



# Local Contexts Council Meeting Summary

**Meeting Date:** 20 June 2024

**Meeting Location:** Teleconference

**In Attendance:**

James Francis (Chair), Jane Anderson (Vice Chair), Maui Hudson, Sharon Leon

**Non-Voting Attendees:**

Stephany Runninghawk Johnson (Executive Director, ex officio), Laure Haak (Secretary), Edwin Oh (Treasurer),

**Regrets:** Kim Christen, Haydn Read, Aaron Williamson (external counsel)

**Summary:** Council approved March minutes and discussed recruiting new Councilors and proposed bylaws changes to address consistency of language and intellectual property concerns. Council discussed and approved Fiscal and Accounting Policies, reviewed year-to-date financials, program status, and fundraising initiatives. The Executive Director provided a 6-month review of activities and goals for the next 6 months.

**Motions Passed**

**MOTION:** Approve the March 2024 Council meeting minutes. **VOTE:** All in favor, JF abstained as he was not in attendance in March.

**MOTION:** To update the bylaws to amend Section 3b to change “Community Councilor” to “Interim Councilor”. **VOTE:** All approved, no abstentions.

*Section 3b. ~~Community~~ Interim Councilors. Prior to the first Membership Meeting, the Founding Members may also elect up to [5] additional Councilors (the “~~Community~~ Interim Councilors”) to serve as voting members of the Council, for the purposes of assisting Local Contexts with establishing operational infrastructure, recruiting an Executive Director, and raising funds for the start-up phase.*

**MOTION:** To update the bylaws to amend Article 11 and add a new Article 12 regarding distribution of Intellectual Property. **VOTE:** All approved, no abstentions.



**NOW, THEREFORE, BE IT RESOLVED**, that the Council, hereby amends the Bylaws as follows:

A new Article 12 is added after Article 11 (“Amendments”), with the following text:

Article 12. Dissolution

Section 1. Distribution of Intellectual Property

Upon dissolution, the Council shall have sole authority to determine how the Corporation's Intellectual Property shall be distributed or otherwise disposed of, consistent with the Corporation's charitable purposes and IRS regulations. “Intellectual Property” includes all trademarks (whether registered or unregistered) used by the Corporation and all copyrights owned by the Corporation.

Article 11 (“Amendments”), Section 1 (“Bylaws”) is amended to read in its entirety as follows (new text is in **bold**):

Section 1. Bylaws

These bylaws may be amended by the Council **except as otherwise provided in this Section**. Prior to the first Membership Meeting, any amendment shall require approval by a majority of the Founding Directors and a majority of the entire Council. Amendments to the following provisions shall require approval by both the Council and a majority of the Members present at any meeting at which a quorum is present (in person or by proxy) or an equivalent number of Members acting by written consent:

- a. Article 2 Section 9, describing the voting rights of Members
- b. Article 3 Section 3(d), defining the minimum size of the Council
- c. Article 3 Section 4(a), defining the required representation of Indigenous Communities on the Council

**The following provisions may not be amended:**

**Article 12, Section 1, reserving to the Council the authority to determine how the Corporation's Intellectual Property is distributed upon dissolution of the Corporation**

**MOTION:** To approve the proposed Fiscal and Accounting Policies. **VOTE:** All approved, no absentions.

**Next meeting:** September, 2024.