

Speaker 4 ([00:07:53](#)):

[Inaudible] hello everybody.

Darcy McLane ([00:08:53](#)):

I wasn't sure who was connecting and who wasn't. No, we're just getting started. We're going to give everyone five minutes to get in. Can everyone hear me? Okay. Cause I'm sitting in a boardroom here that has a little bit of a, I hope it's working. Can everyone hear me? Just give us a quick thumbs up? Yep. We're just going to wait a few more minutes here before okay. Okay. Some things in names on here. I haven't seen for a while. Like I'm Derek. How are you long time since our paths have crossed? Well, it's 1205. I think what I'll do is Nope that we have that.

Darcy McLane ([00:11:10](#)):

So according to our bylaws we need a quorum for this AGM to be 60 people according to our membership base. If we can't reach a quorum today looks like we might not reach quorum. So what I'm going to plan on doing is once our bylaws state that the quorum is 20% of the member ship base. And currently we have 317 members about 63. So we might not be able to conduct the AGM today. We can't get more people coming in, which I'm monitoring right now. And unfortunately that means I cannot as you know, I'll introduce myself, I'm darker semen McLean. The executive director is asking the directive. And if we can't have quorum what we will do is we can't conduct AGN businesses. So what we'll do is we'll come to that conclusion here shortly. We're currently at 32 people in this AGM.

Darcy McLane ([00:12:33](#)):

So I would suggest and being compliant to our, our bylaws is that we will not have the AGN today. We will reschedule the AGM for a future date that goes to the membership and we'll market and advertise that well, let's put it on our, our website as well. So according to, according to that, I'm still not getting 30. I got only 32. I need 60 mid 63 for quorum today. Is that accurate? That's as of yesterday 317 members better listed members on our database. So the accuracy of our membership database is yes, it is. It needs to be reviewed. It has not been reviewed this year because there could be inactive, there could be a non status activity of a member. So that is one suggestion that we had is that a review of the membership database takes place against the people who are located or who are being today to have that as a review. But as part of looking at any database,

Mark Lloyd ([00:14:12](#)):

Shouldn't that take place on an ongoing basis. Like if you're maintaining a database of members, you should know ahead of time, how many are class A and how many are class B looking at the membership list, there's multiple entries for the same person, some of these members, all it is an email address. How does that qualify as being a member?

Darcy McLane ([00:14:38](#)):

Is this Mark Lloyd saying this? Yeah. Yeah. Okay. Thanks, Mark. Very true. And a very accurate statement. Yes. That is the case of looking at, we originally talked, reviewing the membership database and actually purging the database based on one inactivity, someone duplicated their membership over the time, et cetera. So that, and that has not been, that has not been done this year. And that was it.

Mark Lloyd ([00:15:07](#)):

That impacts the quorum number though. So in advance of a meeting, shouldn't your members list the up-to-date so that you know what number you need to achieve

Darcy McLane ([00:15:20](#)):

It? Yes, it should. We go, why isn't it? We have not reviewed the membership data base this year.

Mark Lloyd ([00:15:32](#)):

Why would that not take place?

Darcy McLane ([00:15:37](#)):

Well, we have a brand new membership committee that we have a brand new chair Kenton Dion who's on the board and has taken over the chair. So that was one of the first orders of that committee is to review the membership database based on inactivity, old files, old names, et cetera. And mark, we have not, we have not done that. We have not done the microscope review so that we can actually have a forum based on the current state 317 members versus it could potentially be 200 members if it, once it gets cleaned up and purged, but we didn't want to do that just because we're having an AGM and, or it didn't probably look right that we're purging members a week before the AGM.

Mark Lloyd ([00:16:29](#)):

Well, I mean, some basic cleanup, like there's one person that has five entries on, on the list. So instead of three 18, that puts it down to three 14 right there. And there's multiple entries like that. If somebody takes 10 minutes to look through the list, that would be an easy cleanup. Wouldn't it? I agree. Don't you have a, what does the member services coordinator do?

Darcy McLane ([00:16:57](#)):

Well, we no longer have a member services coordinator. He, he left us in April. So part of the membership committee on the board that's that role now is to look at the membership review and look at the database based on your example.

Mark Lloyd ([00:17:17](#)):

So, I mean, I think that the members list should be up to date before the next AGM is scheduled. And if you're going to defer this for two or three weeks or four weeks is that not a reasonable task?

Darcy McLane ([00:17:31](#)):

It is, it is mark. Absolutely part of the review is we didn't want to purge now because it looks maybe not right that we're purging members from our membership database because of five entries. I can only base it, the current report that we have 317 I'll call them active members for the sake of but that purpose of having a membership review is now a responsibility of that membership committee on the board.

Mark Lloyd ([00:18:07](#)):

Right. And then the, just the distinction between class stay in class B. Cause when I see members listed that are part of government organizations that have nothing to do with the vision and mandate of this organization, they would be class B members. Correct.

Darcy McLane ([00:18:23](#)):

Correct. And closed. So

Mark Lloyd ([00:18:26](#)):

Then your list of class, a voting members is going to be okay. Smaller. Yes. And so to hold an AGM, that list needs to be actively maintained because otherwise you end up in a situation like this where you can't meet quorum.

Darcy McLane ([00:18:46](#)):

That's right. And I totally respect your, your response there because part of the review is to take a look at how it's not working, for example, an AGM like this, where we're basing our membership off of outdated information,

Mark Lloyd ([00:19:03](#)):

Right. Not only that, I mean 20% member ship quorum. I mean, that, that seems rather odd to me. Most organizations don't have something that high.

Darcy McLane ([00:19:15](#)):

Yeah. I'll continue this discussion because I think it's healthy, but I think we also know that we can't make any boats to it, but it's just discussion. Part of the role of the membership committee is to take a look at class a and class B and look at the numbers that each would have. And then also our bylaws state that we have a quorum of the membership base of 20%, which in some regards is a rather high percentage. I've seen nonprofit boards look at their membership and it's 5% or 10% of that member of base. So that's part of the direction that Kenton is going to take take in his role and review, not just the membership database against the bylaws, but we're also taking that bylaw review to a governance committee so that we can actually seek legal, legal advice on our own bylaws that are, have not been revised. 2017 the last time when we revised our bylaws under the previous executive director, Thomas Archer. So when that was when that took place some of those bylaws are very boiler plate they're from the nonprofit dockets of Gavin, et cetera. So some of the content that's currently in our bylaws are either antiquated or old or, or the bylaws need to be reviewed and, or take taken into account that

Mark Lloyd ([00:20:58](#)):

I would agree a hundred percent. I mean, I was involved with a non-profit daycare that I set up and I drafted the articles of incorporation and bylaws. And I mean, without a good set of bylaws, you're going to run into issues like this, where you can't meet quorum to have an AGM. So that that's something that definitely, I would recommend the committee take a good hard look at. And, and once there is an AGM, you know, the bylaws should be something that gets reviewed and, and altered

Darcy McLane ([00:21:31](#)):

Review of any bylaws and or any governance leases. That's going to be the new governance committee that we have not had on our board because we currently have a programs committee, communications committee, a membership committee, and then the new governance committee is going to be challenged to take on things like this, where our bylaws are one flawed or our bylaws need to be reviewed as a board in that, or, and or in that committee and reviewed based on not working for the organization as your comment. All right. So I I have not reached a quorum for this AGM. What I'll do is we will come back to the membership with a new date for the gym, according to the nonprofit.com. We

have 15 months from the previous AGM, which was August the fifth of 20, 20 15 months to conduct your next AGM.

Darcy McLane ([00:23:10](#)):

What I'll do is we usually have a board meeting at that follow this, so we will eat as a board, come back, I'm sorry, put themselves on mute. Then your typing is kind of dis discouraging there. What I'll do is we'll come back to the membership with a new AGM date, and then we will also in between that we are seeking some advice on our current bylaws and if we can, if we can address them so that and also the membership database is on our radar as well for Kenton in that community to have a review. All right. Well unfortunately I'm sorry that we cannot conduct business of this AGM today, which we kind of have full slate of of reports and nominations and opening remarks. So what we'll do is I will adjourn this meeting as 1219. And we will come back to the members with a new date for the AGM 4 21.

Shaye Ruecker ([00:24:42](#)):

No, I think one of the things that I think has been discussing there's, there's some really good points that are being made in terms of the you know, discussing some other other aspects. But one of the guidelines that we have to follow is that you know, if a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place and shall not transact in any other business. So we cannot discuss any of the points at this stage. But we will be coming out with a new date here soon. And and then basically open there.

Darcy McLane ([00:25:21](#)):

All right. All right. Thank you everyone. I, I'm sorry that we can't conduct that today. It actually is a little unfortunate that we can't reach for them. I will let everyone go. Thank you for joining. We will look forward to communicating and marketing advertising are our new date for the future in the future for the gym. And I do appreciate that we sorry. Yeah. Okay. Okay, Kai. Yeah, I understand that members are still presenting, but we cannot carry on a discussion. Do you remember a legal distinction between an AGM and a meeting? We can, we can fail to hold an AGM, but if we are here and we are discussing, we can continue having the zoom call it simply isn't an AGM. So if people want to talk, like people can talk, we have it. We're all here. It's not that we can't talk it's we can't conduct the official AGM business so we can, we can pass the AGM is not happening, but people can still, because clearly there needs to be some discussion as to how we can proceed when the quorum rates are so high and the AGM or the membership list isn't accurate. So I think there's some positive discussion happening here, and we don't have to simply end the call because the AGM isn't happening. We can still have a discussion here.

Darcy McLane ([00:27:08](#)):

Okay. I concur with, that's not an opportunity here to talk about stuff, no law against that,

Shaye Ruecker ([00:27:44](#)):

Where we're trying to be as above board as possible with the, the bylaws until they get reviewed. I don't think there would be any issue, like kind of continuing a discussion here. Now the thing is we've already discussed about reviewing the membership bylaws. I think what we should do is we should officially adjourn the AGM and then we can kind of continue this discussion. I think what I'm hearing is that what we want is we want some more like concrete planning for exactly how we're going to resolve this issue with membership, as well as the AGM the, the quorum and reaching that. But beyond that, I, I think that

that's probably something for, you know, maybe a greater town hall or something to discuss as a future. So I guess, yeah, so, so we can get a motion to adjourn and then kind of move on.

Darcy McLane ([00:28:42](#)):

I'll second. Okay.

Shaye Ruecker ([00:28:47](#)):

So now to to bring up any discussion about this so reviewing the membership mark brought up a lot of really good points about membership. It's kind of something that we were looking at and we, we didn't really understand how that was going to affect kind of the AGM coming up. And that was something that we were going to touch on later on the the main principle for us and membership is how can we provide benefits to our members? So that was one of the main discussions that we'd had. But it definitely, we have to go through and look at exactly like how the membership stacks up in terms of our lists, who is a member what the different classes are and in regards to the AGM and the voting presented how we can clean that up and make sure that we know who is going to be able to vote.

Shaye Ruecker ([00:29:43](#)):

And then we know how much we have to reach with quorum. The other thing about quorum is that we need to review the bylaws because as of right now from my understanding, we cannot lower that 20% rate without having quorum to begin with that as a membership vote, which is something that is a little bit unfortunate. We would like to get it down to something about five or 10% so that we don't run into this issue as much as we would love to be able to present the opportunity for all of our members to come and vote. And I think that was probably one of the reasons why they had the 20% in place. We want to be able to make sure that we can call a vote first and foremost.

Shaye Ruecker ([00:30:34](#)):

Was there any discussion further on the membership? I think yeah, I think the, the the rules for what dictates, what how those members get called in terms of activity that should be kind of I'm not sure if that will be done before the next AGM, or if there are already rules in place for that, or if if that will be another thing that the membership will have to decide or, or something at a at a board meeting but maybe discussing more that, that side of it. It was something that we had discussed when Darcy had brought up the fact that we didn't want to just call our membership, just to try to get down to a specific number. We thought that that wasn't the right thing to do, or the appropriate action to take here.

Shaye Ruecker ([00:31:33](#)):

But we did discuss exactly like what it means to be able to call the membership. So obviously going in making sure that we're getting rid of repeats or members that aren't necessarily active in the community anymore active period. The second thing that we discussed is the fact that memberships in other organizations that we've been looking at have a yearly activation so you have to go and renew your membership every year. And because we have a free membership, it's kind of gone to the wayside. Other memberships have had where you have to renew your membership with a fee. And that kind of makes it simple to go in and do that. Then what we do is we'll, we're kind of, we'll go take a look at getting rid of the duplicates and then only accessing people who have engaged with us in the last 12 months and engaging in that is to either have sign-ups to have attended any of our events or to have interacted with us in any way. It's going to be easy to track that in terms of like the event bright that we've had. And there are definitely members that we know are active, but because of the past year with the pandemic

and us not having as many events as we've had before that's something we'll probably review as the last 24 months worth of events. Does that sound, how's that sound,

Mark Lloyd ([00:32:57](#)):

I mean, there's definitely needs to be action taken. I mean, when I look at the member's list, an email address does not constitute a member in any way, shape or form, like, how is that a member?

Shaye Ruecker ([00:33:08](#)):

It was just the way that membership was set up before, which admittedly wasn't the best way possible. We wanted to make sure that we made it as accessible to as many people that's including like the students or people looking for work. And that, sorry, Paul,

Mark Lloyd ([00:33:26](#)):

Sorry to interrupt you, but like an email address that that's not a person. Yeah. So that's not a member. Correct. So the, all those ones that are just email entries only automatically be called and not counted.

Shaye Ruecker ([00:33:41](#)):

Sorry, that's something that I didn't bring up. Definitely like something like that. We need variables, they're verifiable information that we will be able to look at and say, this is a member. This is someone in the community. They have a, a phone number attached or an email. We can't necessarily do any verification beyond that. And that's why we could explore doing a like a paid membership to incentivize

Mark Lloyd ([00:34:11](#)):

Paid or not paid. An email address is still not a person, which is still not a member. Correct. So the requirements of entering your form here and becoming a member should at the very least require that a person put in a legal name, correct. And it's an actual person, sorry. And then the one other item is they need to be Saskatchewan residents to be class A members. I would argue now it's not spelled out in the bylaws, but normally with a nonprofit, like a daycare, for instance, membership for class A members would be limited to people within the local community and a surrounding radius of whatever you define that to be. So in the case of the daycare, I set up, it was 50 kilometers. So I would argue for an organization representing Saskatchewan content creators class A members should be restricted and limited to Saskatchewan citizens class B members can certainly be from outside the province, but, you know, in terms of maintaining a list, normally, like I've never seen anything done quite like this, where it's all digital and it doesn't meet the, the litmus test of being an actual person when a member is considered or deemed to be for the purposes of counting a number of members for, to meet quorum.

Mark Lloyd ([00:35:33](#)):

Like these email addresses, like there's probably a hundred in there that are just email addresses. It's not even a legal person.

Shaye Ruecker ([00:35:41](#)):

And the, the last thing that we would want to do is call those and then have that person not be registered as like a voting member. But do you know, like we can touch on the bylaws shortly after this too. But that's something we've reviewed and there's nothing that is in the bylaws that kind of helps us do the verification and do the membership organization. That's something that's definitely going to be reviewed, but in terms of like action that can be taken, you know, making sure we're covered for the next

time. We have a list of criteria that we're just hammering out to get information on who exactly a member is. And then after that, we will be able to have a clean list and a number to provide to everyone saying, this is what we need to reach for them available for the next AGM, which sort

Mark Lloyd ([00:36:32](#)):

Of, so Shaye, like it says, class, a membership shall be available only to individuals, companies, or organizations. So on your membership list, if you don't have the name of the individual company or organization, they're not a member and they shouldn't be on that list. And for the purposes of meeting quorum, they shouldn't be counted. It's spelled out very clearly in the bylaws. Like that's not up for debate, is it?

Shaye Ruecker ([00:37:01](#)):

No, but I'm not a person who is intimately familiar with the laws in bylaws and exactly how that stuff stacks up. Just wait,

Mark Lloyd ([00:37:11](#)):

Sorry to interrupt. But if you're on the board, you should know the bylaws.

Shaye Ruecker ([00:37:15](#)):

Sorry, we, we do know the bylaws we've read through those. It's the, the fact that we don't know how bylaws will stack up against certain things. So we are having the bylaws reviewed by a lawyer who and I don't know if we've necessarily reached out to them specifically, but we are trying to work with people who specifically understand bylaws to help us rewrite those and work, work out.

Darcy McLane ([00:37:42](#)):

I'll add to that. And specifically non-profit bylaws. So part of these old existing bylaws, mark are ones that we determined were either a very boiler plate ish or came from, you know, other people on the previous boards and said, Hey, I know something, we should probably put that in. So the review of these current bylaws is one of our top priorities because one that they are old and they are antiquated and they don't reflect modern times it from my own perspective of knowing these bylaws. So the part of the membership or the class of a membership needs to be reviewed. So, so what does the term of a director? So does the, the, the percentage of quorum, like there is mapping goals in some of these bylaws, but that's what we've inherited. And that's what we've been using going forward. For example, nomination of a director that leaves from a director into into a senior role, like a chair, vice chair.

Darcy McLane ([00:38:42](#)):

So lot of that can be interpreted differently. And I have put in on that interpretation hat, and just for the folks here on the call today, we've reached out to several lawyers and looking for their advice in the non-profit act and over the nonprofit sector, we're bylaws are your guiding principles of the board and of the organization itself, which is, which is me. So I appreciate that comment, but also it's something that is, we review these, we review our membership. We look at these major items that are causing us, not even to carry on the GMP to date forensics. So a lot of that actually is stuff that's already in our purview as, as a board

Mark Lloyd ([00:39:31](#)):

Forward. So, but the AGM is not taking place today because you're stating that quorum is not met based on a list of members, which clearly is not an accurate list of the membership, because it says class a membership shall be available only to individuals, companies, and organizations. So if your name, the legal name of a person, company, or organization is not listed on your online list of members by definition, those people are not members.

Shaye Ruecker ([00:40:10](#)):

Think we've touched on that already. That's definitely going to be like a priority in our cleanup. So that takes place before the next AGM, correct? Yeah. Like that's, that's priority for sure. This is, this is something like the membership is going to be cleaned up and we are going to make sure that we're covering all of our bases even before we have any amendments to the, to the bylaws. So I hope that's a, that's an answer to, to kind of questions that you had on that.

Mark Lloyd ([00:40:39](#)):

Yeah. I mean, I can remember consulting with a lot of times as a nonprofit, you can even get free legal advice from various lawyers.

Shaye Ruecker ([00:40:47](#)):

We do. Yeah. Yeah. But every

Mark Lloyd ([00:40:51](#)):

Lawyer is going to tell you that the individual company or organization like to be a member, they need to be a legal entity. And an email address does not constitute a legal entity in any way shape.

Shaye Ruecker ([00:41:04](#)):

Well, and I do understand like your acumen, like I've known you for quite a while. Right. And if you're okay with that, I'd like to even just reach out to you and talk to you personally about that. Cause I think he got a lot of insight that we could probably provide. Cause the other thing too is we only have an hour that we kind of blocked off here. I know there's a lot of people that need to get back to work, so I'd want to be able to touch on membership and answer any more questions on that. And then what was the other thing that we wanted to explain here?

Darcy McLane ([00:41:33](#)):

I'll just, I'll just reiterate again, part of the role of membership database review bylaw review we as a board have established those committees, those committees that have a chair, those those chairs are responsible for that review in this voluntary board. So any nonprofit association that looks at that, I'm also exploring bylaws from my other counterparts Cynthia sass, music's asked galleries just to kind of have some consistency and the direction that we received from our funder as well. Also should be noted that, that their, their, their review of our, our governance is what they do. They look at how your board is structured, et cetera, et cetera. So part of that it's just, just let me reiterate, it's just general guidance, but that, that is something that is clear, clearly missed today.

Darcy McLane ([00:42:36](#)):

We, as part of our quorum for, for not reaching that, but also what we've stated as part of our review in those committees. So if anyone takes a gleaming piece of that away today, it's really to be reassured that

we have acknowledged that we have that as part of the board. And as part of my role is to making sure that that is the responsibilities of that is done. So I, I can only echo back to I'm sure everyone here and mark, thank you very much for the, the, the points, but I really want to make sure that part of that review is going to be put in place for the next date at the AGM. And yes, our bylaws state that we need to call that AGM if it's going to be rescheduled at this meeting, but I don't think we're prepared to call for that next date. That's why I'm suggesting we take a look at the steps and measures that we need to put in place, but also take to the membership, a new date by our advertising and our website.

Shaye Ruecker ([00:43:40](#)):

We are in discussion with with some people to help us clean up the membership by the next board. And we, I think we'd love to call another date, you know, pretty much exactly a month from now, but we've want to make sure that everything is going to be fine. We don't want to bring anyone in and say, sorry, we haven't reached quorum once again. So that's going to be something that we did discuss Adam Tilson has asked and chat to you, and I'm going to field questions. I'm going to try to get through these as quick as possible. When you were doing membership review, how we verify the members that are SAS residents. Obviously that's been something that has been brought up as an issue. We want to make sure that everyone's a resident everyone who has a voting stake is a resident. And that's another reason why the membership needs to be cleaned up. So how we will, there's going to be options that we will explore, but at the very least, we do need to verify that that is the, that's going to be one of the main criteria is for that.

Shaye Ruecker ([00:44:43](#)):

So I, I don't have the answer to how right now, but again, that's a priority in terms of what we're doing in terms of cleaning membership. No problem. And I sorry, I've been talking a lot. If there's any other questions in terms of membership or cleaning that up let me know. We can try to feel them chat or otherwise. I think I'm just kinda hearing that we're satisfied with the answers right now. I know that things are a little odd with trying to make sure that we're matching our bylaws of the membership but be assured that that is something we're going to rectify by the beginning of the next AGM purging members, less long overdue should be given notice to renew if they want before the AGM. That's another thing too. We didn't want to purge immediately and then just be able to cut anyone out that we haven't heard from in awhile. When you're reaching out to a lot of members, like we're, we're a community that most of us do and know each other. We will be trying to reach out to individual members instead of just saying you're off the list because this is the first time that we're doing a large purge like this. And we want to make sure that nobody's getting left on the desk. Nobody's being communicated on that. Everyone has a voice.

Mark Lloyd ([00:46:16](#)):

So Shaye, what I would suggest if you're concerned about purging these email addresses from the list, you send out an email stating to each of these emails, that that's all, you've got the information on, that they have 30 days to respond and actually properly register as the member. And if they're not properly registered as a member within 30 days or 40 days, whatever you set, then they will be purged from the members list because they don't constitute illegal membership. Correct. Would that be fair? Is that a good guideline to follow?

Shaye Ruecker ([00:46:53](#)):

I think that's fair. In another way, and this is again my own personal thing. I think that we should try to do whatever we can to reach out to members that might not get their emails. Because if you look at like the open rate of emails, that's sometimes not the best way to reach people. So we will be probably doing a call on social emails, whatever we can do to reach out to our members, even if we do individual membership 30, 60 day grace period is a good way to make sure people have valid accounts. Yeah, I think so. What, what think is the best course of action would be to have that 30 days? 60 days probably was something that I personally be a little more comfortable with. But at the end of the day, I think that with the criteria that we have going forward, and this is what we're going to make sure we put forward to the AGM is that we have enough that we will be able to comfortably reach core and even with our 20% base of membership in order to reach for them.

Shaye Ruecker ([00:48:05](#)):

No other questions on that. Okay. bylaws, we touched on. And I guess the only thing that we could really say is, you know, where there are a little archaic in terms of what that is. There's a lot of room for interpretation and we're having we have a few eyeballs looking at it in terms of people that are specifically NPO bylaw specialties in terms of lawyers and everything that is going to be changed or adjusted is something that we're going to be discussing and communicating to everyone. So you guys know that w what's happening. I think like even right now, even though we can't pass a vote on this right now from what I'm seeing in chats, and from what mark had said before is the 20% is something that we identified right away as like, that is way too big. And I think people are onboard with the five to 10%. We just want to make sure that everyone's going to be here, but we also don't want to restrict this. So this doesn't happen again.

Shaye Ruecker ([00:49:14](#)):

And then if nobody else had any questions about the bylaws I don't think that we are in a position to discuss anything right now. We've all been kind of racking our brains and getting everything together with these bylaws and membership. So that's the the first and foremost thing that's there. The w w we're we're looking at a tentative date of, and Brandon, I think you're gonna be happy with their brand and sorry, are you going to be happy with this of September 18th, which is going to be on a weekend? I think that's going to be easy for people to attend and whether or not it's going to be evening or noon or wherever that might be. That's something we want to make sure that everyone's going to be able to access. I know a lot of people still work on the weekend. Some people are out at eight o'clock, who knows, right. We, whatever makes it easier for people beyond that. Is there anything else that we can discuss in terms of the HGM and the upcoming AGM or so?

Darcy McLane ([00:50:20](#)):

I don't, I don't think so shale, unless there's more comments from the floor, but I think we've raised enough of our pieces that we want to say today because I'm not reaching quorum and this has been recorded. So we, we get transcripts made from this as well, so that we have a record of this file, but if there I'm watching the chat here, well, I don't see anything further in there. One more opportunity. Does anyone have anything further to stay to myself or to the board?

Mark Lloyd ([00:50:57](#)):

So the plan going forward then is sometime today or tomorrow, you're going to send an email to all of these members guarding.

Shaye Ruecker ([00:51:08](#)):

Yeah. I think that, like, what we want to do is want to make sure that we're in that 30 day grace period. So that's going to be the first thing that we do that we're going to review exactly like what a list purchase looks like and get that done as soon as possible so that we at least have a baseline of what we're looking at it. Okay, cool. Maybe we purged 200 or a hundred or whatever that might be, look at the members that are left or look at the members that we might not necessarily want to purge and then contact you reach out individually and then work our way backwards from there. Yes.

Mark Lloyd ([00:51:41](#)):

Right. Because September 18th is what, 30, 30, some 30 odd days away. 32. Yeah. So a couple of days,

Shaye Ruecker ([00:51:51](#)):

Ideally, ideally what's going to happen too, is we're going to hear back from a lot of people. We're going to be able to purge stuff, and it's going to be a lot more simple of a process than trying to scrape together one or two extra people, or, you know, meet that 20% quarter at any point. But that's where we're going to be reaching out individually and trying to make sure that everyone who wants to be here is here. Sounds good. But mark, I'm going to reach out to you probably. Maybe we could go for a beer. I think so. Yeah. and, and that kind of goes for everyone too, if you guys want to reach out to any member on the board our contact information is all available there. You can also reach out via social to Sask interactive. If you want to talk to any individual board members who want to talk to the board on their own we're happy to discuss anything further.

Shaye Ruecker ([00:52:43](#)):

We would like to have giant round table discussions about, we want to make sure that we're keeping focused on things just to kind of let you guys in on the back end of things, we were planning on maybe having a town hall around that time, and maybe we can extend the AGM again, like what we're doing now and have an open dialogue and discussion with people. But we'd like to make sure that we kind of get a big open forum town hall that we can discuss absolutely. Anything I might not have the answers for everything right away.

Darcy McLane ([00:53:16](#)):

Yeah. Well said, Shay, I appreciate that as part of the perspective of them having more open communications as we, we all know that that that's an interesting area for us and or any organization is to hear their voices out there as a members to make sure that we are working as part of a, a unified team here. And then part of that goal too, is some of our work that we're doing to enhance the organization as part of that, that I gained, some of that would have been in our executive reports that we were going to present. But some of that some of that can actually still be said as part of us moving forward in that space of transparency and making our association accountable to the work that we're doing.

Darcy McLane ([00:54:04](#)):

So that's something that I'm always, I'm always open for that I'm always my door. I'm always access available for that. I think that's the, that's the role now is to make sure that we have that voice. We hear that voice. And the organization has always been one of those to be the advocates of the organization of the communities that we serve as part of that organizational little Shay. There was just another note in

here that we should be maybe I don't think we can go into that discussion, but Kai, but if there is Che Che, what do you want to do with that? I think we

Shaye Ruecker ([00:54:46](#)):

Can call it, I, I did see one last question here that would be prudence. This was breach line about, we talk about how many board members positions were up for election at this year's AGM. That's

Shaye Ruecker ([00:55:04](#)):

Do you want to speak to that of exactly how many numbers? Because what we did is we had some people carrying over, we had some people being nominated and then we also have a cap that we set. And you have the hard concrete numbers.

Darcy McLane ([00:55:21](#)):

Yeah, no, that's all, I'll talk about that. I appreciate that whoever's sleepy and is there is two vacancies. One is a reelected director staying on for one more year and there is, there is a one open vacancy according to the bylaws regarding terms of a director. So there's 2, 2, 2 potentials. One is a reelection, which gain goes by boat. The other one is it's an open vacancy, which would be a nominated position that we have had some nominations come forward to the nominating committee and or from the floor. So we have we have basically two positions one's being reluctant and one's an open one in regarding terms that is actually another piece on the bylaws. We have a two year term for a director. And so we were actually entertaining the thought of having a executive directors going into a three year term and having a bit more ability on the board to work on committee work and then not having to exit out or be reelected. So we were looking at changing the term of the of a director.

Shaye Ruecker ([00:56:51](#)):

Massive corporation here says any membership sign up as a year should be purchased. Sorry, I don't know if I had mentioned that, but yeah, so there is an annual renewal renewal, and that's going to be one of the first things that we do in terms of clearing things out. We do updates on when people have engaged with us and created accounts. And yeah, that's, that's going to be kind of one of the first things there. Have a two year term for board directors. You only had four people elected last year. So all four people elected last year are up for the term. So the way that we, and correct me if I'm wrong, anyone else who's on the board here? The way that we're interpreting the bylaws is that so we had we had four people up for

Darcy McLane ([00:57:43](#)):

Sorry, I'm trying to get my thoughts. You want me to go? You got it. I can go through it too. Yeah. Thank you. So the current wording of the bylaws allows the board to fill vacancies with a new two year term attached to those vacancies. That is a section of the bylaws that we will definitely be, be reviewing. But the way that those were interpreted at last year's AGM amend a new year term for filling the vacancies of chair and vice chair. The wording of that will most certainly be clarified going forward. Okay. Thanks. Johana is, I was just gonna reiterate that there the, the term and again left to interpretation was that what you'll want is just explained that we were going to have one election and then one term going into a new position for a new director or a nomination into a new director. Again, we are taking that section of the bylaws to the lawyer to say re re re re-interpret these for us because there's there's several, several ways to read it through the, through the bylaws clear. We'll also just be reevaluating. What makes sense in the bylaws as well? Not just clarifying, just out of

Mark Lloyd ([00:59:12](#)):

Curiosity. Did you guys have quorum last year? We did that. So how did you go electing members then?

Shaye Ruecker ([00:59:23](#)):

It was quorum the board members.

Mark Lloyd ([00:59:29](#)):

Okay. So it was just a meeting of board members.

Shaye Ruecker ([00:59:32](#)):

Well, we, we usually do not have a lot of attendance in terms of so we, we kind of interpreted that a board can supersede in that case because quorum was so hard to reach. But now we want to make sure that everyone's kind of on board to be able to have a voting say there. W the someone said the bylaws show a minimum number of directors is three, and the maximum capacity is 11 is a reason why the board members are currently capped at eight. It's the same reason why the board members not capped at three or kept at 11, 8 is kind of the number that we have operated under under the assumption that, you know, too few or too many cooks in the kitchen. And yeah I, I can't speak to more than that. That's just a, the number that's

Darcy McLane ([01:00:26](#)):

It's a boiler plate by law that states that you have a minimum max that's what was designed many years ago under previous roles that the, the board have a three and a max of 11, and we just stayed. We sure we can, we can have a nomination and, or the board can look at going to their max of, of 11, that that's a game.

Shaye Ruecker ([01:00:53](#)):

Well also the bylaws do state that the board decides what the the number is. And I don't know if that's something we're going to review in the bylaws as well. But you know, we'd also love to hear it from other people too.

Darcy McLane ([01:01:08](#)):

In regards to them, I, ain't going to say that the bylaws are fully going to be reviewed. So the current 2017 ones that we currently go by status quo, the whole entire bylaws will be regrouped every one, and it will be,

Shaye Ruecker ([01:01:23](#)):

That's something we want to touch on as well. I just don't want to

Darcy McLane ([01:01:25](#)):

Iterate here. We're just not picking and choosing which ones we think that we need to review. I want to be clear on that. We're making a bylaw review of every bylaw that stated in the, in our that gives us our marching orders. So we're just not going to want to take ones that we think that we need to address, just because we're having this discussion. We've already decided that the bylaws we're going to review a governance committee, you're going to seek legal advice. We're going to seek other opinions from other

industry associations to reflect either we dismantled the entire bylaws and we, and we make new. So that's, what's on the table here. And I want to reiterate that from my perspective, because that's where some of this discussion can easily go down that road, that the bylaws are in review, and they are going to be reviewed as part of our mandate to change and, or reflect the modern times. Because if anyone read the bylaws, you, you can see that they're not well versed. They're very boiler boilerplate taken from snippets of here and here and here, and even the nonprofit back of Saskatchewan. So they're, they're convoluted, but yeah, that's where the grain is here, is happening. And that's when we want to make sure that we have that review

Shaye Ruecker ([01:02:36](#)):

Since we only have a couple more minutes before people kind of have to take off

Darcy McLane ([01:02:41](#)):

Say, I just want to answer this one question here from regarding the 2120.

Shaye Ruecker ([01:02:47](#)):

I was just going to touch on that. Yeah.

Darcy McLane ([01:02:50](#)):

Yeah. Well, I'll jump into that one because that we have our financial audit statements. They have been approved by the board and they have been approved as final audit statements financial statements from our auditor. Those that would have been an agenda item as you saw the review of our 20, 21 financial audit statements. Seeing that we didn't conduct business in that vein, we will wait for them to go to the next AGM and or we put them to the website as part of our as part of our continued role to transparency. And in our audit, it's in our audit statements

Shaye Ruecker ([01:03:32](#)):

When will people be given the annual reports? I believe that we aren't allowed to present the report as per the bylaws until the AGM which can only be held with a quorum. So next AGM with quorum, we'll be able to present those

Darcy McLane ([01:03:54](#)):

Saying this about who say, who's saying this statement here, it's key that the board not trying to claim powers, it does not have by, can I please lots more that's coming from that was me. Okay. So the members are the highest authority in an organization and things like bylaws have to come from the members, not the board. They have to be ratified by members. I mean, that's part of the problem we have with not reaching for them. The board really needs to not have a culture where it thinks it can reward itself and give itself powers. And there's a lot of badly written bylaws here. That's definitely a big part of the problem, but there's also a culture that's existed at Sask interactive that has created those bylaws. That on profit law has not been a very core set of knowledge among the board and CEOs. So a lot of this problem is, you know, entrenched because of poor policies like the current bylaws, but that failure of policy has created a culture that is not exactly leaning this organization in the right direction. I mean, why wasn't membership accurate before you called an AGM? If you're worried about quorum, I mean, and you should be, it's a legal requirement. Why did you do nothing to try and establish knowing what forum is like?

Shaye Ruecker ([01:05:45](#)):

We, yeah, it is, it is one thing that we approached an option of, and we had discussed this previously like one easy, quick thing we could have done with the forum is we could have gone through and gutted, you know, as much of the list as we could be. In that case, what we would do is we would be pretty much trying to take out as many people as we can to make sure that we reach for them. And we didn't think that that was right in our moral obligation to the board and the members. We want to make sure that everyone who is able to present themselves as a member can present themselves as a member hence why we're pushing that back and making sure we have quorum. The last thing we would want to do is cut someone under, as you said, our, our own understanding it's not something that we can take to all the members and go, Hey, which of these people do you want to cut?

Shaye Ruecker ([01:06:34](#)):

Right. So we have a responsibility as board members to make sure that we're serving all of our members to the best of our ability. And the best thing that we could do is make sure that no one's left out as much as possible. I know that we have to start cutting things down. But that, that's, that's kinda the, the main thing about that. The, the second thing in terms of like power and you know, us trying to retain as much power as possible. That's not where we're trying to do as, as board members. The fact of the matter is this is a volunteer position. We don't gain anything from this, except for trying to do our best to sort of Saskatchewan. The, the last thing of that is I agree, like the way these bylaws are currently set up and we're trying to follow them to a T in terms of, like, as you said, the financial statements we want to make sure that as of right now, we're following bylaws to the T 20% quorum making sure that we don't have members vote on, you know, in order to increase or lower the board member size.

Shaye Ruecker ([01:07:34](#)):

But that's one thing we want to do when we are addressing these bylaws and changing these bylaws is to take as much power out of whatever the archaic bylaws are saying and saying memberships, the one who votes on this board members, they're there just to govern and just to try to help things along. But we agree, you know, membership should have all of the power in that.

Darcy McLane ([01:07:59](#)):

And so just to clarify, also with the annual report, you have to present it by AGM, but you can present it anytime it's done. So, I mean, presumably it was done for today because you're going to present it today, right? Yeah. It can go at any time.

Shaye Ruecker ([01:08:18](#)):

So I think maybe one thing to do here, like we, you know, we want to make sure that we're above board as possible. There's no reason why we don't want to personally present the reporting. So that's something that we can even review. And if we're going to step on any toes for that, we might be able to present that early. But we're just trying to go by the bylaws,

Darcy McLane ([01:08:40](#)):

Make a motion to accept that auditor's report and we can't make any motions. And we can't, that's correct. The thing is the members actually have to be able to review that document before they vote on it. So getting it out early, isn't actually any impediment to that. It assists that process. You have the report it's done, you can get that to the members and then they have even more clarity and

transparency to make that vote, to accept the report. Well, we'll still have that vote when, when the AGM is held, but you have the information, it can go to the members so that that information can be reviewed. That's the point of the process is that members should be able to review those numbers so that they can actually make an informed decision about that vote. If they don't have that information ahead of the vote, they can make an informed vote.

Darcy McLane ([01:09:37](#)):

I agree, Kai. And we had our auditor provide us with recently just audited financial statements. We, as a board, signed them off. There's a process to go through as you know. So part of that process is, yeah, we were going to put that up on the website. We were going to have a motion here. Yeah, we're kind of behind the eight ball a little bit, but we wanted to make sure that that was up. And we share that with our members. And as you know, I have been challenged at our town hall by you and some of your friends noted that part of our transparency in our financial statements is not there. So in part of my review, it's to make sure that we have the ability to post our stuff on the website for our members to see you and part of the members get to see everything that's posted there from our financials to minutes of meetings.

Darcy McLane ([01:10:32](#)):

So part of that process is going to the website, but part of that process is also to make everyone aware. Yeah, sure. We would have made a motion today to accept the financial statements as part of our due diligence to make sure that our financial statements have been approved by an auditor. Yeah. And we do share that even with our funders and our other partners and it goes up to her and it, it goes up to our website and anyone can ask for that as part of their ability to say, Hey, I would like to see your financial records from 2019, for example, which we'll have posted to our website.

Shaye Ruecker ([01:11:03](#)):

Yeah. So I no, I think that's, that's a note we're going to take and it's not like we don't want to give it out for any reason. I think it's good for you guys to review it before we make a motion to accept. We're just, we're trying to follow these, these guidelines to a T and it's, it's presenting us with some complications using very restrictive language such as not being able to present any reports which I like I can kind of speak for everyone saying that that's something we definitely want ratified. And if there's any way that we can find a way to present those reports ahead of time, while still trying to remain true to the bylaws we're going to try our best. Yeah.

Darcy McLane ([01:11:50](#)):

So, so like I said, you can give the information out and then it gets ratified later. So you can, you can provide the information. Now you have the information that it can go out when we have the AGM, it can be ratified by members. Yeah. There's, there's no reason

Shaye Ruecker ([01:12:04](#)):

Why we don't want you guys to have the information as soon as possible. So that's something we're going to review and try to send that out as much as possible beforehand. Thank you. Yup. We've gone over time, but I'm going to we're going to leave the chat open as everyone kind of pops out. I'd like to make sure that we have every opportunity to grab all the information that's been said in chat here. So we don't lose that. Everything's going to be recorded and available for everyone to review later. And as I said before, we're going to set a tentative date of September 18th. So save the dates. And as, as Brandon

said before, he would love to have more opportunities for people to attend. So yeah, send us information, right. If you're going to talk to us via email or send us information via a survey, let us know because that's the only way that we do know.

Darcy McLane ([01:12:57](#)):

Yeah, thanks Shane. Yeah. we will tend to at least set that date and it is a Saturday at 1:00 PM. But me as a as a review of, if our timeframe can't be reached for getting legal advice, et cetera, et cetera we, you know, we didn't want to move that date any other time, but we have some work to do in between there

Mark Lloyd ([01:13:19](#)):

Is it possible to get the articles of incorporation posted on the website next to the bylaws?

Darcy McLane ([01:13:26](#)):

Just so they're

Mark Lloyd ([01:13:28](#)):

Readily available to look at, just to see, because, and then just the other thing I wanted to talk about, like when I, I found it a non-profit daycare organization and I had to recruit the board members and we fluctuated for the first few years between, you know, initially I think we had as many as 13 board members. And then depending on, you know, what was going on in people's lives because they were volunteer positions, the board would sometimes shrink down five or six members. And there was one point where we were actually dangerously close to not having the minimum of three, but that got addressed at an AGM and we filled it out. And so I can appreciate the difficulty in retaining and recruiting volunteer board members, but to restrict it to eight, I think, I think it would be more healthy to have more people, more volunteer resources available to sit on these different committees because clearly some work needs to be done regarding the bylaws issue. And that's gonna take some time to resolve and clean up adequately for the membership to review, and then approve that at another meeting. I can't imagine that's on the slate. I mean, you could maybe have one bylaw amendment for this next AGM and that would be to reduce the, the quorum number. And that would be the only bylaw I would look at changing initially, because it's going to take some time to get some properly cleaned up bylaws work with some non-profit legal experts and then bring that forward in the future.

Darcy McLane ([01:15:08](#)):

Thanks for, I really valued your opinions. I value everyone's opinion, but I really think that part of the role was not to just arbitrarily pick a bylaw. That's not working for this AGM. And that's why we had an emergency board meeting last week to discuss the bylaws and how many things we need to change in them. Yeah. We had a three that we were going to look at that we should probably just take to the gym, but again, we didn't just want to pick and choose. So that's why we decided that we would take the whole bylaw system to a governance committee. The governance committee would work with our legal pro Bono's and our other legal lawyers that we pay to talk about. The nonprofit part, part of that, how does that fit for our, our nonprofit organization? And, and I think that's where we can actually look at the, that is a successful step for us because I inherited those bylaws. They are old, but I think what we need to do to move forward with a brand new set of bylaws that take the organization to another step. And that I think everyone here would probably agree that that's probably a great starting place. I mean,

Mark Lloyd ([01:16:22](#)):

That that's mission critical though, because like I had mentioned last year, you guys didn't have quorum. So therefore, any elections, like, I don't know if they're even legitimate to be honest. And so that's the most important bylaw and that's why we're not having an AGM today is because of that one particular bylaw. And I would argue that the membership, if we can reach quorum, if the list of members is updated. So we can, we reach quorum at the next meeting, then the mission of the membership is to make an amendment to at least that one bylaw and then the whole set of bylaws that should be reviewed and put together, like that's not going to happen in the next 30 days. I can't imagine it. It's going to need the review of the board and the membership at some point.

Mark Lloyd ([01:17:10](#)):

So that might be something for a special meeting later in the year or next year's AGM, because the most important thing is to make sure you've got a functioning organization. And if you can't meet quorum, you can't function. That's right. And so that calls into question the legitimacy of any previous elections. And so you don't want to be in a situation like that. You need to make sure that that list of members is maintained, updated, and readily available. Like I should be able to pick up the phone, call the office and say, can I get a list of the membership? And that should be able to be emailed to me like that same day. I know with the daycare, like, that's how it was kept. Like you have to keep those records. It's one of the most important functions. So, I mean, it's frustrating for what 25 people to get together today and not be able to proceed with a meeting because we're uncertain of what the list of membership is. And, and so, you know, there's some challenges ahead. And like, I remember what the daycare, like, we certainly had some challenges, our initial bylaws weren't perfect. And after I think it was three or four years, we reviewed them and made some updates and changed it to better fit the organization. But in the case of this quorum number, that's mission critical. Cause this, this organization is in danger of not ever being able to have a meeting

Darcy McLane ([01:18:37](#)):

That's legitimate. And that's, that's why that's

Shaye Ruecker ([01:18:40](#)):

Our top priority getting the AGM out as soon as possible. So and again, as I said, I'm going to reach out to you. Cause I think he got a bunch of insights. Yeah. I'm going to pick your brain.

Mark Lloyd ([01:18:50](#)):

Absolutely. And I'm more than happy to help out any way to resolve or get this so it can function. Yes man.

Shaye Ruecker ([01:19:00](#)):

Okay. so I I, I'm going to say that we're just going to leave this open. I'm probably going to mute ourselves just to make sure that everyone kind of files out and we have enough time. So put your comments in chat before I take a snapshot. And I think, I think we should be good to go. So thank you guys for coming. I know that it's probably not the meeting that's we're all hoping for, but we're going through a lot of stuff right now. So a lot of changes and trying to make sure that everything works well for everyone. Okay. Yeah. Okay. Hm. I'm not seeing any more traction in chat, so I think it's probably, we can shut things down. All right. Okay. Thanks guys.