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## **OCF Bylaws Committee Meeting Monday, November 27, 2023, 6:30 to 8pm**

### **AGENDA**

#### **Quorum**

Yes. Lisa Parker and Teresa Vaughn (Board Liaisons), Stephen Diercouff (guest), Heidi Doscher and Lawrence Taylor (Committee Members)

#### **Agenda review**

No planned agenda

Meeting purpose: Start to work on follow up report for the Board, at the April 17, 2023 work session on Bylaws there were questions

Teresa kindly offered to take minutes tonight.

**Announcements-** none

**Prior meeting minutes review-** postponed

#### **Member Input & Correspondence**

**Stephen's Proposals:** (These have come up since he's been Sec'y. Some of these might be policy changes, not Bylaw changes).

1. Changing the method of selection Directors to election by **direct ballot**,
  - *We are using a proxy authorization. We would move towards a Direct Ballot (which will help if we move to voting online) The lawyer already worked on this for the Special meeting.*
2. Establishing a **minimum age for OCF membership**,
  - *It is currently tied to wristbands but let's remove that so that if we begin require wristbands for 6 year olds we don't have a conflict here. Or if we stop using wristbands.*
3. Clarifying the **election certification process** and the effective beginning of terms of newly-elected Directors,
  - *We need a clear policy on when the term of office begins. We are currently (without a policy) having the Board ratify the election at the November board meeting. We need to add this to the Bylaws or Policies to formalize it. (or formalize something different).*
4. Changing the **voting participation requirement to count voting in any election** vs. only the annual election as fulfilling the requirement,

- *Last election we purged voters who hadn't voted in the previous three elections but they had voted in the Special Election and that didn't count. It felt wrong.*

5. Changing the **petition signature requirement** from a hard number to a percentage of members voting in the last election,

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6. Setting a **time limit to submit the required number of signatures for a petition** (Policy maybe?).

- *What happens when people turn in a petition with not enough signatures they can just go out and get more? Perhaps there should be a time limit. Have a process to follow that ends a petition so it isn't just hanging there. Example, I have a proposal to change something and take three years to get signatures but by then it is irrelevant? So a time limit might make sense.*

Tentatively scheduled a **Joint Elections and Bylaws meeting** in January 22, 2023 to address these Election issues.

## Discussion Items

We're looking to determine things outside of our previous purview for the Board to examine/consider:

- **Voting Age** of members?
- **Emergency Powers of the Board** (bylaws seem to only consider event time as an "emergency")
- **In the event of a Vacancy on the Board**, the Board has to fill it if the number of Board members falls below the minimum (9). But if there are nine there is only a simple majority to determine whether the seat is filled and by whom. Should that be addressed?
- **Notice of Amendment to Bylaws** has to be how long? We need to clarify what it currently says. Lisa says it is exempt from being moved from New Business to Old Business but can just be announced (notice given) at the Board meeting prior. We also want to make sure that whatever decision is made, the notice requirements in other parts of the Bylaws must be taken into consideration (7 day floor and 30 day ceiling). The Bylaws also don't currently require us to put it into the Fair Family News. If we do add that we will have to look at how that would limit us given timelines for FFN (might make it a three month process).
- **Bylaws and policies for Committees** may need to be updated. We need more clarity on whether our committees are functioning within the legal requirements. Special sessions? Legal issues with how they can go into closed session to deal with Personnel or other confidential issues? Are committees subject to the same requirements as the Board? Does Chapter 65 apply to committees as well?
- **Policy** may need to address grievance process and financial internal control. Both may need fine tuning.
- **Tendering Resignation to the Board?** Maybe we should clarify this. We have Resignation of OFFICERS but not all Directors. Should we add this in?
- NAO (Nonprofit Association of Oregon) recommends that we clearly state that an **Employee can't be on the Board**. In the Bylaws? How many years should they wait? 5 years?

**Next Meeting:** January 22, 2024. 6:30 to 8.

Agenda for next meeting:

Joint Committee with Election Committee to address first three items on Stephen's list.

1. Changing the method of selection Directors to election by **direct ballot**,
  - *We are using a proxy authorization. We would move towards a Direct Ballot (which will help if we move to voting online. The lawyer already worked on this for the Special Election last spring.*
2. Establishing a **minimum age for OCF membership**,
  - *It is currently tied to wristbands but let's remove that so that if we begin to require wristbands for 6 year olds we don't have a conflict here. Or if we stop using wristbands.*
3. Clarifying the **election certification process** and the effective beginning of terms of newly-elected Directors,
  - *We need a clear policy on when the term of office begins. We are currently (without a policy) having the Board ratify the election at the November board meeting. We need to add this to the Bylaws or Policies to formalize it. (or formalize something different).*

*In February meeting we would address last three of Stephen's list.*

4. Changing the **voting participation requirement to count voting in any election** vs. only the annual election as fulfilling the requirement,
  - *In last election we purged voters who hadn't voted in the past previous elections (but they had voted in a Special Election and that didn't count). So we could add voting in Special Elections to help qualify people.*
5. Changing the **petition signature requirement** from a hard number to a percentage of members voting in the last election,
  -
6. Setting a **time limit to submit the required number of signatures for a petition** (Policy maybe?).
  - *What happens when people turn in a petition with not enough signatures they can just go out and get more? Perhaps there should be a time limit. Have a process to follow that ends a petition so it isn't just hanging there. Example, I have a proposal to change something and take three years to get signatures but by then it is irrelevant? So a time limit might make sense.*