

Gateway Student Journalism Society Bylaws

Updated as of April 30, 2016

Article 1: Name

- 1.1 The society is to be known as the Gateway Student Journalism Society (the "Society").

Article 2: Definitions

- 2.1 "**Gateway**" means the body of work published by the Society.
- 2.2 "**Board of Directors**" (those individuals chosen to manage the business of the Society under Article 4 of the Bylaws) means that group of individuals (called Directors) responsible for the management of the Society.
- 2.3 "**Semester**" refers to a set four (4)-month school term at the University of Alberta. For the purposes of the Society, the period from May 1 to August 31 shall be considered one semester.
- 2.4 "**Contributor**" means any individual who has contributed a written submission (other than a letter), a photograph, a graphic or comic, administrative or editorial assistance, or layout work that has appeared in the Gateway.
- 2.5 "**Student**" means any individual who
 - 2.5.1 is registered in at least three credits' worth of courses at the University of Alberta during the semester in question, or
 - 2.5.2 in the case of the spring/summer semester, was registered in at least three credits' worth of courses at the University of Alberta during the previous semester, or is registered in at least three credits' worth of courses at the University of Alberta in the coming fall semester.
- 2.6 "**Volunteer Staff**" means any individual who has been a contributor on no fewer than five separate occasions to the Gateway in the previous 365 days and who is not also currently an employee.
- 2.7 "**Employee**" means those individuals retained by the Society as permanent or temporary workers, who are remunerated on a salary or wage basis. It does not include those individuals who receive any honoraria for their services to the Society.
- 2.8 "**Editor-in-Chief**" refers (during their term of office) to the one undergraduate student hired by the Society to serve in the capacity of Editor-in-Chief. The individual holding this office may not concurrently hold any office of, or be employed by, either the University of Alberta or the University of Alberta Students' Union.
- 2.9 "**Line Editor**" refers to those undergraduate students who hold paid editorial positions in the Society, other than the office of Editor-in-Chief. Any individual who holds a Line Editor position may not concurrently hold any office of either the University of Alberta or the University of Alberta Students' Union, but may

be employed by either body in accordance with standing policy on conflicts of interest.

2.10 **“Member”** refers to any individuals who are:

2.10.1 Current Members of the editorial board.

2.10.2 Current Directors of the Society.

2.10.3 Eligible contributors (ie. Volunteer Staff who are also students) who have opted to join the society in accordance with the provisions described in Article 3

2.11 **“General Meeting”** means a meeting of the Members of the Society that has been advertised prominently by e-mail or telephone notice, or equivalent, to as many Members as is reasonably practicable at least **fourteen (14)** days in advance of the meeting date.

2.12 **“Proxy”** means a completed form by which a Member appoints a proxyholder to attend and act on his behalf at a membership meeting. Proxy forms may be written, faxed or e-mailed to the Editor-in-Chief or a Line Editor no less than two (2) hours prior to the meeting. In the case of written or faxed proxies, the member signature will be required. Where proxies are received by e-mail, the submission must come from the sender’s known personal account. Proxies shall be specific in all cases; the proxy tells the proxyholder how to vote on a particular resolution. No Member may hold more than two proxies at a given time.

2.13 **“Special Resolution”** means

2.13.1 a resolution

2.13.1(a) passed (A) at a general meeting of which not less than **14** days' notice specifying the intention to propose the resolution has been duly given, and (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy; or,

2.13.1(b) proposed and passed as a special resolution at a general meeting of which less than **14** days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree; or,

2.13.1(c) consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

2.13.2 Special Resolutions must be approved by the Board of Directors prior to being offered to the membership for consideration (that is, in a manner outlined in Section 2.13.1 above).

2.14 **“Editorial Board”** consists of the Editor-in-Chief and the Line Editors. Quorum at an Editorial Board meeting will be seventy-five (75) per cent of the Editorial Board.

Article 3: Membership

3.1 Membership in the Society shall be automatic for all members of the Editorial Board and all voting members of the Board of Directors during their terms of office.

- 3.2 Membership in the Society shall be open, on an opt-in basis, to all Volunteer Staff who fit the definition of 'Student' noted in Article 2, according to the following:
 - 3.2.1 Any eligible individual may apply for a one-year membership by submitting a written request (either by hard copy, fax or e-mail) to any member of the Editorial Board;
 - 3.2.2 Said membership shall be deemed active from the date of receipt unless the applicant should be proved to have been not-in-good-standing at the time of application (ie. did not meet the definition of Volunteer Staff, or is not a Student);
 - 3.2.3 It shall be incumbent upon the members of the Editorial board to advise all Volunteer Staff who may meet the criteria for membership of their right to apply for Society membership;
 - 3.2.4 All members shall be invited to renew their membership by the Editor-in-Chief (or his/her designee) at least one month prior to the membership's expiration, pending the member's continued eligibility at the date of expiration. Members wishing to renew their membership for an additional year must do so in writing (either by hard copy, fax or e-mail) to any member of the Editorial Board.
- 3.3 A membership roster shall be maintained by the Editor-in-Chief (or his/her designee) and shall be made available to members upon request.
- 3.4 The email addresses of all members shall be held in the care of the Editor-in-Chief (or his/her designee) unless specifically requested otherwise.
- 3.5 A member may resign at any time by submitting written notice to the Editor-in-Chief.
- 3.6 Notwithstanding the above, the following bodies may grant Society Membership to any individual: a two-thirds majority vote of either the Editorial Board, the Board of Directors, or Society Membership at large.
- 3.7 The following bodies may expel Society Membership of any individual except those whose membership derives from their status on the Editorial Board or the Board of Directors: a two-thirds majority vote of either the Editorial Board, the Board of Directors, or Society Membership at large.
- 3.8

Article 4: Board of Directors

- 4.1 The business of the Society shall be managed by a Board of Directors, who may exercise all such powers and do all such acts as may be exercised within the provisions of the Societies Act of the Province of Alberta.
- 4.2 The Board of Directors shall be made up of the following Directors, whose terms shall begin on May 1, and end on April 30 of the following year:
 - 4.2.1 Two (2) directors ("**Volunteers' Representatives**") who are Volunteer Staff. Society Members who are not members-elect of the Editorial Board will select the Volunteer Representatives for the next Board term, at a General Meeting of the Society in April.

- 4.2.2 One (1) director ("**Editors' Representative**") selected from the incoming Gateway Line Editors. The incoming Editorial Board will select the Editors' Representative for the next Board term, at a meeting in April. If the position becomes vacant during its term, the current Editorial Board will select a replacement from the Editorial Board.
- 4.2.3 The sitting Editor-in-Chief.
- 4.2.4 Two (2) directors ("**Continuity Representatives**") who have served as voting members on the Board of Directors at some point within the preceding two Board terms, and in at least one of those two terms, in a capacity other than as a Continuity Representative. The Board of Directors will select the Continuity Representatives for the next Board term at a Board meeting in April. The Board must offer one of the two positions to the outgoing Editor-in-Chief and select the outgoing Editor-in-Chief if he or she accepts, unless that individual's employment was terminated by the Society prior to the end of his or her term.
- 4.2.5 One (1) director ("**Students' Council Representative**") selected by the Students' Council of the University of Alberta, who must be a sitting member of Students' Council, and who may be replaced by Students' Council at Students' Council's discretion.
- 4.2.6 One (1) director who is the **Vice-President (Operations and Finance)** of the Students' Union of the University of Alberta, unless this individual declines the seat, resigns, or is removed from the Board of Directors, in which case the vacancy will be filled by Students' Council in the same manner as the Students' Council Representative.
- 4.2.7 One (1) director ("**Student-at-Large**") who is an undergraduate student at the University of Alberta, and who are not members of the Students' Council of the University of Alberta. The Board of Directors will select the Students-at-Large for the next term at a Board meeting in April at its discretion
- 4.2.8 One (1) director ("**Community Representative**") who is not a volunteer or an employee of the Society, and who, in the opinion of the Board, has financial, management, or journalism skills or experience that will assist the Board. The Board of Directors will select the Community Representative for the next term at a Board meeting in April.
- 4.2.9 One (1) director ("**Alumni Representative**") who previously was an Editor-in-Chief or a Line Editor, and who is not a current volunteer or an employee of the Society. The Board of Directors will select the Alumni Representative for the next term at a Board meeting in April.
- 4.2.10 The **Gateway Executive Director**, who shall be ex officio and non-voting.
- 4.3 Directors need not hold Society membership at the time of appointment, but shall be considered Members for the duration of their Board of Directors term.
- 4.4 If there is a vacancy in any of the following director positions: Volunteer, Continuity, Student at Large, Community, and Alumni on the Board, the current Board will select an eligible individual as a replacement at its discretion.

- 4.5 All selections of Board members will be decided by a majority vote of the body or group making the decision.
- 4.6 Members and officers of the Board of Directors receive no wages or honoraria for their Board of Directors duties.
- 4.7 Other than the Editor-in-Chief and [the Line Editors](#), no paid employee of the Society may be a voting member of the Board of Directors.
- 4.8 The Board of Directors will select Officers of the Board, from the membership of the Board, at its first meeting on or after May 1. The Officers will hold office for that Board term, unless they resign or are removed from their office by the Board, or resign or are removed from the Board.
- 4.9 The Officers of the Board shall be as follows:
- 4.9.1 **Chair:** The Chair shall preside at all meetings of the Board of Directors at the first regular meeting of the Board of Directors after the Annual General Meeting. The term of office will continue until the end of the next Annual General Meeting. The chair will vote only in the case of a tie.
- 4.9.2 **Treasurer:** The Treasurer shall attend all meetings of the Board of Directors. He/she will work with the Gateway Executive Director to properly account for the funds of the Society and keep such books as may be directed by the auditor. He/she will present a full and detailed account of the financial standing of the Society to the Board of Directors according to generally accepted accounting principles within a reasonable amount of time whenever requested. The Executive Director, in cooperation with the Society's Auditor, will prepare for submission to the Annual General Meeting, a duly audited financial statement of the Society's financial position. The Treasurer will review this submission prior to the meeting. The position of Treasurer shall not be filled by any paid staff member.
- 4.9.3 **Secretary:** The Secretary shall attend all meetings of the Society and Board of Directors and [take](#) accurate minutes. The Secretary will act as Chair in the absence of the Chair. If the Secretary cannot perform his/her duties for any reason (absence or duties as Chair), the Board shall elect a temporary Secretary for the duration of the meeting.
- 4.9.4 **Editor-in-Chief:** The Editor-in-Chief shall be under the direction of the Board.
- 4.10 If a Director or Officer in any way has a material interest in a person or company that is, or may be, contracting with the Society to provide the Society with services or materials, that Director or Officer shall notify the Board of Directors immediately and disclose the nature and extent of that interest to the Board of Directors.
- 4.10.1 Any such contract for services or materials shall be referred to the Board of Directors for approval as soon as possible after the interest is disclosed, even if such contract would not ordinarily require the approval of the Board of Directors. The Director or Officer interested in the contract shall not vote on any resolution to approve the contract.

- 4.11 The Society seal is to be kept by the Executive Director. The Board of Directors has the authority to use the seal.

Article 5: Meetings of the Society and the Board of Directors

5.1 Meetings of the Society

- 5.1.1 Members of the Society shall be given at least fourteen (14) days' notice of any meeting of the Society by email or telephone.
- 5.1.2 The Society shall hold an Annual General Meeting in April of each year. Quorum for the transaction of any business at this meeting or any special or general meeting will be attendance of no less than thirty (30) per cent of total Society membership.
- 5.1.3 Other meetings of the Society, whether general or special, may be convened by the Board of Directors at any time as the Board of Directors sees fit.
- 5.1.4 A Society meeting may be called by a petition signed by not fewer than ten (10) Society Members and given to the Chair of the Board of Directors. Such a meeting must be called no later than thirty (30) days after receipt of such petition.
- 5.1.5 At a Society meeting, each Member is entitled to one vote, to be given in person or by Proxy. Proxies must be declared at the beginning of such meetings.

5.2 Meetings of the Board of Directors

- 5.2.1 Meetings of the Board of Directors shall be held no more than six (6) weeks apart throughout the University of Alberta fall and winter semesters (September-April) and once every two (2) months during the spring/summer semester (May-August). Board of Directors members shall be given seven (7) days' notice of such meetings, or the date of the meeting may be set at the previous Board of Directors meeting.
- 5.2.2 Quorum for any Board of Directors meeting shall be at least a majority of the voting directors, but shall also be no less than five (5) directors. Quorum may be achieved via remote conferencing, but not by proxy.
- 5.2.3 An Agenda for each Board of Directors meeting shall be created by the Chair and shall include Minutes of the previous Board of Directors meeting, an editorial report and online report to be given by the Editor-in-Chief, and a business report to be given by the Executive Director.
- 5.2.4 The Board of Directors shall approve an annual operating and capital budget at the beginning of each fiscal year. This shall be done by June 30 and prepared by the Executive Director. Any expenditure over \$500 not included in the original budgets shall require further Board of Directors approval.
- 5.3 Minutes of the Society and of the Board of Directors shall be kept by the Executive Director and uploaded to the Society's server. They are available to all members from the Executive Director or Editor-in-Chief. They shall be provided within five (5) working days of request.

- 5.4 The Board of Directors may enact a policy permitting binding votes on motions by electronic mail, but such motions:
- 5.4.1 Must be approved by at least as many directors as are required for quorum at a Board meeting in order for the motion to be considered passed;
 - 5.4.2 Must be approved unanimously in order for the motion to be considered passed;
 - 5.4.3 Cannot alter the Society's budget by more than \$5,000, or commit the Society to any expenditure in excess of \$5,000;
 - 5.4.4 Cannot relate to the removal of any director from the Board, or the discipline of any member, officer, or employee; and
 - 5.4.5 Must be included in the minutes of the next regular Board meeting, along with the names of the directors who voted, and how each director voted

Article 6: All hiring of staff shall be conducted in accordance with the Operating Policy

Article 7: Suspension/Dismissal of the Editor-in-Chief or a Line Editor

- 7.1 Any member of the Editorial board, including the Editor-in-Chief, may be suspended for a maximum of two (2) weeks by one of the following processes:
- 7.1.1 A two-thirds (2/3) majority vote of the Editorial board, or
 - 7.1.2 a unilateral decision by the Editor-in-Chief. (The Editor-in-Chief cannot suspend himself/herself.)
 - 7.1.3 A subsequent suspension by the Editor-in-Chief can take place no less than two (2) weeks following the end of the previous suspension.
- 7.2 The Editor-in-Chief or a Line Editor may be dismissed by one of the following processes:
- 7.2.1 Employee is given one (1) week's notice of the Editorial board meeting, where the pending dismissal will be discussed. Time will be allotted for the Employee to be heard. The Employee is entitled to legal counsel. Upon a two-thirds (2/3) majority vote of the Editorial board, another meeting one (1) week following will be scheduled. Again, the Employee will be given the right to speak and the right to counsel. Upon two-thirds (2/3) majority vote at the second meeting, the Employee is terminated immediately. The Employee can appeal the Editorial board's decision to the Society's Board of Directors. The Board of Directors must receive notice of appeal no more than two (2) weeks following termination.
 - 7.2.2 Any method described in the employment contract between the Employee and the Society.
- 7.3 Replacement of dismissed Editor-in-Chief
- 7.3.1 The interim Editor-in-Chief shall be selected at an Editorial board meeting scheduled no more than one (1) week following the Editor-in-

Chief's dismissal. Nominations will be accepted at the Editorial board meeting and those not nominated will meet in camera to select the interim Editor-in-Chief.

7.3.2 If no Editorial board members are nominated as interim Editor-in-Chief, the process for replacement will follow those steps set out in Section 7.1.

7.4 Replacement of dismissed or vacated Line Editor positions

7.4.1 Line Editors shall be replaced by the procedures set out in Section 7.2.

Article 8: Removal of Directors of the Board

8.1 The removal of a Director from the Board of Directors shall require:

8.1.1 A Special Board meeting of which not fewer than 21 days' notice is given specifying the intention of the meeting;

8.1.2 That the Director in question be given an opportunity to be heard. This includes the right to counsel at this meeting;

8.1.3 A motion in favour of the expulsion of the Director, supported by at least two-thirds (2/3) of the Board, with the member in question not permitted to vote, and the member in question not counting towards the number of Board members voting.

8.2 If a director misses three (3) consecutive board meetings without prior written notice or a valid documented excuse, the board will call a vote on dismissing the Director in question

Article 9: Grievances

9.1 In the event that any person has any complaint concerning the operations of the Society or the content of the Gateway, that person may commence a grievance by outlining in writing their concern and submitting this written complaint ("Grievance") to the Editor-in-Chief of the Gateway by delivering or mailing the Grievance to the Editor-in-Chief. The complainant must supply an address ("the Complainant's Address") to which the response to the complainant shall be delivered or mailed.

9.2 The Editor-in-Chief shall reply to the complainant by mailing or delivering a written response ("the Editor-in-Chief's Response") to the Complainant's Address within fourteen (14) days of receiving a Grievance. In that response, the complainant shall be advised:

9.2.1 of the action, if any, to be taken by the Gateway; and

9.2.2 of the complainant's right to proceed to the Board of Directors, as set out below in Section 9.3, if he/she remains unsatisfied.

9.3 In the event that the complainant is still unsatisfied by the Editor-in-Chief's Response, the complainant may submit a further written statement to the Society's Board of Directors by including a copy of the original Grievance, a copy of the Editor-in-Chief's Response, and an outline of their continuing concern. This shall be submitted to the Gateway Student Journalism Society Board of Directors, care of the Executive Director.

- 9.4 Within fourteen (14) days of the Grievance being delivered to the Board of Directors, the Board of Directors shall address the Grievance at a meeting of the Board of Directors and a written response (“the Board’s Response”) shall be mailed or delivered to the Complainant’s Address within fourteen (14) days of the meeting. The Board of Director’s response shall be considered final.
- 9.5 Both the complainant and any volunteer whose submission pertains to the grievance, are to be consulted at all stages.

Article 10: Audit Requirements

- 10.1 In this article, “financial records” means all books, accounts, and records of the Society that relate to the financial management of the Society or the Society’s financial position, and that are customarily available for review by an external auditor.
- 10.2 The Executive Director shall be responsible for preparing and keeping the books, accounts, and records of the Society.
- 10.3 The financial records of the Society shall be audited at least once per fiscal year by a qualified accountant.
- 10.4 An Audit Committee of the Board of Directors, to be chaired by the Treasurer, shall review the audited financial statements and the conclusions and recommendations of the auditor.
- 10.5 At the Annual General Meeting, the Audit Committee of the Board of Directors shall submit to the membership:
- 10.5.1 the complete, audited financial statements of the Society;
- 10.5.2 any conclusions or recommendations of the auditor; and
- 10.5.3 any conclusions or recommendations of the Audit Committee.
- 10.6 The financial records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer and Executive Director.
- 10.7 The financial records of the Society shall be available to every member of the Board of Directors at any time.
- 10.8 The fiscal year end of the Society shall be June 30.

Article 11: Borrowing Powers

- 11.1 For the purpose of carrying out its objects, the Society may borrow or raise money or grant security in such a manner as it seems fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

Article 12: Protection of Directors, Officers, and Others

- 12.1 Every Director, Officer, Line Editor or Editor-in-Chief shall act honestly and in good faith in exercising their powers and fulfilling their duties to the Society. The level of care to be exercised shall be based on that of a reasonable person in the same circumstances.

- 12.2 Subject to this Duty of Care, no Director, Officer, Line Editor or Editor-in-Chief shall be liable for any loss, damage or expense that results to the Society by an error of judgment or oversight on their part; nor shall they be liable for the acts or neglects of any other person which may result in loss, damage or expense to the Society.
- 12.2.1 However, nothing in this Article relieves a Director, Officer, Line Editor or Editor-in-Chief from the duty to act in accordance with the Societies Act, RSA 1980, c. S-18 and the regulations under that Act, or from any liability for breaching those statutory duties.
- 12.3 Subject to the limitations in the Societies Act of the Province of Alberta, the Society shall indemnify a Director, Officer, Line Editor or Editor-in-Chief, and his/her heirs and legal representatives against all reasonable expenses, including an amount paid to settle an action, in respect of any civil, criminal or administrative proceeding to which they are made a party by reason of having been a Director, Officer, Line Editor or Editor-in-Chief of the Society, if:
- 12.3.1 They acted honestly and in good faith with a view to the best interest of the Society, and
- 12.3.2 In the case of a criminal or administrative proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing their conduct was lawful.
- 12.4 The Society shall also indemnify such person in such other circumstances as the Act permits.

Article 13: By-law Revisions and Amendments

- 13.1 These By-laws shall not be rescinded, altered or added to except by Special Resolution of the Society.

Article 14: Operating Policies

- 14.1 The Board of Directors may enact Operating Policies to govern the operations of the Society, and these Operating Policies shall be binding on members and employees of the Society. In the event there is an inconsistency between such Operating Policies and these bylaws, these bylaws shall prevail to the extent of any inconsistency.
- 14.2 Society Operating Policies may be amended by a majority vote of the Board of Directors.
- 14.3 The Board may enact an Operating Policy delegating authority over editorial matters to the Editorial Board, and the Editorial Board may create Editorial Policies in accordance with this authority delegated by the Board.

Article 15: Dissolution of the Society

- 15.1 The Members may apply to have the Society dissolved pursuant to the provisions of the Societies Act of the Province of Alberta if such a motion is passed at a general meeting, provided the general meeting is advertised for no less than 21 days in advance of the meeting.

15.2 Assets of the Society, if any, shall be disposed of in a manner approved by any liquidation appointed under the Societies Act of the Province of Alberta, provided that the proceeds of disposal of assets shall first satisfy outstanding liabilities. In the event of a surplus, the remaining proceeds shall be donated to a registered charity chosen by the Members.

Effective Date

Subject to its confirmation by the Members in accordance with the Act, this Bylaw shall come into force on the date it is passed by the Directors.

Repeal

This Bylaw replaces all previous Bylaws. All events will be governed by the Bylaws which were in force at the time of the event. All appointments of Officers or Directors under the prior Bylaw shall continue until changed under the new Bylaw.