

Our directives and purpose

- ❖ Advisory measures from the 2018 annual meeting.
- ❖ Issues that arose in relation to the recall measure at the 2018 annual meeting.
- ❖ Review of the procedures around advisory measures and recall measures.
- ❖ Provide a means for member input.
- ❖ Draft OCF elections best practices

of Signatures Required for an Advisory Ballot Measure & Recall a Director

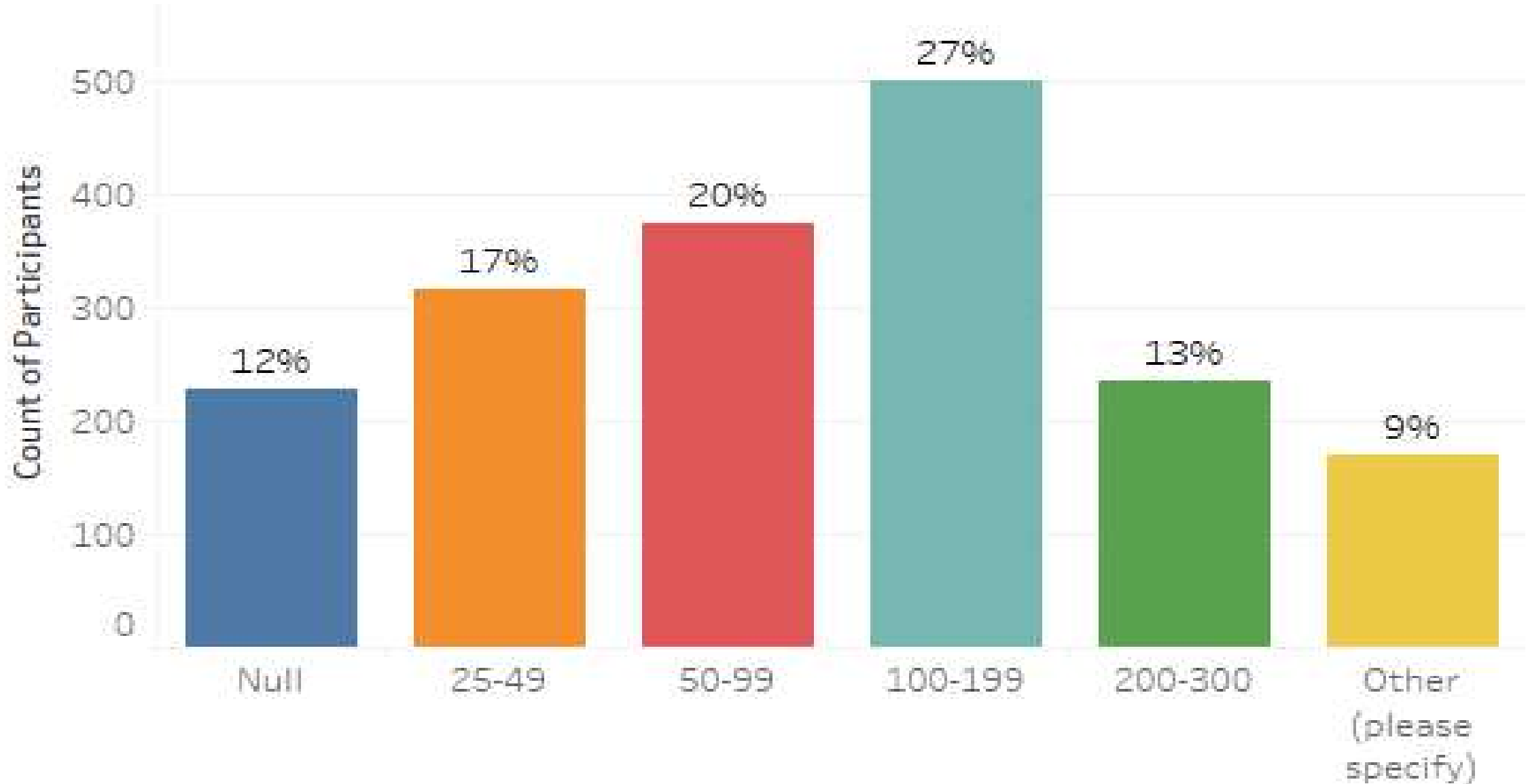
Summary of discussion points and suggestions

- ❖ We agree that putting an item on the agenda and an “advisory measure” need clarification
- ❖ We agree that a petition for a recall needs better defined instructions
- ❖ We agree that 25 signatures on a petition for an advisory measure and for board recall are too low given how Fair voting membership has increased since the Bylaws were drafted.
- ❖ We agree the number of signatures required for a Board member recall should be higher than the number to place an advisory measure on the ballot given the gravity of the item.

Recommendation

- 100 signatures on a petition to put an advisory measure on the agenda/ballot
- 200 signatures on a petition to recall a director would be appropriate given the gravity of that scenario.
- Voters need time to consider petition items and get information before the ballots are sent.
 - Setting a deadline for the end of July would allow for publication in the August issue of the *Fair Family News*
 - Pros/cons opinions could be published in the voters' pamphlet and in the September issue of the *Fair Family News*

Survey Results: “How many petition signatures should be required to get an advisory question on the agenda for the OCF Annual Meeting?” N=1593

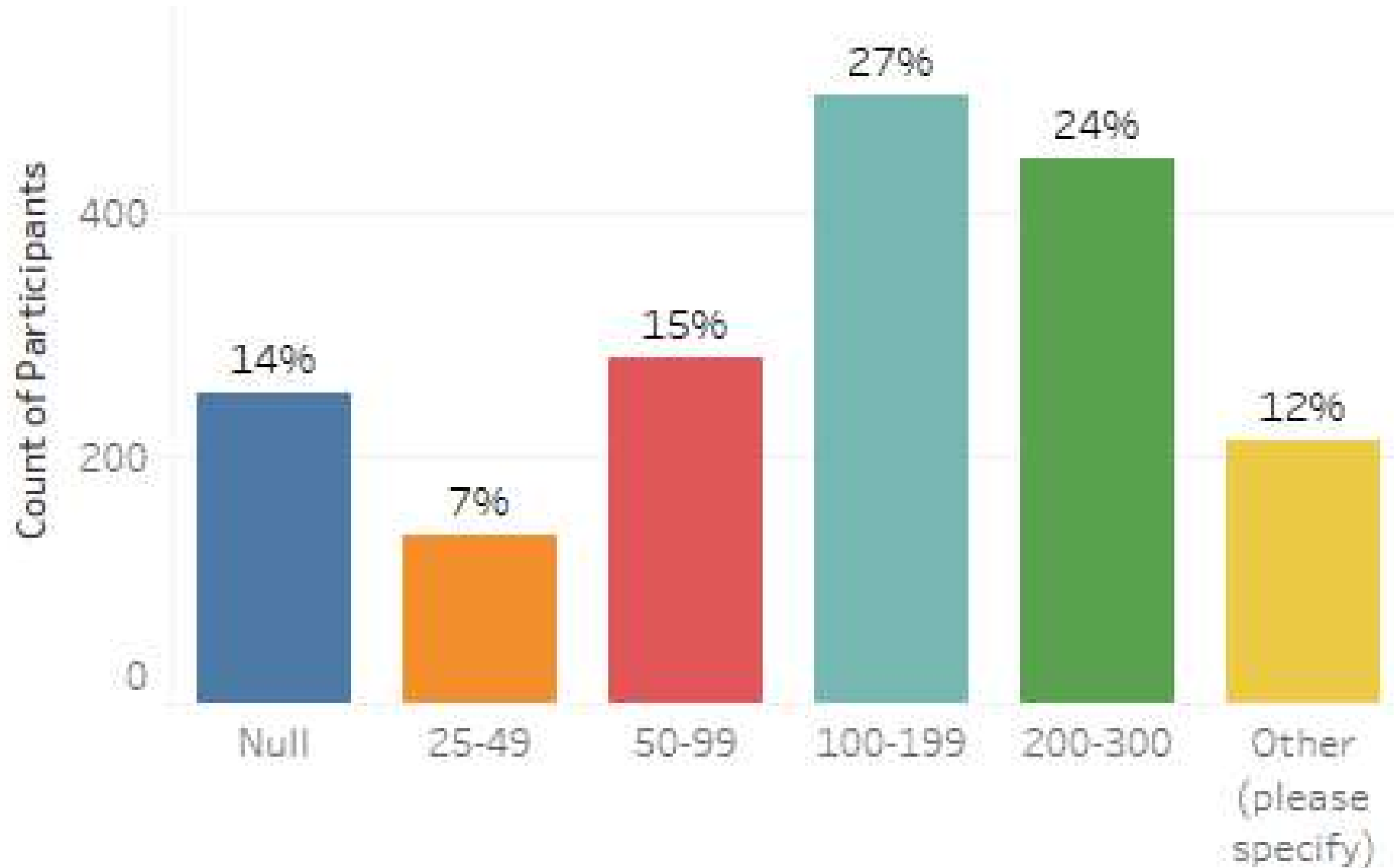


Recommended Bylaw Change

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,~~ **Advisory resolutions** 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~~ **by July 31**, or at such earlier time as the Board of Directors may designate.*

Survey Results: “How many signatures should be required on a petition to initiate the board member recall process?” N=1568



Recommended Bylaw Change

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 remove a director by a vote at the annual meeting must turn in a petition with at least 200 signatures of registered members, to the secretary by July 31. 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.

ARTICLE V. MEMBERS

6. Rights of Membership.

*(a) Voting: All members who have been members for at least 30 days prior to the date of a membership meeting shall be entitled to cast one vote on any issue brought before the membership. Members shall vote to elect the Board of Directors, ~~recall~~ **remove** a director, amend the Articles of Incorporation, and on all other matters 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.*

Other Recommended Bylaws changes to Article V. Members

❖ *...including the **Guidelines and the Code of Conduct**....*

Clarifies OCF basic policies

❖ *...received a **Fair issued camping pass**...*

Eliminates the option for someone to argue that a neighboring campground's wristband or a 3-day ticket wristband qualifies one for voting membership as well as serving on the Board of Directors

❖ *...in one of ~~two~~ **three** previous years **Fairs**...*

provides equity for artisans and food booths who may take two years off and then return to Fair

changing "years" to "Fairs" takes these unprecedented times into consideration

Recommended Bylaw Change

Article V. MEMBERS

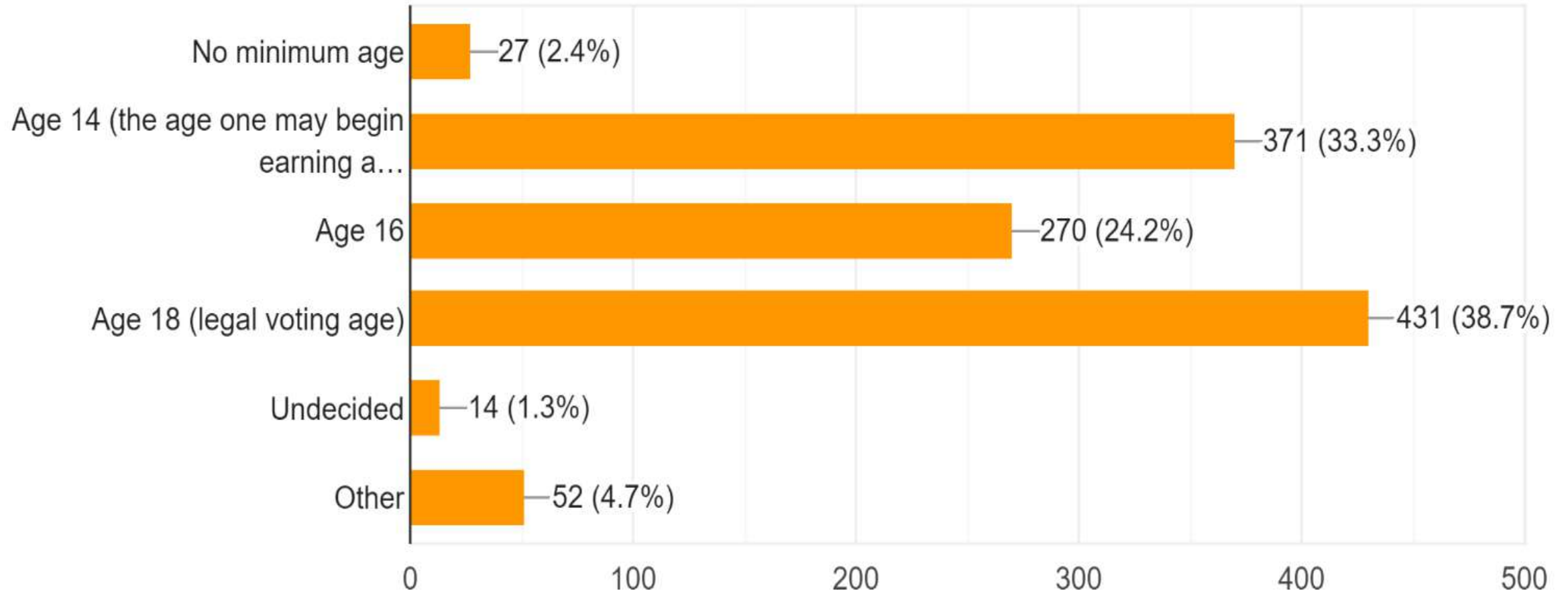
2. Eligibility and Admission. ~~Eligibility and Admission:~~

*(a) Any individual, **age TBD or older**, 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~~ **either a Fair issued wristband, or other Fair-camping pass or verifiable worker day pass in one of ~~two~~ three previous yearsFairs**, 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.*

Survey Results:

What should the minimum voting age be?

1,115 responses



Recommended changes to comply with new ORS statutes

ARTICLE V. MEMBERS

2. Eligibility and Admission.

(c) It is the responsibility of each member to file an initial registration form with the Fair and to promptly notify the Secretary of any changes of ~~address~~ **their preferred contact information**. The member's right to receive notices pursuant to these bylaws or Article of Incorporation shall be deemed to be waived if ~~the~~ **address their preferred contact information** on record with the Secretary is not ~~the member's current address~~.

Article VI. MEMBERSHIP MEETINGS

*3. Notice. ~~Written~~ Notice of membership meetings shall be delivered to all members **at their preferred contact information** ~~by hand or by mail to all members currently registered~~ in the records of the Fair not less than seven nor more than sixty days before the date set for the meeting. It shall be the responsibility of the member to provide the Secretary with ~~a correct mailing address~~ **current contact information** and any change thereof and failure to do so shall terminate the member's right to receive notice. In lieu of personally delivering the ~~written~~ notice, notice may be published in periodicals of general circulation, the greater community for at least two issues in a manner reasonably calculated to give membership in Oregon notice of such meeting.*

Article VI. MEMBERSHIP MEETINGS

*7. Absentee Ballots. (Proxies). Subject to such limitations and rules as may be established by the Board of Directors or the Elections Committee, a member may cast an absentee ballot by appointing the Secretary of the Fair as proxy to vote an absentee ballot for the member. Such proxies shall be referred to as absentee ballots, shall be personally signed by the member, shall be effective only for the particular meeting for which given, and shall specify with particularity the member's votes. **A registered voting member must provide a current mailing address to the Membership Secretary to receive an absentee ballot. ,,,,,,,,,,***

Board Composition & Terms

Summary of discussion points and suggestions

- ❖ Change to 12 board members; there would no longer be alternates.
- ❖ Each year 4 board members would be elected to a 3-year term.
 - ❖ Our legal counsel agrees it is best practice for all board members to be voting members.
 - ❖ We agree and recognize this recommendation needs member input and support.
 - ❖ We recognize more time is needed to develop a plan to effectively implement this change.

Board Composition and Term Length

“What do you think of changing the OCF bylaws so that the Board of Directors has 12 members, each of which serves a staggered 3-year term?” N=1627

