

Board of Directors
October 7th, 2024

Old Business Motions

- Clarify the effective beginning of terms of newly-elected Directors (AJ Jackson, Arna Shaw & Jon Steinhart)

Whereas the beginning and end of a Directors' term of office needs to be clearly defined;

and Whereas both the Oregon Nonprofit Corporation Act and our Bylaws are silent on the start of the effective term of office;

Be it resolved that the term of office of newly-elected Directors be effective when the election is certified by the Membership Secretary and the Treasurer(s), and to amend the Bylaws to effect the change as follows:

Article VII, Section 2(e):

e) Term: Each Director shall serve for three years or until their resignation or removal, whichever occurs first. These three-year terms shall be staggered, with one third of total seats to be filled by a vote of the membership each year. The term of office of newly-elected Directors shall be effective when the election is certified by the Membership Secretary and the Treasurer(s).

- The Board moves to appoint Hannah Min-Minda Mapatis, Hall Stuart-Lovell, Michael coyote Connelly, Peter Mohn, and Samira Lobby to the EDIB Work Group. (AJ Jackson, Arna Shaw & Tom Horn)
- Approve language, submitted by bylaws committee, to stipulate that the President and Vice President must be duly elected board members (AJ Jackson, Arna Shaw & Lisa Parker)

The Board moves to amend the bylaws as follows:

In Article IX Section 2 Election/Term -- Remove "There shall be no requirement that an Officer be a Director."

In Article IX Section 5 President -- Add "The President shall be a duly elected Director."

In Article IX Section 6 Vice President -- Add "The Vice President shall be a duly elected Director."

Article IX

2. Election/Term. The Officers are to be elected by the Board at its annual Board meeting or in the event that an office becomes vacant at any other time of year. **There shall be no requirement that an Officer be a Director.** Each Officer shall serve until the next annual Board meeting or until their death, resignation, or removal.

5. President. The President shall be the principal executive officer of the OCF, subject to the control of the Board. The President shall, when present, preside at meetings of the

members, or make provision for a facilitator to preside at said meetings. The President may sign, with a Secretary or Treasurer or any other person so authorized by the Board, certificates for memberships, deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed; and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board. **The President shall be a duly elected Director.**

6. Vice President. In the event of the death, resignation, or removal of the President, the Vice President shall become President for the unexpired portion of the President's term. The Vice President shall also have all the authority and powers of the president during any period of time that the Board determines the President to be incapacitated. **The Vice President shall be a duly elected Director.**

- Pinos Y Campesinos Unidos del Noroeste – Northwest Tree Planters & Farmworkers United Sponsorship (PCUN) (AJ Jackson, Teresa Vaughn, Kevin Levy, Jon Steinhart, Paxton Hoag, Sue Theolass, Lisa Parker, George Braddock & Sandra Bauer)

New Business Motions

- 2024 Election Results/Appoint Officers