

BYLAWS

Young British Columbians for Better Governance Society

YBC4BG

Incorporated under the BC Societies Act, SBC 2015, c. 18

Adopted: July 3rd, 2026

Interpretive Note

These Bylaws are made pursuant to the BC Societies Act, SBC 2015, c. 18 (the “Act”), and govern the internal affairs of the Young British Columbians for Better Governance Society (the “Society” or “YBC4BG”) together with its Charter. Where these Bylaws are silent, the Act applies. Defined terms used herein have the meanings given in the Charter unless otherwise specified.

Bylaw 1 — Definitions

In these Bylaws:

- 1.1** “Act” means the Societies Act, SBC 2015, c. 18, and its regulations, as amended from time to time.
- 1.2** “AGM” means the Annual General Meeting of the Society.
- 1.3** “Board” or “Societal Executive” means the board of directors of the Society as defined in the Charter.
- 1.4** “Chair” means the President and Chair of the Society.
- 1.5** “Charter” means the constitution of YBC4BG as adopted and amended from time to time.
- 1.6** “Director” means a member of the Societal Executive.
- 1.7** “Fiscal Year” means the fiscal year of the Society as set by the Board.
- 1.8** “Good Standing” means a member who is current in dues (if any), has not been suspended or expelled, and has met any other membership requirements set by the Board.
- 1.9** “Member” means a person admitted to membership under these Bylaws and the Charter.
- 1.10** “Ordinarily Resident” means a member’s principal place of residence or study is in British Columbia.
- 1.11** “Special Resolution” has the meaning given in the Act (a resolution passed by at least two-thirds of votes cast at a general meeting, or signed by all members entitled to vote).

Bylaw 2 — Membership

2.1 Eligibility

- 2.1.1** Any person who is aged 13 to 40, supports the purposes of the Society, and applies for membership in a form approved by the Board is eligible to become a Member.
- 2.1.2** Applicants under 19 years of age must have consent of a parent or guardian.

2.1.3 The Board may establish membership categories (e.g., student, associate, honorary) by resolution.

2.1.4 Honorary membership may be conferred by a two-thirds vote of the Board on individuals who have made exceptional contributions to the Society's purposes; honorary members are non-voting unless the Board resolves otherwise.

2.2 Application and Admission

2.2.1 A person applies for membership by completing the Society's application form and paying any applicable membership dues.

2.2.2 The Board or its delegate shall approve or reject applications; rejection must be communicated in writing within 30 days.

2.2.3 A rejected applicant may appeal to the Board within 15 days of receiving notice; the Board's decision on appeal is final.

2.3 Membership Dues

2.3.1 The Board shall set membership dues, if any, by resolution at the beginning of each fiscal year.

2.3.2 Dues may be waived or reduced by the Board for any Member on the basis of financial hardship or other criteria it establishes.

2.3.3 Members whose dues are in arrears for more than 60 days after the due date are not in Good Standing and may not vote or hold office until arrears are paid.

2.4 Rights of Members

2.4.1 Every Member in Good Standing is entitled to: (i) attend and vote at general meetings; (ii) stand for election to any office for which they are otherwise eligible; (iii) inspect the Society's register of Members, bylaws, constitution, minutes of general meetings, and financial statements in accordance with the Act; and (iv) receive notice of general meetings.

2.4.2 Members are entitled to one vote each and may not vote by proxy unless authorized by the Board.

2.5 Resignation

2.5.1 A Member may resign from the Society by providing written notice to the Board.

2.5.2 Resignation takes effect upon receipt of the notice or such later date as the Member specifies.

2.5.3 A resigning Member remains liable for any dues owing as of the date of resignation.

2.6 Discipline, Suspension, and Expulsion

2.6.1 The Board may suspend or expel a Member for conduct that is contrary to the Charter, these Bylaws, or the Code of Conduct, or that is detrimental to the Society.

2.6.2 Before suspending or expelling a Member, the Board shall: (i) provide at least 14 days' written notice of the proposed action and the reasons therefor; (ii) give the Member an opportunity to respond in writing; and (iii) consider the Member's response.

2.6.3 Suspension or expulsion requires a two-thirds vote of the Societal Executive.

2.6.4 An expelled or suspended Member may appeal to the Review Committee established under the Charter within 21 days of receiving written notice of the Board's decision.

2.6.5 A Member ceases to be a Member on the effective date of expulsion.

2.6.6 The Board may delegate responsibilities outlined in 2.6 to a responsible legal authority such as the Society's Oversight Board or a Third Party Legal Arbitrator.

2.7 Age-Out Provisions

2.7.1 A Member who reaches age 41 shall transition to non-voting alumni status at the end of the fiscal year in which they attain that age, unless the Board establishes a separate alumni membership category.

2.7.2 Alumni members may participate in events and activities as determined by the Board but may not vote or hold office.

2.7.3 Members may also resign this alumni status or have it stripped from them based on the society's membership rules.

2.7.4 Members who would age out while serving an elected term on the board can finish out that term without losing their status, status would then be altered upon the end of their elected term.

Bylaw 3 — General Meetings

3.1 Annual General Meeting

3.1.1 The Society shall hold an AGM each calendar year within six months after the end of its fiscal year, or such other time permitted by the Act.

3.1.2 The AGM shall conduct at minimum the following business: (i) adoption of the agenda; (ii) approval of minutes of the previous AGM; (iii) receipt of the Directors' report on Society activities; (iv) receipt and approval of financial statements for the previous fiscal year; (v) election of Directors (in election years); (vi) appointment of an auditor or reviewer, if required; and (vii) any other business properly before the meeting.

3.2 Special General Meetings

3.2.1 The Board may call a special general meeting at any time.

3.2.2 The Board shall call a special general meeting upon receiving a petition signed by at least 10% of Members in Good Standing specifying the business to be considered.

3.2.3 A special general meeting called by petition must be held within 60 days of the Board receiving the petition.

3.3 Notice of Meetings

3.3.1 Notice of every general meeting shall be given to each Member in Good Standing at least 21 days before the meeting.

3.3.2 Notice shall include the date, time, place (or electronic platform), and agenda of the meeting. For special general meetings, notice shall include the text of any special resolution to be considered.

3.3.3 Notice may be delivered by email, post, or any other means approved by the Board.

3.3.4 Accidental failure to give notice to any Member does not invalidate the proceedings of the meeting.

3.3.5 A Member may waive notice in writing before, during, or after the meeting.

3.4 Quorum

3.4.1 Quorum for a general meeting is the greater of: (i) 10 Members in Good Standing, or (ii) 5% of Members in Good Standing, present in person or by electronic means.

3.4.2 If a quorum is not present within 30 minutes of the scheduled start time, the meeting shall be adjourned to a date, time, and place determined by the Chair, with at least seven days' notice given to Members.

3.4.3 If quorum is achieved at the start but lost during the meeting, the remaining Directors may continue solely for the purpose of adjourning the meeting.

3.5 Voting at General Meetings

3.5.1 Decisions at general meetings are made by ordinary resolution (a simple majority of votes cast) unless the Act or these Bylaws require a special resolution.

3.5.2 Voting shall be by show of hands or electronic poll unless a secret ballot is demanded by at least five Members or ordered by the Chair.

3.5.3 The Chair does not vote except to break a tie.

3.5.4 Electronic voting systems used for secret ballots must preserve the anonymity of Members' votes.

3.6 Electronic Meetings

3.6.1 General meetings may be held by telephone conference, videoconference, or other communications technology that allows all participants to communicate simultaneously.

3.6.2 Members participating electronically are deemed to be present at the meeting.

3.6.3 The Board shall establish procedures to verify Member identity and ensure ballot secrecy when electronic meetings are held.

Bylaw 4 — Board of Directors (Societal Executive)

4.1 Authority

4.1.1 Subject to the Act, the Charter, and these Bylaws, the Board has the authority to manage or supervise the management of the affairs and activities of the Society.

4.1.2 The Board may exercise all powers of the Society not required to be exercised by Members at a general meeting.

4.2 Eligibility of Directors

4.2.1 Every Director must be a Member in Good Standing and at least 13 years of age.

4.2.2 A person is disqualified from being a Director if they: (i) are found incapable by a court; (ii) have been convicted of an offence in connection with the promotion, formation, or management of a corporation or society; or (iii) are otherwise disqualified under the Act.

4.2.3 At least three Directors must be Ordinarily Resident in British Columbia.

4.3 Election and Term

4.3.1 Directors are elected by Members in Good Standing at the AGM every two years.

4.3.2 Directors hold office from the conclusion of the AGM at which they are elected until the conclusion of the second subsequent AGM, or until they resign or are removed.

4.3.3 A Director may serve no more than three consecutive two-year terms in the same position, after which they must step down from that position for at least one term before being eligible for re-election to it.

4.3.4 During the formation period and when a vacancy arises, the Chair may appoint a Member to fill the vacancy with Board approval, as set out in the Charter.

4.4 Resignation and Removal

4.4.1 A Director may resign by delivering written notice to the Chair (or the Vice-Chair if the Chair is resigning).

4.4.2 Members may remove a Director before the end of their term by special resolution at a general meeting, provided the Director has been given at least 14 days' notice and an opportunity to respond.

4.4.3 A Director is automatically deemed to have resigned if they: (i) cease to be a Member in Good Standing; (ii) are absent from three consecutive Board meetings without leave of the Board; or (iii) are disqualified under the Act.

4.5 Remuneration and Conflicts of Interest

4.5.1 Directors serve without remuneration. A Director may be reimbursed for reasonable expenses incurred in the performance of their duties, as approved by the Board.

4.5.2 A Director who has a direct or indirect material interest in a contract or transaction being considered by the Board must: (i) disclose the nature and extent of the interest at the earliest opportunity; (ii) absent themselves from the portion of the meeting at which the matter is discussed; and (iii) not vote on the matter.

4.5.3 Disclosures of conflict shall be recorded in the Board meeting minutes.

Bylaw 5 — Board Meetings

5.1 Frequency

5.1.1 The Board shall meet at least four times per year, as required by the Charter.

5.1.2 The Chair may call a special Board meeting at any time on at least 48 hours' notice, which may be waived by majority consent of the board.

5.2 Notice

5.2.1 Notice of each Board meeting shall be given to all Directors at least seven days before the meeting, specifying the date, time, location or platform, and agenda.

5.2.2 Emergency meetings may be called on shorter notice if all Directors consent.

5.3 Quorum and Voting

5.3.1 Quorum for a Board meeting is a majority of the voting Directors then in office.

5.3.2 Decisions of the Board are made by a majority of votes cast. The Chair casts the deciding vote in the event of a tie.

5.3.3 Directors may participate in meetings by telephone or videoconference and shall be counted toward quorum.

5.3.4 The Board may pass a resolution without a meeting if all voting Directors sign a written resolution. Such resolutions are as valid as if passed at a meeting.

5.4 Minutes

5.4.1 Minutes of every Board meeting shall be recorded and maintained by the Vice President or their delegate.

5.4.2 Draft minutes shall be circulated to Directors within 14 days of each meeting and approved at the next Board meeting.

5.4.3 Approved minutes shall be maintained in the Society's records and made available for inspection by Members on request.

Bylaw 6 — Officers

6.1 Officers of the Society

The Society's officers shall include those positions set out in the Charter. In addition:

6.1.1 The Society shall at all times have a President and Chair, a Vice President and Vice Chair, and at least three directors at large. The President also serves as Treasurer and/or Secretary unless those roles are given to other officers by board vote.

6.1.2 Additional officer roles may be created by the Board by resolution.

Bylaw 7 — Financial Administration

7.1 Fiscal Year

7.1.1 The fiscal year of the Society ends on March 31 of each year, aligning with the Canadian federal government's fiscal year and facilitating timely tax filings, unless changed by Board resolution and filed with the BC Registrar.

7.2 Banking and Signing Authority

7.2.1 The Society's funds shall be deposited in accounts at a chartered bank or credit union approved by the Board.

7.2.2 All cheques, electronic transfers, contracts, and other financial instruments over \$500 shall require the signatures or approvals of at least two Directors, one of whom must be the Chair, Vice Chair, or Treasurer.

7.2.3 Transactions of \$500 or less may be authorized by any one Director or approved officer.

7.2.4 In accordance with the Charter, at least five Directors at large serve for signing purposes.

7.3 Financial Controls

7.3.1 The Board shall adopt and maintain a financial controls policy establishing procedures for budgeting, expenditures, reimbursements, and reporting.

7.3.2 No Director or officer shall incur an expenditure on behalf of the Society exceeding \$250 without prior Board approval, except in emergency circumstances, in which case the expenditure must be ratified at the next Board meeting.

7.3.3 The Treasurer shall present a proposed annual budget to the Board for approval before the start of each fiscal year.

7.4 Financial Statements and Executive Review

7.4.1 The Society shall prepare financial statements for each fiscal year in accordance with generally accepted accounting principles.

7.4.2 The Societal Executive shall conduct an internal review of the Society's financial statements and all material expenditures at the end of each fiscal year. This review shall: (i) confirm that expenditures are consistent with the approved budget; (ii) verify that all payments to service providers are accurately recorded; (iii) assess whether the Society's financial controls are being followed; and (iv) identify any discrepancies or concerns for reporting to Members at the AGM.

7.4.3 The Executive review shall be documented in a written report signed by the Treasurer and Chair and tabled at the AGM.

7.4.4 Financial statements and the Executive review report shall be made available to Members at least 14 days before the AGM.

7.5 Appointment of Auditor

7.5.1 The Board may, by resolution, appoint a qualified external auditor at any time to conduct a formal audit of the Society's financial records and statements.

7.5.2 Appointment of an auditor is mandatory if: (i) the Society's annual gross revenue in any fiscal year exceeds \$250,000; or (ii) a majority of Members in Good Standing pass a resolution at a general meeting requesting an audit.

7.5.3 If the Board determines an audit is not required, the Board may appoint an independent reviewer to conduct a review engagement of the financial statements in lieu of a full audit.

7.5.4 The auditor or reviewer shall report their findings in writing to the Board and to Members at the AGM.

7.5.5 The same individual or firm may not serve as both auditor and as a financial administrator or bookkeeper for the Society.

7.5.6 An auditor may be removed before the end of their term only by a resolution passed at a general meeting.

7.6 Investment Policy

7.6.1 The Society's funds shall be invested only in deposit accounts, term deposits, GICs, or government bonds, unless the Board adopts a broader investment policy by resolution.

7.6.2 The Board shall not use the Society's funds to speculate in securities or derivatives.

Bylaw 8 — Elections

8.1 Election Officer

8.1.1 The Board shall appoint an Election Officer for each election who is a Member in Good Standing but is not a candidate in the election.

8.1.2 The Election Officer is responsible for overseeing the election process, confirming eligibility of candidates, counting votes, and reporting results.

8.2 Nominations

8.2.1 Nominations shall open at least 30 days before the AGM.

8.2.2 A candidate must be nominated in writing by at least two Members in Good Standing (one of whom may be the candidate) and must consent in writing to their nomination.

8.2.3 Nominations close 7 days before the AGM, at which point the Election Officer shall confirm the list of eligible candidates.

8.2.4 If a position is acclaimed (only one candidate), the Election Officer shall declare that person elected without a vote.

8.3 Voting Procedures

8.3.1 Voting shall be by secret ballot, either in person or through a secure electronic system approved by the Board.

8.3.2 Each Member in Good Standing is entitled to one vote per contested position.

8.3.3 The candidate receiving the most votes wins. In the event of a tie, the Election Officer shall determine the winner by lot.

8.3.4 Election results shall be announced at the AGM and communicated in writing to all Members within 7 days.

8.4 Election Disputes

8.4.1 A Member or candidate may challenge an election result by providing written notice to the Election Officer within 5 days of the announcement of results, specifying the grounds for the challenge.

8.4.2 The Election Officer, in consultation with two Directors not involved in the dispute, shall investigate and render a written decision within 14 days.

8.4.3 The Election Officer's decision may be appealed to the Board within 7 days; the Board's decision is final.

Bylaw 9 — Committees

9.1 Establishment

9.1.1 The Board may establish standing or ad hoc committees by resolution, as set out in the Charter.

9.1.2 Each committee must have a written mandate approved by the Board specifying its purpose, powers, membership requirements, and reporting obligations.

9.1.3 All committee decisions are advisory to the Board unless the Board expressly delegates decision-making authority.

9.2 Composition

9.2.1 Each committee shall have a Chair appointed by the Board.

9.2.2 A majority of committee members must be Members in Good Standing. Non-members may participate in an advisory capacity as approved by the Board.

9.2.3 At least one Director shall sit on each standing committee as a liaison to the Board.

9.3 Reporting

9.3.1 Each committee shall report to the Board on a quarterly basis and maintain written records of all decisions and recommendations.

9.3.2 The Board may dissolve any committee by resolution.

Bylaw 10 — Clubs

10.1 Clubs must comply with the requirements set out in the Charter and any policies established by the Board.

10.2 Each club must elect its own officers every two years and submit an annual report to the Societal Executive summarizing its activities and membership.

10.3 The Board may suspend or revoke the recognition of a club that: (i) fails to maintain the minimum membership requirement; (ii) fails to submit required reports; or (iii) operates in a manner inconsistent with the Charter or these Bylaws.

10.4 Clubs may not incur financial liabilities in the name of the Society without prior written approval of the Board.

10.5 Each club must maintain its own minutes and financial records and make them available to the Board on request.

Bylaw 11 — Indemnification and Liability

11.1 The Society shall indemnify each Director and officer and their heirs and legal representatives against all costs, charges, and expenses (including legal fees) reasonably incurred in connection with any action or proceeding to which they are made party by reason of holding office, provided that: (i) they acted honestly and in good faith with a view to the best interests of the Society; and (ii) in the case of a criminal or administrative action, they had reasonable grounds to believe their conduct was lawful.

11.2 The Society may purchase and maintain insurance on behalf of its Directors, officers, employees, and volunteers against liability arising out of their duties to the Society.

11.3 No Director or officer shall be personally liable for any act, receipt, neglect, or default of any other Director or officer or employee, or for any other loss or expense suffered by the Society, unless it results from their own wilful act or omission.

Bylaw 12 — Records and Privacy

12.1 Corporate Records

12.1.1 The Society shall maintain at its registered office or such other location as the Board approves: (i) the Charter and all amendments; (ii) these Bylaws and all amendments; (iii) the register of Members; (iv) the register of Directors; (v) minutes of all general meetings and Board meetings; and (vi) financial records.

12.1.2 Records shall be retained for at least seven years after the period to which they relate.

12.2 Member Access

12.2.1 A Member in Good Standing may, on reasonable notice, inspect the register of Members, minutes of general meetings, and financial statements of the Society during normal business hours.

12.2.2 The Board may establish reasonable procedures for the inspection of records.

12.3 Privacy

12.3.1 The Society shall comply with applicable privacy legislation, including the Personal Information Protection Act (BC) (PIPA) with respect to the collection, use, and disclosure of Members' personal information.

12.3.2 The Board shall designate a Privacy Officer responsible for overseeing compliance with PIPA.

12.3.3 The Society shall not sell or otherwise disclose Members' personal information to third parties without consent, except as required by law.

Bylaw 13 — Code of Conduct

13.1 The Board shall adopt and maintain a Code of Conduct applicable to all Members, Directors, officers, committee members, and club executives.

13.2 The Code of Conduct shall address at minimum: harassment, discrimination, conflicts of interest, use of Society resources, and social media conduct.

13.3 Alleged violations of the Code of Conduct shall be reported to the Vice President, who shall investigate in a timely, confidential, and impartial manner.

13.4 Consequences for violations may include a formal warning, temporary suspension, or expulsion from membership or office, depending on the severity of the conduct, following the procedures set out in Bylaw 2.6.

Bylaw 14 — Notices

14.1 Any notice required under these Bylaws may be given by email, regular mail, or any other means of electronic communication approved by the Board.

14.2 Notices sent by email are deemed received the next business day after sending, unless the sender receives an undeliverable notice.

14.3 Notices sent by regular mail are deemed received five business days after posting.

14.4 A Member's email address or mailing address on file with the Society shall be used for notices. It is the Member's responsibility to keep their contact information current.

Bylaw 15 — Dissolution

15.1 The Society may be dissolved only by special resolution of the Members at a general meeting called for that purpose.

15.2 On dissolution, after payment of all liabilities, the Society's remaining assets shall be distributed to one or more registered charities or non-profit organizations in British Columbia with purposes similar to those of the Society, as determined by the Board.

15.3 The Society shall notify the BC Registrar of dissolution in accordance with the Act.

Bylaw 16 — Amendment of Bylaws

- 16.1** These Bylaws may be amended in accordance with the procedures set out in the Charter.
- 16.2** Proposed amendments must be submitted in writing to the Secretary at least 30 days before the meeting at which they are to be considered, and a copy provided to all Members with the notice of meeting.
- 16.3** Amendments take effect upon filing with the BC Registrar as required by the Act.
- 16.4** The Secretary shall maintain a certified copy of the current Bylaws and all amendments.