

Article XI, Section 1 Background & Correction

12/6/1989: BoD approves language for Article XI to say, "The bylaws may be amended by an act of the Board of Directors at any regularly scheduled meeting provided that notice of an intent to amend was given at the previous meeting."

Sometime in the intervening years: Article XI amended adding a second provision, creating Section 1 and Section 2. The previous language (referenced above) becomes Section 1.

11/2/2020: BoD issues directive to Bylaws Committee (BC) to review and update the Bylaws.

12/13/2020: BC commenced meetings to carry out the Board directive.

2/16/2023: Final draft sent to attorney for review with Article XI, Section 1 language intact, other than a suggestion to change "the" to "a" in order to allow for a longer period of notice if so desired.

2/26/2023: Language change added to document by attorney to be in compliance with ORS 65.461, omitting the language requiring notice at the previous meeting.

3/8/2023: Attorney-reviewed document received by BC.

4/6/2023: Article XI reviewed by BC; the omission went unnoticed.

4/17/2023: BoD Work Session on the Bylaws. Article XI reviewed (Recording time 1:56:12-1:59:40). There were no comments on Article XI, Section 1.

5/11/2023: Minutes from the BoD Work Session on the Bylaws including web addresses to the YouTube recording, the proposed amendments document, and email address to the Bylaws Committee are published in the May issue of the FFN.

9/11/2023: Approval of amended Bylaws added to the BoD agenda as New Business.

9/25/2023: BoD Work Session on the Bylaws to review minor changes since the April work session (Article XI was not changed since the April work session, so it was not reviewed).

9/27/2023: Letter from FFN regarding lack of publication in the FFN. LP explained the oversight, accepted responsibility, and pledged to ensure that any proposed changes would be submitted to the FFN in the future.

10/2/2023: Approval of amended Bylaws moved to Old Business and approved by the Board (2:05:52 - 2:27:23). No comments regarding Article XI, Section 1 were made.

10/4/2023: Working document showing original Bylaws and tracking the amendments submitted to the FFN for publication.

10/6/2023: Omission of notice at previous meeting in Article XI, Section 1 drawn to the attention of LP, who immediately notified the BC (an incidental finding was that there was also a typo, where the reference to Article VIII, Section 3 should have been Section 4). A correction was authored and placed on the November 2023 BoD meeting agenda as new business.

Language prior to attorney's update:

1. Except as provided in section 2 of this Article, these bylaws may be amended by an act of the Board of Directors at any regularly scheduled meeting of the Board, **provided such notice of intent to amend was made at the prior Board meeting** (emphasis mine).

Language after attorney's update:

1. Except as provided in Section 2 of this Article, these Bylaws may be amended by an act of the Board at any regularly scheduled meeting of the Board, provided such notice of intent to amend was given to all directors in accordance with Article VIII, Section 3, together with a copy or summary of the amendment or a statement of the general nature of the amendment. [Note the bolded phrase above is missing.]

Proposed corrected language:

1. Except as provided in Section 2 of this Article, these Bylaws may be amended by an act of the Board at any regularly scheduled meeting of the Board, provided such notice of intent to amend, together with a copy or summary of the amendment or a statement of the general nature of the amendment, was **made at the prior Board meeting** and given to all directors in accordance with Article VIII, Section 3 ~~4~~.