

Libertarian Party of Oregon
Minutes from Feb. 25, 2019 Regular Board Meeting
Elmer's, Beaverton, OR
Approved 2019-03-25

Call to Order

The February meeting of the Libertarian Party of Oregon (LPO) board of directors was held on Monday, February 25th, at 7:03pm at Elmer's, the Chairperson being in the chair. Attendance was as follows:

Present	Remote	Observers
Kyle Markley	Michelle Binker	Tim Sippel
Drew Layda	Wes Wagner	Jack Oeming
Gary Dye	Nicole Nowlin	
	Timothy Perkins	
Absent	Katy Brumbelow	
Lars Hedbor		
Jennifer Mendenhall		

Approval of Agenda

- The agenda was approved unanimously.

Approval of Minutes

The January minutes were approved unanimously by email before the meeting.

Consent Agenda

- 2019 E-Mail Ballot
 - o Timothy submitted an e-mail motion on January 16, seconded by Lars, "to rename the Affiliate Development Committee to be named the Affiliate Committee".

Director	Vote	Director	Vote	Director	Vote
Michelle Binker	y	Lars Hedbor	-	Jennifer Mendenhall	y
Katy Brumbelow	y	Drew Layda	y	Timothy Perkins	y
Gary Dye	y	Kyle Markley	y	Wes Wagner	y

Open Forum

Tim inquired after the Lucky Lab Social, which is not run by the LPO. The party has no information on this beyond what is posted in the Meet Up.

Reports of Officers, Boards, and Standing Committees

- Chair

The full text of the report is available in Appendix A.

There was discussion about the Misc PAC but it was deferred to a later agenda item.

- Vice Chair

Timothy attended the Western Liberty Network conference and has no other party updates.

Taxation is theft.

- Treasurer

There was no report.

- Fund Raising

Katy Brumbelow was appointed as chair of the committee following a motion by Timothy and a second by Drew.

- Member Development Committee

There was no report.

- Bylaws Committee

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The full text of the report is available in Appendix B.

- CRM Committee

They are still waiting on National to provide the new program.

- Website Committee

Timothy is waiting on Nation Builder access.

- Affiliate Committee

There was no report however Kyle mentioned providing per-county data to the committee so that possible affiliates can utilize it to create their affiliate. This needs to be promoted. Marion-Polk county is pursuing this process.

- Public Relations Committee

The membership list has been received to start vetting members for the members only Facebook group.

Katy will be aiming for an early March newsletter with convention and director election information.

- 2019 Convention

The long form contract from the hotel has been received and will be reviewed.

- 2019 Director Election

We currently have 9 candidates for the director election. The filing deadline was moved at our previous meeting to March 31.

Special Orders

- There were none.

Unfinished Business and General Orders

- Bylaws Committee Proposals

The full text of the proposals is in Appendix C.

The concern expressed was around a further challenge from the Misc PAC and what that would mean to the proceedings.

Proposal #1 - No objections; forward to the convention.

Proposal #2 - There are objections, however, forward to the convention.

Proposal #3 - No objections; forward to the convention.

Proposal #4 - No objections; forward to the convention.

Proposal #5 - Skipped.

Proposal #6 - Skipped.

Proposal #7 - No objections; forward to the convention.

Proposal #8 - No objections; forward to the convention.

Proposal #9 - No objections; forward to the convention.

Proposal #10 - No objections; forward to the convention.

Proposal #11 - No objections; forward to the convention.

Proposal #12 - No objections; forward to the convention.

Proposal #13 - No objections; forward to the convention.

Proposal #14 - Skipped.

Proposal #15 - No objections; forward to the convention.

- Roundtable on Reconciliation, Bylaws, and Convention Quorum

Discussion around the PAC:

There is interest in sending resolutions to the Misc PAC convention in Pendleton. There may be board involved in the PAC who would be able to go and do this; Gary offered to contact Mike M. about finding someone as well. PAC #16869's dues-paying membership recently numbered 47.

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The attorney will be contacted to investigate the possibility of getting some form of declarative judgment regarding Burke's theory that the bylaws fight could make our candidates vulnerable to a ballot or election challenge.

We should post our policy board proposal to #16869's Facebook group.

Discussion around the Convention:

The convention should present the policy board proposal separately from the other bylaws maintenance to increase its visibility.

Additional discussion items:

We do not know who controls the @LPOregon twitter handle, but it would be good to find out.

Additional contact with the attorney will center around an ADR section addition to the bylaws, to refer disputes to binding arbitration. This would be instead of creating some sort of judicial committee. Arbitration would not be subject to the First Amendment limits that limit what courts can do regarding political parties.

New Business

There was none.

Open Forum

There were no comments.

Next Board Meeting

After discussion, Kyle Markley moved to set the next board meeting for Monday, March 25th, at Elmer's in Beaverton. The Chairperson has the authority to reschedule. The meeting adjourned at approximately 8:31pm.

APPENDICES

Appendix A

Chairperson's Report

Kyle Markley

I have no Party business to report aside from what will be covered in committee reports.

Free speech update: I received an opinion in my litigation against 2020 IP 1. We lost, but interestingly, the judge ruled that the initiative would not permit local governments to regulate electioneering. I also learned that the legislature is considering referring a (much better-written) constitutional amendment to voters, either [HJR13](#) or [SJR13](#). I'm appealing the court decision while keeping an eye on the legislature. I am also closely watching, and providing testimony to, the [Senate Committee on Campaign Finance](#).

Appendix B

Bylaws Committee Report

Kyle Markley

The committee has curated 15 proposed bylaws amendments, posted them in a Google Doc, and shared the link in our Facebook group for comments. After gathering feedback from the directors and members, the committee will create materials for the bylaws amendment portion of the convention packet. Discussion of the proposals themselves is later on today's agenda.

Appendix C

**Proposed Bylaws Amendments
2019-02-21**

The LPO bylaws committee suggests adopting this motion prior to consideration of any proposed amendments to the LPO constitution and bylaws:

That the LPO bylaws committee be authorized to update the LPO constitution and bylaws in accordance with amendments adopted during the convention, and subsequently ratified by mail ballot if applicable, and to correct article and section designations, punctuation, and cross-references, and to make such other technical and conforming changes as may be necessary to reflect the intent of the of voting members.

The LPO bylaws committee proposes the following amendments to the LPO constitution and bylaws for consideration during the convention. When showing proposed changes to the constitution and bylaws, ~~striketrough~~ text indicates text that has been removed and underlined text indicates text that has been added.

Proposal #1: Authorization for State-Conducted Primary

Background

The Secretary of State's office has been working on legislation that would, among other things, enable the State of Oregon to conduct the primary election for minor political parties. This amendment would empower the board of directors to opt-in to the state-conducted primary election on a race-by-race basis.

Rationale

Reduce or eliminate the LPO's most significant expense - conducting our own primary election by mail - which costs over \$10,000 to reach all members. In 2018, fundraising was insufficient to send ballots to all members. (As allowed by the bylaws, we balloted a subset of members. We could alternately have held a nominating convention.)

Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws by adding a new section at the end of Article 8 with the following content:

Sec 3: State-Conducted Elections

The board of directors may, by a two-thirds vote of its whole membership, authorize the State of Oregon to conduct the election determining the LPO's nominees for some or all public offices. In such cases, the election for those nominees shall be conducted in accordance with state law regardless of any conflicting LPO election methods, rules, or policies.

Proposal #2: Reduce Quorum at Convention

Background

We have not made quorum at the previous several conventions, preventing those conventions from conducting business. The current requirement, 0.25% of membership, is about 50 people.

Rationale

Make it easier to make quorum.

Text of proposed change

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Amend the Libertarian Party of Oregon Constitution and Bylaws by striking "one quarter of one percent (0.25%)" from Article 7, Section 3, and inserting "one fifth of one percent (0.20%)" in its place.

Proposal #3: Bylaws Amendment via Referral from Board

Background

The bylaws are amendable in convention if attendance reaches 1% of membership (about 200 people), or referred to mail ballot if convention attendance is lower, but still reaches quorum (about 50 people). However, the LPO failed to make quorum in convention in 2013, 2015, and 2017. It is possible to call a special convention for the purpose of amending bylaws, but with the same quorum requirement that has been difficult to reach. The authority the board to directly propose bylaws amendments is unclear, but was used in 2016.

Rationale

There should be an explicit mechanism to amend the bylaws even when quorum is not made in convention.

Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws by adding a new subsection at the end of Article 13 with caption "Amendments proposed by board of directors" and the following content:

The board of directors may, by unanimous vote, propose amendments to the constitution and bylaws through mail or electronic ballot to the entire membership. Amendments proposed in this manner are adopted if approved by a two-thirds margin of votes cast. Balloting for this purpose may be combined with other membership-wide communication.

Proposal #4: Remove Larger-Than-Quorum Requirement to Amend Bylaws in Convention

Background

Article 13 currently requires attendance of 1% of the membership (currently about 200 people) in order to amend the constitution and bylaws immediately. If that threshold is not met – and it is unlikely to ever be met – the amendments made in convention must be ratified by a mail ballot. This makes it very difficult to amend the bylaws quickly.

Rationale

Enable any convention that makes quorum to amend the bylaws with immediate effect.

Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws by striking the everything after "two-thirds vote" in Article 13, Section 1, section A, and strike all of subsection B. If conflicting proposals #4 and #5 are both approved, only the one receiving the most votes will be adopted, and the other will be dropped, with a tie vote broken in favor of #5.

Proposal #5: Require Mail Ballot to Amend Bylaws

Background

The current requirement for 1% attendance in convention (about 200 people) to amend bylaws immediately exists to prevent a hostile takeover of the party. Eliminating this protection puts us at risk.

Rationale

A convention quorum small enough to easily achieve is also small enough to enable a hostile takeover.

Text of proposed change

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Amend the Libertarian Party of Oregon Constitution and Bylaws by striking Article 13, Section 1, subsection (A) and striking "attended by less than 1% of all voting members" from subsection (B). If conflicting proposals #4 and #5 are both approved, only the one receiving the most votes will be adopted, and the other will be dropped, with a tie vote broken in favor of #5.

Proposal #6: Electronic Meetings

Background

The board of directors has found it useful to allow remote attendance at meetings, or fully electronic meetings when no convenient venue was available, and some votes by e-mail. The usefulness of these things has prevented us from formally adopting Robert's Rules of Order as our parliamentary authority, as those Rules do not allow teleconference or electronic meetings without specific authorization in the bylaws.

Rationale

This amendment would ensure that remote attendance at meetings and voting by e-mail would remain available even if we adopt Robert's Rules of Order as our parliamentary authority. Remote attendance makes it more viable for people who live far from the population centers of the state to serve in positions of party leadership.

Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws by modifying Article 12 to move the existing text to a section captioned "Choice of Authority" and appending a new section captioned "Remote Meetings" with the following content:

Remote attendance at meetings of any body of the LPO is permitted, provided that continuous audio is available. Business may be conducted by written electronic communication according to a policy adopted by the board of directors.

Proposal #7: Adjust Time Range for Transitional Board Meeting

Background

Our bylaws currently require that the transitional board meeting occur within 30 days of the election of new directors. Customarily, we have held the transitional board meeting after the convention, with the effect of requiring the convention to be within 30 days of the director election. Coordinating dates to meet this schedule is a nuisance.

Rationale

Permit the transitional board meeting scheduled with the convention, regardless of the date of the director election. (The director election date must still be held earlier than the convention and in the same year, per Article 8, Section 1(B).)

Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws by striking "within 30 days after the new directors are elected" from Article 5, Section 7, and inserting "no later than the day after the regular biennial convention" in its place.

Proposal #8: Allow STAR Voting Method

Background

Our bylaws currently require our primary election to use Instant Runoff Voting (IRV). The STAR (Score Then Automatic Runoff) voting method has attracted significant support in Oregon, with the ballot measure to adopt it in Lane County yielding over 40% approval.

Rationale

Permit the board of directors to choose between the IRV and STAR voting methods.

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Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws by striking the final bullet from Article 8, Section 2(A), and inserting the following two bullets in its place:

- Elections for a single position shall be tabulated by instant runoff voting, unless the board of directors votes to instead use the score then automatic runoff method ("STAR").
- Elections for multiple positions shall be tabulated using the Wright system of single transferable vote as defined by the proportional representation society of Australia, unless the board of directors votes to instead use the multi-winner or proportional representation version of the score then automatic runoff method ("STAR-PR"), or the Reweighted Range Voting method ("RRV").

Proposal #9: Eligibility for Serving as a Director and Voting in the Director Election

Background

The eligibility requirements to serve as a director are (possibly accidentally) inconsistent between who may run for election versus who may be appointed. There is a flaw in the bylaws concerning eligibility to run for the board of directors if the party holds a nominating convention instead of a primary election.

Rationale

Create clearer standards for eligibility to serve as a director (whether elected or appointed) and to vote in the director election.

Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws with the following conforming amendments:

Strike Article 5, Section 1, and insert the following in its place:

The Board of Directors, otherwise known by Oregon State Law as the State Central Committee, shall have nine directors. The term of office for directors begins (for the incoming directors) and ends (for the outgoing directors) during the transitional board meeting, a special board meeting called for the purpose of transitioning from one set of directors to another.

Insert a new section after Article 5, Section 1 with the following content, and renumber the subsequent sections:

Section 2: Eligibility

All members of the board of directors must continuously maintain membership in the LPO, or they automatically forfeit their seat.

To be eligible to be appointed to fill a vacancy on the board of directors, a person must be a member of the LPO.

To be eligible to stand for election to the board of directors, a person must be a member of the LPO and must submit a candidate statement of not less than 100 words. The board of directors may adopt rules regarding the required content and maximum length of candidate statements.

Strike the last two sentences of Article 8, Section 1, Subsection B, and insert the following in its place:

Electors for the election of the board of directors shall be those LPO members who meet any of the following additional criteria:

- (1) were a delegate in the previous regular biennial convention
- (2) were a delegate in any convention since the previous regular biennial convention
- (3) were a delegate (of any state) in the previous national Libertarian Party convention
- (4) served on any board or committee since the previous transitional board meeting

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- (5) returned a timely ballot in the previous year's primary election
- (6) made a cash or in-kind donation at or since the previous regular biennial convention

People may be electors by virtue of their status as a convention delegate without regard to whether that convention made quorum.

Proposal #10: Attendance Requirement for Directors

Background

A handful of elected directors over the past several terms have been inactive or unable to attend most meetings. The bylaws have no provision for removing an elected director so long as they maintain their membership, putting the organization at risk of not being able to spend money, or not being able to make quorum for board meetings.

Rationale

Enable more active directors to replace inactive directors.

Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws by adding a new section at the end of Article 5, with the following content:

Section 9: Attendance

Directors are expected to attend board meetings. A voting director who fails to attend three consecutive board meetings may be removed from the board by a two-thirds vote of its whole membership at the next meeting. If then present, the member facing removal may not vote on this question. If quorum is not reached for three consecutive board meetings, all voting directors absent at all three meetings are automatically removed from the board.

Proposal #11: Remove Term: "Libertarian Elector"

Background

The term "libertarian elector" is not defined by our constitution and bylaws. This term could be argued to include a member of a national libertarian organization, even if registered to vote with a different or no political party.

Rationale

Remove the undefined term.

Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws with the following conforming amendments:

Strike "registered libertarian electors" from Article 8, Section 1 and insert "members of the LPO" in its place.

Strike "libertarian elector" from Article 8, Section 2 and insert "member of the LPO" in its place.

Strike "qualified Libertarian elector" from Article 10, Section 1 and insert "Libertarian candidate" in its place.

Proposal #12: Broadening Eligibility for Nomination

Background

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Our bylaws permit "fusion" nominations of candidates registered with other political parties, but not of candidates who are registered non-affiliated with any political party.

Rationale

We should treat all non-members similarly.

Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws with the following conforming amendments:

Strike "registered with other parties" from Article 8, Section 2(B) and insert "who are not members of the LPO" in its place.

Strike "from another party" from Article 10, Section 2 and insert "who are not members of the LPO" in its place.

Proposal #13: Eliminating Fusion Nominations

Background

Our bylaws permit "fusion" nominations of candidates registered with other political parties. This is a controversial practice, and has led to our nomination going to candidates who are poor on Libertarian issues.

Rationale

We should not offer our nomination to non-members. The language here is deliberately in conflict with Oregon's practice of awarding nominations to primary election write-in winners regardless of their party, setting up a potential future challenge to that practice.

Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws with the following conforming amendments:

Strike the entire text of the last bullet in Article 8, Section 2(B) and insert "People who are not members of the LPO are not eligible to earn the LPO's nomination through write-in votes."

Strike the entire last sentence of Article 10, Section 2.

Proposal #14: Public Policy Board

Background

Our bylaws are written to avoid the centralization of power. This has led to our board of directors having extremely limited power to take positions on matters of public policy. The common expectation among the public is for political parties to do this job, but ours does not, and no independent group has emerged to take on the mantle of advocating for Libertarian public policy in Oregon.

The intra-party rift in 2011 led to two distinct Libertarian organizations (both claiming to be the Libertarian Party of Oregon), but the conflict has hamstrung both organizations: donors and volunteers are disinclined to get involved until the fighting is over. The groups have agreed in broad outlines of what each should do, with one group handling administration and the other handling policy. But the details, and even the means of effecting the change, have also been a source of conflict.

Rationale

This is intended to end the internecine conflict within the party by organizing the LPO into an administrative branch and a policy branch, each independent from the other, and with non-overlapping responsibilities.

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Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws by adding a new article after Article 5 with the following content, and renumbering the subsequent articles:

Article 6 – Public Policy Board

Sec 1: Name and Purpose

The Public Policy Board's role is to promulgate Libertarian ideas in public policy.

Sec 2: Composition and Term

There shall be 11 seats on the public policy board, which shall elect a Chair and a Secretary from within its own members, and both officers shall be non-voting members of the board of directors. The term of office of members of the public policy board runs concurrently with the term of office of members of the board of directors.

Sec 3: Authority

A. Powers

The public policy board is empowered to:

- (1) create committees and set the policy by which the committee members and leadership are seated.
- (2) create and amend the general public policy platform of the Libertarian Party of Oregon.
- (3) adopt positions on specific matters of public policy.
- (4) write Voters' Pamphlet statements for the party
- (5) write Voters' Pamphlet statements in support of or in opposition to ballot measures.
- (6) issue candidate and ballot measure endorsements.
- (7) provide feedback and public testimony on legislative bills and administrative rules.
- (8) recommend members to serve in government organizations.
- (9) recommend members to fill vacancies in public office.
- (10) veto the nomination of any non-member to public office.
- (11) veto the nomination of any member to public office, but only with the concurrence of the board of directors, and requiring a two-thirds vote of each board.

B. Exclusions

The public policy board has no authority to:

- (1) act within the public policy areas explicitly reserved by these bylaws to the board of directors.
- (2) deviate from public policy positions adopted in convention. (Positions adopted in convention are superior to positions adopted by the public policy board.)

C. Duties

The public policy board shall:

- (1) submit written meeting minutes to the board of directors within one week of adoption.
- (2) advise the board of directors on the exercise of its power in Article 8, Sec. 1 (A) to choose a nominee for public office.
- (3) maintain records of public policy positions adopted in convention.
- (4) maintain the platform to always be consistent with positions adopted in convention.

D. Funding

Funding requested by the public policy board and approved by the board of directors may be:

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- (1) used to pay for Voters' Pamphlet statements.
- (2) transferred to an LPO nominee or their candidate committee.
- (3) transferred to a political action committee.
- (4) spent directly on political advocacy.

Sec 4: Eligibility

A. Requirements

To be eligible to serve on the public policy board, a person must:

- (1) be a current member of the LPO.
- (2) have made a cash or in-kind contribution of at least \$50 to the LPO in the previous calendar year.
- (3) have pledged that "I hereby certify that I do not believe in or advocate the initiation of force as a means of achieving political or social goals."

B. Removal

- (1) A person who no longer meets the eligibility requirements to serve is automatically and immediately removed from the public policy board.
- (2) A member of the public policy board who fails to attend three consecutive meetings may be removed from the board by a two-thirds vote at the next meeting. If then present, the member facing removal may not vote on this question.

C. Exclusive position

No person may simultaneously be a voting member of the board of directors and a member of the public policy board. One position must be resigned before that person may exercise their vote in the other.

Sec 5: Selection

A. Appointment by County Affiliate

- (1) For each 10% of LPO membership within a county, excluding those not considered active voters according to the voter rolls, that county affiliate is entitled to appoint one member of the public policy board, who must be registered to vote within that county at the time of their appointment.
- (2) County affiliates may form groups to pool their remainder membership, and for each 10% of membership thus achieved, that group of county affiliates is entitled to appoint one member of the public policy board, who must be registered to vote within one of the counties composing that group at the time of their appointment.
- (3) Each county's share of membership for this purpose shall be calculated by the first voter registration statistics released after each Oregon general election.
- (4) Appointments from county affiliates must be received by the board of directors no later than 90 days after each Oregon general election.
- (5) Appointments from groups of county affiliates must be affirmed by each affiliate of the group.

B. Election by Membership

Every position of the public policy board not filled by appointment from county affiliates shall be elected by the membership at large, using the same schedule, voting method, electors, and balloting as for the election of the board of directors.

C. Vacancies

- (1) A vacancy in a seat appointed by a county affiliate or group of county affiliates may be filled by appointment by the same affiliate(s), regardless of changes in voter registration statistics, but the appointee must be registered to vote within the county or counties at the time of their appointment.
- (2) A vacancy in a seat elected by the membership at large may be filled by appointment by the public policy board.

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(3) Any vacancy persisting for more than 90 days may be filled by appointment by the board of directors, and a seat so filled shall be considered an at-large seat until the next public policy board election cycle.

Sec 6: Initial Conditions

The membership of the public policy board may be selected and modified at will by Oregon miscellaneous PAC #16869 within the calendar year this Article is adopted. After that time, the selection of members shall be managed in accordance with the other sections of this Article.

The public policy board shall have no authority except to fill vacancies, and all work on public policy is unofficial, until the Oregon Secretary of State recognizes only a single active political committee named the Libertarian Party of Oregon.

Proposal #15: Revise Election of Board of Directors

Background

The board of directors is currently composed of 9 members elected at-large by the membership.

Rationale

The proposed method of selecting the members of the proposed public policy board allows for representation of county affiliates as well as at-large votes of the membership. The board of directors should be filled in the same manner.

Text of proposed change

Amend the Libertarian Party of Oregon Constitution and Bylaws with the following conforming amendments:

Strike "9" from Article 5, Section 1, and insert "11" in its place.

Strike "9" from Article 5, Section 4, and insert "11" in its place.

Strike all of Article 5, Section 5 ("Vacancies") and insert the following in its place:

Sec 5: Selection

A. Appointment by County Affiliate

(1) For each 10% of LPO membership within a county, excluding those not considered active voters according to the voter rolls, that county affiliate is entitled to appoint one member of the board of directors, who must be registered to vote within that county at the time of their appointment.

(2) County affiliates may form groups to pool their remainder membership, and for each 10% of membership thus achieved, that group of county affiliates is entitled to appoint one member of the board of directors, who must be registered to vote within one of the counties composing that group at the time of their appointment.

(3) Each county's share of membership for this purpose shall be calculated by the first voter registration statistics released after each Oregon general election.

(4) Appointments from county affiliates must be received by the board of directors no later than 90 days after each Oregon general election.

(5) Appointments from groups of county affiliates must be affirmed by each affiliate of the group.

B. Election by Membership

Every position of the board of directors not filled by appointment from county affiliates shall be elected by the membership at large.

C. Vacancies

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- (1) A vacancy in a seat appointed by a county affiliate or group of county affiliates may be filled by appointment by the same affiliate(s), regardless of changes in voter registration statistics, but the appointee must be registered to vote within the county or counties at the time of their appointment.
- (2) A vacancy in a seat elected by the membership at large may be filled by appointment by the board of directors.
- (3) Any vacancy persisting for more than 90 days may be filled by appointment by the board of directors, and a seat so filled shall be considered an at-large seat until the next board of directors election cycle.