

Filling a vacancy on the board of directors

(Complete bylaws are available at <http://oregoncountryfair.net/ByLaws11.7.16.pdf>)

Bylaws of the Oregon Country Fair

Article VII.

2. Qualifications, Numbers, Elections, Terms.

(...)

(d) Election: Votes for directors may be sequentially numbered in order of preference. Members may vote for as many directors as they prefer, but only those votes assigned a number equal to or less than the **total number of vacancies existing at the close of balloting** shall be counted. (...)

Article VII.

4. Vacancies. Whenever the number of directors or alternate directors shall for any reason be less than the number authorized, the vacancies may be filled by a majority vote of the remaining directors. (...)

Vacancies shall be filled at a meeting where prior notice of the matter has been given in the agenda. The person holding the alternate director position for the vacant director position shall be appointed to fill the vacancy unless such alternate also declines the appointment. (...)

If the recall passes, the vacancy will occur after the close of balloting, so the board would fill the opening as above.

Article VII. 2. (f) tells how to fill a vacancy that occurs before the close of balloting.