

## Bylaw Comparisons

The proposed Bylaws are modeled on Washington Secretary of State's sample Bylaws that are suggested for use by nonprofit corporations. Additionally, changes were made to insure that OFS is in compliance with the OFS Articles of Incorporation. This summary will attempt to identify what has changed, been added, or deleted.

1. The Table of Contents for the proposed new Bylaws has been expanded with more detail on the specific topics in order to make it easier to find a particular subject.
2. The old Article 1 on Goals and Activities has been shortened to a simple preamble that still maintains the essence of what OFS does, but does not confine OFS to just the activities listed in the old Bylaws.
3. Article 1 Section 2 of the proposed new Bylaws provides the Board the right to terminate members not adhering to the Bylaws, policies and procedures of OFS.
4. Article 1 Section 4 of the proposed new Bylaws deletes "special meetings may be called with a written request signed by ten members" (old Bylaws Article III Section 2), but retains the ten percent requirement for the membership to call for a special meeting.
5. Article 1 Section 5 of the proposed new Bylaws adds a time requirement for the Board to give ten days notice to the membership prior to any proposed special meetings.
6. The voting position of a representative member of the salaried staff (old Bylaws Article IV Section I) has been removed from the proposed new Bylaws; this is to be consistent with the requirements of our arts liquor license which prohibits paid staff members from being on the board.
7. Article IV Section 2 - Duties, in the old Bylaws, have been reassigned in the proposed new Bylaws in Article 3 – Officers and Article 4 the new description of the duties of Executive Director.
8. Article V – Staff in the old Bylaws has been reassigned to Article 4 – Executive Director (ED) In the proposed new Bylaws the duties of the ED includes: responsibilities for the day to day operations of OFS, hiring, training, disciplinary actions and termination of staff. The provision stating "The staff operates as a collective using consensus decision-making" has been deleted.
9. Article VI – Committees in the old Bylaws is now Article 2 Section 14 of the proposed new Bylaws.
10. Article 3 Sections 1 – 10 of the proposed new Bylaws describes the responsibilities of Board Officers, terms, resignations, removal, etc.
11. Article 5 of the proposed new Bylaws describes purpose and limitations of Advisory Boards.

12. Article 6 of the proposed new Bylaws expands on the old Bylaws (Article IV Section 6) on Conflict of Interest
13. Article 7 Sections 1 – 6 of the proposed new Bylaws incorporates responsibilities for administrative and financial provisions previously described in multiple locations in the old Bylaws (Articles I, III, and VII). Additionally, the new Article 7 Section 2 describes limitations on loans.
14. Amendments section now states that changes to the bylaws are promulgated and adopted by the Board, but can be proposed by the membership. The old/current bylaws state amendments are made by a vote of the membership. This conflicts with the Articles of Incorporation, which provides the bylaws are changed by the board. Articles take precedence over bylaws, so this change would bring our bylaws into alignment with our articles – and the membership will be asked to vote on this change at the membership meeting. Alternatively, the articles can be amended to allow the membership to change the bylaws, but this change requires further filing with the Secretary of State. The board prefers the flexibility of being able to change the bylaws without the burden of calling a membership vote because laws frequently change and require amendments.

These proposed new Bylaws were brought before the OFS Board in May 2014 by the Bylaws Rewrite Committee. This Committee was chaired by Bert Trobman (Board Member) and included Kaylynn What, ( Board President), Audrey Henley ( Executive Director), and Byron Zarp (Board Member). The OFS Board voted to bring the proposed Bylaws to the membership for their input. This summary was prepared by Byron Zarp, and added to by Kaylynn What, as an attempt to make the comparison of the two documents a little easier for the members.

*Byron Zarp*, August 24, 2014