



# Oregon

Tina Kotek, Governor

**Oregon Utility Notification Center**  
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**Oregon Utility Notification Center  
Policy & Procedures Committee Meeting  
Date: Monday, July 31, 2023  
Time: 1:00 pm – 2:00 pm**

Join Zoom Meeting

<https://us06web.zoom.us/j/87226539279?pwd=Wmc2Vlp3UFNKS05zRWMyOGYyeGF3dz09>

Meeting ID: 872 2653 9279 Passcode: 246297

## A G E N D A

### 1. Announcements and Introductions

- a. Welcome, announcements, roll call
- b. Review/approve and/or amend 04.05.23 minutes
- c. Chair: Jessica Epley – Statement

### 2. Old Business

### 3. New Business

- a. Issue Summary 23-06-0025 – Clarifying language on quorum and majority for OUNC Board and committees. See attachment.

### 4. For the Good of the Order

### 5. Next Meetings

Voting members of the Policy and Procedures Committee: Jessica Epley, Micah Brown, Melanie Lewis, Alba Vogland, Kevin Hennessy, and Johnny Sapp

Non-voting members: Josh Thomas, Kitty O'Keefe



## ISSUE SUMMARY

#23-06-0025

**SUBJECT:** Clarification of Quorum and Majority  
**DATE:** June 6, 2023  
**PREPARED BY:** Josh Thomas, Executive Director

The purpose of this issue summary is to clarify what constitutes a quorum and how many votes are required to approve business coming before the board of the Oregon Utility Notification Center (OUNC). This report was requested by board members at the May Board Meeting.

### Quorum

A quorum is the minimum number of members that must be present at a meeting to make the proceedings of that meeting valid. Having a quorum is necessary to conduct a vote of the board. Having a quorum should not be confused with the required majority for passage of committee or board business.

**Board meetings:** a quorum is defined in Oregon Revised Statutes 757.547 (3) as well as our Bylaws, Article II, section 2 as seven voting members present. Members can be either in person or participating remotely to qualify.

**Committee meetings:** a quorum is defined in the OUNC Policy and Procedures manual, Section 1.4 as "a simple majority of voting members, but not less than two." For a committee with five voting members, for example, the quorum would be three.

### Simple Majority

A simple majority means the highest number of votes for an item or candidate that exceeds the second highest number. Put simply, it requires just one more vote in favor or opposition than a tie. For example, if there are seven voting members present with four voting for and three voting against, the item passes.

According to the OUNC Bylaws, Article II, section 2, "... a simple majority vote of board members present at any meeting is sufficient to elect officers, pass any resolution, or conduct OUNC business." The only identified exception to this is when making amendments to the Bylaws.

### Qualified Majority (aka supermajority)

A "qualified majority" (also known as a "supermajority") is a number of votes above a specified percentage (e.g. two-thirds).

Per the OUNC Bylaws, Article V, "A two thirds (2/3) affirmative vote of the currently filled seats of the Board of Directors is required in order to adopt new bylaws or amend or repeal existing bylaws." With 17 of our 21 board seats filled, we would require 12 affirmative votes to amend the Bylaws.

### Recommendation

While there was discussion about proposing changes to align our requirements for quorum and majority, it is not necessary. The four references cited and listed below do not have conflicts.

**References:**

- Oregon Revised Statutes 757.547 (3) - A minimum of seven of the members of the board constitutes a quorum for the transaction of business.
- OUNC Bylaws Article II, section 2 - Providing there is a quorum (7 members) present, a simple majority vote of board members present at any meeting is sufficient to elect officers, pass any resolution, or conduct OUNC business.
- OUNC Bylaws, Article V - A two thirds (2/3) affirmative vote of the currently filled seats of the Board of Directors is required in order to adopt new bylaws or amend or repeal existing bylaws.
- OUNC Policy and Procedures Manual, section 1.4 – [For committees] A quorum is defined as a simple majority of voting members, but not less than two.