

the **CASCADE** JOURNALISM SOCIETY

CONSTITUTION AND BYLAWS
UPDATED AT THE NOVEMBER 28, 2018
Extraordinary General Meeting

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CONSTITUTION

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:

to provide UFV students with professional quality newspapers, magazines, reports, papers, books, and online news sources primarily by and for students, keeping students informed on relevant activities and events, both at UFV and at large;

to provide UFV students with the opportunities for hands-on experience in newspaper production;

to do all such tasks and activities as are incidental and 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.

BYLAWS

Part 1. Definitions

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

a. Definitions set out by the Cascade Journalism Society:

- i. “directors” means the directors of the Society for the time being;
- ii. “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- iii “the Society” means the Cascade Journalism Society;
- iv. “contractor” means a person contracted and paid by the Society, excluding work-study staff, honorarium-paid workers, and commissioned workers;
- v. “alumni” shall refer to ex-editors, who may no longer be students and had not been forcibly removed from position;

- vi. “newspaper” means *The Cascade* or its successor;
- vii. “SUS” means the UFV Student Union Society;
- viii. “CIVL” means the UFV Campus and Community Radio Society;
- ix. “CUP” means the Canadian University Press;
- x. “CJS” means the Cascade Journalism Society;
- xi. “editorial” content means:
 - (1) all articles, editorials, writing, letters, layout, photos, graphics, visuals, videos, aesthetics in print or on the newspaper’s website or official social media accounts, including but not limited to Facebook, Twitter, and Instagram;
 - (2) editorial policies;
 - (3) section page allocation;
- xii. “publishing year” means from January 1 to December 31 of the same year inclusive; and
- xiii. “executive staff” means the Editor-in-Chief, Managing Editor, and Business Manager of the newspaper, or equivalent positions.

b. 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; words importing any gender of person shall include all genders of people or an organization.

Part 2. Membership

3. A member of the Society shall be:

a. a student currently enrolled at UFV who has paid student fees or levies that contribute to the funding of the society; or

b. an elected or appointed director of the Society for the duration of their term.

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

5. All members of the Society shall have the rights and powers to:

a. attend the Annual General Meeting of the Society;

b. vote at general meetings of the members;

c. attend board meetings;

d. bring any concerns or questions to the president, board, or editorial board;

e. any other rights or powers as prescribed by the bylaws or constitution.

Part 3. Meetings of Members

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

7. Every general meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

8. The directors may, when they think fit, convene an Extraordinary General Meeting.

9. 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 newspaper at least fourteen (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, or shall be members of the Society by virtue of their position on the board of directors.

10. Annual General Meetings shall be held at least once in every calendar year, and not more than fifteen months after holding the last preceding Annual General Meeting.

Part 4. Proceedings at General Meetings

11. Special business at a general meeting is:

a. all business except the adoption of of rules of order, and

b. all business transacted at an Annual General Meeting except:

i. the consideration of financial statements;

ii. the reports 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.
12. No business, other than the election of a chairperson 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 twenty (20) members of the society
 13. 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.
 14. Subject to bylaw 15, the president of the Society or one of the other directors present shall preside as chairperson of a general meeting.
 15. 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 other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.
 16. A general meeting may be adjourned from time to time and 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.
 17. No resolution proposed at a meeting need be seconded.
 - a. The chairperson of a meeting may not move or propose a resolution.
 - b. In case of a tie, the chairperson shall cast a vote to break the tie.
 18. 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.
 19. 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*, the most current edition.

Part 5. Directors

20. The board of directors shall be composed of no fewer than five (5) voting positions and no more than ten (10) voting positions.
21. No director shall be an elected official, paid contractor, or employee of SUS or CIVL for the duration of their term. No director shall be an employee or honorarium-paid staff of the newspaper or own or invest in a company contracted by the newspaper. No director shall be a voting member of the UFV Board of Governors, the UFV Senate, or hold an administrative position (such as, but not limited to, president or a vice-president) of UFV.
22. The board of directors shall reserve the following positions:

- a. five student representatives, who are members of the society in good standing;
- b. one CJS alumni representative, who has held but no longer holds a contracted position at the newspaper, and was not forcibly removed from their position;
- c. one staff or faculty representative, who currently holds a paid position at UFV;
- d. one community representative, who resides in the Fraser Valley;
- e. one continuity representative, who has previously held an elected seat on the CJS board of directors
- f. the current Executive Editor (ex-officio), who shall represent the executive staff of the newspaper.
 - i. If the Executive Editor is unable or unwilling to fulfill their ex-officio role on the board of directors, another member of the newspaper's executive staff may act as ex-officio on the board in their stead.
- g. the current Business Manager shall be a non-voting member and Secretary to the Board.
 - i. If the Business Manager is unable or unwilling to fulfill their Secretary role on the board of directors, another member of the board of directors may act as Secretary on the board in their stead.

23. The board of directors may, at their discretion, also reserve ex-officio positions for the following:

- a. a representative of the UFV Alumni Association;
- b. a non-executive contractor of the newspaper.

24. All ex-officio positions will not have the right to vote on the board, nor will they count toward quorum. At any time, the board may deem it necessary to create new ex-officio positions.

25. Directors shall be elected at each Annual General Meeting by a yes/no vote ballot by the members of the Society.

- a. If no successor is elected, the person previously elected or appointed may continue to hold office.

26. The directors shall continue to hold their positions for one month following the election of new directors at each Annual General Meeting for the purposes of training and imparting necessary knowledge to the directors-elect, following which, the directors-elect take office.

27. In the event that vacancies on the board of directors arise between Annual General Meetings or following a scheduled Extraordinary General Meeting where nominations have been opened or should positions go unfilled at any such meetings, the duly elected board of directors may appoint a member of the Society to fill a vacant position on the Board until the next Annual General Meeting or Extraordinary General Meeting. Any vote on such an interim appointment must be advertised to all members of the board of directors at least seven (7) days before a scheduled board meeting and such a vote must be conducted with a majority of board directors present at the meeting.

28. If any director is absent without due cause or notice for three consecutive regularly scheduled meetings or four in a calendar year, their spot will be declared vacant at a meeting of the board of directors. They can only be reinstated by a majority vote of the remaining directors.

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

30. 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 while engaged in the affairs of the Society.

31. The directors shall be members in good standing of the Society, except the staff or faculty representative, the alumni representative, and the two community representatives, as noted in these bylaws, who will not necessarily be members of the Society.

32. The directors shall make decisions on all matters not otherwise provided for in these Bylaws.

Part 6. Powers and Duties of the Board

33. The board shall be the sole body with the following powers and duties:

- a. Ensure the society achieves the aims of the Constitution;
- b. Guarantee the freedom of the student press as outlined by the Statement of Principles and Code of Ethics of the Canadian University Press.
- c. Possess general jurisdiction and final authority over the financial, legal, and administrative affairs and agreements 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. Ensuring adequate accounting records are kept and are available to members upon request;
 - iii. Ensuring a financial review of the previous fiscal year is conducted annually;
 - iv. Reviewing and approving expenses not specified in the annual budget;
 - v. Monitoring the financial status of the Society throughout the year;
 - vi. Ensuring adequate insurance is provided for the society; and
 - vii. Submitting society documents to the BC Registrar of Societies in a timely manner;
- d. Ensure the efficient and responsible management of the Society, especially in financial and legal matters;
- e. Create and amend operational policies of the Society;
- f. Have control over the hiring, firing, and review of the newspaper's executive team staff as laid out in **part 11** of these bylaws;
 - i. notwithstanding part 11, an editor may not be suspended by the Board for holding or expressing a political or religious view, or for any act or editorial decision that the editor makes unless the act or decision involves:
 - 1) theft from the Society or its members of the Society
 - 2) harassment or assault of any kind.
 - 3) a clear violation of the Statement of Principles and Code of Ethics of the Canadian University Press.
 - 4) publication of defamatory statements or images within the Cascade Newspaper or its various media channels.
 - 5) publication of hate speech.
 - 6) a negligent or willful act which jeopardizes the finances or property of the Society.
- g. Be the body by which shall determine what other publications or responsibilities shall be established by the Society;
- h. Receive and consider complaints concerning any publication of the Society which have not been resolved by the newspaper's executive team staff, and recommend appropriate action;

- i. Appoint, no later than the first meeting following the board of directors taking office, the executive officers of the board;
 - j. Determine and appoint committees as the directors see fit, provided that no committee shall have authority over any matter not properly within the jurisdiction of the board. Members of such committees shall be appointed for such terms as the board may determine. The board may remove committee members as it sees fit;
 - k. Hold general meetings of the members as laid out in **Part 3** of these bylaws; and
 - l. Hold regular meetings of the board of directors as laid out in **Part 9** of these bylaws.
34. Directors are required to keep in confidence those matters requiring confidentiality.

Part 7. Limitations

35. 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.
36. 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 37**.
37. The board may require the Executive Editor or a sectional Editor of any publication of the Society to write a retraction or apology to be published with respect to any matter which in 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. If any editor refuses to comply, the board may dismiss said editor.

Part 8. Executive Officers

38. The directors shall appoint three of their number to fill the following executive positions:
- a. President
 - b. Vice-president
 - c. Treasurer
39. These positions shall be filled in accordance with **bylaw 33 i** or when a member of the executive retires from their position.
40. Appointment to the executive will be made by show of hands or by acclamation.
41. The duties of the executive officers are as follows:
- a. The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties. The president shall also:
 - i. preside at all meetings of directors.
 - ii. ensure that agreements between the Society and other parties, such as but not limited to UFV, are made in the best interest of the Society, in consultation with the newspaper's executive team, and are in accordance with the bylaws of the Society.
 - b. The vice-president shall:
 - i. be vested with all the powers and shall perform all the duties of the president in the absence of or inability or refusal to act of the president; and

- ii. be responsible for ensuring any active committees meet the requirements or goals set out by the board.
- c. The treasurer shall;
- i. keep the financial records, including books of account, necessary to comply with the Society Act;
 - ii. render financial statements to the directors, members, and others as required within fourteen business days;
 - iii. advise and assist the executive team staff of *The Cascade* in financial matters and ensure the annual budget is adhered to;
 - iv. be responsible for facilitating any audit or financial review of the society in accordance with **Part 15** of these bylaws.
- d. The secretary shall:
- i. keep minutes of all meetings of directors and of members, and have custody of the minute books of the society and the documents and registers required to be maintained under the Society Act, except those of which the treasurer shall keep custody;
 - ii. give or cause to be given notices of all meetings of members and of the board, as well as give or cause to be given pertinent documents and an agenda in advance of the same;
 - iii. be custodian of the seal of the society and shall affix the same to any instrument requiring the same. They will certify all documents of the society that require certification.
 - iv. in a timely manner, file all reports required as per the Society Act currently in force and effect.

Part 9. Proceedings of Directors

42. A majority of the board shall constitute a quorum for the transaction of business at any meeting of the board, but in no case shall a quorum be less than fifty per cent plus one of the sitting board. Under no circumstances will ex-officio positions contribute to quorum.

43. The board shall meet regularly, not less than six times per publishing year.

44. At any time, the President of the Society may call a special meeting of the board. A special meeting of the board may also be called by at least two members of the board or by petition signed by twenty (20) members of the society. The petition must be presented to the President and must be validated by the President and one other member of the board. The petition shall state the objective of the meeting and the President must ensure that the objective falls within the powers and duties of the board.

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.

46. Members of the board must be physically present at the place of meeting for the transaction of business to occur. However, a director may join meetings by video or telephone, providing the unanimous consent of the directors physically present at the meeting is obtained. If the director is approved by the physically present board, they will contribute to quorum.

47. 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.

48. The president shall be chairperson 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 shall act as chairperson. If neither is present the directors present may choose one of their number to be chairperson at that meeting. The president may also pass the chair to another member if they are deemed to be in any kind of conflict with any agenda item before the board.

49. 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 shall the chairperson vote to break a tie.

b. All decisions of the board are public in accordance with **bylaw 51**; however, the votes may be performed in-camera.

50. 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 the directors.

51. All decisions made by the board must be on the public record and documented in the minutes regardless of the outcome. Meetings, including special meetings, of the board shall be open to the public unless otherwise decided by the majority of the board members present, in which case the reason therefore must be announced at the next board meeting. All decisions made by the board via email vote shall be presented at the subsequent meeting except in cases where that vote was called for at the prior meeting, in which case the vote will be recorded in the minutes of that prior meeting.

52. Notice of a meeting of directors must be provided no later than seven (7) days before the time fixed for holding such meeting. No formal notice of any such meeting shall be necessary if all the directors are present or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

Part 10. The Executive Editor and Executive Team

53. The executive team of the newspaper shall be comprised of the Executive Editor, Creative Director, the Managing Editor, and the Business Manager. All executive team members staff are jointly responsible for ensuring that editorial and other contractors adhere to the bylaws, policies, and constitution of the Society and that the newspaper runs efficiently, ethically, and responsibly. In general, the purview of each executive team staff member is as follows:

a. The Executive Editor is responsible for those duties laid out in **bylaw 54**, as well as any other duties which pertain to editorial content, public representation of the newspaper, and liaising with and reporting to the board of directors. The Executive Editor has final say over all editorial content as outlined in bylaw 1, including but not limited to advertising. The Executive Editor must also be responsible for any duties to which they are contractually bound.

b. The Creative Director is responsible for those duties which pertain to establishing continuity between all publishing platforms and media, establishing a creative focus, and in conjunction with the production and multi-media teams, outlines the creative direction of the paper. With guidance from all contractors, the Creative Director works to reify the vision and goals of the paper. The Creative Director must also be responsible for any duties to which they are contractually bound.

c. The Managing Editor is responsible for those duties which pertain to hiring, training, review, and firing or banning of contractors and volunteers in matters that relate to contractual obligations, interpersonal relations and conflict resolution, office safety and cleanliness, and professional development. The Managing Editor reports to and works in conjunction with the Executive Editor to achieve these aims. In the event that the Executive Editor is unable or unwilling to carry out their duties,

the Managing Editor ensures those duties are carried out. The Managing Editor must also be responsible for any duties to which they are contractually bound.

d. The Business Manager is responsible for those duties which pertain to the financial and promotional business of the newspaper, including but not limited to ensuring the budget is adhered to and properly reported to the treasurer of the board of directors, managing any advertising to be done either in print or online, managing distribution and archiving of the newspaper, and building the campus and community presence of the newspaper. The Business Manager must also be responsible for any duties to which they are contractually bound. The business manager shall also fulfill duties as laid out in bylaw 25.

54. The Executive Editor shall have the following powers and duties:

- a. Maintain a presence in the newspaper office;
- b. Ultimately be responsible to contributors for the editorial content of the newspaper;
- c. Serve as public representative of the newspaper;
- d. Review and approve all pages of the newspaper in their final form before they are sent out for publication. No editorial content may be published without the approval of the Executive Editor. The board may force something to be published only if it falls under the appropriate exceptions in accordance with **bylaw 37**

e. Respond to any complaints and accusations levelled at the newspaper in a prompt fashion. If the Society is threatened financially or legally by anyone, the Executive Editor must bring it to the board's attention immediately, through the President;

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

- g. Assume responsibilities of the Managing Editor, Business Manager, or Creative Director in the absence of either;
- h. Inform contributors and writers of deadlines, and assist section editors in enforcing them;
- i. Sit on the Executive Editor selection committee unless they are re-applying for the position;
- j. Submit regular reports and an end-of-term transition report to the board; and
- k. any other powers and duties prescribed by the bylaws, policies, and/or constitution.

55. In the event the position of the Executive Editor becomes vacant without a successor being pre-determined by the board of directors, the board shall promptly appoint an interim Executive Editor either from the Executive Team, a previous holder of the position, or from the board of directors until such time as a replacement can be named by the Executive Editor Selection Committee. In the event that a director is named interim Executive Editor, that director shall resign their elected position from the board until a replacement has been named.

Part 11. Hiring and Firing of Executive Team Members Staff

56. The Executive Editor of the newspaper shall be selected by the Executive Editor Selection Committee before September 1 of each academic year.

57. The Executive Editor Selection Committee shall be comprised of:

- a. The outgoing Executive Editor, who shall serve as chair, and may vote only in the event of a tie.
- b. The Managing Editor, Business Manager, and Creative Director, that Editor or Manager is applying for the position.

- c. One member of the editorial board, selected by the editorial board from accepted nominations at an editorial board meeting.
- d. One student representative from the board of directors, selected at a regular meeting.
- e. One UFV faculty or staff member selected by the board of directors from accepted nominations at a regular meeting of the board.

58. Should any positions on the hiring committee remain vacant, the board may create ad hoc criteria for any required positions. This criterion will ensure the committee is as impartial as reasonably possible.

59. The outgoing Executive Editor shall ensure that the availability of the Executive Editor position is advertised in each of the two issues preceding the application deadline.

60. 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 Executive Editor Selection Committee. Executive Editor candidates shall be selected (“short-listed”) from applications received, at a meeting of the Executive Editor Selection Committee. Quorum for this meeting shall be 50 percent of the committee. The outgoing Executive Editor, unless they are reapplying for the position, as well as one other member of the Executive Editor selection committee will interview each shortlisted candidate.

61. Any member of the Executive Editor Selection Committee will be allowed to submit any question to ask an Executive Editor candidate in an interview pertaining to the operation of the Society and/or the newspaper, as permitted by law.

62. The decision of the Executive Editor Selection Committee will be final unless

- a. overruled by a two-thirds majority vote of members at a general meeting.
- b. the selected candidate withdraws their candidacy or steps down from the position.
- c. the Editor-in-Chief violates their contract or contravenes the Society’s bylaws and/or constitution, and is subject to the procedures laid out in **bylaws 63 and/or 64**.

63. The board of directors may review the job performance of any executive team member

- a. in response to a complaint or petition by any contractor, director, or member of the Society;
- b. if the board has reason to believe that executive team member is in violation of their contract or the bylaws, policies, and/or constitution of the Society.

64. An executive team member may be removed from their position if

- a. both a verbal and subsequent written warning in response to contract violations have been delivered to that person by the President or their designate on behalf of the board of directors, and those warnings have not been adhered to;
- b. they resign from the position;
- c. they violate their contract or contravene the Society’s bylaws, policies, and/or constitution, in which case the board of directors may at their discretion, by a two-thirds majority vote, terminate their contract.

Part 12. The Editorial Board

65. The editorial board shall have the following powers and duties:

- a. Create policies and make decisions that affect the editorial content of the newspaper, under the direction of the Executive Editor.

b. If there is disagreement between a section editor and the Executive Editor over whether content is suitable for publication, the editorial board may rule on the matter. If the material in question is potentially libelous, the matter must be deferred to the board of directors.

c. Be responsible for the layout and style of the newspaper; any major changes to layout can only be made with a two-thirds approval of the editorial board.

d. Defer to the CJS board of directors for any matter that cannot be settled by the editorial board and executive team.

e. Uphold the bylaws, policies, and constitution of the Society.

66. The editorial board shall be comprised of the following members:

a. all editors

b. The Business Manager (ex officio)

c. Any new additions to the composition of the editorial board will be done through the approval of the directors.

67. The Managing Editor shall record and distribute minutes of the editorial board, and set the date, time, and place for meetings. If the Managing Editor is not present, the editorial board may choose another member to take minutes.

68. Quorum for an editorial board meeting shall be fifty per cent plus one.

69. If both the Editor-in-Chief and the Managing Editor are not present, then the News Editor must act as chair.

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

71. The editorial board has the following limitations:

a. The board cannot infringe on the powers and responsibilities of the Editor-in-Chief as laid out in **bylaws 53 and 54**.

b. The board cannot infringe on the powers and responsibilities of the CJS board of directors.

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

Part 13. Seal

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

74. 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 15. Auditor

75. At each Annual General Meeting the society shall appoint an auditor.

76. An auditor may be removed by ordinary resolution.

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

78. No director and no contractor for the society shall be auditor.

79. The auditor may attend general meetings.

Part 16. Bylaws

80. The bylaws and constitution of the society shall be published online for the benefit and interest of all members.