

**Board of Directors Meeting**  
**April 5, 2021, 7pm**  
**Zoom remote online and live streamed on YouTube**  
**YouTube recording link:**

<https://www.youtube.com/watch?v=cmtKkia1-ko>  
(subject to approval by the Board at the May 3, 2021, meeting)

**Board Directors present:** Anthony “AJ” Jackson (VP of Membership Engagement and Services), Colleen Bauman (President), Cynthia “Peaches” Peachey, George Braddock, Lily Harmon-Gross, (First VP, alternate), Lisa Cooley, Palmer Parker (alternate), Paxton Hoag, Sam Rutledge, Sandra Bauer, Spirit Leatherwood and Sue Theolass. **Other Board Officers present:** Heidi Doscher (Membership Secretary), Kimberly “Kimmo” Howard (Recording Secretary), Hilary Anthony and Lynda Gingerich (Co-Treasurers), and Lisa Parker (VP of Bylaw and Policy Compliance). **Staff present:** Crystalyn Frank, Liz Field, and Shane Harvey.

**Announcements (YouTube video 1:40)**

Britania made two announcements for the Diversity Committee:

- 1) There is a Facebook group called Fair Family for Justice, founded by Heidi Pullen and Peaches. It is a great place to stay in the conversation of justice, equity, diversity and inclusion.
- 2) The Diversity Committee and the Oregon Country Fair denounce violence and discrimination against Asian Americans. The committee is currently working on a statement that voices not only our support, but most importantly the actions we have committed to in service of a more just, diverse, equitable and inclusive organization for Asian Americans, Pacific Islanders, and other marginalized people. Statements of this nature are tricky because they are addressing urgent matters and yet we must be careful to prioritize those most affected by the actions we are speaking against when in the statement writing process. We appreciate your patience as we seek input from Asian Fair family and ensure that our statement comes across as purposeful, rather than performative.

Lily asked the Board, officers, and staff to note their preferred pronouns and Fair roles with their name when signing into the meetings.

Lily announced the Board announced an online work assembly about the winery property on April 18, 2021.

Spirit said that on March 20, 2021, we lost another Fair Family member and longtime volunteer — Jim “Loadstone” Lauderdale. Loadstone was a Path Rover on Internal Security midnight-6 am and will be dearly missed. His obituary is a well written tribute:

[https://www.legacy.com/obituaries/registerguard/obituary.aspx?n=james-lauderdale-jim&pid=198119315&fhid=31919&utm\\_source=facebook&utm\\_medium=social&utm\\_campaign=obitshare&utm\\_content=p198119315](https://www.legacy.com/obituaries/registerguard/obituary.aspx?n=james-lauderdale-jim&pid=198119315&fhid=31919&utm_source=facebook&utm_medium=social&utm_campaign=obitshare&utm_content=p198119315)

Colleen made the following announcement about the OCF July 2021 event:

We are sorry to say that we will not be able to host our traditional large public Fair again this summer due to the continued public health risk presented by the Covid-19 pandemic. The health and safety of the public and local communities are paramount to the Oregon Country Fair. The organization will follow all state and federal recommendations regarding the Covid-19 pandemic, including limits on events and gatherings.

### **Minutes Review (YouTube video 6:35)**

Colleen asked if there were any objections to approving the March 1, 2021, Board meeting minutes.

Sandra noted on page six of the minutes, the Fixed Assets Committee motion still had the word provisionally, and it needed to be removed. Kimmo agreed to edit the minutes.

Colleen asked if there were any objections to the minutes as amended, and Spirit said she would abstain from the vote. There were no objections, so approved by the Board.

### **Agenda Review, Amend, Approve (YouTube video 8:45)**

Colleen asked if there were any objections to approving the agenda. There were no objections, so approved by the Board.

### **Member Comments (YouTube video 10:00)**

Jon P.: Doug Emhoff (husband of U.S. Vice President Kamala Harris), Oregon Governor Kate Brown and Rep. Peter DeFazio visited The WOW Hall today (April 5) to observe White Bird's vaccine clinic.

Dani Derrick said a longtime crafter of combs named Rick Carpenter passed a few months ago. Dani offered her email address ([dani@daniderrick.com](mailto:dani@daniderrick.com)) for further conversation.

Dani asked if there would be consideration to open up the OCF site for dogs this year, since the normal event will not be happening.

### **Staff Report (YouTube video 13:05)**

**Liz:** Thank you to the entire staff! March was a month of progress on several fronts, as the staff team strove to maintain momentum on ongoing efforts and advance new initiatives. The new Fundraising Committee, Fixed Assets Committee, and Executive Director Search Committee convened and launched into their work, with staff input.

**Operations and Events:** Virtual Fair (VOCF) planning is moving forward. Applications for entertainment and assorted volunteer roles have been posted on the [oregoncountryfair.net](http://oregoncountryfair.net) and [oregoncountryfair.org](http://oregoncountryfair.org) sites.

On the merchandise sales front, brainstorming is underway regarding new designs and products, both for the 2021 VOCF and more generally — and that will be posted when available.

In order to develop plans for the Fall Harvest Celebration, the Management Team would welcome Board guidance regarding the potential sale of OCF-labeled bottled wine or alcohol. With this in mind, it is suggested that the Board add an April New Business motion to: consider the sale of wine (or other alcohol), for fundraising purposes, at the autumn event and/or as Fair merchandise (with online purchasing, and bottle shipping). Sales would be of bottles only, for off-site consumption.

The second Operations Open House for members was held on Sunday, March 21, and covered updates on the Virtual Fair, site, and facilities, among other topics. The date for the next open house will be announced shortly, and will be circulated in advance.

**Site and Facilities Management:** Site maintenance continues, including ongoing storm clean-up efforts and more. Repairs to booths affected by winter storms will begin this month. An arborist visited the site today to assess tree damage and advise on related steps.

During March, work parties supported the removal of downed trees and limbs, lumber sorting, general site cleanup, and cleanup at DUG's, the Screen House, and the Cow Palace. Thanks to all the volunteers involved! We expect to field more work parties in April, and a schedule and registration page is expected to go live later this week.

Senate Bill 405 passed, which came as great news. The bill will go next to the Oregon House for a vote, before the Governor can sign it. As noted previously, this legislation would benefit OCF and many other NCU determinations across Oregon. Our gratitude to Floyd Prozanski, Thom Lanfere, Michael Gilardi, and Shane for their contributions to this important effort.

OCF hosted eight schools on March 13 for the Elmira Cross-Country Race. The all-day event went smoothly, and coaches and students expressed their gratitude to the Fair and to site staff and volunteers. Special thanks to Laura and Bob Bebe for their efforts on course design, set up, and break down, and to Site Crew members involved in clearing the course of storm and flood related damage. Planning has begun for a larger race in September or October, subject to public health restrictions.

We wanted to remind volunteers that they should please refrain from contacting state, city, federal, or county officials on behalf of the OCF, and that they should bring any related requests to the Site and Facilities Manager or the Operations Manager.

As a reminder, the Aero gate is now open, from 10 am to 4 pm, seven days a week (unless otherwise noted). After 4 pm, individuals are welcomed to park outside and walk on to the property. The wildflowers are beginning to blossom on site, including the trillium, so enjoy a visit soon.

Lily read the following motion, to be added to New Business:

Consider the sale of wine (or other alcohol), for fundraising purposes, at the autumn event and/or as Fair merchandise (with online purchasing, and bottle shipping).

## **Treasurer Report and Budget Items (YouTube video 19:40)**

Hilary: While we are not gearing up for an event this year, we are continuing practical activities that include preparing for Virtual Fair merchandise sales and getting documents ready to apply for an employee retention credit. We will continue to assess how we will plan for our next event, and the scale of spending needs. There are still many questions to answer.

With it being a different year, we are hoping to codify some financial policies and make sure they fit our values for fairness and inclusion. We will want our designated funds to give us some flexibility. We hope to get engagement as we work on the fundamental documents for managing our money and getting on the same page with how we operate.

Lynda: I have been helping on the ED Search Committee. Some budget duties are on hold until we get more details about the plans for the autumn harvest event.

**Lily moved and Sam seconded to designate the \$500 sponsorship from Columbia Bank, which the Fair received last month for OCF Board Donation Grants, to White Bird Clinic in 2021.**

**Motion passed: 10-0.**

The Board thanked Kimmo for applying for the sponsorship from her employer.

## **Committee and Working Group Reports (YouTube video 25:35)**

*(Committees and work groups are asked to email their minutes or reports to the Fair staff 10 days prior to the Board meetings for inclusion in Board packets and posting on the .net site. Brief summaries are requested when a committee or work group wants to make a verbal report at Board meetings.)*

**LUMP report from Paxton:** Lump met Tuesday, March 9, 2021. Dennis gave the land acknowledgement, speaking to our relationship with water.

We approved a motion clarifying our response to the fixed assets committee formation that Peaches will distribute to the Board.

We discussed grey water funding options, carbon sequestration options, having sub-committees meet more often, and how to increase diversity on the LUMP committee.

LUMP also planned to meet April 13 online. *(LUMP next will meet May 11 at 6:30 pm online. Check the .net site for more information.)*

**Diversity Committee report from Jon S.:** The DEI consultants have put together a survey for Fair Family to gather opinions and viewpoints to inform their work. That survey link was sent out by the office and people should make sure to forward it on to folks on their crew, in their booth, or part of their area of the Fair. The consultants are trying to get as wide a response from anybody who attends the Fair on any type of pass, so it is a very expansive definition. If someone does not have the survey link, email [diversity@oregoncountryfair.org](mailto:diversity@oregoncountryfair.org) and we will make sure you get it. The survey is being administered in a confidential manner.

The committee is looking forward to the DEI consultants' training session with the committee, Board, and staff later this month.

The committee met with some members of the ED hiring committee to discuss the ED hiring process and ways in which a diversity, equity and inclusion lens might be applied to that process. The committee subsequently made a series of recommendations and is working with representatives of the hiring committee to see if and how those might be incorporated into the process. The committee is concerned that the hiring process commenced prior to considering diversity, equity and inclusion and how to ensure that professional DEI expertise is brought to bear during all stages of the hiring process and that an applicant is found who has the skills and expertise to lead the Fair on DEI-transformative journey.

A subcommittee is working to include opportunities to address and discuss diversity, equity and inclusion in the Virtual Fair. We also formed a subcommittee to work with the FairCARE group to address issues with the proposed revisions to the grievance process. The committee continues to work on planning for a diversity census for the Fair.

The Diversity Committee meets regularly the fourth Monday of the month at 6 pm, and everybody is invited to attend. The meeting link is on the .net site.

**Fixed Assets Committee report from AJ:** We did a walkabout with Shane of the winery and some other properties. We are collecting information, and at the next Board meeting in May we will announce the members of the committee.

**Bylaws Committee report from Lisa P.:** The committee met on March 30 to continue our discussion on revisions to the Bylaws. Minutes will be available on the .net site.

**Executive Director Search Committee report from Colleen:** The committee members are Lily Harmon-Gross, Anthony "AJ" Jackson, Sandra Bauer, Lynda Gingerich, Craig Smith, and Colleen Bauman. We have had two very productive meetings with our search consultants, Bob Hazen and Liz Field, from Page 2 Partners.

At our first meeting, we discussed and approved the search timeline and process. Our Search Consultants led us through an exercise to list and then rank our preferred candidate attributes to contribute to the Ideal Candidate Profile. Our search consultants repeated that process with the entire Board and officers, the staff, the management team, and the Diversity Committee.

At our second meeting, we approved the Ideal Candidate Profile, including Experience and Capacities, based on the input the consultants received from the groups they met with. We also reviewed and approved the Job Description, including updating the salary range, approved the job announcement, and discussed and added to the ED Recruitment plan. We recommend the Board approve the ED Job Description and Salary Range as proposed.

We discussed recommendations and requests from the Diversity Committee. We appreciate their assistance on this and are in the process of working with them on their suggestions.

In regard to the search process, we are pleased with the professional assistance we are receiving from our contract with Page 2 Partners. They have given us excellent advice and have been flexible incorporating the feedback we have received as we work to find our new Executive Director.

**Lily moved and Paxton seconded to approve the updated Executive Director Job Description and Salary Range.**

Jon S. said he took the opportunity to compare the job description with the previous one. He knows that when the Board did the last hire, there was a lot of concern from the membership that this would result in a top-down management style. To address that concern, there were a number of places in the old job description where language was put in talking about a participatory management style or creating a collaborative culture, and a lot of that language has been taken out. Liz reassured Jon S. that the Board will be looking for those qualities in the ideal candidate.

Lucy asked where to find the updated Executive Director Job Description and Salary Range documents.

*From the homepage of the .net site: click on Board of Directors, then Board of Directors Working Documents, then OCF Executive Director Job Description 2021.*

Jon P. echoed the concerns from Jon S., and encouraged the Board to reconsider whether there might be some more hard connection to the job description. Anyone taking the ED position should understand the way the organization wants the job to be approached. Jon P. hopes membership will have time to review the document before a vote.

Aaron thanked Jon S. for taking the time to review the current and proposed ED job description. She asked the Board to change the language in the job description to include collaboration with the volunteers and rest of the Fair members, and that it is important this be included on the document.

Sam said there will be a statement sent out about our ideal candidate preferences when posting about the position. He hopes potential candidates will see this discussion in the minutes, and do their homework and due diligence in learning about our organization. We have hired consultants who are experts at finding and bringing on great candidates, so Sam wants to trust their guidance.

Spirit said she agreed with Sam about trusting the consultants. This ED position is both inward and outward facing, and it needs to be clear that membership and volunteers are important.

Colleen reassured Spirit that we will inform the candidates of the importance of the membership and volunteers, along with participatory management style and collaboration. The current job description proposed is from our consultants' recommendations, and helps to make it clearer, and concise.

AJ appreciated all of the comments and said the committee would not be doing their job if they were not thinking about the collaboration of the Executive Director and volunteers. Volunteers are our lifeblood, and the volunteer relationship importance is in his heart and soul.

**Motion passed: 10-0.**

**KOCF report:** Engineering — No news, continuing to iron out glitches as they arise. Thanks to Dean, Randy, and Andy for recent work in this area.

Programming — We have new programs this month: Funk and Soul Revue with Funky James, a local Veneta volunteer; Quintessential Crescent City, music from New Orleans; and Ophelia's Place monthly hour will begin this month!

Our first pledge drive of 2021 took place in March, and we raised around \$3,500! This was a great success, our target was the \$2,000-\$3,000 range, so we exceeded our expectations.

We did not get the grant from the city of Eugene to support our Halloween Hullabaloo event in October, but we will still move forward with the event (COVID permitting), just on a somewhat smaller scale.

We have is a BottleDrop can drive this month. We planned to set up in the parking lot of the WOW Hall on April 18, 2021, to accept cans and bottles.

**Path Planning Committee report:** Path Planning met in March. The environmental impact at Shady Grove was discussed with a general overarching plan to handle the redesign in a future work session with all stakeholders.

The Long-Term Planning study continued with an outline drafted by Dennis. Growth rate metric options were discussed to base the study on.

Motion was passed to accept 3 percent, 5 percent and 7 percent growth rate as a point of study.

Motion was passed to study growth rate for the public at 1 percent, 2 percent and 3 percent.

The group is set to meet April 18, 2021. *(The next meeting is scheduled online at noon May 16. Check the .net site for details)*

### **New Business Added (Zoom video 42:08)**

Amend the bylaws to allow voting on personnel matters in closed Board sessions.

Consider the sale of wine (or other alcohol), for fundraising purposes, at the autumn event and/or as Fair merchandise (with online purchasing, and bottle shipping); sales would be of bottles only, for off-site consumption.

Appoint Fixed Assets Committee members.

Discussion about New Business Added:

Spirit asked if the motion to allow voting on personnel matters had been reviewed by an attorney. Lisa P. said the language of the motion cannot be solidified until the Board decides if it will allow it. If so, then the language can be created and reviewed by our lawyer.

Sam clarified that often the Board will put an item on New Business, and then the following month will come back with a more fully formed motion.

Spirit thought there needed to be 30-days' notice of proposed Bylaws changes, and said that has been our practice for a long time.

Colleen said the proposed change has needed to happen for a long time.



Sam said by putting this on New Business, then next month it can be discussed and the committee can create the verbiage for review if the Board wants the change, and then a vote on the actual Bylaws changes would come in the following month or two. Sam suggested a motion to move this topic from New to Old Business so the Board could start the discussion tonight.

**Sam moved and Sandra seconded to move the following motion from New to Old Business: Amend the Bylaws to allow voting on personnel matters in closed Board sessions.**

Aaron asked why it was critical to rush this, and did not think the hiring process was a reason to push through a Bylaws change with little notice. This feels like doing it piecemeal when we have had discussions about not changing the Bylaws in a piecemeal way.

Colleen said she is not one to ignore legal and professional advice, and this is the beginning of the discussion.

Jon P. said Bylaws are a different realm than regular motions, even if the Board may decide them. The membership should have ample opportunity to chime in on Bylaws since they typically affect the whole Fair family, and often for decades. We need to stop short-circuiting the processes that involve the membership's input, particularly structural things that allows everyone to participate in the discussion.

Lucy echoed what Jon P. said.

Lisa P. said the importance of moving this from New to Old Business is helpful to the Bylaws Committee to know how to move forward, so a discussion can take place.

Jon S. agreed with Aaron and Jon P., and does not see the need to move this to Old Business. It cuts out meaningful membership input. If someone had looked at the agenda, they would see it as New Business and know they would have time to discuss it at the next meeting.

Kimmo said we need to be respectful of the past, but we need to make big changes within our Bylaws and within our organization. Volunteers should not be privy to pay and personnel information. Closed sessions have already been used for personnel, land, and legal issues by the Board. I think the members and volunteers need to trust the leadership they have chosen to lead the organization into the next 50 years. We need to follow the law, and do what is right.

Sam reminded the current motion is about moving from New to Old, and should not be about the merits. It is about starting the discussion, and taking the advice from our paid advisors about hiring topics in closed meetings. This motion is to get the ball rolling, and if the Board approves it, then we can continue to move forward.

Peaches wished there could be a discussion about the merits without the need for a motion from New to Old.

Lily said this motion is to start the discussion, and would be more transparent to do so at this meeting so people can start thinking on their own, process it, and come back next month more prepared. We need to make use of the time we have at this meeting, and have a productive discussion.

Spirit supports moving from New to Old to have the discussion, but also intends that there will be a more detailed motion from the Bylaws Committee that has been vetted by an attorney, and that there will be due consideration of time for the members to review the proposed Bylaws changes.



Paxton supports discussion of this now.

**Motion passed: 10-0.**

### **Old Business (Zoom video 1:01:17)**

#### **The following motion was discussed: Amend the Bylaws to allow voting on personnel matters in closed Board sessions.**

Sam said there are certain decisions a Board should be able to make in closed meetings, and it is a standard practice for nonprofits. Some things should be kept private and not out in a public forum. There should be limits for what the Board can discuss in closed meetings. The current Bylaws do not specify what can be discussed in closed sessions, but it has been our practice to limit it to personnel, legal, and land topics. It can be hurtful to everyone involved when there is an employment decision made in public.

Jon P. said personnel matters should certainly be dealt with in private closed session, and liked what Sam said about taking this as an opportunity to limit what can be spoken about in closed session. Unless it pertains to legal, estate, or individual personnel, as opposed to policies, then the votes and most discussion should occur openly. Jon P. still has concerns about the abridgement of our traditional procedure because making such exceptions becomes a slippery slope.

AJ said when he voted to move from New to Old Business, he thought this discussion was only about personnel issues and not all closed sessions. He asked that the discussion be limited to personnel matters.

Jon S. said when the Executive Director position was re-created, the personnel decisions concerning the operations manager and all the other employees were designated as a responsibility of the ED. In essence, with this proposed Bylaws change, the only personnel matters that would come before the Board would be about an ED. Every hire that Jon S. has been involved with, the name of the person being considered and the salary amount was never publicly stated in a meeting. The motion has always been something to the effect of "to accept the hiring committee's recommendation and to authorize the negotiation of a contract," or something of that effect. Jon S. does not see the need for this motion.

Jon S. said if you are talking about how to remove an Executive Director, that is a different matter. There are a number of ways to do that, that would not have to be done in public. The Executive Director is the most important staff position and Jon S., thinks the final decision on that deserves to be made in open session. The confidentiality has been and can be maintained.

Aaron said she is uncomfortable with personnel matters being discussed and voted on only in closed session, so the membership is not aware of anything that is happening. While the Board and the Bylaws Committee work on this, it is important there is some information process that is not all just hidden. The wording of the New Business was personnel, and now the conversation is about hiring this Executive Director under recommendations of the consultants.

Aaron would like to see some clear thought put into this by the Bylaws Committee and their conversations posted so that people are informed.

Paxton said it is a smart to move being able to make personnel issue decisions in closed sessions, and it has been recommended by most lawyers we have advice from.

Peaches would like the motion to be more specific about what needs to be kept confidential, noting that the Board just openly voted on the updated Executive Director Job Description and Salary Range. The motion should separate out confidential matters from policies and procedures, and make it more descriptive.

Sandra said the employee manual will have most of the policies and procedures. Making personnel decisions in closed session is humane and the best legal way to deal with those issues. We have had some difficult situations that had to play out in public, which did not help anybody. Personnel decisions belong in the private realm.

Spirit was conflicted, and agreed with Jon S. that we already do discuss the details of personnel matters in closed sessions, so she was not understanding the importance of the votes right now. Ideally, the Bylaws Committee will consult with an attorney, and perhaps the Personnel Policy Committee, to craft a motion to bring to the next Board meeting. It will delay a vote by another month, but otherwise Spirit would not be able to vote on it so soon.

Lisa C. likes the idea of being able to make personnel issues something that happens in a closed session, and agreed with Sandra about it being humane. The motion will need to be worded well, be specific, and we need to take more time.

Lisa P. spoke to Spirit's concerns, and said the reason for this discussion is so the Bylaws Committee will know what the intent of the Board is, which will then inform the committee how to write the language. We need to distinguish between being able to vote on personnel issues in closed session, separate from the actual Bylaws amendments. Hopefully, there will be back-and-forth feedback between the committee and the Board as the creation of the verbiage progresses.

Sandra said the Bylaws should not be too specific, and the Bylaws do not need to include how we implement them. Bylaws should be broad, and then you have regulations as to how to implement the Bylaws as policies and procedures. Rules and regulations can be a living document that is updated with more specific details.

Sam suggested rewording the motion to: Direct the Bylaws Committee to draft one or more options for Bylaws changes consistent with the discussion at the April 5, 2021, Board meeting, get attorney feedback, and bring back to the Board for consideration in May.

AJ asked to hear the original motion: Amend the Bylaws to allow voting on personnel matters in closed Board sessions. AJ thinks the original motion addresses what has been discussed so far, and does not need to be rewritten.

Sam clarified the original motion would amend the Bylaws, but his suggestion would direct the committee to do more work before it is amended.

Sam offered a friendly amendment to reword the motion, and Sandra agreed.

Spirit recommended to include "in consultation with attorneys" to the amended motion.

Lisa P.: The Bylaws Committee can work with this.

Spirit said for procedure purposes, the rewritten motion should be added to New Business, then moved to Old.

Added to New Business: Direct the Bylaws Committee, in consultation with attorneys, to draft one or more options for Bylaws changes consistent with the discussion at the April 5, 2021, Board meeting, to bring back to the Board for consideration in May.

**Sandra moved and Spirit seconded to move from New to Old Business: Direct the Bylaws Committee, in consultation with attorneys, to draft one or more options for Bylaws changes consistent with the discussion at the April 5, 2021, Board meeting, to bring back to the Board for consideration in May.**

**Motion passed: 7-3; AJ, Colleen, and George opposed.**

**Sam moved and Sandra seconded to direct the Bylaws Committee, in consultation with attorneys, to draft one or more options for Bylaws changes consistent with the discussion at the April 5, 2021, Board meeting, to bring back to the Board for consideration in May.**

Lucy noted the earlier input from membership was not to move this forward, but the Board elected to do so.

Jon P. appreciated Lucy's comment. The practice of moving from New to Old is overused, and should be something that happens in a real emergency. There needs to be authorization for the Bylaws Committee to consider options, but Jon P. is not clear on why that cannot come from the Executive Director or the Chair for attorney consultation. As a standing committee, the Bylaws Committee can be discussing and developing options within the context of the normal process.

Lisa P. reminded the Board this motion is directing the Bylaws Committee to bring back more information, and is not yet a vote to amend the Bylaws.

Aaron said the options the committee brings back should not be limited to the conversation at this meeting. The options should be for the Board's consideration, but not for the Board to definitely vote on.

George expressed confusion with narrowing in on the personnel topic, and wants to think about it more broadly in terms of industry standards in other nonprofit organizations. We too often put binders on ourselves. As we move to a governance model, as Jon S. pointed out, how we are doing things is changing. George hopes the Bylaws Committee does the kind of research Lisa P. referred to, but does not support the motion right now.

Spirit agreed with Jon P. and Lisa P., noted this motion was just moved from New to Old, and wants more discussion to refine it more. With more directive to the Bylaws Committee and attorney consultation, it will come back next month as a full motion and then another month for member review. Spirit noted what George said about the broader sense, and said this will take longer than one month but will support the motion to get the ball rolling.

Peaches said directing the committee and giving them the time to bring the results back to the Board is how it is supposed to work. This motion is directing the committee, and their next scheduled meeting is Tuesday, April 13. Members can send feedback emails to [bylaws@oregoncountryfair.org](mailto:bylaws@oregoncountryfair.org), to keep the communication lines open. This may seem rushed, but we stall ourselves out procedurally sometimes, and this continues movement. Peaches supports the motion.

Sue said she wants to get the ball rolling, but wants membership to be informed and looped in before a vote on Bylaws changes.

Lisa C. expressed the importance of giving directive to the Bylaws Committee, in order to move forward.

AJ said he understands what each person has said, but he does not understand what just happened here at the meeting and would expect members to be confused too. As a voting Board member, AJ does not like the swiftness of the change of language and is not sure what he is voting for. We need to be coming to Board meetings with full motions that are not done piecemeal. AJ does not support the motion because of how it came about in the meeting, just because there was extra time.

Kimmo noted the Bylaws Committee has decided to meet twice each month, and the next meetings will be Tuesdays, April 13 and 20, 2021, at 6:30 pm. Please visit the .net site for committee meeting agendas, Zoom link details, and minutes. The Bylaws Committee welcomes directive to bring back to the next meeting.

Lisa P. agreed with Peaches, saying this is good process to get the discussion started and make the Board aware, so we can all dig in, investigate, process the information, and give feedback to the committee. Emails can be sent to [lisapocf@gmail.com](mailto:lisapocf@gmail.com), or [bylaws@oregoncountryfair.org](mailto:bylaws@oregoncountryfair.org).

Sam agreed with AJ that this meeting has been confusing, and we took an unnecessary vote to move something from New to Old Business a second time in the meeting. The process and system can get difficult and frustrating. Sam asked for the motion change so the Bylaws Committee could get a clear task, having heard concerns from some folks about a sense of urgency. Sam hopes the Board will look at how business is brought to the table in Board meetings, in being able to take votes on procedures but not long-term policy.

Spirit said if they had not moved from New to Old, then it would have not been fair to membership. The original motion was very vague and did not make for an easy vote next month. The updated motion helps specify that more information is needed and lets the committee know where to direct their energy.

**Motion passed: 8-1-1; George opposed; AJ abstained.**

### **Meeting Evaluation (Zoom video 1:50:10)**

Mark commented about meetings in general: the Bylaws Committee is now committed to the same time as the LUMP Committee on April 13, 2021.

Mark thanked everyone for all of their hard work.

FireCat Tom said after watching the meetings for several years now, he has observed confusion over the New and Old Business. He proposed the consideration of new, current, and old business.

Jon P. said he did not think the meeting was confusing, and was glad the Board was able to have discussion with members. He is aware of some others who had trouble accessing the meeting, and hopes it will be resolved. In addition to Board input, member input needs to happen for everybody to find common ground when we change things. It is good that our process requires you to do that. Jon P. thanked Colleen for her job in keeping track of all this.

Moira gave thanks for the incredibly hard work of OCF leadership, and said they are not thanked enough. She expressed appreciation every day for what is done.

Spirit said someone corrected her about moving from new to old and giving the Board opportunity for those who were opposed to speak up, rather than just a quick vote to move from new to old. Duly noted that members sharing input is important. The updated motion gave a directive and will allow more time for member input. Spirit does not yet know how she will vote.

Peaches said while things can look confusing on the surface, it was a procedural move to have a discussion. There needs to be time structured into Board meetings to talk about motion ideas, brainstorm, and get some feedback.

Lisa P. agreed with Peaches, and appreciated those who spoke up about feeling confused.

FireCat Tom said moving from new to current, instead of new to old, will help address Peaches comment about structuring in time.

**President's Peace (Zoom video 1:59:40)**

*Colleen invited AJ, VP of Membership, to end the meeting.*

AJ: I am excited and honored to have this moment with you. I would like to speak to the youth and future leaders of our organization, and would like to challenge you to let me know what your vision of OCF has been and what you want it to be. At next month's Board meeting and in the Fair Family News, continuing through August, I will announce an email address where you can send your thoughts on your vision of the Fair. Spread the word and encourage youth 20 years old and younger to send feedback. With the responses collected, we will engage the youth to decide how to share and use the information. Please tell us what the Fair can do for you!

**The next scheduled online Board Meeting is May 3, 2021, at 7 pm,  
with agenda items to include:**

Bylaws Committee to bring back options for Bylaws changes regarding an option to allow votes on personnel matters in closed Board sessions.

Consider the sale of wine (or other alcohol), for fundraising purposes, at the autumn event and/or as Fair merchandise (with online purchasing, and bottle shipping).

Appoint Fixed Assets Committee members