

**BYLAWS OF THE PRINCE GEORGE PUBLIC INTEREST
RESEARCH GROUP SOCIETY**

Bylaw 1 - Interpretation and Definitions

1. Nature of the Organization

The Society shall be non-partisan. Its Purposes shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its Purposes. This provision is unalterable.

2. No Discrimination

In all of its activities, the Society shall not discriminate against any person(s) on the basis of gender, race, religion, citizenship, place of origin, marital status, age, creed, sexual orientation, political and/or religious views and/or activity, appearance or physical or mental ability. This provision is unalterable.

3. Definitions

In these bylaws:

- (a) All references to the singular shall include the plural and the plural the singular;
- (b) "board" means the Board of Directors of the Prince George Public Interest Research Group Society (PGPIRG);
- (c) "director" means a director of the Board of the Prince George Public Interest Research Group Society (PGPIRG);
- (d) "member" means an ordinary member of the Prince George Public Interest Research Group Society (PGPIRG);
- (e) "ordinary member" means a member of the Society who has achieved membership by paying the annual refundable membership fee;
- (f) "registrar" means the Registrar of Companies;
- (g) "Society" means the Prince George Public Interest Research Group Society (PGPIRG);
- (h) "University" means the University of Northern British Columbia, unless otherwise indicated.

Bylaw 2 - Membership in the Society

(1) Ordinary Members

(a) All University of Northern British Columbia students or community members who pay a membership fee to the Society shall be ordinary members of the Society.

(b) The amount of the membership fee paid by ordinary members shall be established from time to time by the ordinary membership through a referendum.

(2) Rights of Members

- (a) All members in good standing shall have voting privileges in annual general meetings, special general meetings, elections and referenda of the Society;
- (b) All members are eligible to run for a position on the Board of Directors;
- (c) All members shall be entitled, upon request, to a copy of the constitution and bylaws of the Society, subject to the Societies Act.
- (d) Administrative documents of the Society shall be open to inspection by any member upon reasonable request addressed to the board, except for minutes of *in camera* (closed, private) board meetings.

(3) Duties of Members

It is the duty of every member to uphold the constitution and comply with the bylaws of the Society in all matters respecting the Society.

(4) Good Standing

All members who have fulfilled their duties in accordance with the constitution and bylaws of the Society in all matters respecting the Society shall be considered members in good standing.

- (a) Any member who acts in contravention of the constitution, bylaws, regulations, procedures, or principles of the Society may be expelled if the board decides through consensus or majority resolution (51%) that they wish to have the member expelled.
- (b) The board shall give the member whose standing is being considered ten (10) days written notice of the meeting at which this will be discussed and the reasons why their expulsion is being considered.

(5) Refunds

- (a) A member shall cease to be a member of the Society upon request and receipt of a refund of their membership fee.
- (b) Proof of registration and picture identification must be presented at time of refund request.
- (c) The society shall record all refunds and maintain a list of all former members.

Bylaw 3 -- General Meetings

(1) Annual General Meetings

- (a) The Society shall hold an annual general meeting at a time and place determined by the board in accordance with the Society Act;
- (b) Ordinary business shall be conducted at the annual general meeting
- (c) Special business may be conducted at annual general meetings

(d) Members may submit items additional to ordinary business for placement on the proposed agenda of the annual general meeting, provided that the item is received by the Board at least fourteen (14) days prior to the date of the annual general meeting

(e) A director chosen by the board shall preside at annual general meetings.

(2) Special General Meetings

(a) A special general meeting shall be called by the board upon either:

(i) a decision of the board, based on consensus or a resolution passed with a seventy-five percent (75%) majority, or;

(ii) requisition from the members of the society, in accordance with the requisition provisions of the Society Act

(b) Ordinary or special business may be conducted at special general meetings;

(c) A director chosen by the board shall preside at special general meetings.

(3) Ordinary Business

The following business shall be deemed ordinary business:

(a) the presentation and consideration of financial statements, and

(b) the presentation and consideration of the report of the board on the activities of the preceding year

(4) Special Business

(a) All business not specified in bylaw 3(3) as ordinary business shall be deemed special business;

(b) All special business must be passed by consensus or a majority of not less than seventy-five percent (75%) of those votes cast.

(5) Quorum

(a) Quorum for the annual general meeting shall be twenty-five (25) members of the Society;

(b) If within one half (1/2) hour from the time appointed for an annual general meeting quorum has not been reached, quorum shall be five members, but the meeting shall only transact ordinary business as described in Bylaw 3 (3) and no other business;

(c) Quorum for special general meetings shall be no less than 5% of the membership of the Society. This number shall never be less than 3 persons.

(6) Standards for process at general meetings

Standards of conduct that promote free, fair and equitable discussion and decision-making shall be decided upon by the board, explained at each general meeting, and adhered to for that meeting.

Bylaw 4 - Board of Directors

(1) Election and appointment of the directors

There shall be no more than seven (7) members, and no less than three (3) members of the Board of Directors. At any given time a majority of the board must be registered University of Northern British Columbia students. They shall be elected in accordance with Bylaw 7, or in cases where board positions are not contested, or when interim directors are needed, appointed by the board upon consensus or unanimous resolution of the board.

(2) Duties and powers of the directors

(a) The management, administration and control of the property, revenue, business and affairs of the Society are vested in the board subject to these bylaws. Without diminishing the generality of the foregoing, the board:

(i) may make such rules and regulations as it considers advisable for the conduct of the affairs of the Society, provided they are consistent with the Constitution and Bylaws,

(ii) may enter into agreements on behalf of the Society,

(iii) shall represent the Society as the employers of the staff of the Society, and ensure that the activities of the staff are appropriate to the purposes of the Society,

(iv) shall ensure the proper keeping of financial records, and

(v) shall ensure the proper recording of minutes which shall be stored in the Society office.

(b) The board is collectively responsible for all the functions and duties listed in bylaw 4 (2) (a) but may, as it deems appropriate, name individual directors as primarily responsible for specific duties.

(c) The board may appoint committees and task forces consisting of such persons as the board sees fit, to carry out specified functions as determined by the board, with the exception of those functions specifically enumerated in bylaw 4 (2) (a); however, the Board reserves the right to make final and binding decisions on all matters.

(d) At least two (2) directors shall sign the financial statements presented at the annual general meeting.

(3) Remuneration

No remuneration shall be paid to a director for being or acting as a director, but a director shall be reimbursed for all expenses they have incurred while engaged in the affairs of the Society, subject to authorization of, and according to, financial guidelines determined by the board.

(4) Recall

(a) A director may be recalled if they have acted in contravention to the constitution and bylaws of the Society.

(b) The decision about whether or not a director has acted in contravention to the constitution and bylaws of the Society and therefore should be recalled shall be made by an arbitration tribunal composed of:

- (i) one member of the Society nominated by the director whose position is under question;
- (ii) one member of the Society nominated by the board, and;
- (iii) one person agreed upon by both the director in question and the board.

(c) If the board decides through consensus or majority resolution (51%) that they wish to have a director recalled, it shall give written notice to the director whose position is under question clearly stating the reasons why the Board believes that the director should be recalled.

(d) The Board shall name its arbitration tribunal appointee, and provide a list of nominees for the jointly appointed member of the arbitration tribunal, within seven (7) days after the presentation of notice to the director whose position is under question.

(e) Both the director whose position is under question and the Board have a responsibility to ensure that the decision about the director's recall is made in a fair and timely fashion.

(f) Between the time of written notice of the Board to the director in question and the decision of the arbitration tribunal, the rights and duties specific to a director of the Society shall be temporarily suspended from the director in question.

(5) Vacancies of director's positions

(a) A director's position may be declared vacant where a director resigns, is recalled, ceases to be a member of the society or will be absent for an extended period of time.

(b) A director's position may be declared vacant by consensus or seventy-five percent (75%) resolution of the Board if the director misses three (3) consecutive Board meetings without reasonable excuse.

Bylaw 5 - Board Meetings

(1) Regular meetings

(a) The board will normally meet at least once every two weeks, and shall hold a regularly scheduled meeting every month.

(b) Quorum of the Board shall be a majority of the members on the board at that time, with quorum being never less than two (2) directors.

(c) Regular meetings, with the exception of meetings declared by the board to be *in camera* (closed, private) shall be open to all member of the Society.

(d) The Executive Director shall be expected to attend at least one of every three consecutive board meetings.

(2) Special Meetings

Special meetings of the board to consider matters of particular concern or urgency shall be called by:

- (a) the board, or;
- (b) any three (3) director of the board.

(3) Standards of process and conduct

(a) Standards of process and conduct for board meetings shall be agreed upon and adhered to yearly by the board

(b) Standards of process and conduct adopted by the board shall encourage free speech, effective listening, and equitable distribution of power among all members of the board.

Bylaw 6 - Borrowing

(1) Responsibility of the board

In order to carry out the purposes of the Society, the Board 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 the foregoing, by the issue of debentures.

(2) Sanction for borrowing

(a) No debenture shall be issued without the sanction of a special resolution passed at a general meeting of the Society with a majority of seventy-five percent (75%) of the votes.

(b) The members may restrict the borrowing powers of the board by a resolution of a general meeting supported by a seventy-five percent majority, but a restriction imposed expires at the next annual general meeting.

Bylaw 7 - Elections

(1) General

(a) Except for cases when positions on the board are not contested, elections shall take place yearly,

(b) Elections shall normally take place annually, at a time deemed appropriate by the Board

(c) The board shall appoint, through consensus, a chief electorate officer fourteen (14) days before the election day.

i) The chief electorate officer will be responsible for the running of the election in accordance with the Canada election act.

ii) The chief electorate officer will be responsible to the board.

(2) Nominations

(a) The board shall give notice of the nomination period at least two (2) weeks before the opening of nominations and in accordance with Bylaw 9.

(b) Voting shall take place at polling stations across University of Northern British Columbia's Prince George Campus, and in any other places and ways deemed appropriate by the board.

Bylaw 8 – Referenda

(1) Calling of referenda

(a) A referendum shall be called by the board upon consensus or a resolution passed by seventy-five percent (75%) of the board.

(b) The Board shall ensure that the wording of the referendum is clear and unambiguous and capable of being answered yes or no.

(2) Notice of referenda

(a) Notice of a referendum shall clearly state the dates, times, places, and purposes of the referendum.

(b) Voting shall take place at polling stations across campus and at regional campuses and in any other places or ways deemed appropriate by the board.

(3) Voting on referenda

(a) Referenda shall be conducted for at least sixteen (16) hours over no fewer than two (2) days

(b) Voting shall take place at polling stations across campus and at regional campuses and in any other places or ways deemed appropriate by the board.

(4) Results of the referenda

(a) Referenda shall be binding on the Board where a majority of the votes cast support the resolution and the number of votes cast is equal to or greater than five percent (5%) of the ordinary membership by the cast day of the referendum.

(b) Any referenda which refer to the abolition of the membership fee paid by ordinary members shall not necessarily entail the dissolution of the Society itself.

Bylaw 9 - Notice

Appropriate notice to the members for general meetings, elections, and referenda is all of the following:

- (a) when appropriate, notice in the Society newsletter;
- (b) notice posted conspicuously at the Society office;
- (c) notice posted on at least ten (10) conspicuous places on campus, and
- (d) notice sent to all regional campuses.

Bylaw 10 - Staff

(1) The Society's work may require the employment of staff and contract employees, who shall be hired in accordance with the following:

(a) The Board shall, when appropriate, strike a Hiring Committee consisting of at least two (2) directors and, when possible, one staff person;

(b) An open hiring policy, in which all vacant staff positions are advertised and the most suitable candidates selected from the applicants, shall be followed by the Society; and

(c) The recommendations of the Hiring Committee shall be subject to ratification by the Board.

(2) When the staff belongs to a union, the board shall act in accordance with the collective agreement in all matters relating to staff.

(3) In order to ensure staff participation in board decision-making, at least one staff person shall attend at least one board meeting a month, except in classes when board meetings are every two months, in which case at least one staff person shall attend every board meeting.

Bylaw 11 - Dissolution of the Society

Dissolution of the Society shall be governed by the Society Act.

Bylaw 12 - Amendments to the constitution and Bylaws

Amendments to the constitution and/or bylaws shall be made by a special resolution passed in a general meeting or a referendum of the Society by a majority of not less than seventy-five percent (75%) of those votes cast.