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OCF Bylaws Committee Meeting Minutes

Tuesday, November 1, 2022

Committee members and Board Liaison present: Diane, Heidi, Kimmo, Lisa, Mark, Palmer, and Paxton.

Guest: Ann Bennett Rogers, Arna Shaw, and Lawrence Taylor "LT".

Absent: Sam (Board Liaison).

The minutes for the October 18th meeting are not ready for review.

Member feedback: Member Jon Steinhart sent an email to the Board and Elders stating, *"I am not in favor of appointing Lawrence Taylor's to the Bylaws Committee. I do recognize that his legal knowledge would be an asset. But I just don't think that it's appropriate for the romantic partner of a Board liaison to a committee to serve on the same committee. There is too much potential for coordination and control of the committee. Just doesn't look good. I'd be OK with the appointment if Lisa wasn't the liaison. I suggest adopting a "one-per-household" policy on committee membership."*

To clarify, Lisa Parker is an appointed member to the Bylaws Committee and is also a Board Director acting as the VP of Bylaws and Policy. LT served as Board Liaison to the committee for 18 years when he was a Board Director. As an attorney, the Bylaws Committee has been asking LT for his input and guidance, and support the motion for the Board to appoint him to the committee. As incoming Board Directors, Arna and Ann shared their concerns and support, but did not confirm how they intend to vote at the Board meeting.

Meeting Discussion included:

- We continued our final review of each section of the bylaws, and creating the draft for the proposed amendments. Some changes are housekeeping only, to create consistency when referring to the event versus the organization.
- While we had hoped to present our proposed amendments by the November Board meeting, it will be pushed to December or January 2023. We want to be sure there is time for membership to review before it is brought to the Board for a vote.
- Regarding termination of member status, the ORS statutes allow for email communication, but there is a small fraction of members who do not use email. The bylaws already specify certified mail for notice of membership termination. If someone has not provided a mailing address to OCF, then email can be the other way to communicate (but if you are a voting member, then your mailing address should be on file). There are different ORS statues on notice requirements

depending on if something is sent via mail or email. It is harder to track if an email was received versus certified mail. Ultimately, it is the members' responsibility to ensure OCF has their current contact information.

- We reviewed ORS statute 65.774 regarding inspection of records by members. ORS statute 65.777 states a members' attorney may also inspect records.
- Questions arose in the section on Board actions, because of the change from policy to governance. No significant changes are proposed, and will be reviewed by our OCF attorney.
- We will also ask OCF attorneys if being "present" now includes remote attendance, and if we need to include hybrid meetings.

The next Bylaws Committee meeting will be Tuesday, November 8, 2022, 6pm-7:30pm.