

# MARTLET PUBLISHING SOCIETY BYLAWS

## Part One - Definitions

### Definitions

1. In these bylaws:

“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 at least the editor-in-chief and the operations manager,

“contribution” means

- (1) submitting an article, photo, or graphic;
- (2) developing or electronically editing a photo;
- (3) copy editing, generally helping with production; or
- (4) anything deemed appropriate by the operations manager and/or editor-in-chief

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

## Part Two – Membership

2. (1) Voting membership shall be distinguished from general fee-paying membership.

(2) Voting members shall be all university students who have contributed to three (3) issues of the Martlet and/or have attended three (3) member meetings, including seminars and workshops.

(3) Voting members of the previous volume shall retain voting membership for the first five issues of the Martlet in the subsequent volume.

(4) Voting membership shall cease at the end of this five-issue grace period.

(5) All fee-paying members shall be allowed to attend any open meeting of the MPS.

(6) No member of the UVSS Board of Directors, UVic Board of Governors, or UVic Senate shall be granted voting membership for the duration of, and for no less than 8 months following the conclusion of, their tenure in their respective position.

3. Members shall uphold the bylaws and policies of the Martlet.

#### Part Three– General Meetings

4. There shall be three types of general meetings:

- (1) annual general meetings;
- (2) semi-annual general meetings; and/or
- (3) special general meetings.

5. The members shall hold an annual general meeting in April on a date set by the board at a regular board meeting.

6. If necessary, the members shall hold a semi-annual general meeting in October on a date set by the board of directors.

7. Special general meetings may be initiated by:

- (1) a requisition of ten per cent (10%) of voting members to the board of directors; or
- (2) a resolution of the board of directors with a vote of the majority of the directors; or
- (3) a majority of the staff.

#### **Notice**

8. (1) The board of directors shall give no less than fourteen (14) days notice of a general meeting to all voting members.

(2) Notice of a general meeting shall be deemed sufficient by:

a. dissemination via email in the Martlet newsletter; and/or

b. notice by an at least one quarter-page (1/4pg) advertisement in the Martlet newspaper, or a two-week run of an online ad on the Martlet website.

(3) Notice must include:

a. the time, date, and location of the meeting;

b. direction to where members can find the proposed agenda/special resolutions for consideration online.

(4) Meetings may occur either in-person, virtually by video-or tele-conference, or in a hybrid format.

## **Agenda**

9. (1) The agenda for annual general meetings shall be prepared by the current editor-in-chief, and/or the current operations manager

(2) Any special resolutions with signed support of ten per cent (10%) of the voting members shall be added to the agenda.

## **Quorum**

10. Quorum for general meetings is thirty per cent (30%) of the voting 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. 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 shall 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

12. Subject to bylaw 13, the chair 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

(1) there is no chair, secretary or other director present within 15 minutes after the time appointed for holding the meeting; or

(2) the chair, 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 fee-paying undergraduate university student at UVic.

## **Voting at general meetings**

15. (1) A voting 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 they may be entitled as a voting member, and the proposed resolution does not pass.

#### Part Four – Board of Directors

16. (1) The board of directors must have a minimum of five voting directors, with no more than seven voting directors. The board shall consist of at least a chairperson, a treasurer, a secretary, and two directors-at-large, all of whom shall be elected by the voting members of the MPS. The officers will sit as non-voting directors.

(2) Current Martlet staff are ineligible to stand for election to the board of directors.

(3) All active or incoming members of the UVSS Board of Directors, UVic Board of Governors, and UVic Senate shall be ineligible to stand for election for the duration of, and for no less than 12 months following the conclusion of their tenure in their respective position.

(4) The term of office for all board positions shall be two years from the date of the Annual General Meeting at which they are elected.

(5) Elections for the Chair and Secretary will be held in alternating years with the position of Treasurer.

(6) The directors may at any time and from time to time appoint a person as an interim director to fill a vacancy in the directors for a maximum of six months until the staff vote to make the appointment permanent for the duration of the term

#### **Board of Directors Meetings**

17. (1) The board of directors shall meet no fewer than 6 times over the course of a volume.

(2) The chairperson is the chair of all meetings of the directors, but if at a meeting the chair is not present within 10 minutes after the time appointed for holding the meeting, the treasurer 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 chair 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 at board of directors meetings**

19. (1) Directors present at a meeting of directors, either in-person or by video or teleconference, are entitled to one vote.
- (2) Voting is by show of hands, or if attending by teleconference, 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. a special resolution at a general meeting in accordance with the Societies Act that came in to force on November 28, 2016 or
  - b. with both a majority vote of the board members and a seventy-five percent vote of the staff
- (6) Directors may also be removed by a board vote if the director is absent for more than half of the board meetings during any one volume.

#### Part Five – Officers

20. The Martlet shall employ two or three officers:
- (1) operations manager
  - (2) editor-in-chief, and any of the following:
  - (3) design director
  - (4) a co-editor in chief
  - (5) any other full-time staff member
21. The operations manager and the editor-in-chief shall be appointed by:
- (1) the decision of at least a three (3) person hiring committee consisting of one officer, one board of directors member, and a representative from the part-time staff elected by their peers during a Martlet staff meeting (who may choose to delegate this role to another person)
  - (2) In extraordinary circumstances, an interim operations manager or editor-in-chief may be appointed by a majority vote of the board of directors until a hiring committee specified in 21.(1) can hire a person to fill the role permanently
22. 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.

(2) Remuneration for staff shall be proposed by the operations manager and approved by the board.

#### 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 either in the Martlet office or by video or teleconference 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 operations manager, editor-in-chief and either the third full-time staff member, a member of the MPS board of directors, or a member of the part-time staff agreed upon by the operations manager and the editor-in-chief, and ratified by the board.

27. Two signatures of signing officers shall be required for

(1) The execution of any legal document; or

(2) 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 operations manager 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 operations manager 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 newsletter outlining those changes.

## Part Eleven – Bylaws

35. On being admitted to voting membership, each member is entitled to, and the society must make available a copy of the constitution and bylaws of the society.

36. These bylaws must not be altered or added to except by a two-thirds majority vote of MPS voting members at a general meeting.

37. If conflict exists between these bylaws and any policy, these bylaws shall prevail.