

RED PRESS SOCIETY BYLAWS AND CONSTITUTION

CONSTITUTION

Name of the Society

1. The name of the society is Red Press Society (“the Society”).

Goals of the Society

2. The goals of the Society are:
 - a. to publish works which stimulate local arts and culture as well as showcase local artists and arts or community advocates;
 - b. to engage Fraser Valley communities, especially Abbotsford, Chilliwack, and Mission, in arts creation, appreciation, or community building activities;
 - c. to foster the growth of the literary arts in the Fraser Valley;
 - d. to promote awareness and readership of contemporary Canadian literature; and
 - e. to do all such things as are incidental and ancillary to the attainment of the foregoing goals stated and exercise the powers of the Society.
3. The Society shall ensure that at all times it functions as a non-profit institution. This provision is unalterable.

Dissolution

4. 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 Red Press 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 Red Press Society;
 - iv. “employee” means a person hired and paid by the Society, excluding honorarium-paid staff and commissioned staff;
 - v. “*Raspberry*” and “magazine” means *Raspberry* magazine or its successor;
 - vi. “editorial content” means:
 1. all articles, editorial notes, writing, letters, layout, photos, graphics, visuals, videos, aesthetics in print or on the magazine’s website or official social media or other public accounts, including but not limited to Facebook, Twitter, Instagram, Issuu, and Mailchimp;
 2. editorial policies; and
 3. page allocation;
 - vii. “publishing year” means from June 1 to May 31 of the same year inclusive; and
 - viii. “executive staff” means the editors of the magazine, or equivalent positions in additional initiatives or programs of the society.
 - 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 a female person include a male person and a corporation.

Part 2. Membership

3. The members of the society are the applicants for incorporation of the society, and the persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
7. A person shall cease to be a member of the society:
 - a. by delivering her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society.
 - b. on her death;
 - c. on being expelled; or
 - d. on having been a member not in good standing for four consecutive months.
8. 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 same general meeting, before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay her membership fees 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

10. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
11. Every general meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
12. The directors may, when they think fit, convene an Extraordinary General Meeting.
13. Notice of a general meeting shall specify the place, day, and hour of the 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 magazine at least fourteen days prior to the meeting.
 - b. Eligible voters at a general meeting shall be members of the Society with valid government- or school-issued picture identification and proof of residence.
14. The first Annual General Meeting of the Society shall be held not more than fifteen 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 fifteen months after holding the last preceding Annual General Meeting.

Part 4. Proceedings at General Meetings

15. Special business at a general meeting is:
 - a. all business except the adoption of rules of order, and
 - b. all business transacted at an Annual General Meeting except:
 - i. the adoption of rules of order;
 - ii. the consideration of financial statements;
 - iii. the reports of the directors;
 - iv. the report of the auditor, if any;
 - v. the election of directors;
 - vi. the appointment of the auditor, if required; and
 - vii. 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.
16. 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 three members present or a greater number that the members may determine at a general meeting.
17. If within thirty 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 thirty minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to bylaw 19, the president of the Society or one of the other directors present shall preside as chairperson of a general meeting.
19. If at a general meeting there is no president or other director present within fifteen minutes after the time appointed for holding the meeting, or the president and directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.
20. 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.
 - a. When a meeting is adjourned for ten 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.
21. No resolution proposed at a meeting need be seconded.
 - a. The chairperson of a meeting may not move or propose a resolution.
 - b. In the case of a tie, the chairperson shall cast a vote to break the tie.
22. 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.
23. Subject to the Society Act and these bylaws, all matters of procedure shall be resolved in accordance with the rules set out in *Robert's Rules of Order*, the most current edition.

Part 5. Directors and Officers

24. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject nevertheless to
 - a. all laws affecting the society,
 - b. these bylaws, and
 - c. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
 - i. A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
25. The president, vice president, secretary, treasurer, and one of more other persons are the directors of the society. The number of directors must be five or a greater number determined from time to time at a general meeting.
26. The directors must retire from office at each annual general meeting when their successors are elected.
 - a. Separate elections must be held for each office to be filled.
 - b. An election may be by acclamation, otherwise it must be by ballot.
 - c. If a successor is not elected, the person previously elected or appointed continues to hold office.
27. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 - a. A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
28. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
 - a. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
29. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
30. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6. Proceedings of Directors

31. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - a. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of directors then in office.
 - b. The president is the chair 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 must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
 - c. A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
32. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
 - a. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
33. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of the members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - a. a notice of meeting of directors is not required to be sent to that director, and
 - b. any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
37. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
 - a. In the case of a tie vote, the chair does not have a second or casting vote.

38. A resolution passed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
39. 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.

Part 7. Duties of Officers

40. The president:
- a. presides at all meetings of the society and of the directors.
 - b. is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
41. The vice president must carry out the duties of the president during the president's absence.
42. The secretary must:
- a. conduct the correspondence of the society;
 - b. issue notices of meetings of the society and directors;
 - c. keep minutes of all meetings of the society and 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. maintain the register of members.
43. The treasurer must:
- a. keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - b. render financial statements to the directors, members, and others when required.
44. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- a. If a secretary treasurer holds office, the total number of directors must not be less than five or the greater number that may have been determined under bylaw 25.
45. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8. Powers and Duties of Directors

46. The directors' duties include but are not limited to:

- a. attending board meetings, and
- b. casting their ballot in any voting which will affect the bylaws and policies of the society.

47. The board of directors is 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. ensuring adequate accounting records are kept and are available to members upon request;
 - iii. reviewing and approving expenses not specified in the annual budget;
 - iv. monitoring the finances of the society on a regular basis;
 - v. making 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. ensuring that the incoming Editor-in-Chief and Publisher are hired in accordance with Part 10 of the bylaws of the society.
- e. hiring, reviewing, and if necessary, firing the Editor-in-Chief and Publisher.
- f. hearing any complaints made against the magazine if they have not been resolved by the management of the magazine.

Part 9. Limitations

48. 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.
49. 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 50.
50. The board may require the Editor-in-Chief, Publisher, or an editor 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 a two-thirds majority vote of the full board.

Part 10. Editor-in-Chief and Publisher of *Raspberry*

51. The Editor-in-Chief and Publisher shall have the following powers and duties:
 - a. Ultimately be responsible to contributors for the editorial content of the magazine;
 - b. Serve as public representatives of the magazine;
 - c. Review and sign off on all pages of the magazine before it is published either in print or online. No pages can be published without the approval of both the Editor-in-Chief and Publisher. The Board of Directors may force something to be published if it falls under the appropriate exceptions in bylaw 50.
 - d. Respond to any complaints and accusations levelled at the magazine in a prompt fashion. If the magazine or society is threatened financially or legally by anyone, the Editor-in-Chief or Publisher must bring it to the President's attention immediately;
 - e. When no policy is in place and a decision is needed for anything regarding editorial content, the Editor-in-Chief and Publisher may use their best judgement to deal with the situation. They must then make a report at the next regular editorial meeting explaining the action;
 - f. Assume responsibilities of other editors in their absence;
 - g. Take responsibility with other editors to ensure the magazine has regular contributors and content;
 - h. Hire other position-holders, including but not limited to the Associate Editor and Communications Manager.

- i. Set the publishing schedule of the magazine, and inform editors and contributors of deadlines;
- j. Ensure that contributors and position-holders are informed about meetings and other magazine-related events;
- k. Negotiate partnerships, grants, sponsorships, and community engagement opportunities on behalf of the magazine;
- l. Sit on the Editor-in-Chief selection committee unless she is re-applying for the position;
- m. Submit quarterly reports and an end-of-term transition report to the board;
- n. Any other powers and duties prescribed by the Bylaws, Policies, and/or Constitution of the society.

52. The Editor-in-Chief and Publisher shall each be selected by a Selection Committee before June 1 for the following publishing year.

- a. The Editor-in-Chief Selection Committee shall be composed of the following members:
 - i. the outgoing Editor-in-Chief, who shall serve as Chair, and may only vote 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 the Associate Editor or another editorial position-holder.
 - ii. the Publisher.
 - iii. one volunteer contributor who has contributed two or more articles to the magazine.
 - iv. Two representatives from the board of directors, selected at a regular meeting.
- b. The Publisher Selection Committee shall have the same composition as in part a of this bylaw, but it is the outgoing Publisher who shall serve as Chair, and may only vote in the event of a tie. If the outgoing Publisher cannot sit on the committee for whatever reason, the position shall be filled by the Associate Editor or another editorial position-holder.

53. The outgoing Editor-in-Chief or Publisher shall ensure the availability of their position is advertised in the issue of the magazine preceding the application deadline. If the magazine is experiencing a publishing hiatus, the position is to be advertised as the board of directors sees fit.

54. At least twenty-four hours prior to consideration of applications the Publisher will distribute copies of relevant application materials to the members of the Selection Committee. Candidates shall be shortlisted from applications received, at a meeting of the 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 Selection Committee will be allowed to ask an Editor-in-Chief or Publisher candidate any question pertaining to the operation of the society or the magazine, permitted by law.

56. The decision of the Selection Committee will be final unless overruled by a two-thirds majority vote of members at two consecutive general meetings each held not less than one week apart.

Part 11. *Raspberry* editorial board

57. The editorial board of *Raspberry* will be struck at the start of each publishing year and be composed of the following members:

- a. the Editor-in-Chief (chair)
- b. the Publisher
- c. the Associate Editor
- d. the Events Coordinator
- e. the Communications Manager
- f. FRESH Art Curator
- g. FRESH Fiction Curator

58. Any new editorial positions are automatically included in the composition of the editorial board.

59. The Publisher shall take minutes of all meetings of the editorial board. If the Publisher 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. The chair of the board may only vote in order to break a tie.

Part 12. Powers and Duties of the Editorial Board

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

63. If there is disagreement between an 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.

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

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

Part 13. Editorial Board Limitations

66. The editorial board cannot infringe on the powers and responsibilities of the Editor-in-Chief as laid out in these bylaws.

67. The editorial board cannot infringe on the powers and responsibilities of the board of directors.

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

Part 14. Seal

69. The directors may provide a common seal for society and may destroy a seal and substitute a new seal in its place.
70. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 15. Borrowing

71. In order to carry out the purposes 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 that power, by the issue of debentures.
72. A debenture must not be issued without the authorization of a special resolution.
73. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 16. Auditor

74. This part applies only if the society is required or as resolved to have an auditor.
75. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
76. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
77. An auditor may be removed by ordinary resolution.
78. An auditor must be promptly informed in writing of the auditor's appointment or removal.
79. A director or employee of the society must not be its auditor.
80. The auditor may attend general meetings.

Part 17. Notices to Members

81. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
82. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
83. Notice of a general meeting must be given to
 - a. every member shown on the register of members on the day notice is given, and
 - b. the auditor, if part 16 applies.
 - c. No other person is entitled to receive a notice of a general meeting.

Part 18. Bylaws

84. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
85. These bylaws must not be altered or added to except by special resolution.