



Special Resolution of the Members of the Environmental Youth Alliance (the “Society”)

RESOLVED as special resolution that:

1. the current bylaws of the Society be amended as specified in Exhibit A, with such amendments taking effect upon the electronic filing of the same with the BC Registrar of Companies; and
2. the directors of the Society be authorized and directed to sign all documents and take all actions that are necessary or desirable in carrying out the replacement of the bylaws.

Exhibit A

1. Section 1.1(l) be amended as follows:

(l) “**Ordinary Resolution**” means:

(i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote;

(A) in person at a duly constituted General Meeting, ~~or~~

(B) by Electronic Means in accordance with these bylaws, or

(C) by combined total of the votes cast in person and by Electronic Means; or

~~(i)~~(ii) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,

2. Section 1.1(s) be amended as follows:

(s) “**Special Resolution**” means:

(i) a resolution, of which the notice required by the Societies Act and these bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote;

(A) in person at a duly constituted General Meeting;

(B) by Electronic Means in accordance with these bylaws, or

~~(A)~~(C) by combined total of the votes cast in person and by Electronic Means; or

(ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

3. Section 2.1(a) be amended as follows:

(a) Regular Members:

Membership as a “**Regular Member**” shall be open to:

(i) Transition Members in accordance with bylaw 0;

(ii) any Person who serves as a Director;

~~(ii)~~(iii) any Person who participates in programming offered or operated by the Society (a "**Participant Member**"); and

~~(iii)~~(iv) any other Person whose application for admission as a Regular Member after the date these bylaws come into force is accepted in accordance with these bylaws.

4. Section 2.2 be amended as follows:

2.2 Admission to Membership and Term

Any Person who services as Director will automatically be and remain a Regular Member for the duration of their term as a Director (a "**Director Member**"). Upon ceasing to be a Director for any reason, other than death or removal in accordance with bylaw 5.19, a Director Member will automatically remain a Regular Member for a period of 5 years from the date the Person ceases to be a Director.

Any Participant Member or other Person (other than a Director Member) may apply in writing to the Board Society to become a Regular Member in such form as determined by the Board from time to time and shall become a Regular Member upon being accepted by the acceptance process implemented by the Board. Such A Person s becomes a Regular Member on the date of the Board Resolution approving approval of their membership or such later date as specified therein. The Board may determine the acceptance, postponement or rejection of applications for membership in their sole discretion for any reason, which in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society. The decision of the Board to refuse membership may be made without written reasons and is final and without appeal. The membership term of such Persons a Regular Member will be 3-5 years from the date the Person becomes a Regular mMember. Unless renewed in accordance with these bylaws, a Regular Member's membership term will be deemed to expire at the close of the Society's annual general meeting held in the third year of the Regular Member's term.

Notwithstanding the foregoing paragraph, any Person who serves as a Director will automatically be and remain a Regular Member until such time as they cease to hold office as a Director.

5. Section 2.3 be amended as follows:

2.3 Renewal of, or Readmission to, Membership

Any Regular Member whose membership is expiring or has expired in each case in accordance with these bylaws may be given the opportunity to apply to the Board for renew their membership or readmission, respectively, in such form as determined by the Board from time to time and shall have their membership renewed or reinstated, respectively, for another 3-5-year term upon acceptance in accordance with the acceptance process determined by the Board. A Person's membership is renewed or reinstated as a Regular Member on the date of the Board Resolution approving such it is approved or such later date as specified therein. Any Person whose membership has expired in accordance with these bylaws may seek readmission by applying in accordance with bylaw 0.

The Board may accept, postpone or reject any such applications in their sole discretion for any reason, which in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society. The decision of the Board to refuse renewal or reinstatement of membership may be made without written reasons and is final and without appeal.

6. Section 2.4 be amended as follows:

2.4 Transition Members

Notwithstanding anything contained in these bylaws, all Persons who are listed as members of the Society on the date the 2019-2021 annual general meeting is held (“**Transition Members**”) shall automatically continue as a Regular Member of the Society in accordance with these bylaws effective as of the date these bylaws come into force.

7. Section 3.1 be amended as follows:

3.1 Time and Place of General Meetings

General Meetings of the Society will be held at the time and place, in accordance with the Societies Act, as the Board decides. The Board may decide, in its discretion, to hold any General Meetings in whole or in part by Electronic Means; provided that, any Person participating in the General Meeting is able to participate with all other Members participating in real-time.

8. Section 4.12 be amended to read as follows:

4.12 Entitlement to Vote

A Member in good standing is entitled to one vote on matters for determination by the Members.

9. Section 4.13 be amended as follows:

4.13 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

(a) by show of hands or voting cards;

(a)(b) in the case of meeting held in whole or in part by Electronic Means, orally or electronically in real-time using software or communication means; or

(b)(c) by written ballot;

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a majority of the Members who are present and entitled to vote at the meeting may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or such other means whereby the tallied votes can be presented anonymously so it is impossible to discern how a given Member voted.

Voting by proxy is not permitted.

In the case of an equality of votes, the Chair will not have a casting or second vote in addition to the vote to which such person may be entitled as a Member, and the proposed resolution will not pass.

A technical failure that prevents any Member from participating or voting at a General Meeting does not invalidate anything done at the General Meeting.

10. The bylaws be amended by replacing:

- a. any reference within to "his or her" with "their";
- b. any reference within to "him or herself" with "themselves"; and
- c. any reference within to "him or her" with "them".