



*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, April 13, 2021, 6:30-8pm**

Committee, board members, and officers present: Heidi, Kimmo, Lisa, Palmer, Paxton, and Sam. Other present: Mark

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

We reviewed member feedback, which was two emails from Aaron Kenton:

- 1) concerns about what “personnel matters” means, and does think a motion on this topic should be rushed
- 2) timely posting of the Bylaws Committee minutes on the .net site

First meeting topic, per the April 5<sup>th</sup> Board Meeting:

**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.**

There was discussion about the April 5<sup>th</sup> Board Meeting, and how the Board got sidetracked around process and procedure, and how merits were brought into the conversation during the motion to only move from new to old. There is also confusion about whether a new business item can be discussed before it becomes old business, and there were some traditions by the past president about whether to be following Roberts Rules. There is hope that the Board Leadership Team will put something in writing about meeting processes that allows for discussion as new business, and that motions do not have to be fully worded when first brought to a meeting. Best practice would be to have the discussions first, because that will determine how the motions are worded.

To the directive from the Board, we need to get in contact with our attorney as soon as possible, and provide them with the topic and supporting documents for review. It will be important to convey the concerns of the ED and Board President, along with the Fair’s culture of using closed meetings for personnel, land, and legal issues.

Heidi will be contacting Liz and Colleen first, and get approval to contact the attorney. Because we are a unique organization, there are times when we need to clarify with the attorney what our bylaws mean to us and how they are interpreted.

There was a discussion about what terms should be used for different types of Board meetings versus membership meetings, such as executive, special, and closed meetings.

For the intent of bringing back options to the Board, and what options might or might not include allowing a vote at a closed meeting, the following ideas were presented:

- the section on closed sessions is removed from the bylaws, and there is nothing mentioned about voting
- allow voting at closed sessions, and limit those votes to personnel, land, and legal
- allow voting at closed sessions, or special closed meetings

Before attorney review, Heidi will communicate back to the committee after contacting Liz and Colleen about proposed options and bylaws amendments drafts.

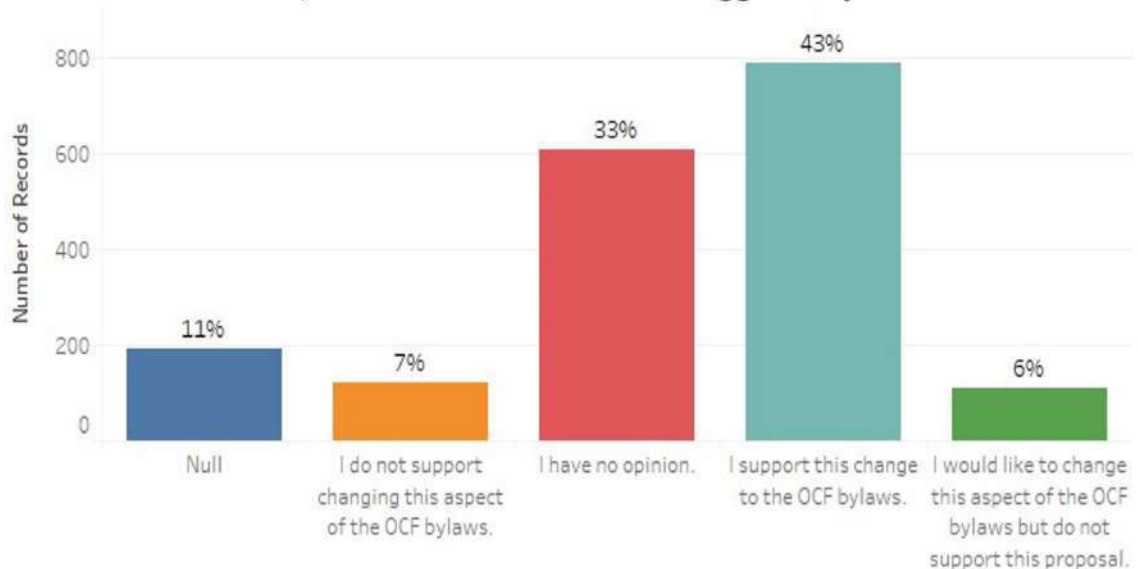
Second meeting topic about Board terms / composition / limits:

There are already supporting documents and a membership survey that the combined Elections/Bylaws Committees worked on in 2019 and 2020.

- ❖ Change to 12 board members; there would no longer be alternates.
- ❖ Each year 4 board members would be elected to a 3-year term.

### 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?”**



#### Tasks, To Do's and Summary

- Contact Liz and Colleen about proposed bylaws change options for the May Board meeting, and get permission to contact attorney
- Continue discussion on topic about Board terms / composition / limits
- 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](mailto:bylaws@oregoncountryfair.org)

**The next Bylaws Committee meeting will be Tuesday, April 20, 2021, 6:30pm-8pm.**