

**SPECIAL RESOLUTIONS OF THE MEMBERS
OF
THE EYA ENVIRONMENTAL YOUTH ALLIANCE SOCIETY
(the "Society")**

ALTERATIONS TO BYLAWS

WHEREAS the Society wishes to rescind and replace its current bylaws pursuant to section 17 of the *Societies Act* (British Columbia);

BE IT RESOLVED, as a special resolution, that:

1. The Bylaws of the Society be deleted in their entirety and replaced with the bylaws attached here to as Schedule "A".
2. The alterations to the bylaws of the Society are hereby approved and adopted and will take effect upon filing of the Form 6 Bylaw Alteration Application (the "**Form 6**") with the BC Registries.
3. Any one director or officer of the Society is hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing resolutions.
4. Any director or officer of the Society, or the Society's agent, is authorized for and on behalf and in the name of the Society to execute and deliver the Form 6 and any supporting documentation required for the purpose of giving effect to these resolutions.

Schedule "A"

Bylaws

**SOCIETIES ACT
BYLAWS
of
EYA Environmental Youth Alliance Society**

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Part 1. INTERPRETATION

1.1. Definitions

In these bylaws, unless the context otherwise requires:

- (a) “**Address of the Society**” means the registered office address of the Society on record from time to time with the Registrar;
- (b) “**Board**” means the Directors acting as authorized by the Societies Act, the Constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) “**Board Resolution**” means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (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
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by all of the Directors who would have been entitled to vote on the resolution at a meeting of the Board and such resolution is placed with the minutes of the Board;
- (d) “**Chair**” means the Person elected to the office of the Chair of the Society in accordance with these bylaws;
- (e) “**Constitution**” means the constitution of the Society as filed with the Registrar;
- (f) “**Directors**” means those Persons who are, or who subsequently become, directors of the Society in accordance with these bylaws and have not ceased to be directors;
- (g) “**Electronic Means**” means any system or combination of systems, including but not limited to email, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (h) “**ex officio**” means by virtue of one’s position or status;

- (i) “**General Meeting**” means a meeting of the Members, and includes an annual general meeting and any extraordinary general meetings of the Society
- (j) “**Members**” means those Persons who are, or who subsequently become, members of the Society in accordance with these bylaws and, in either case, have not ceased to be members;
- (k) “***mutatis mutandis***” means with the necessary changes having been made to ensure that the language makes sense in the context;
- (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,
 - (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
 - (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,and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (m) “**Person**” means a natural person;
- (n) “**Registered Address**” of a Member means the address of that Person as recorded in the register of Members or the register of Directors;
- (o) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (p) “**Secretary**” means a Person elected to the office of secretary of the Society in accordance with these bylaws;
- (q) “**Societies Act**” means the Societies Act of the Province of British Columbia, or a statute that replaces or supersedes the Societies Act, from time to time in force and all amendments to it;
- (r) “**Society**” means EYA Environmental Youth Alliance Society;
- (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
 - (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;

- (t) “**Treasurer**” means a Person elected to the office of treasurer of the Society in accordance with these bylaws; and
- (u) “**Vice Chair**” means a Person elected to the office of vice chair of the Society in accordance with these bylaws.

1.2. Societies Act Definitions

Except as otherwise provided or defined in bylaw 1.1, the definitions of the Societies Act are hereby incorporated into these bylaws.

1.3. Meanings

Words importing the singular include the plural and vice versa; and words importing a gender include other genders. Headings are for convenience of reference only and in no way define, limit or enlarge the scope, meaning and intent, nor do they affect in any way the interpretation, of these bylaws.

Part 2. MEMBERSHIP

2.1. Members

Membership may be granted to:

- (i) any Person who serves as a Director;
- (ii) any Person who participates in programming offered or operated by the Society, including Youth Advisory Circle participants;
- (iii) any Person who donates to the Society; and

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

2.2. Admission to Membership and Term

Any Person who serves as a Director will automatically be and remain a Member for the duration of their term as a Director. Upon ceasing to be a Director for any reason, other than death or removal in accordance with bylaw 5.19, a Director will remain a Member until their membership ceases in accordance with bylaw 2.5.

Any Person listed under bylaw 2.1 will be deemed to have applied for membership unless such Person specifies otherwise, and the membership term of such Persons will be indefinite until their membership ceases in accordance with bylaw 2.5. The Board may determine the acceptance, postponement or rejection of applications for membership in their sole discretion for any reason. The decision of the Board to refuse membership may be made without written reasons and is final and without appeal.

2.3. Membership not Transferable

Membership is not transferable.

2.4. Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (i) the date of delivering their resignation in writing to the Secretary or the Address of the Society; and
 - (ii) the effective date of the resignation stated thereon;
- (b) upon the date which is 180 days from the date on which such Member ceases to be in good standing;
- (c) upon their expulsion; and
- (d) upon their death.

2.5. Rights of Membership

In addition to any rights conferred by the Societies Act, a Member in good standing has the following rights and privileges of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings; and

- (d) to participate in the programs and initiatives of the Society, where eligible, or as may be determined by the Board from time to time.

2.6. Member not in Good Standing

A Member not in good standing has the right to receive notice of, and to attend, all General Meetings, and may participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all of the other rights and privileges described in bylaw 2.7 for so long as they remain not in good standing.

2.7. Dues

The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil. The Board may determine that dues may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances. Once determined, dues are deemed to continue each year until altered by Board Resolution.

2.8. Standing of Members

All Members are deemed to be in good standing except:

- (a) a Member who has failed to pay such annual membership dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid; and
- (b) a Member who has been suspended by the Society.

2.9. Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these bylaws, the regulations and the policies of the Society in effect from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Society.

2.10. Discipline of a Member

The Board shall have authority to suspend or commence expulsion proceedings for any Member of the Society for any one or more of the following grounds:

- (a) violating any provision of the Constitution, by-laws, regulations or written policies of the Society in effect from time to time;
- (b) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Society, then:

- (d) in the case of a suspension, the Chair, or such other Director as may be designated by the Board, shall provide 20 days' notice of suspension or proceedings for expulsion to the Member and shall provide reasons for the proposed suspension. The Member may make written submissions to the Board in response to the notice received within such 20-day period. In the event that no written submissions are received by the Board, the Board may proceed to notify the Member that the Member is suspended from membership in the Society. If written submissions are received in accordance with this bylaw, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.
- (e) in the case of a proposed expulsion, the Member may only be expelled by a Special Resolution. Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion. The Member who is the subject of the proposed expulsion will be provided with an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

Part 3. MEETINGS OF MEMBERS

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.

3.2. General Meeting Type

Every General Meeting, other than the annual general meeting, is an extraordinary general meeting

3.3. Calling an Extraordinary General Meeting

Extraordinary general meetings of the Society may be called by providing notice in accordance with the Societies Act and these bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by the Board in accordance with these bylaws; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Societies Act.

3.4. Notice of General Meeting

The Society will, in accordance with bylaw 3.5, send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor of the Society, if any is appointed,

not less than 7 days and not more than 60 days prior to the date of the General Meeting.

3.5. Contents of General Meeting Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting and a sufficient description of any special business to be considered at the meeting to permit a Member receiving the notice to form a reasoned judgment concerning that business.

3.6. Omission of Notice

The accidental omission to give notice of a General Meeting to, or the nonreceipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

3.7. Frequency of Annual General Meetings

An annual general meeting shall be held at least once in every calendar year.

Part 4. PROCEEDINGS AT GENERAL MEETINGS

4.1. Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (b) the appointment of a chairperson to chair the meeting, if required;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;
- (d) consideration of any Members' proposals submitted in accordance with the Societies Act;
- (e) the election of Directors;
- (f) the appointment of an auditor, if any; and
- (g) such other business, if any, which is brought under consideration by a report of the Directors issued with the notice convening the meeting, or that is required by the Societies Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

4.2. Special Business

Special business is:

- (a) all business conducted at an extraordinary general meeting except the adoption of rules of order or appointment of a chairperson to chair the meeting; and
- (b) all business transacted at an annual general meeting, except the business described in bylaw 4.1(a), 4.1(b), 4.1(c), 4.1(e), 4.1(f), and 4.1(g).

4.3. Requirement of Quorum for General Meetings

No business, other than the election of a chairperson to chair the meeting and the adjournment or termination of a meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

4.4. Quorum for General Meetings

A quorum shall consist of 3 of the Members in good standing and no fewer than 3 Directors in addition to the Members in good standing.

4.5. Loss of Quorum for General Meetings

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.

4.6. Lack of Quorum for General Meeting

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 the same day in the next week, at the same time and place, 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 and the meeting may proceed.

4.7. Chair of General Meeting

The following Persons are entitled to preside as the chairperson of a General Meeting:

- (a) the Chair;
- (b) the Vice Chair, if the Chair is unable to preside as the chairperson for all or part of a meeting;
- (c) one of the other Directors present at the meeting chosen by simple majority vote of the Members present, if both the Chair and Vice Chair are unable to preside as the chairperson for all or part of a meeting.

4.8. Absence of Chairperson

If at a General Meeting the Chair or Vice Chair are not present within 15 minutes after the time appointed for holding the meeting and none of the other Directors present are unwilling to act as

chairperson, the Members present shall choose one of their number to be chairperson at that meeting.

4.9. Adjournment of General Meeting

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.

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.

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.

4.10. Proposing Resolutions

A resolution proposed at a meeting must be seconded and the chairperson of a meeting may move or propose a resolution.

4.11. Voting by Members

Unless the Societies Act, these bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

4.12. Entitlement to Vote

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

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;
- (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
- (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.

Part 5. DIRECTORS

5.1. Powers of Directors

The Board may exercise all such powers and do all such acts and things as 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 Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society;
- (b) these bylaws and the Constitution; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in General Meetings.

No rule, made by the Society in General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.2. Board may Create Policies and Procedures

The Board may, by Board Resolution, create policies and procedures relating to the Society, provided that no such policy or procedure is valid to the extent that it is inconsistent with the Societies Act, the Constitution or these bylaws.

5.3. Remuneration of Directors and Officers and Reimbursement of Expenses

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.

5.4. Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

5.5. Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

5.6. Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

5.7. Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

5.8. Qualification of Directors

Pursuant to the Societies Act, a Person may not be nominated, elected or appointed to serve (or continue to service) as a Director if they:

- (a) are, subject to bylaw 5.9, less than eighteen (18) years of age;
- (b) have been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- (c) are an undischarged bankrupt;
- (d) have been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Societies Act; or
- (e) at the time of nomination, election or appointment, are in the employment of the Society.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they are not a Member in good standing.

5.9. Directors under the Age of 18

A Person who is 16 or 17 years of age is qualified to be nominated, elected or appointed to serve as a Director (a "Youth Director"), so long as the majority of the Directors are Persons who are at least 18 years of age.

5.10. Board Composition

The Board will be composed of a minimum of 5 Directors and a maximum of 15 Directors, each of whom will be elected or appointed in accordance with these bylaws.

5.11. Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

5.12. Appointments by the Directors

In addition to bylaw 5.18, the Board may, from time to time by Board Resolution, appoint Persons as Directors provided that the number of appointed Directors does not exceed 1/3 of

the number of Directors elected at any given time. Such Persons must be qualified in accordance with bylaw 5.8 and have expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board). Each appointed Director will cease to hold office at the conclusion of the next annual general meeting after the date of their appointment, unless the appointed Director is duly elected at the general meeting in accordance with these bylaws.

The period during which a Person serves as an appointed Director will not count toward the term limits set out below.

5.13. Election of Directors

A Director is elected if an Ordinary Resolution electing the Person as a Director is approved in accordance with these bylaws.

Directors will normally be elected at the annual general meeting of the Society and will take office commencing at the close of the annual general meeting.

5.14. Transition of Directors' Terms

Each Person who is a Director on the date these bylaws come into force will continue as a Director in accordance with the terms of office and term limits set out below, unless they otherwise ceases to be a Director in accordance with these bylaws.

Any previous time or terms served by Directors elected to the Board prior to these bylaws coming into force will be counted towards the terms of office and term limits set out below.

5.15. Term of Directors

Effective as of the date these bylaws come into force:

- (a) Each Youth Director will normally sit for an initial term of one year and will retire from office at the close of the first annual general meeting following their election; and
- (b) Each Director other than a Youth Director will normally sit for an initial term of three years and will retire from office at the close of the third annual general meeting following their election.

Subject to bylaw 5.16, a retiring Director other than a Youth Director may stand for re-election for additional one-year, two-year or three-year terms and a retiring Youth Director may stand for re-election for additional one-year terms.

Notwithstanding the foregoing term lengths, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than the applicable term length noted above with the actual length of any such term to be determined by the Directors at their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting their term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

5.16. Consecutive Terms and Term Limits

Directors may be elected for up to three consecutive terms. A Person who has served as a Director for three consecutive terms may not be re-elected for at least one year following the expiry of their latest term.

5.17. Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below five, the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

5.18. Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Person qualified in accordance with bylaw 5.8 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless they otherwise cease to be a Director in accordance with these bylaws. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

5.19. Removal of a Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

5.20. Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (i) the date of delivering their resignation in writing to the Chair or to the Address of the Society; and
 - (ii) the effective date of the resignation stated therein;
- (b) upon the expiry of their term;
- (c) upon the date such Person is no longer qualified pursuant to bylaw 5.8;
- (d) upon their removal; or

(e) upon their death.

5.21. Director Leave of Absence

From time to time, the Board may approve a leave of absence, requested in writing, for a Director for a specified period of time. During this period, the Director would have the right to receive notice of and attend the Board meetings, to receive minutes, and to participate in the functions and initiatives of the Society but would not have the right to vote at any duly constituted meetings of the Society.

Part 6. PROCEEDINGS OF THE BOARD

6.1. Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

6.2. Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that two (2) days' notice of such meeting will be sent to each Director.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

6.3. Participation by Electronic Means

The Board may decide, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

6.4. Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

6.5. Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent themselves from the meeting or portion thereof:

- (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Societies Act or these bylaws.

6.6. Chair of Meetings

The Chair will preside as chair at all meetings of the Board.

If at any meeting of the Board the Chair is unable to preside as the chairperson for all or part of a meeting, the Vice Chair, may preside over the all or part of the meeting. If at any meeting of the Board the Chair and Vice Chair are not present within fifteen (15) minutes after the time appointed for the meeting or either requests that they not chair the meeting, the Directors present may choose one of their number to preside as chair at that meeting.

6.7. Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, they may preside as chair.

6.8. Proposing Resolutions

A resolution proposed at a meeting must be seconded and the chairperson of a meeting may move or propose a resolution.

6.9. Voting by Directors

Unless the Societies Act, these bylaws or adopted rules of order provide otherwise, every issue or question for determination by a vote of the Directors will be decided by a Board Resolution.

In case of an equality of votes the Chair does not have a second or casting vote.

6.10. Entitlement to Vote

A Director is entitled to one vote on matters for determination by the Directors.

Part 7. OFFICERS

7.1. Officers

The officers of the Society are the Chair, Vice Chair, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors. The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

7.2. Election of Officers and Officer Term

The Board will, by Board Resolution, elect the officers of the Society. The term of office for each officer will be determined by the Board at the time of their election and will commence on the date the Director is elected as an officer. A Director may be elected as an officer for consecutive terms.

7.3. Removal of Officers

A Person may be removed as an officer by Board Resolution.

7.4. Replacement

Should the Chair or any other officer for any reason be unable to complete their term, the Board will remove such officer from their office and will elect a replacement without delay.

7.5. Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

7.6. Duties of the Vice Chair

The Vice Chair shall carry out the duties of the Chair during any absence of the Chair.

7.7. Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the custody of the common seal of the Society (if any);
- (e) the maintenance of the register of Members; and
- (f) the conduct of the correspondence of the Society.

7.8. Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Societies Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

7.9. Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

7.10. Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

Part 8. COMMITTEES

8.1. Creation and Delegation to Committees

The Board may create such standing and special committees, as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

8.2. Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

8.3. Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

8.4. Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these bylaws governing proceedings of the Board.

Part 9. ADVISORY COUNCIL

9.1. Establishment of Council

The Directors of the Society may establish an advisory board (the “**EYA Advisory Council**”). The EYA Advisory Council may also be referred to as the “Board of Governors,” and each member thereof may be referred to as a “Advisor,” or as a “Governor.”

9.2. Purpose of Council

The EYA Advisory Council shall have the following purposes, duties, and responsibilities:

- (a) advise the Directors by providing ethical, moral, strategic, and purposive guidance as requested by the Directors from time to time;
- (b) assist the Society in matters relating to the financial security and stability of the Society; and
- (c) promote the objectives of the Society in the community of Greater Vancouver and in the general community of British Columbia.

9.3. Composition of Council

The EYA Advisory Council shall be composed as follows:

- (a) at least one Director appointed by Board Resolution from time to time; and
- (b) such other individuals as determined and appointed by the Directors at its pleasure from time to time; provided:
 - (i) the number of such other individuals at any time shall not exceed the greater of 10 or twice the number of Directors then sitting as Advisors of the Society; and
 - (ii) the tenure of each Advisor shall be at the pleasure of the Directors of the Society, and without regard to the tenure of any other Advisor.

9.4. Meeting Frequency

The EYA Advisory Council shall meet at such times and frequency as they determine, but in any event not less than once in any 24-month period.

9.5. Chairperson

At meetings of the EYA Advisory Council, one of the Directors sitting as an Advisor and who has been designated as the chair of the EYA Advisory Council by Board Resolution shall be the chairperson of such meetings.

9.6. Status of Current Chair

The Chair of the Society shall be an *ex officio* member of the EYA Advisory Council.

9.7. No Remuneration

No Advisor shall be remunerated for being or acting as a member of the EYA Advisory Council.

9.8. Authority to Bind

No Advisor shall have the authority to pledge, bind, or legally obligate the Society.

9.9. Cessation of Role as Advisor

An Advisor will immediately cease to be a member of the EYA Advisory Council:

- (a) upon the date which is the later of:
 - (i) the date of delivering their resignation in writing to the Directors or the Address of the Society; and
 - (ii) the effective date of the resignation stated thereon;
- (b) upon their death; or
- (c) upon their removal by Board Resolution.

Part 10. EXECUTION OF INSTRUMENTS

10.1. Seal

The Society will not have a corporate seal.

10.2. Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

- (a) by the Chair, together with one (1) other Director, or
- (b) in the event that the Chair is unavailable, by any two (2) Directors, one of whom must be an officer,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

Part 11. FINANCIAL MATTERS

11.1. Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Societies Act and applicable laws.

11.2. Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

11.3. Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

11.4. When Audit Required

The Society is not required to be audited. An audit will only be conducted if:

- (a) the Directors determine to conduct an audit by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution;

in which case the Society will appoint an auditor qualified in accordance with Part 9 of the Societies Act and these bylaws. Where the Society is not required to conduct an audit, the Directors may, by Board Resolution, determine that a lower level of assurance be obtained from a qualified financial or accounting service provider.

11.5. Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Societies Act or until the Society no longer wishes to appoint an auditor.

11.6. Vacancy in Auditor

Except as provided in bylaw 11.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

11.7. Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Societies Act.

11.8. Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

11.9. Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Societies Act and applicable law.

11.10. Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered will be available to answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

Part 12. NOTICE GENERALLY

12.1. Method of Giving Notice

Except as otherwise provided in these bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

12.2. When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

12.3. Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

Part 13. INSPECTION OF RECORDS

13.1. Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than 14 days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these bylaws, and any amendments thereto;
- (b) the statement of Directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior employee regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Societies Act.

Part 14. BYLAWS

14.1. Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide them with, access to a copy of the Constitution and these bylaws.

14.2. Special Resolution required to Alter Bylaws

These bylaws will not be altered except by Special Resolution.

14.3. Effective Date of Alteration

Any alteration to the bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Societies Act.

Part 15. PREVIOUSLY UNALTERABLE PROVISIONS FROM THE SOCIETY'S PRE-TRANSITION CONSTITUTION

15.1. Promoting the Society's Objects

The Society shall be carried on without purpose of gain for its Members and any profits or other accretions to the Society shall be used in promoting its objects.

15.2. Winding-Up or Dissolution

In the event of winding up or dissolution of the Society, any funds and assets of the Society remaining, after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with social problems or organizations promoting the same object of this Society, as may be determined by the Members of the Society at the time of winding up or dissolution, but in the event that the foregoing provisions cannot be effected, then such funds shall be given or transferred to some other organization; provided that such organization, referred to in this paragraph, shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in effect.