

Special Business Summary

Bylaws - Modifications

Background

- New Societies Act and Regulations came into effect in 2021.
- Climb Yukon is in its transition year to the New Societies Act and Regs.
- We are operating under the New Act and Regs and must update our Bylaws to be in conformance with them.

Current Bylaws

(Link)

- The Basic Bylaws (with options) document provided by Yukon Government Societies for the Old Societies Act was adopted for the Climb Yukon Bylaws.
- Note worthy bylaw Options in effect:
 1. Membership has one Class. Term is annual starting Sept 1 and ending Aug 31 (Part 2)
 2. Quorum is set to 4 members. (Part 3)
 3. Chairperson can vote, make motions, 2nd motions, etc., and does not have a tiebreaking 2nd vote. (Part 3)
 4. Electronic meetings are permitted. (Part 3)
 5. Director terms are two-year terms. (Part 4)
 6. The members vote to elect directors of the Board. (Part 4)
 7. Directors must be members.
 8. The Board appoints the Officers (president, vp, secretary, treasurer). (Part 5)

Proposed Bylaws

(Link)

- The Basic Bylaws (with options) document provided by Yukon Government Societies for the New Societies Act is to be adopted for the Climb Yukon Bylaws.
- Options are as noted above except for #1.
- Proposed membership Part 2 is as follow:
 -

Changes

Updated 2024 Bylaws

The updated 2024 bylaw document used the sample basic bylaws (Jan 23, 2024) obtained from the Yukon.ca website (<https://yukon.ca/en/find-out-about-sample-bylaws-new-societies-act>).

1. Climb Yukon is a Class B Society under the recent changes.
2. The above 2 modifications were maintained in this version of the bylaws
3. The options selected in the previous bylaws were selected for this current version when available.

The following highlighted sections are considerations for discussion by the Climb Yukon board members prior to the adoption of these new bylaws:

1. Members: Section 2 - There are 2 options for Member classes.
 - a. Option 1: One class of Members. All members have voting rights.
 - b. Option 2: Two classes of Members. Class A and Class B membership. Class A Members have the right to vote. Class B Members are non-voting.

Note: One of the recommendations in the “CLIMB YUKON – Proposed Future Structure Vision and Strategy” document completed in May 2022 by Jaret Slipp recommended a Membership structure that consists of voting and non-voting members. This differentiates between the Climb Yukon Society Membership with voting rights and the Activity Members who purchase a non-voting membership which enables them to climb in the facility.

This distinction is important to make in the Climb Yukon Bylaws to reflect this reality when the Climbing Facility is operational. Those who are only interested in climbing at the Climbing Facility vs those who would like to be Members of Climb Yukon Association. The timing of this modification to the bylaws should be discussed by the board members with a decision to change the bylaws at the appropriate time.

The relevant section of the “CLIMB YUKON – Proposed Future Structure Vision and Strategy” document has been included below.

2. Directors: Section 4.3 – Board Qualification
 - a. Option 1: Directors are required to be a Member of the Society.
 - b. Option 2: Directors are not required to be a Member of the Society.
3. Directors: Sections 4.4 – Election or appointment of Directors
 - a. Option 1: Directors are elected by the Ordinary Resolution of the Members
 - b. Option 2: Directors may appoint additional Directors.

2.Membership Structure

I-Future Vision

CY will have multiple classes of membership*. The reason for more than one class of membership is to fulfill the required functions of membership as they pertain to governance (i.e. voting and electing board members) as well as affiliations and funding. In general, there will need to be a distinction between members as it pertains to governing the society, participants of programs as it pertains to fundraising and mission reach targets, and users as it pertains to fundraising and business metrics. CY will have a Customer Relationship System (CRM) platform that will allow the organization to conduct transactions for purchasing a variety of membership types, products, services and program enrollment. This CRM will include the capturing of client contact information and basic key indicators for future segmentation of the membership (such as parent, youth, senior, one time program participant vs ongoing gym member, etc...). This CRM and data will allow the spokesperson and reporting agent of the organization to tell the story of member numbers, user numbers, participants of sport programs etc.. as it pertains to the audience they are speaking to (i.e. Societies vs. Yukon Government vs. a sponsor vs. the climbing community).

Membership Classes and Roles

Class a - Society Membership (Voting Members)

- Voting member as it pertains to the Yukon Societies Act.
- All board members must be Society Members to be voted on the board.
- Structured to be significant in size to represent the relevant community view yet not so large that it is unwieldy to gain a quorum and facilitate important society decisions where a quorum membership vote is required and/or appropriate**.
- Voting Members should know they are voting members (i.e. including it in a gym user fee or a one-time participant fee may not mean they user is consciously choosing to be part of the society governance, but including it in the climbing team membership or annual membership may be appropriate).
- Consider making coaches, climbing team members, and annual gym memberships include a Class 1 membership to ensure governance representation by key stakeholders of the organization.
- May be purchased individually at \$20 annually or may be included in other membership types.

Class b – Activity Members (Non-voting members)

- No voting rights or governance responsibilities.
- Defined as any individual who has enrolled in any registrable program in the membership annual calendar period (i.e. 9/1-8/31) or anyone that purchased a gym membership less than an annual membership.
- Sport Development Program participants.
- Recreation league participants (non-competition, but regular recreational program participants that includes development or instruction beyond basic facility user requirements)
- Certification program participants

- Included in the program participant fee (which may be free for certain programs, but registration is important to capture the member numbers for reporting).
- These are members of the organization, they are tracked and the numbers can be communicated annually, but they are not involved in governance activities as it pertains to voting on bylaw changes or electing board members unless they choose to become a Class 1 member in addition to their activity described above.
- As it pertains to Societies each one of these members is one-type (Class 2), but the CRM system can have a number of sub classes to be able to pull out information on who was a program participant vs. a gym pass holder.

Class 3 – Partner Member (voting or non-voting)

- Sponsors (may be a perk that has access to some benefits) – non-voting.
- Partnership representatives – MAY be a Class 1 voting position.
- Community gyms (membership is in the name of the community facility and the facility appoints a representative as they rotate) MAY want to be a voting member. The partner shares their user numbers and this can be recorded for reporting as this is an indicator of the sport awareness and development as well as recreational activity across the territory)

Non-Classified

- It should be noted that there will be some activity members that do not need to be registered or it is not practical to register them or count them in a specific class of membership. Examples may be fundraising events, film festival, parents or chaperones, certain types of drop in activities, certain types of free programs. If possible CY will want to capture names and contacts for all types of activities to aid in follow ups and to have very clear numbers to communicate who the organization is benefiting, but some programs may simply not be practical to capture them into a “membership” list.

*Under the old Yukon Societies’ “sample bylaws” it was possible to refer to a member as one who has been approved by the membership application as set out in the Governance Policy. This meant that the definition of a member was not laid out in the bylaws but rather a policy which was easier to change should the organization evolve and this change be necessary. It is not clear whether the new societies act will allow this, it may, and if so, this is the preferred method to remain nimble. However, if not, it is important to keep the membership classes wording simple to reduce the need to change the bylaws and to keep the quorum of members at an AGM or SGM low to allow for decisions to be made should low numbers show up.

**There are some potential strategies where a quorum may be redefined or circumvented, but still, members of a society for governance purposes should be consulted and involved in decisions, and if only a handful participate in governance activities, it may look poorly on your governance if a very small % of the society members are active in decisions that are made.

“CLIMB YUKON – Proposed Future Structure Vision and Strategy” document completed in May 2022 by Jaret Slipp – Page 8-10