



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

****DRAFT****

Tuesday, August 16, 2022

Committee members and Board Liaison present: Heidi, Kimmo, Lisa, Mark, Palmer, and Paxton.

Guest: Allain

Absent: Diane and Sam (Board Liaison).

Bylaws Committee meetings minutes for June are still being drafted.

There was no membership or other feedback received since the last committee meeting.

Meeting Discussion included:

- Minimum age requirement for voting
 - Membership Secretary is asking for this
 - Spring 2020 membership survey responses
 - Age 14 and over can get wristbands
 - Age 18 and over to be a board member
 - Will be part of our full review and recommendation

- **Motion passed at 8/1/2022 Board Meeting:**

Direct the Bylaws Committee to add clarifying language to Article V: Members, Section 2(a) Eligibility and Admission, as recommended by the Membership Secretary.

Article V: Members, Section 2 (a). Eligibility and Admission

- Background: Article V, Section 2 states:
"(a) Any individual who subscribes to the purposes and basic policies of the Fair, 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 a wristband, other Fair camping pass or verifiable worker day pass in one of the three previous years, or (2) is a verified elder. To remain a member, an individual must vote in at least one annual membership vote every three years."

- The intent of the Board was to require people to both participate at the Fair at least once every three years and vote at least once every three years.
- The proposed change would be to the final sentence: ***"To remain a member, an individual must continue to meet the eligibility requirements stated above, and vote in at least one annual membership vote every three years."***

- Impact: Approval of this motion sends the proposed amendment to the Bylaws Committee to draft this proposed amendment on behalf of the Membership Secretary. Approval of this motion is not approval of the proposed amendment. The Board of Directors would still need to vote on the proposed amendment itself.

- Another article relates to the motion above:

Article V: Members, Section 5 (a). Termination of Membership

“(a) Membership of each member shall be automatically renewed as long as the Member continues to meet the conditions for membership as provided in Section 2 of this Article and provided that membership is not sooner terminated.”

- The proposed change would be: **“Membership of each member shall be automatically renewed as long as the Member continues to meet the conditions for membership as provided in Section 2 of this Article and votes in at least one election every three years, provided that membership is not sooner terminated.”**
- Suggestion to add verbiage to clarify that a person can renew their voting privilege by meeting the participation guidelines except for involuntary expulsion or suspension
- Need to consider if the above changes requires vote by Board or vote by membership, as relates to the following article:

Article XI: Amendment, Section 2.:

“Notwithstanding Section 1 of this article, no amendment to Article V, section 6, subsection (a) of these bylaws pertaining to the voting rights of the membership may be enacted unless such amendment is ratified by a majority vote of the membership at a Membership Meeting held in pursuant to Article VI of these bylaws.”

- It would only be adding clarifying verbiage (housekeeping) but not changing policy

➤ Article X: Transactions with Directors or Officers:

1. No director or officer of the Fair shall be interested, directly or indirectly, in any contract relating to the operation conducted by it, nor in any matter which may render financial benefit to the director or officer, nor in any contract for furnishing supplies or services to the Fair unless:

(a) the contract is fair to the Fair and is authorized by two thirds of the directors present and voting at a meeting at which the presence of such director is not counted for a quorum and at which the vote of such a director is not necessary for authorization, and

(b) the material facts of the transaction and the nature of the director’s or officer’s interest have been fully disclosed to the Board prior to discussion and consideration of the matter.

2. A director or officer of the Fair has an indirect interest in a transaction if:

(a) another entity in which the director or officer, a relative of the director or officer, or a member of the director’s or officer’s household has a material interest or in which the director or officer, relative or household member is an employee or general partner is a party to the transaction; or

(b) another entity of which the director or officer, relative or household member is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Fair.

For purposes of subsection (1) of this section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of two thirds of the directors on the board of directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this section by a single director. If two thirds of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action if the transaction is otherwise approved as provided in this section.

- Suggestion to rename Article X: Conflict of Interest
- Make sure is consistent with ORS statutes
- Another article relates to the motion above:

Article VIII: Meetings of the Board of Directors, Section 9. Conflict of Interest:

"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."

- Suggestion to remove from Article VIII, and make part of Article X
- Recommend Board policy that conflicts of interest be disclosed at the beginning of each term

- Article XI: Amendment:

"1. Except as provided in section 2 of this Article, these bylaws may be amended by an act of the Board of Directors at any regularly scheduled meeting of the Board, provided such notice of intent to amend was made at the prior Board meeting.

2. Notwithstanding Section 1 of this article, no amendment to Article V, section 6, subsection (a) of these bylaws pertaining to the voting rights of the membership may be enacted unless such amendment is ratified by a majority vote of the membership at a Membership Meeting held in pursuant to Article VI of these bylaws."
- Review ORS statutes; no verbiage changes recommended

- Recording Secretary Position
 - Dani Derrick has sent letter of interest to Kimmo; she lives in California
 - No ORS statutes can be found that would restrict officer from being outside of Oregon
 - Concerns about technology reliability with hybrid Board meetings (in person and online)
 - Concerns about not being able to participate with elections and annual member meeting
 - All Board meetings are recorded on Zoom and YouTube; can be done remotely
 - Would hope for more interest in this position (more applicants)
 - Kimmo anxious to move forward with Dani for training and would continue to mentor past her resignation in November

- Recordings of Committee Meetings
 - Concerns about committee meeting recordings being distributed publicly

Tasks, To Do's and Summary

- Diane – DEI statement from watershed council
- Kimmo – other bylaws examples for DEI / Non-Profit organizations
- Lisa – write up recommendation for Article V: Members, Section 5 (a). Termination of Membership

The next Bylaws Committee meeting will be Tuesday, September 20, 2022, 6pm-7:30.