



The Oregon Country Fair creates events and experiences that nourish the spirit, explore living artfully and authentically on Earth, and transform culture in magical, joyous & healthy ways.

OCF Bylaws Committee Meeting Minutes

Tuesday, March 30, 2021, 6pm-7:30

Committee, board members, and officers present: Colleen, Heidi, Kimmo, Lisa, Palmer, and Sam

Staff present: Liz / Other present: Mark

The last meeting minutes and current meeting agenda were reviewed, with no objections.

Meeting topic: Board President Colleen asking for bylaws change for April new business (Article VIII, Section 9 regarding votes at closed sessions on personnel matters)

Lisa Parker presented a rough draft of proposed bylaw changes that was created over a year ago because of laws relating to non-profits, which is also related to the Board President's current request:

Article V, Section 6(c): Board Actions

(c) Board Actions: At ~~any Board meeting to take action~~, **any Regular Business Meeting of the Board**, members may be present. A member may also present proposals and suggestions to the Board and advocate their acceptance, in writing or at a Board meeting. In the event a member wishes to be heard at a Board meeting, the member shall schedule the matter to be discussed with the Secretary of the Fair. As far as practical, the matter shall be addressed not later than two Board meetings from the time the member notifies the Secretary. A member may ask the Board to reconsider its decisions or the decisions of coordinators or staff by scheduling the matter with the Secretary as provided above.

ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS

1. Annual Meeting. An annual meeting of the Board of Directors shall be held at such time as shall be determined by the Secretary, ~~but in any case~~, within thirty days after the annual meeting of the membership. The purpose of ~~such this~~ meeting shall be to review the status of the Fair, to elect officers, and to continue **to perform whatever acts appear reasonably necessary to further the interest** ~~the organization for the production of the current year's annual outdoor fair, as well as any other activities of the Fair.~~ **All or any portions of the Annual Board Meeting may be held in closed session.**
2. Regular Business Meetings. There shall be a regular business meeting of the Board the first Monday of every month, unless otherwise specified by the Board agenda. ~~In addition to regular meetings, meetings can be called when deemed necessary with appropriate notice.~~
3. Special Meetings. Special meetings of the Board may be called by the President ~~or by Board resolution~~, **and two Directors or by five Directors when deemed necessary and with appropriate notice. These sessions may be closed to all except the Board, consultants, witnesses, and such other persons as the Board may invite.**
4. Notice. Written notice for the annual meeting and regular or special business meetings of the Board shall be delivered by hand, by mail, **or by email** to each director at the address currently entered **into the** records of the Fair. Such notice shall be given not less than seven nor more than thirty days prior to the date of the meeting and shall set forth the time and place of the meeting. It is the responsibility of the individual director to provide the

Secretary with a correct mailing **and email** addresses. A director may waive notice of any meeting of the Board of Directors by submitting a written waiver of notice to the Secretary. Attendance of a director at any meeting of the Board of Directors shall constitute waiver of notice.

5. On-Site Meetings. In addition to regular business meetings set out in VIII-2 above, it is anticipated that frequent meetings of the directors may be required during the production of the annual fair event. For purposes of this Section, the production of the annual fair event includes the two months preceding the event, the actual dates of the annual fair event, and the month following the fair event. Notice for each such meeting is to be given by the Secretary with as much dispatch as is reasonably possible under the circumstance, but individual directors shall have an affirmative duty to inform themselves of the meetings or to be easily available to receive notice.

6. Quorum. A majority of the directors, but in no case fewer than six, shall constitute a quorum for the transaction of business.

7. Voting. A two-thirds majority of all the Directors present and voting at a meeting at which a quorum is present shall be an act of the Board of Directors. No action shall be taken by the Board of Directors without a meeting. For purposes of this Section, abstentions shall not be counted as votes.

8. Policy of Decision Making. It shall be the express policy of the Fair that, ~~except as provided in Section 9,~~ all **Regular Business Meetings** are open to members of the Fair and that, in acting on any matter before it, the Board shall give due consideration to the opinions and desires expressed by those members present.

~~9. Closed Sessions. Closed sessions may be held at the discretion of the President and two of the Board of Directors or five Board members. These sessions shall be closed to all except the Board, consultants, witnesses, and such other persons as the Board may invite. All or any portions of the Board retreats may be held in closed session. No votes shall be taken at these meetings. Minutes may be recorded and distributed at an appropriate time. Notice shall be given to all Board members in accordance with Section 4, unless waived.~~

~~10.~~ **9.** Conflict of Interest. Any Board member who has a conflict of interest on any matter brought before the Board (i.e., the matter under consideration will have a direct or indirect financial effect on the director, a relative of the director or a member of the director's household) must, before discussion or vote on the issue, fully disclose the conflict. The member shall not be counted for purposes of a quorum, but may vote unless the issue is within the scope of Article X.

Discussion of meeting topic:

Oregon statutes only refer to regular and special meetings, with special meetings being open or closed. The language in our bylaws does not coincide with state guidelines, such as our using the term "Annual Meeting" for the Board meeting in November where the election results are ratified but we typically use the term November Board Meeting in other publications. The bylaws do not refer to the Board retreat.

The current bylaws indicate: 1) Annual Meeting, 2) Regular Business Meetings, 3) Special Meetings, and 4) Closed Sessions.

The draft would change to: 1) Annual Meeting, 2) Regular Business Meetings, and 3) Special Meetings that can be open or closed.

The current bylaws refer to **special meetings** in three places:

1) Special Meetings for membership:

Article VI, Membership Meetings, Section 2, Special Meetings

2) Special Meetings for the Board:

Article VIII, Section 3, Special Meeting.

3) Use of the term special meeting for removal of a Board Director:
Article VII, The Board of Directors, Section 3, Removal of Directors.

Note: this section also refers to calling of a special meeting pursuant to notice requirements in Article VI, Membership Meetings, Section 3 Notice. (which would apply to members calling a special meeting, but does not refer to how the Board can also call a special meeting to remove a director)

ORS65.337 refers to regular and special (open or closed) meetings. There is no reference to executive sessions or closed sessions in the statutes.

The current bylaws refer to **closed sessions** in one place:

1) Closed Sessions for the Board

Article VIII, Meetings of the Board of Directors, Section 9, Closed Sessions

As of 2020, the Oregon statutes also state we can conduct business by electronic means, so notices can be sent via email.

If we remove the section on closed sessions, we should specify in special (closed) meetings for the Board how they can be called. We may need to decide if special closed meetings are only for specific topics, such as personnel, land, and legal issues.

To clarify, decisions are made in closed sessions all the time, and not everything has to be decided with a Board motion. The Board of Directors are legally responsible for the entire organization, and they must be able to make decisions in closed meetings.

Organizations are encouraged to make their bylaws as simple as possible, so as to not create boundaries.

To ease the membership concerns about votes in closed meetings, we can publicize what the topic of the closed meeting is, but not the specifics. We are setting ourselves up for personnel failures if we keep requiring it be public information for all.

Even if we do not designate in the bylaws what topics the Board can make decisions on in closed meetings, we can still make it a culture compact.

Updating our bylaws to become less restrictive is being recommended by professionals who we have paid for their expertise. We should be considering what non-profit attorneys are advising is in our best interest.

Side notes: There is a concern that in Article II, Purpose - the bylaws specific "the Fair" as the annual event and not the organization, and how the wording is interpreted. There is a need for the bylaws to be consistent with punctuation and formatting.

Tasks, To Do's and Summary

- Change to wording of motion for old business at May Board Meeting?
- Contact attorney about proposed bylaws changes for April Board new business

- Determine why Diane's Zoom connection is not working properly, why we cannot hear her
- Organize the group Bylaws Committee folder documents
- Encourage member feedback via email: bylaws@oregoncountryfair.org

The next Bylaws Committee meetings will be Tuesday, April 13, and April 20, 2021, 6:30pm-8pm.