

## By-laws/Election Joint Committee Meeting February 17, 2019 Report #2

This is the report for our second meeting. Our third meeting is planned for March 3, 2019, 1-3 pm at the fair office.

By-law/election committee work group reports will be available on the .net site. Member feedback, comments, and suggestions may be sent to: [elections@oregoncountryfair.org](mailto:elections@oregoncountryfair.org)

### Topic

Our discussion at this meeting focused on the number of signatures required for an advisory ballot measure and to recall a director.

### Background

The sections of the bylaws related to petitions are the following. (Complete bylaws are available on the .net site.)

#### ARTICLE V. MEMBERS

##### 6. Rights of Membership.

(a) *Voting: ... (last sentence of this section) In addition, members shall have the right to vote on advisory resolutions concerning any other matter to come before the membership.*

#### ARTICLE VI. MEMBERSHIP MEETINGS

1. Annual Meetings. ... (last sentence of this section) *Items may be placed upon the agenda for the annual meeting upon the petition of 25 or more members, by presenting the petition to the Secretary at least 55 days before the annual meeting, or at such earlier time as the Board of Directors may designate.*

The other section of the bylaws that mentions signatures is ARTICLE VI, 2. Special Meetings. It requires 100 or more members to sign a petition to call a special meeting.

The section of the bylaws that relates to recall of a director is ARTICLE VII. THE BOARD OF DIRECTORS, 3. Removal of Directors. *A director may be removed from office with or without cause, only by a vote of the membership at the annual and/or special meeting called pursuant to the requirements of notice as set forth in Article VI-3.*

### Summary of discussion points and suggestions

- Clarification of “putting an item on the agenda” and an “advisory measure” would be helpful in the bylaws, it is somewhat ambiguous as it is. Now we use the petition with 25 signatures for “putting an item on the agenda” to put an advisory measure on the ballot. That is also how a recall gets on a ballot (unless a special meeting is called for that purpose).
- A petition for a recall could use better defined instructions. The number of member signatures required to recall a director could be listed separately under ARTICLE VII-3. Removal of Directors.

- Making the bylaws more explicit regarding advisory measures and removal of a director is advisable and will help avoid future confusion.
- The requirement of 25 signatures seems low and could be higher to reflect the higher number of voters.
- Advisory measures add to the time and expense of the board election at the annual meeting.
- Some of the past advisory measures appear to reflect personal agendas.
- Implementation of past advisory measures is often not feasible or is impossible in practical application.
- In 1991, 469 members voted at the annual meeting, 25 out of 469 voters is about 5%. In 2018, 1579 members voted at the annual meeting, 25 out of 1579 is between 1% and 2%. Five percent of 1579 is 79. The number of eligible voting members is much higher.
- Numbers for a petition could be tied to a percentage of voters at the last election but then it would change every year. A definite number required will be less confusing. Any number should be reviewed periodically as we grow and change.
- After much discussion, we think 100 signatures to get an advisory measure on the agenda/ballot at the annual meeting is a reasonable suggestion.
- After much discussion, we suggest that 200 signatures on a petition to recall a director would be appropriate given the gravity of that scenario.
- We need legal advice on whether there are rules in the ORS regarding petitions, advisory measures, and removal of directors. We will need legal expertise to help us draft language for possible bylaw changes.
- We are wondering if the board wants us to continue to offer suggestions for changes as we agree on them or should they all be presented at one time? Perhaps offering suggestions piecemeal gives membership more time to comment and consider?

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