

Dear Board of Directors,

The Bylaws committee was asked by the OCF president to look at making a Bylaw change that would allow the board to vote on personnel matters during a closed session.

The Bylaws committee has been working on a complete overview of the Bylaws, with the purpose of updating, clarifying, and simplifying them. Our preferred option (Option A) reflects this work. This is also the option preferred by the lawyer who reviewed this for us.

The lawyer was specifically asked if it was advisable to make personnel, legal, and real estate decisions in closed session, rather than in open session. Her response was, "Yes, personnel and legal matters for sure. I wouldn't ordinarily include real estate matters in that list but given the sensitive nature of some of the Fair's real estate issues, I think it's a good idea to include them in this case."

Lisa Parker is the primary author of the changes in Option A, the lawyer made a few small changes in the wording.

If the Board prefers a simpler change, we have included an Option B.

In service,
Bylaws Committee
Lisa Parker
Paxton Hoag
Palmer Parker
Samuel Rutledge
Diane Albino
Kimmo Howard
Heidi Doscher

Bylaw change

Option A

Current Bylaw language to be deleted is ~~crossed out~~, new Bylaw language is *italicized and underlined*.

Article V, Section 6(c) (Rights of Membership):

(c) Board Actions: At ~~any Board meeting to take action,~~ *any regular business meeting of the Board (as defined in Article VIII, Section 2)*, 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.~~ *Special meetings of the Board may be called by the President and two Directors or by five Directors with appropriate notice. These meetings may either be open to members or be closed to all except the Board, consultants, witnesses, and such other persons as the Board may invite. No votes shall be taken in closed session other than for the purpose of personnel, real estate, or legal matters.*
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. 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.

Bylaw change

Option B

Leave the Bylaws the same and make changes/improvements at another time.

The only change would be an addition to the 4th sentence in Article VIII, #9 -"No votes shall be taken at these meetings, *except on personnel issues relating to the lead professional employee who reports to the Board.*"