

## **Bylaws/Elections committees**

### **March 23, 2019 meeting report**

Next meeting will be on April 28<sup>th</sup>, 1-3 pm at the fair office

We reviewed the motions that are directing our work. We feel we have completed a good portion of the work requested in the first motion and we started working on election procedures. Please see reports from our other meetings. A summary of our suggestions is also included at the end of this report. The full reports for each meeting are on the .net site under Committees and Bylaws & Elections.

We are working on a survey to get membership input. We hope to get assistance from someone with expertise in survey writing to make sure that it is not biased.

We looked at Mary Miller's recommendations regarding elections. One of her recommendations was to change to 12 board members with 3-year terms then each year 4 board members would be elected. There would no longer be alternates. She also recommended that board members step down for one year, after six years on the board. This group does not feel strongly for or against these ideas. We will put questions about length of board member terms and possible term limits on the survey. We wonder how changing the number of board members would affect the quorum required at a board meeting. A quorum is now 6 for a decision to be made, could it stay the same or would it need to go up. These changes would require bylaw changes.

The set of requirements Mary suggests for Board candidates also provide fodder for the survey. Her requirements include attending a 2-hour orientation, attending at least 3 board meetings over 18 months, and answering specific questions in their candidate statement. This group does not feel strongly that they need to be required but they could be recommended. We generally support the idea of increasing candidate statements to 400 words. We strongly support the idea of asking candidates to answer 3 or 4 questions in their candidate statement but brainstormed more than 4 questions. Maybe we were thinking of forum questions too. Elections already has info on the .net site for potential candidates. Legal and managerial responsibilities and expectations of board members could/should be added to that info. These suggestions do not require bylaw changes.

We suggest candidates include answers to these questions in their candidate statements.

1. What is your experience with or on a non-profit board?
2. Describe the skills and experience you bring from the non-Fair world that would be an asset to the board.
3. How many board meetings have you attended (virtually or in person) in the past 2 years?
4. What are the main issues you see the board working on and how would you prioritize them?
5. What is your experience with risk management?
6. How would you balance transparency with the need for confidentiality?
7. What does it mean to you to be a board member?

**January 20, 2019** (see report for this meeting for more discussion) -

We discussed the advisory measures passed by the membership in October.

One measure asked "the OCF (to) develop plans/process that allows for FAIR family to register to vote when they collect their wristbands at the fair."

Our suggestion is to provide a covered, shady space, in or near the sticker booth for Wristbands and Registration pre-Fair, for GOTV or other volunteers to provide membership forms and a seating area to fill them out. There could be a locked box for returning completed forms if there are times when this area is not staffed. We also think that civic education could/should be provided to inform potential voters of the Fair's non-profit structure that includes an elected Board of Directors. We agreed that one of the responsibilities of a crew coordinator or booth rep is to educate their members about the structure of the organization and the possibility of becoming a voting member. Education about being a voting member could also include a Spoken Word presentation by board members or other volunteers during the Fair.

The other measure asked "*candidates who intend to run for election to the Oregon Country Fair Board of Directors declare themselves by JUNE 15 (or some date prior to the actual dates of the fair) of the election year & we WILL accommodate a candidates forum during the FAIR so that our 'family' can have time meet, ask questions of & evaluate future BOD members.*"

There is no deadline to declare candidacy in the bylaws. This group feels the deadlines are operational decisions, not policy. We have concerns that not everyone would be able to attend a candidate forum during fair time. Questions about this will go on a survey for membership input.

**February 17, 2019** (see report for more detailed discussion) – Our discussion focused on the number of signatures required for an advisory ballot measure and to recall a director. 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.

**March 3, 2019** (see report for more info) – We worked on bylaw language to include our suggested changes. These suggested bylaw changes need to be approved by a lawyer with nonprofit expertise before the board makes any decision, to make sure we are in line with the Oregon Revised Statutes for nonprofits.

Amended Bylaws of the Oregon Country Fair  
(current language is in *italics*, suggested new language is in **bold**)

#### Article V. MEMBERS

##### 2. Eligibility and Admission. ~~Eligibility and Admission:~~

(a) Any individual who subscribes to the purposes and basic policies of the Fair, **including the Guidelines and the Code of Conduct**, abides by the terms and conditions of these Bylaws, the Articles of Incorporation and any amendments thereto, and acts in accordance with the decisions made by the Board of directors, is eligible for membership if the individual is registered with the Fair and (1) has either received a **Fair issued** wristband, or other Fair camping pass or verifiable worker day pass in one of ~~two~~ **three** previous years, or (2) is a verifiable elder. To remain a member, an individual **also** must vote in at least one annual membership meeting every three years.

#### Article VI. MEMBERSHIP MEETINGS

1. Annual Meetings. An annual meeting of the members shall be called by the Board of Directors at a date to be fixed by the Board, but in no case later than October 30. The purpose of the annual meeting shall be to elect the Board of Directors, to present the members with a financial statement for the fiscal year then ending, and to consider any other business that the Directors may determine to be appropriate. Agendas for the annual meeting shall be set 55 days prior to the meeting. Items may be placed on the agenda for the annual meeting

*upon the petition of ~~25~~ **100** or more of the 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.*

*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. The Board may suspend a director with or without cause (requiring 2/3 of the Board's votes) for a maximum of 60 days or until voted on as provided in this article or cleared of any charges. The director in question shall be excluded from such a vote. If a Board member or alternate misses three meetings in a row, the Board may declare that seat vacant.*

**Members who wish to recall a director must turn in a petition with at least 200 signatures of registered members, to the (membership/elections) secretary at least 55 days before the annual meeting. A recall at a special meeting requires a petition for a special meeting (see Article VI-2) and a petition for a recall. Petitions must include member signatures with the name also legibly printed and the member's fair affiliation.**

**The outcome of a recall election will be decided by majority of votes cast on that issue.**