

Finlandia Foundation® Columbia-Pacific Chapter

Special Membership Meeting

Sunday, April 3, 2011

2:00-3:00

**Portland State University
Cramer Hall, Finnish Room**

Minutes

Members present: Dave Alford, Greg Jacob, Pirjo Schulbach, Dirk Schulbach, Anja Robinson, Cynthia Pannell, Katariina Lehtonen, Seppo Saarinen.

Call to Order

President Seppo Saarinen called the special membership meeting for approving the revised bylaws to order at 2:10 p.m. Following a brief introduction and review of the agenda, Seppo turned the meeting over to Dave Alford to review the proposed bylaws.

Review of Proposed Revised Bylaws

Dave provided the background for the proposed changes to the bylaws. The original Finlandia Foundation Columbia-Pacific Chapter Bylaws were partially based on bylaws from the Finlandia Foundation and other foundations. While preparing the 2010 annual report and reviewing the foundation's records, Dirk Schulbach and the auditors discovered a number of issues (e.g., conflict of interest, merger, dissolution) which needed to be addressed. As discussions took place, additional items, including compensation (for paid employees), harassment (needed for insurance proposes), and the anticipation of proposed changes to the nonprofit statutes by the State of Oregon, were also identified. Seppo added that the bylaws are considered a "living document" and revisions are expected as laws, statutes and requirements of the foundation change. Cynthia Pannell finished the review by explaining her role in the revision process.

Discussion

A brief discussion followed regarding further background details, the current status of the bylaws, and future revisions which will need clarification once the State of Oregon changes have been made. Questions from Greg Jacob and Katariina Lehtonen were addressed by Dave, Seppo and Cynthia.

Vote

Greg moved to approve the bylaws as revised and Dave seconded the motion. The proposed bylaws were approved by unanimous vote by the members present.

Adjournment

With no additional matters to be addressed, the Special Membership Meeting was adjourned by Seppo at 2:40 p.m.