

**Oregon Country Fair Board of Directors' Meeting
June 28, 2015 4:00 pm, Alice's Fire Pit, Oregon Country Fair site**

Board members present: Diane Albino, John 'Chewie' Burgess (Alternate), Casey Marks Fife (Alternate), Paxton Hoag, Lucy Kingsley, Jack Makarchek (president), Indigo Ronlov (vice-president), Kirk Shultz, Jon Silvermoon, Lawrence Taylor, Sue Theolass **Peach Gallery present:** Staff (Charlie, Tom, norma, Shane, Robin), Officers (Hilary, Grumpy and Randy), and 42 members and guests.

New Business

Kirk moved and Paxton seconded to move the motion to accept the KOCF manager's report from New Business to Old Business.

Motion passed 8-2 Indigo and Jack opposed

Finder responsibility policy, relating to the disposition of found items. (Jon)

Lucy: Will the Lost and Found crew be part of this process?

Jon: Yes

Craft review process, as put out in the document (Sue)

Announcements

Indigo: This meeting, as well as all the board meetings this year, is being recorded. If you want to receive the link to this send an email to ocfbod@gmail.com and we will add you to the list and send the monthly link to the meeting.

norma: The Teddy Bear Picnic is Sunday, August 16th.

Jen-Lin: The Feedback for the food crew is on the ocf.net site, was well as at the Info Booths around the Fair. This is targeted feedback on the foods at the Fair. Tell us where you eat and what you think.

Indigo: During the opening ceremony this year, we will be creating a woven hearthrug made of OCF t-shirts. If you have OCF t-shirts to donate to the cause, leave them at Quartermaster with my name on them.

Reports Staff

Charlie: Progress in the new area, with four new food booths, and the Dance Pavilion is going well. The new White Bird and Info booths are done. Hilary and Sallie are working hard on the large art installations. We are no longer worried about having enough infrastructure to fill the new area. Thanks to all the Pre-Fair crews that have been crushing it out there – Pre-Fair Kitchen, Quartermaster, and Construction in particular. We are in year three of the camping relocation from Craft's Lot. We have plans for the vehicle camping. Tom Gannon, the new General Manager in training, has been a blast to get to know. I look forward to working with Tom in my remaining time on staff. Our Special Use Permit (SUP) process was to put the permit in before the Fair. There has been a handful of fairly negative responses from our neighbors that was well coordinated and informed by someone with a very inside Fair perspective. I find this to be a sad thing. What we are trying to do has a positive intention and it is one of the greatest gifts that we'll ever give the community. I have good faith that we are going to persevere in the face of this coordinated effort. Ticket sales are well ahead of schedule and fifteen percent higher than they've ever been before.

Shane: The forest service has us at industrial fire level number "2" which is a partial forest shutdown in the woods. It is best to not have campfires on site.

Charlie: We are under red flag warning in the State of Oregon. There has been a prohibition of any fires of any kind on site. This is a day-by-day assessment.

norma: This has been a very smooth Main Camp. It is my twentieth and my last as an employee. Thank you for the opportunity to be here and experience this. I am a very fortunate person.

Robin: I am holding the fort down in the office in town. The Peach Pit is out and Culture Jam is coming together.

Reports Committees

Sue: Craft Committee was asked to present an explanation of the Sanction Process. There is a draft proposal for this sanction process and includes Craft Inventory Crew, customer complaints and verbiage on the appeals process by the sanctioned crafter.

Peggy: The Annual Elder's Meeting was held at Kay's house with a potluck meal. Money was donated to cover expenses for the Meet 'n Greet not covered by the budget. Music for the Old timers picnic will be Eric, Larry and Glen and a short set from the Elderberries. A smaller golf cart is being rented from Action Rental from Monday before Fair to Monday after Fair. Electric needs are taken care of. The Geezer Pleaser will have a route and schedule between Elder camp, south woods, Where-barn, Rabbit-hole/Dragon and registration. Charlie reported to the Camp Coordinator that a new policy is in effect by management that requires pre-fair workers to be approved by a coordinator. Diane and Peggy have discussed a need for an Elders coordinator. Jon took names of Elders who will be at the Fair Sunday, Monday, and Tuesday. Jon has been working hard to fulfill Chris's responsibilities for Pre-Fair. Licia reported that Peggy's 24-year-old grandson died unexpectedly last night. Peggy has been serving as Camp Coordinator and a motion was made and approved unanimously, to make Jon Pincus Assistant Camp coordinator. Heather reported that most of the equipment for KOCF is there. Information will be submitted to FCC and then a license can be applied for. A draft operating procedure and station manual is ready to be presented to the July board meeting. It was a disappointment that the radio station news was not placed in the Peach Pit. There has been discussion about changing prerequisites to become an Elder. It was reported that over the last 2 weeks, much has bubbled about Elders, mostly related to the changing of the Board and recall energy. There was a coordinator meeting where all crew coordinators were informed of the policy regarding (non-workers, Elders) not being allowed on site until Wednesday before Fair. A movement called "Evolve the Fair" has registered 100's of voters. There is an EVOLVE website, evolvethefair.enjin.com. Next Elders Committee meeting will be held at the Fair Office at 7 pm on Thursday, August 20.

Paxton: The By-laws committee recommended passage of the amendment before us tonight. We continue to work on registration and eligibility for membership. The committee is also looking into the motion made last meeting to bring the by-laws into the internet age. We found that official notices going to voters from the Fair must go via postal mail.

Kirk: I have a report from the New Area Group (NAG.) The area is incredible and the accomplishments we've made are substantial.

Indigo: On-site Sound committee, known as the sub-woofers, will be meeting throughout the Fair. They will be going to the permitted and non-permitted stages and events to collect information and data on the sound affecting the neighbors. This will provide a more comprehensive report for board consideration in the fall.

Member Input

Joseph: It is disconcerting to hear the Elders are having problems getting accommodations. We are here to teach a positive public input. It is time to focus on our planet's survival.

Kay: We are here because we want to be a part of this family. We should not be distracted from the larger picture – the planet we live on. Set a good example to impact the planet.

Tom: Thanks for the opportunity to come and be a part.

Donations/Secretary Report

Randy: First of all, I'd like to give my heartfelt thanks to Jen-Lin for filling in for me during the June meeting cycle. Jen-Lin did a wonderful job in my absence.

We are in one of our four "no donations" months of the year. There are not donations granted in the months of January, February, June and July. To date in 2015 the OCF has donated \$7,000 to nine separate non-profits in the area.

I'd also like to address the apparent discontent, among some, around meeting minutes. Russell, our Fair lawyer, has advised me that, and I quote:

“The minutes are only required to contain the names of the directors present, the motions made and the identities of the directors voting for, against or abstaining. The minutes should also record declarations of conflicts of interest and motions approving conflict of interest transactions.”

There is no requirement that I include in the minutes statements, letters or comments from the board, officers, staff or members. I do, as my predecessors, include a fair summary of the discussion. That summary of the board meetings will be neither verbatim nor in the entirety for documents sent to me. I endeavor to provide topic and controversy neutral minutes and will continue, so long as I serve at the pleasure of this board. It is the board that determines if my job is done adequately.

The size of the board minutes is a challenge that I face thirteen times a year. I also consider my down stream volunteer brothers and sisters on the Fair Family News who have to find space for board minutes in their publication. As a reminder, the board meetings are also available in audio and video format on YouTube.

Treasurers' Report/Budget Items

Hilary: Most of the year we have just a few people spending our money, but this time of the year we have hundreds of volunteers also involved. Thank you to staff that track all the checking accounts, expenditures and ticket sales. We have key crews that handle incoming money, like registration, admissions and inventory. The level of responsibility and accountability that these crews take on is just amazing. There are more than sixty crews that are responsible for managing their own budget. There is one budget adjustment to consider. When we get a commemorative donation that is specified for a certain project we need board approval. A couple got married last year and wanted to donate \$1,000 for benches – Construction supplies and services – is the line item. This couple can now get married in any of the fifty states!

**Paxton moved and Indigo seconded to designate the \$1,000 to the Construction budget.
Motion passes 9-1-0 Kirk abstained**

**Indigo moved and Sue seconded to approve the minutes from the June 1, 2015 board meeting.
Motion passed 10-0**

Old Business

Chewie moved and Paxton seconded to appoint Abby Auch as Post-Fair Kitchen Coordinator

Charlie: I want to take the opportunity to say thank you to Gerri McDonald for her many years of service.

Jack: Post-Fair is an important part of what we do. Gerri McDonald, thank you and thank you to everyone for staying here and putting this show away.

Paxton: As a hanger on for Post-Fair, I really appreciate the Post-Fair kitchen crew.

Abby: I am excited to take this on. Thank you to Gerri!

Motion passed 10-0

LT moved and Paxton seconded to amend Article XI of the bylaws. To the following verbiage in bold:

“1. Except as provided in section 2 of this Article, [t]hese bylaws may be amended by an act of the Board of Directors at any regularly scheduled meeting of the Board, provided such notice of intent to amend was made at the prior Board meeting.

2. Notwithstanding Section 1 of this article, no amendment to Article V, section 6, subsection (a) of these bylaws pertaining to the voting rights of the membership may be enacted unless such amendment is ratified by a vote of the membership at a Membership Meeting held in pursuant to Article VI of these bylaws.”

LT: By way of explanation, currently the board may amend any section of the bylaws at any time. All we have to do is give you a month's notice. This provides that in the event that we were attempting to change your right to vote, in any way, the membership will get to vote on that change.

Jon P: We are a membership organization and this motion bears that out.

Hilary: I'd like to see Article V at the same time and after discussion to see this get tabled. Our bylaws are fundamental to how we operate; I'd like a chance for this to be out there for discussion.

Joseph: Bylaws changes should be a deliberative process and I second Hilary's suggestion.

Jen-Lin: Is this to begin in this year's election cycle?

Chewie moved and Diane seconded to table the motion.

Motion failed 4-6 opposed were Sue, Paxton, LT, Kirk, Jack and Indigo

Indigo: LT read this amendment into the minutes of the last board meeting, thus it has already been out there for a month. It is supporting our membership.

LT: To address Jen-Lin's question, this has no direct or immediate impact on the Election Committee at all. It does not require a vote of the membership because it is not retroactive. I'll yield time to Jen-Lin as one on the Election Committee.

Jen-Lin: Are there any possible changes to membership?

LT: This amendment does not change anything, but limiting the board's power to amend this section: "...all members who have been members for at least thirty days, prior to the date of the membership meeting, shall be entitled to cast one vote on any issue brought before the membership. Members shall vote to elect board of directors, recall a director, amend the Articles of Incorporation, and on all other matter for which a membership vote is required by the Oregon Revised Statutes and by these bylaws. In addition members shall have the right to vote on advisory resolutions concerning any other matter to come before the membership."

This is the only part of the bylaws that this amendment affects, and it only affects it in the sense it preserves absent a vote of the membership. The OCF is different from most non-profits in that we do not spend all our time thinking about fund raising. Thus, we do not have a board that is "selected" for their fund raising skills. Our board is a political body of this community.

Paxton: We discussed this in the Bylaws Committee and it is to protect the membership's voting rights.

Kirk: This makes clear sense.

Jon: I support the motion, but in order to expand the rights of voting it would also require the vote of the membership.

Hilary: When an organization is first formed, and files with the Secretary of State, at that point it elects that it is a membership organization, or it is not a membership organization. I'm surprised that this would be necessary because we elected to be a membership organization. If this is necessary, I would recommend we say what kind of vote – simple or super-majority. Something like "amendment is ratified by a simple majority vote of the membership at the Membership Meeting."

LT: I would be happy to add the word "majority" in the last sentence "**ratified by a majority vote of the membership at a Membership Meeting...**"

Motion passed: 10-0

Jack: To expound on what Jon said, my faith has always been in the membership as being correct. This change makes it so we couldn't have a board appoint or have negotiation to sell the land. Also, if we become at all regressive, in the sense of what we want the future membership to look like, it will be difficult to expand that now, compared to the super-majority of a member elected board.

LT: The requirements for being a member are not codified in Article V Section 6.

Paxton moved and LT seconded to accept the draft operational report and allow the task force to complete the construction permit process and start broadcasting under the draft documents. The station manager will continue to review and refine the draft documents on a six-month basis.

Peggy: I'd like to thank the task force and the board of directors, including those that had questions and doubts about the radio station. Those made us more focused.

Dean: I'd like to thank the board for the kind words last month. My reasons for getting involved included my work in the Neighborhood Response team and a shift in how the community feels about the Fair. The radio station is an incredible gift to the community. My experience of thirty-five years in radio allowed me to significantly contribute to the radio station. The task force has put in many hours over the past year. I'd like also to acknowledge support we've gotten from the City of Veneta.

The new members of the KOCF programming, operations and development include: Programming: Wally Bowen, Matt Laubach, Randy Painter, Inez Brooker, Marc Time and Marshall Peter; Operations: Matt Laubach, Scott Norris, Jay Hennigan, Joe Magner, Peggy Day, and Randy Painter; Development: Lars Kronheim, Roger Morey and Kathleen Piper.

Inez: As an education volunteer, I know how difficult it is to get people involved. With the radio we can get the word out on educational activities in the community.

LT: There have been close votes, contention, tough questions and a lot of hard work. I think this has an enormous amount of potential.

Paxton: Thanks to the task force that will be sun-setting as the station gets on the air.

Indigo: I have a question on the current/yearly expenses. What is the rent for?

Dean: The business manager at the fire department re-wrote the contract and it appears to be a one-time payment of \$40.00. I will check on this.

Indigo: So the \$480.00 is not an accurate number?

Dean: No, it is not.

Jon: Is it implicit in the motion that the make up of the steering group and committees are those in the document?

Paxton: Yes, it is accepting the group that Dean outlined.

Jack: We should amend the motion and call it what it is. We are approving the radio station.

Jon: It says we are accepting the report, but it seems we are approving the radio station.

Paxton: These are draft documents and they will be coming back with six-month reports.

Lucy: I have questions on the budget. One was a \$1,300 monthly expense, and the somewhere down the road the Fair was no longer going to be responsible or involved. Can you fill me in?

Dean: There is a \$110.00 per month charge for the Century Link feed to the internet, and that \$1,300 is a yearly number.

Lucy: In the verbiage on the Operations Group: "Work towards creating a subsidiary entity with its own Board of Directors to oversee the radio station. As requested by the OCF BoD, this will have the effect of relieving the OCF BoD of its oversight responsibility and possible issues regarding vetting its officers."

The plan is for the radio station to have its own organization and not be part of the Fair?

Paxton: This is a Limited Management Agreement (LMA), which sets up a new management structure that is responsible to the Fair, but removes liability from the Fair. This is a year or so down the road. The key is to get on the air now and iron out the problems later.

Lucy: That is precisely my concern – there is this pressure to get the station on the air and then we'll work it out. I'm sorry that just doesn't fly with me.

Motion passed:

7-3, Lucy, Indigo and Jack opposed.

President's Peace

As gratifying as it is to put on the event, and support and appreciate all that we do to put the event on, in the course of history right now – a lot of what we are for and believe in is very slowly becoming realized in what can be considered a conservative bench. The notion of the Supreme Court affirming our rights as human beings to choose who we want to love and marry and be accorded all the love and respect. To be able to revel in that is something that we as a community have been working for, along with other things. I don't want to diminish that and it is the same with our rights around marijuana as a deep part of our culture. There are other areas where we are still lacking. On a positive note, it is becoming more evident that racism is being recognized systemically rather than something that is dealt with solely with platitudes. That systemic evaluation is where the final struggle ends. It is very gratifying to put on this event and to see our like minds are starting to move us to that point. With that, in closing, love and gentleness and the respect for all life, not just humans, is the ultimate end in why we are successful and why we do what we do.

Draft Agenda for the August 3, 2015 Board of Directors Meeting:

Finder responsibility policy, relating to the disposition of found items. (Jon)

Lucy: Will the Lost and Found crew be part of this process?

Jon: Yes

Craft review process, as put out in the document (Sue)

Consent Calendar Items will be provided after OCF 2015