
CONSTITUTION
&
BYLAWS
Of
The Cascade Journalism Society

Constitution

The name of the society

1. The name of the society is the Cascade Journalism Society (the "Society").

Goals of the Society

2. The goals of the Society are

- a. To provide UFV students with a professional quality newspaper primarily by and for the students, keeping students informed on relevant activities and events, both at UFV and at large;
- b. To provide UFV students with the opportunities for hands-on experience in newspaper production.
- c. To do all such things as are incidental to & ancillary to the attainment of the foregoing goals stated and the exercise of the powers of the society.

3. No member of the society shall derive personal gain or profit arising as a result of his or her association with the society. This provision is unalterable.

4. The society shall ensure that at all times it functions as a non-profit institution. This provision is unalterable.

Dissolution

5. On the winding up and dissolution of the society, all assets remaining after all debts have been paid or provision for payment made shall be paid, transferred or delivered to a society with a charitable purpose selected by the directors of the society. This provision is unalterable.

BY-LAWS

Part 1 – Definitions

1. In these bylaws, unless the context otherwise requires,

(1) Definitions set out by the Cascade Journalism Society

- (a) “directors” means the directors of the society for the time being;
- (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- (c) “society” means the Cascade Journalism Society;
- (d) “employee” means a person hired and paid by the society; excluding work-study staff, honorarium paid staff and commissioned staff;
- (e) “alumni” shall refer to ex-editors, who may no longer be students and had not been forcibly removed from position.
- (f) “newspaper” means The Cascade or successor.
- (g) “SUS” means the UFV Student Union Society
- (h) “CUP” means the Canadian University Press
- (i) “CJS” means the Cascade Journalism Society
- (j) “Editorial content” means:
 - i. All articles, editorials, writing, letters, layout, photos, graphics, visuals, aesthetics;

ii. Editorial policies;

iii. Section page allocation

(k) "Publishing year" means from January 1st to December 31st of the same year inclusive.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a female person include a male person and a corporation.

Part 2 – Membership

3. A member of the society shall be a student currently enrolled at UFV who has paid student fees or levies that contribute to the funding of the society.

4. Every member shall uphold the constitution and comply with these bylaws.

5. A person shall cease to be a member of the society

(a) on her death;

(b) on being expelled;

(c) on having been a member not in good standing for 4 consecutive months; or

(d) on becoming an employee of the society.

6. A member may be expelled by a special resolution of the members passed at a general meeting.

(a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(b) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

7. All members are in good standing except a member who has failed to pay her student fees or levies or any other subscription or debt due and owing by her to the society and she is not in good standing so long as the

debt remains unpaid.

Part 3 – Meetings of Members

8. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

9. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

10. The directors may, when they think fit, convene an extraordinary general meeting.

11. Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

(a) Notice of a general meeting and any proposed amendment to the society bylaws shall be published in The Cascade at least 14 days prior to the meeting.

(b) Eligible voters at a general meeting shall be members of the society carrying valid UFV student identification and proof of current registration.

12. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

13. Special business is

(a) all business at a general meeting except the adoption of rules of order; and

(b) all business transacted at an annual general meeting, except,

(i) the consideration of the financial statements;

(ii) the report of the directors;

- (iii) the report of the auditor, if any;
- (iv) the election of directors;
- (v) the appointment of the auditor, if required; and
- (vi) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

14. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(a) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(b) A quorum is 20 members of the society or a greater number that the members may determine at a general meeting.

15. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to a time, date and place set by the chair, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

16. Subject to bylaw 17, the president of the society or one of the other directors present, shall preside as chairman of a general meeting.

17. If at a general meeting

(a) there is no president or other director present within 15 minutes after the time appointed for holding the meeting; or

(b) the president and all the other directors present are unwilling to act as chairman the members present shall choose one of their number to be chairman.

18. A general meeting may be adjourned from time to time and from place to place, but no business shall be

transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(a) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(b) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

19. No resolution proposed at a meeting need be seconded.

(a) The Chairman of a meeting may not move or propose resolution.

(b) In case of a tie of votes the chairman shall cast a vote to break the tie.

20. A member in good standing present at a meeting of members is entitled to one vote

(a) Voting is by show of hands.

(b) Voting by proxy is not permitted.

21. Subject to the Society Act and these bylaws, all matters of procedure shall be resolved in accordance with the rules set out in Roberts Rules of Order, most current edition.

Part 5- Directors

22. The Board of Directors shall be composed of no less than five voting positions, and no more than eight voting positions.

23. The Board of Directors shall reserve the following positions:

(a) Five Student Reps, who are members of the society in good standing and do not hold a paid position at the Cascade nor have an executive position at the UFV SUS.

(i) The number of student representative positions open to UFV SUS and CiVL Radio board reps shall be limited to one each.

(b) One CJS Alumni Rep, who has held a staff position at the Cascade, or a director of the society.

(c) One Staff/Faculty Representative, who currently holds a position at UFV.

(d) One Community Rep, who resides in the Fraser Valley.

(e) The current Editor-in-Chief (ex-officio and non-voting)

(d) The current Managing Editor (ex-officio and non-voting)

24. The directors shall retire from office at each annual general meeting

(a) An election will be by a yes/no vote ballot by the members of the society.

(b) If no successor is elected the person previously elected or appointed continues to hold office.

25. The directors may appoint no more than 2 appointed members per annual election cycle; after which point the board of directors will call an EGM to hold elections for all non-elected director positions.

26. If a director resigns her office or otherwise ceases to hold office, the board shall act in accordance with bylaw.

27. The members may by special resolution remove a director before the expiration of her term of office, and may elect a successor to complete the term of office.

28. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by her while engaged in the affairs of the society.

29. The directors shall be members in good standing of the society, with the exception of the directors filling the position of faculty, community and CJS alumni rep.

30. Directors are required to keep in confidence those things requiring confidentiality.

Part 6-Executive Officers:

31. The Board of Directors shall appoint three directors to fill the following executive position:

(i) President

(ii) Treasurer

(iii) Secretary

32. These positions shall be filled at the first meeting of the Board meeting after an Annual General Meeting or when a member of the executive retires from their position.

33. Appointment to the executive will be made by show of hands or by acclamation.

34. (a) The president shall preside at all meetings of the directors.

(b) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

35. The treasurer shall carry out the duties of the president during her absence.

36. The secretary shall

(a) conduct the correspondence of the society;

(b) issue notices of meetings of the society, directors;

(c) keep minutes of all meetings of the society, directors;

(d) have custody of all records and documents of the society except those required to be kept by the treasurer;

(e) have custody of the common seal of the society;

(f) in a timely manner, file with the Registrar of Companies all reports required as per the Society Act currently in force and effect.

37. The treasurer shall

(a) keep the financial records, including books of account, necessary to comply with the Society Act;

(b) render financial statements to the directors, members and others when required within 14 business days.

Part 7- Powers and Duties of Directors

38. The director's duties include, but are not limited to:

(1) Attending Board meetings,

(2) Casting their ballot in any voting which will affect the bylaws and the policies of the society.

39. If a director is unable to attend a board meeting, and wishes to discuss the agenda of said meeting, they may arrange to do so with the President at a time that is most convenient for the President and that board member.

40. The directors may exercise all the powers and do all the acts that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting.

41. The Board of directors are responsible for:

(a) Ensuring the society achieves the aims of the constitution

(b) Managing the financial affairs of the society, in accordance with the bylaws and policies of the society, and the BC Society Act. Such responsibilities include, but are not limited to:

- i. Preparing an annual budget for the beginning of each fiscal year;
- ii. Ensure adequate accounting records are kept and are available to members, upon request;
- iii. Ensure a financial review of the previous fiscal year is conducted annually;
- iv. Review and approve expenses not specified in the annual budget;
- v. Monitor the finances of the society on a regular basis.
- vi. Make available quarterly financial reports

(c) Managing the legal affairs of the society, in accordance with the bylaws and policies of the society, and the BC society Act. Such responsibilities include, but are not limited to:

- i. Submitting society documents to the BC Registrar of Societies in a timely manner;

(d) Creating and amending operational policies of the society.

(e) Ensuring that the incoming Editor-in-Chief is hired in accordance with part nine of the bylaws of the society.

(f) Hiring, reviewing, and, if necessary, firing the Managing Editor and the Advertising Manager.

(g) Set the Publication Schedule of the Cascade Newspaper for each publishing year.

(h) Authorizing the advertising rates and policies of the Cascade Newspaper.

(i) Hearing any complaints made against the paper if they have they not been resolved by the

management of the paper.

Part 8- Limitations

42. The society and its members, including the board of directors are prohibited from making any decision that shall affect the editorial content of the paper.

43. Although the Board has final authority for financial matters, and such power can arguably be linked to editorial content, no such link will be made. For further clarification under no circumstances, financially serious or not, can the Board dictate or by any means influence the editorial content except as provided in bylaw 41 (h) of this By-law.

44. The Board may require the Editor-in-Chief or Section Editor(s) of any publication of the Society to write a retraction or apology to be published with respect to any matter which in the opinion of the Board's legal counsel is legally actionable. Such retraction or apology shall be published in the next issue of the publication following the meeting of the Board. Such a decision by the Board requires two thirds majority vote of the members present. If any editor refuses to comply, the Board may dismiss said editor by two-thirds majority vote of the full Board.

Part 9- Proceedings of Directors

45. The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(a) The president shall be chairman 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 treasurer shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.

46. If any director is absent from a meeting due to illness, or travel they can make resolution by proxy in writing, or forfeit their director status for that meeting.

47. Questions arising at a meeting of the directors and board of directors shall be decided by a majority of votes.

(a) Only in the case of an equality of votes the chairman shall vote to break a tie.

48. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

49. Notice of a meeting of directors must be provided no later than seven days prior to the meeting.

50. Quorum for meeting of directors shall be set at five.

Part 10- Editor-in-Chief

51. The Editor-in-Chief shall have the following powers and duties:

(a) Maintain a presence in the office;

(b) Ultimately be responsible to contributors for the editorial content of the Cascade Newspaper.

(c) Serve as public representative of the Cascade Newspaper;

(d) Review and sign off on all pages of the Cascade before they are sent out for publication. No pages can be published without the approval of the Editor-in-Chief. The Board may force something to be published if it falls under the appropriate exceptions located in bylaw 44;

(e) Respond to any complaints and accusations levelled at the Cascade in a prompt fashion. If the Society is threatened financially or legally by anyone, the Editor-in-Chief must bring it to the President's attention immediately;

(f) When no policy is in place and a decision is needed for anything regarding editorial content, the Editor-in-Chief may use her best judgment to deal with the situation. The Editor-in-Chief must then make a report at the next regular editorial meeting explaining the action;

(g) Assume responsibilities of the managing editor in the absence of the managing editor;

- (h) Take responsibility with the managing editor to ensure the office of the Cascade is staffed in the Fall and Winter Semester, Monday-Fridays, during business hours;
- (i) Inform contributors and writers of deadlines, and assist section editors in enforcing them;
- (j) Ensure staff members are informed about meetings and other Newspaper-related events;
- (k) Sit on the Editor-in-Chief selection committee unless he or she is re-applying for the position;
- (l) Submit quarterly reports and an end of term transition report to the Board
- (m) Any other powers and duties prescribed by the Bylaws, Policy Manual, and/or Constitution.

Part 11- Hiring and Firing of the Editor-in-Chief

52. The Editor-in-Chief of the Cascade shall be selected by the Editor-in-Chief Selection Committee before December 1 for the following publishing year.

- (a) The Editor-in-Chief Selection Committee shall be composed of the following Committee Members:
 - (i) The outgoing Editor-in-Chief, who shall serve as Chair, and may vote only in the event of a tie. If the outgoing Editor-in-Chief cannot sit on the committee for whatever reason, the position shall be filled by a member of the Editorial Board.
 - (ii) One chosen from the Volunteer Staff, who is not a paid staff member, chosen by the Board of Directors
 - (iii) Two (2) chosen from the section editors, selected by the Editorial Board from accepted nominations at an Editorial Board meeting.
 - (iv) Two (2) student representatives from the Board of Directors, selected at a regular meeting.
 - (v) The Managing Editor.
 - (vi) One chosen from UFV Faculty or staff selected by the board of directors, from accepted nominations at a board of directors at a regular meeting.
- (b) Should any positions on the hiring committee remain vacant the board may create ad hoc criteria for any

required positions

(i) this criteria will ensure the committee is as impartial as reasonably possible.

53. The outgoing Editor-in-Chief shall ensure that the availability of the Editor-in-Chief position is advertised in each of the four issues preceding the application deadline. Such advertisements will note the position's salary, term of office, and necessary qualifications. If the Cascade is experiencing a publishing hiatus, the position is to be prominently advertised as the Board of Directors sees fit.

54. At least twenty-four (24) hours prior to consideration of applications the Managing Editor will distribute copies of relevant application materials to the members of the Editor-in-Chief Selection Committee. Editor-in-Chief candidates shall be selected ("shortlisted"), from applications received, at a meeting of the Editor in-Chief Selection Committee. Quorum for this meeting shall be 50 per cent of the committee. The Committee will interview each shortlisted candidate for Editor-in-Chief.

55. Any member of the Editor-in-Chief Selection Committee will be allowed to ask an Editor-in-Chief candidate any question pertaining to the operation of the Society and/or the Cascade newspaper, permitted by law.

56. The decision of the Editor-in-Chief Selection Committee will be final unless overruled by a two-thirds (2/3) vote of Members at two (2) consecutive General Meetings each held not less than one (1) week apart.

57. The Editor-in-Chief of the Cascade may be removed at any time in the same procedure laid out in bylaw 56.

Part 12-Editorial Board

58. (a) The Editorial Board shall be struck at the start of each publishing year and be composed of the following

members;

(i) The Editor-in-chief (chair)

(ii) Managing Editor

(iii) All Section Editors

(iv) Copy Editor

(v) Production Manager

(b) Any new editorial positions are automatically included in the composition of the editorial board.

59. The Managing Editor shall take minutes of all meetings of the editorial board. If the Managing Editor is not present, the editorial board may choose another member to take minutes.

60. Quorum for an editorial board meeting shall be set at five.

61. If the Editor-in-Chief is not present for an editorial board meeting then the Managing Editor shall act as chair. If both the Editor-in-Chief and the Managing Editor are not present then the News Editor must chair editorial board meetings.

62. The chair of the board may only vote in order to break a tie.

Part 13- Powers and Duties of the Editorial Board

63. The editorial board is responsible for making policies and decisions that affect the editorial content of the Cascade.

64. If there is disagreement between a section editor and the Editor-in-Chief over whether a submission is suitable for publishing the editorial board may rule on the matter. If the material in question is potentially libellous, the matter must be deferred to the board of directors.

65. The editorial board is responsible for the layout and style of the Cascade. Any major changes to layout can only be made with a two-thirds approval of the editorial board.

66. The editorial board may defer to the CJS board of directors for any matter that cannot be settled by the editorial board.

67. The editorial board must uphold the Canadian University Press Code of Ethics.

Part 14- Editorial Board Limitations

68. The Editorial board cannot infringe on the powers and responsibilities of the Editor-in-Chief as laid out in bylaw 51.

69. The Editorial board cannot infringe on the powers and responsibilities of the CJS Board of directors.

70. Final decision regarding the publication of content during layout of the paper lies with the Editor-in-Chief.

Part 15 – Seal

71. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

72. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary.

Part 16 – Borrowing

73. In order to carry out the goals of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

74. No debenture shall be issued without the sanction of a special resolution.

Part 17 – Auditor

75. This Part applies only where the society is required or has resolved to have an auditor

76. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

77. At each annual general meeting the society shall appoint an auditor to hold office until she is re-elected or her successor is elected at the next annual general meeting.

78. An auditor may be removed by ordinary resolution.

79. An auditor shall be promptly informed in writing of appointment or removal.

80. No director and no employee of the society shall be auditor.

81. The auditor may attend general meetings.

Part 18 – Bylaws

82. On being admitted to membership, each member is entitled to and the society shall give her, without charge, a copy of the constitution and bylaws of the society, upon request.

83. These bylaws shall not be altered or added to except by special resolution.

84. Policy changes may be enacted by a fifty-plus-one majority vote by the members of the society.

85. Members of the society are bound by and shall adhere to this Code of Ethics and shall maintain the standards of conduct derived there from:

- (a) Duty of Integrity - to act honestly and in good faith;
- (b) Duty of Loyalty - to give loyalty to the society when acting on behalf of the society;
- (c) Duty of Care - to act in a prudent and diligent manner, keeping informed as to the policies, business and affairs of the society;
- (d) Duty of Skill - to use one's level of knowledge and expertise effectively in dealing with the affairs of the society;
- (e) Duty of Confidentiality - notwithstanding the need of members to make an informed decision on an issue by obtaining input from internal and external sources, members are to ensure that information which is normally considered confidential remains so; and
- (f) Duty of Inclusion - to participate in and encourage full and free debate, respecting differing opinions and values amongst members and the college community.

86. No paid member of the Cascade staff shall be a member of the UFV Student Union Society Executive, or a member of the UFV Board of Governors (BOG), or University Senate. They may, however, provide input and submit their ideas and concerns in person or in writing to any such committee.

- (a) Any student that has a bias, complimentary, or conflicting interest in any subject matter set for print must declare a conflict. Members are to avoid reporting and publishing articles on which they might receive personal gain. Where such conflicts cannot be avoided, there must be a print declaration of the interest in, before, or immediately following the article.