



EMERGENCY EXECUTIVE COMMITTEE MEETING

November 26, 2021 | 10am | Via Zoom

AGENDA

Discuss and vote on request by Kat West, SE Uplift Bylaws Committee Chair, to postpone a board vote on bylaw changes pending independent guidance from a nonprofit bylaws legal expert.

MINUTES

Committee members present	Tina Kimmey (Co-chair), Ash Hester (Co-chair), Dave Weaver (Vice Chair), Nancy Chapin (Secretary), Anna Weichsel (Treasurer)
Committee members absent	None
Staff present	Nanci Champlin, Executive Director
Guests	Kat West, Bylaws Committee chair, Chris Eykamp (chair, HAND), Bruce Bikle (SEUL HAND rep), Jim Pierce (SEUL Mt Tabor NA rep), Allen Field (RNA alt rep)

Call to Order

Tina called the meeting to order at 10:08 and asked Nanci to provide context. Nanci deferred to Kat since she requested the meeting as chair of the SEUL Bylaws Committee.

Request + Discussion

Kat requested that the Executive Committee support postponing any votes on changes to the SEUL bylaws until independent legal guidance could be provided by a nonprofit bylaws expert per Nanci's recommendation at the last Bylaws Committee meeting which the Bylaws Committee unanimously voted to support.

- Anna and Nancy agreed that this was a good idea.
- Ash expressed concern that putting off a vote of the board would delay the action requested by MSANA stemming from the harm that their (now former) board representative, Tiffany Johnson, experienced during a board meeting interaction with (former board member) Allen Field.
- Dave concurred that the MSANA letter was why he thought the board should vote and agrees that expert recommendations would be good to have.

- Kat responded that MSANA supports the delay if it could contribute to a successful SEUL bylaw change process.
- Nancy expressed her opinion that the MSANA letter contained inaccuracies about what happened.
- Tina clarified that this is a separate matter from what is being discussed at this meeting. Kat reminded everyone that Tiffany resigned from the SEUL board over this matter.
- Nanci shared that the results of an inquiry made before her tenure by another District Coalition Office (DCO) to the Oregon Department of Justice seeking clarity pertaining to DCO boards remains unknown. Additional time would allow her to find out the result of that inquiry.
- Ash requested clarity around next steps: a timeline/process for seeking outside help.
- Nanci responded that she identified three nonprofit bylaw experts via the Nonprofit Association of Oregon's vetted consultant list. The next step would be to identify a scope of work, cost and timeline. She envisions the scope including a review of the bylaws for compliance with state law, answers to key questions, and a set of recommendations that could be presented to the board. The cost would come from our professional services budget line item as discussed during last week's finance committee meeting. The timeline would be determined by the availability of the consultant.
- Anna pointed out that we need to be careful to not embedding policy in our bylaws as some subsequent proposed bylaw changes seem to suggest, and that the Executive Committee may need to make future policy recommendations to the board.
- Nancy suggested that the executive committee interview potential consultants, thinks hiring an attorney could be costly, and that an alternative could be to hire a parliamentarian instead of an attorney.

The Executive Committee then voted on the Bylaw Committee chair's request (see below).

Kat concluded with making the Executive Committee aware that the recent "Minority Report" that Bylaws Committee member Jim Pierce said he intends to distribute to express his dissent to the Bylaw Committee's change recommendations has not followed best practice for Minority Reports. She cited the City of Portland's Minority Report practice involves a rigorous process at the committee level. She added that since there has been no discussion of a Minority Report in the Bylaws Committee, Jim may share his opinion with the board but that should not be considered a Minority Report. She warned them that if such a report is distributed purporting to be a Minority Report she would seek consequences up to and including removing Jim from the committee. Lastly, she touched on some expressions of mistrust of SEUL among bylaw committee members and among some members of the board and hopes that with new SEUL leadership and a Board Administrator joining us, this can get better.

ACTION

Motion	<i>(Anna)</i> SEUL board put a hold on decisions on bylaw amendments until we have expert legal advice.
Seconded	<i>(Nancy)</i>
Result	The vote passed unanimously.

Adjourn

The meeting was adjourned.