directors is one year from the annual general meeting or until a new board of directors is elected at the next annual general meeting.
- (4) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

#### Board Meetings

17. (1) The board of directors shall meet every 8 weeks at a location in Victoria, British Columbia, and the minutes for each meeting will be posted publicly in the office by a maximum of one week following each meeting.
- (2) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president or secretary must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (3) The president shall give no less than seven (7) day's notice to all directors, providing the date, time, and location of the meeting.

#### Quorum

18. Quorum for board meetings shall remain at five directors, but must include three voting directors.

#### Voting

19. (1) Directors present at a meeting of directors, either physically or by means of real time electronic communication, are entitled to one vote.
- (2) Voting is by show of hands, or if attending by real time electronic communication, by utterance.
- (3) Voting by proxy is not permitted.
- (4) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (5) In the case of a tie vote, the chair has a second or casting vote.
- (4) Meetings shall be open to any member, though in extraordinary circumstances the board may meet in closed session at the board's discretion.
- (5) Directors may be removed from the board by a special resolution at a general meeting in accordance with the *Society Act* [RSBC1996] CHAPTER 433.

#### **Part Five – Officers**

20. The Martlet shall employ four officers:
  - a. managing editor
  - b. editor-in-chief
  - c. production coordinator
  - d. advertising director
21. The managing editor, editor-in-chief, and production coordinator positions shall be appointed by:
  - a. the decision of a 4 or 5 person hiring committee consisting of at least two elected staff members (elected at a member meeting) and any full-time staff incumbents, not including the Advertising Director, not applying for the following year; or
  - b. a resolution of the board of directors.
22. The advertising director position shall be appointed by
  - a. the managing editor; or
  - b. a resolution of the board of directors.
23. The officers are solely responsible for the day-to-day operations of the Martlet.

#### **Part Six – Staff**

24. Staff means:
  - (1) Any person who is currently employed by the Martlet, not including the four officers (Managing Editor, Editor-in-Chief, Production Coordinator, Advertising Director)".

- (2) Remuneration for staff shall be at the discretion of the managing editor.

#### Member Meetings

25. (1) Members may meet from time to time as necessary to ensure the proper functioning of the Martlet.  
(2) Members shall make a member meeting policy and keep it available for all members.  
(3) Member meetings shall take place in the Martlet office, and must include an officer of the Martlet.  
(4) Members shall be empowered to change editorial policies by a three-quarter (75%) vote at member meetings.

#### **Part Seven – Finances**

26. Signing officers of the society shall be the managing editor, editor-in-chief and the production coordinator.  
27. Two signatures of any signing officer shall be required for  
a. The execution of any legal document; or  
b. The disbursement of any funds on behalf of the Martlet.  
28. No debenture shall be issued without the sanction of a special resolution.  
29. The members shall make a financial policy, and keep it available to all members.

#### **Part Eight – Editorial Content**

30. The Martlet shall not publish libellous, racist, sexist or homophobic content.  
31. The Martlet members shall make an editorial policy, and keep it available to all members.  
32. The Martlet members shall make a conflict of interest policy, and keep it available to all members.

#### **Part Nine – Advertising**

33. The Advertising Director shall not enter into any advertising contract that includes a restrictive covenant of any kind that constrains the editorial or contractual freedom of the Martlet.

#### **Part Ten – Policy Manual**

34. (1) Members may make policies from time to time as they see fit at member meetings, by a seventy five per cent (75%) vote.  
(2) The managing editor or the editor-in-chief shall give no less than one (1) week notice of proposed changes to policy.  
(3) Notice of proposed changes to policy shall be deemed sufficient by the dissemination of an email on the Martlet listserv outlining those changes.

#### **Part Eleven – Bylaws**

35. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.  
36. These bylaws must not be altered or added to except by special resolution.  
37. If conflict exists between these bylaws and any policy, these bylaws shall prevail.