

# Oak Lodge History Detectives

## Board Meeting

### Minutes

August 7, 2019

The Board met to discuss some of the details regarding the 501(c)(3) filing. The meeting was called to order by Chair Mike Schmeer at 3:49 PM.

Present: Mike Schmeer, Chair; Pat Reinert, Treasurer; Thelma Haggemiller, Co-chair; Ellen Toothacker, Secretary

Lisa Bentley and Mike Schmeer have sought advice from some attorneys. The Board members discussed the two types of 501(c)(3) under consideration: Public Benefit Nonprofit Corporation and Mutual Benefit Nonprofit Corporation. These can have a formal membership structure in which members elect the Board, or no membership. There are IRS filing consequences to these decisions. Several attorneys advised Mike and Lisa that we should form a 501(c)(3) Public Benefit Nonprofit Corporation without membership. Some Public Benefit 501(c)(3)s with members run aground as membership dwindles.

Mike obtained Articles and bylaws from some local organizations including Friends of Oak Lodge Public Library, the Urban Watershed Council, The Concord Partnership and the Milwaukie Museum.

Some changes if we formed a 501(c)(3) Public Benefit Nonprofit Corporation without membership:

- The "Membership" would not elect Board members. The Board itself would recruit its members, with recommendations from the "membership"
- "Members" could still vote on issues for the Board to take into consideration, in an advisory capacity. But the Board makes all the final decisions.
- We could call our "members" friends, supporters, sustainers, contributors, etc.
- The Board can appoint a replacement if a Board member leaves for any reason

To meet the requirements of a 501(c)(3) we need to file amended Articles of Incorporation with the State and draft new bylaws that are consistent with the Articles.

Article IV, Section 1 of our current Bylaws says that the Board determines the direction of the organization; this section serves as the Board's authority to move forward with the necessary steps to become a 501(c)(3) in a timely manner.

Once the 501(c)(3) application process is finished, there is some yearly paperwork to be filed. Otherwise, the Federal and State governments are not concerned with what else we do as long as we adhere to the requirements of a 501(c)(3).

The purpose of forming a 501(c)(3) Corporation is to get grants. The first item on Mike's wish list is a new website where we can upload our many photos. One possible upcoming grant is through the recent Jennings Lodge Section 106 Memorandum of Agreement settlement, which makes funds available to educate the community about the Jennings Lodge campground.

Because the Board determines the direction of the group, the Board can approve the amended Articles of Incorporation via email. Once accepted by the State, the Bylaws will follow.

Mike Schmeer introduced a resolution to file as a Public Benefit Nonprofit Corporation without membership. The Board will then amend the Articles of Incorporation and then the Bylaws to be consistent. Thelma Haggemiller seconded. The motion was approved unanimously.

Meeting was adjourned at 4:42 PM by Chair Mike Schmeer.

Respectfully Submitted,

Ellen Toothacker, Secretary