



**T.K. SPARKS**

**Constitution & By-laws of  
Over the Edge Newspaper Society**

## **Constitution**

### **1. NAME**

The name of the Society is "Over the Edge Newspaper Society".

### **2. PURPOSE**

The purpose of the Society is to provide the UNBC community and its affiliates with newspapers and other publications that are attentive to the needs of students and the community. This includes fostering an environment for students to practice ethical, independent journalism.

The Society shall ensure that its publications maintain a student-focused perspective, primarily through the operation of the newspaper and any other related publications.

## Bylaws of *Over the Edge Newspaper Society* (the “Society”)

### PART 1 – DEFINITIONS AND INTERPRETATION

#### 1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**UNBC**” means the University of Northern British Columbia;

“**Affiliated Institution**” means an education institution which is affiliated with the University as determined by the Board of Governors;

“**Member**” shall mean any person who meets the membership criteria as set in these bylaws;

“**Staff Member**” refers to Members who meet specific contribution requirements as defined by these Bylaws;

“**Editorial Board**” shall mean the group consisting of editors elected or appointed to manage the Newspaper's content in accordance with these bylaws and the policies of the Society.

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

1.4 In these By-laws, unless the context otherwise requires, expressions defined in the Societies Act, as amended from time to time, shall have the meanings so defined in that Act. Words importing the singular shall include the plural, and vice versa, and words importing the feminine gender shall include the masculine gender and vice versa, and words importing persons shall include bodies corporate.

### PART 2 – MEMBERS

#### 2.1 Ordinary Members

(a) All University of Northern British Columbia undergraduate students who pay the Society membership fee through their student fees shall be ordinary members of the Society.

(b) The amount of the membership fee paid by ordinary members shall be the same as the fee collected from undergraduate students and may be amended from time to time through a referendum of the ordinary membership.

(c) Community members may become ordinary members of the Society by paying a membership fee equal to the undergraduate student fee.

- 2.2** Active members shall be those persons who are not in default of payment of the fees of the Society, and who:
- i) are enrolled in a degree or diploma program administered by UNBC or an Affiliated Institution; or
  - ii) are registered in a Credit Course; or
  - iii) were registered in a Credit Course on the last day of March of the current Academic Year.
- 2.3** Staff Members shall be:
- a) Members who have made at least three (3) contributions to the Newspaper in the current semester and have been approved as Staff Members by the Editorial Board; and
  - b) Members who were Staff Members in the previous semester.
- 2.4** Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.5** The amount of the annual membership dues, if any, must be determined by the Board.
- 2.6** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.
- 2.7** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
- 2.8** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

### **PART 3 – GENERAL MEETINGS OF MEMBERS**

- 3.1** A general meeting must be held at the time and, if applicable, place the Board determines.
- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) election or appointment of directors;
  - (e) appointment of an auditor, if any;
  - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
  - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
    - (i) the president,
    - (ii) the vice-president, if the president is unable to preside as the chair, or
    - (iii) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.
- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual present at the meeting to preside as the chair.
- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.
- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.
- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and , if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.
- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a

general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

**3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

**3.15** Voting by proxy is not permitted.

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

**3.17** Every general meeting, other than an annual general meeting, is an extraordinary general meeting. The directors may, at any time, convene an extraordinary general meeting

#### **PART 4 – DIRECTORS**

**4.1** The Society must have no fewer than 3 and no more than 11 directors.

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

- 4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- 4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 4.5 The Board may appoint a senior manager of the Society to manage the day-to-day operations of the Society, under the supervision of the Board.
- 4.6 Directors must disclose any conflicts of interest they have with campus organizations, including student societies and the UNBC Board of Governors.
- 4.7
- (a) A director may be recalled if they have acted in contravention of the constitution or bylaws of the Society.
  - (b) The decision to recall a director shall be made by an arbitration tribunal composed of:
    - (i) one member nominated by the director in question;
    - (ii) one member nominated by the Board; and
    - (iii) one person agreed upon by the director in question and the Board.
  - (c) If the Board decides by a 2/3 majority vote that it wishes to recall a director, it shall give written notice to the director stating the reasons for the proposed recall.
  - (d) The rights and duties of a director shall be suspended between the time of notice and the decision of the arbitration tribunal.
  - (e) The director in question and the Board shall ensure the recall process is conducted fairly and promptly.
- 4.8 Any active undergraduate student member of the Society may be nominated for a Board position. If one or more undergraduate students are nominated, only undergraduate students will be considered. If no undergraduate students are nominated, graduate student members may then be considered.

## **PART 5 – DIRECTORS' MEETINGS**

- 5.1 A directors' meeting may be called by the president or by any 2 other directors.
- 5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
- 5.4 The directors may regulate their meetings and proceedings as they think fit.

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **PART 6 – BOARD POSITIONS**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer;
- (e) director.

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

**6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**



- 7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.
- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
  - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
  - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 8 – POLICIES**

- 8.1 The Board may establish policies relating to the operations and affairs of the Society as it deems expedient, provided that no policy shall be inconsistent with the Act, the Constitution or these Bylaws.
- 8.2 The policies of the Society shall be contained in a policy manual. The policy manual and any amendments thereto shall be approved by the Board.
- 8.3 The Board may, by resolution, make, amend or repeal any policy in the policy manual.
- 8.3 If there is a conflict between a policy established by the Board and the Act, the Constitution or these Bylaws, the Act, Constitution or Bylaws shall prevail.

## **PART 9 – EDITORIAL BOARD**

- 9.1 There shall be an Editorial Board responsible for the content of the Newspaper, subject to the overall authority of the Board of Directors.
- 9.2 The Editorial Board shall consist of the Editor-in-Chief and other editors as determined by the Editor-in-Chief in consultation with the Board.
- 9.3 The Editor-in-Chief shall be appointed by the Board and shall be responsible for the operations and management of the Newspaper's content, in accordance with these bylaws and the policies of the Society.
- 9.4 The Editor-in-Chief must follow the Editor-in-Chief Policy, which mandates adherence to the operational standards and ethical guidelines as set by the Board. This includes maintaining the integrity and quality of the newspaper's content, managing editorial staff, and upholding the principles of the Society.

- 9.5** The Editor-in-Chief may be dismissed by a 2/3 vote of the Board for failing to meet their responsibilities or violating these bylaws or Society policies, after being given an opportunity to respond.
- 9.6** 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 person to fill the role permanently is appointed.

#### **PART 10 – HONORARIA**

- 10.1** All Directors shall be paid an honorarium for their services to the Society.
- 10.2** The specific amounts and any additional eligibility requirements for honoraria shall be outlined in the Society's Honorarium Policy, which shall be approved and amended by the Board as needed.
- 10.3** Honorarium payments shall be split into two equal amounts and paid during the last month of the Fall and Winter semesters.
- 10.4** Directors must fulfill all their duties and meet the eligibility requirements set out in the Honorarium Policy to qualify for their honorarium payments.
- 10.5** If a Director fails to meet the eligibility requirements, the Board may, by resolution, reduce or withhold that Director's honorarium payment to reflect the reduced time allocated to Board duties by that Director.
- 10.6** A Director must serve for a minimum of three months before qualifying for an honorarium payment.
- 10.7** No increase to the compensation of Directors shall take effect before the completion of the next general election.
- 10.8** The Board shall review the Honorarium Policy annually and make any necessary adjustments to ensure fair and reasonable compensation for Directors.