

**Summary of Changes to Bylaws  
Effective November 16, 2023**

1. **Article V.** The term “Individual Director” has been changed to “Community Director” throughout Section 5 of the Bylaws to reflect the fact that Individual Directors are commonly referred to as Community Directors, and to avoid any confusion regarding the fact that such directors are elected by the full membership of the Foundation, not just individual members.
2. **Article V.** The revised Bylaws are designed to increase the number of Community Directors and increase the number of Corporate Directors in accordance with the formulas discussed below. This change is in response to prior discussions seeking to broaden representation on the board.
3. **Section 5.2. Number and Composition of Board.** Section 5.2 has been revised to comply with the requirements of Oregon State law that, for corporations that have a variable number of directors, the Bylaws must state the minimum and the maximum number of directors authorized.
4. **Section 5.2(a). Sustaining Directors.** Because Oregon law requires that the Bylaws state the maximum number of directors, and in light of the formulas discussed below, Section 5.2(a) has been revised to limit the number of Sustaining Directors to a maximum of 29 Sustaining Directors. Currently the Board has 12 Sustaining Directors (with each Sustaining Member having the right to appoint a director), so that limit on Sustaining Directors should not pose an immediate issue. Should the number of Sustaining Members approach that number, however, the board will need to consider a revision to the Bylaws.

5. **Section 5.2(b). Community Directors**

- (a) Currently, three Community Directors (previously called Individual Directors in the Bylaws) are elected to the board by the entire membership. With the new change to the Bylaws, the number of Community Directors to be elected will vary between 3 and 7 directors depending on the number of Qualified Sustaining Directors of the Foundation at the time the Community Directors are elected.
- (b) The new formula for determining the **number of Community Directors** on the Board is as follows

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<u>Total Number of Qualified Sustaining Members</u>	<u>Total Number of Community Directors to be Elected</u>
1 – 9	3
10 – 14	4
15 – 19	5
20 – 24	6
25 – 29	7

- (c) The number of **Qualified Sustaining Members** used to calculate the number of Community Directors on the Board is as follows –
  - (1) the number of Sustaining Members in good standing as of December 1,
  - (2) **less** the number of such Sustaining Members that have notified the Foundation on or before December 1 of their intent to terminate their status as a Sustaining Member between December 2 and January 31,

(3) **plus** the number of entities that have notified the Foundation on or before December 1 of their intent to join as or change status to a Sustaining Member between December 2 and January 31

(d) Text has been added to specify qualification requirements to be elected as a Community Director --- i.e., Each Community Director must be an Individual Member, or an employee or consultant of a Corporate Member or Sustaining Member.

(e) Currently, the above formula will increase the **number of Community Directors** on the Board to four (4).

**6. Section 5.2(c). Corporate Directors**

(a) Currently, one (1) Corporate Director is elected to the board by the Corporate Members only. With the new change to the Bylaws, the number of Corporate Directors to be elected will vary between 1 and 2 directors depending on the number of Corporate Members of the Foundation at the time the Corporate Directors are elected.

(b) The new formula for determining the **number of Corporate Directors** on the Board is as follows –

<u>Total Number of Qualified Corporate Members</u>	<u>Total Number of Corporate Directors to be Elected</u>
1 – 140	1
141 and higher	2

(c) The number of **Qualified Corporate Members** used to calculate the number of Corporate Directors on the Board is as follows –

(1) the number of Corporate Members in good standing as of December 1,

(2) **less** the number of such Corporate Members that have notified the Foundation on or before December 1 of their intent to terminate their status as a Corporate Member between December 2 and January 31,

(3) **plus** the number of entities that have notified the Foundation on or before December 1 of their intent to join as, or change status to, a Corporate Member between December 2 and January 31

(d) Currently, the above formula will increase the **number of Corporate Directors** on the Board to two (2).

**7. Section 5.4(d) & (e). Vacancies**

(a) With respect to Community Director (d) and Corporate Director (e) vacancies, a provision has been added to state a special election to replace vacancy will be held “provided that more than six (6) months remain in such director’s term”.

**8. Section 8.1. Fiscal Year.** On the recommendation of the accountants, the Bylaws have been changed to reflect the fact that the Foundation is operating on a calendar year