



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 Bylaw Committee Meeting Minutes

September 27, 2022

Committee members present: Diane, Heidi, Lisa, Mark, Palmer, and Paxton.

Guests: Stephen Diercouff (Membership Secretary), Lawrence Taylor (pending member of committee), Allain Van Laanen

Absent: Sam (Board Liaison), Kimmo

Discussion included:

- We looked at where we are in relation to our work plan. Lisa gave a brief review of the work plan.
- Stephen reminded us that the board asked us to look at a Bylaw change for years when there isn't a Fair, exempting members from participation requirements. The committee does not feel a Bylaw is advisable and can be handled as needed, as it was at the last board meeting. LT says the Bylaws state the Fair is an annual event, so when there is not a Fair it is an extraordinary circumstance that the board should take action on. We hope it does not happen often enough to need it in the Bylaws.
- Stephen also pointed out that Article 9, section 3 has a possible conflict with the Articles of Incorporation. Bylaws say members are entitled to a roll of members, Articles say they are not. (Articles take precedent.) Related to this, he has had recent discussion with the lawyer about whether or not petitions are private or public. Election committee decided they would have petitions available for inspection but not for copying or publication. The lawyer said that was fine but that we might consider putting that in the Bylaws. Stephen will send an email about this and attorney recommendations.
- Heidi was worried that we should have a member vote on the change in Article V, 6a. We finally remembered that "recall" was changed to "remove" in that section to be in line with ORS. LT says it would only need to be ratified by members if it effected the members' right to vote.
- Lisa moved to approve June and August minutes, Heidi seconded. No objections, Mark abstained.
- Allain sent a letter asking to be on the committee. Heidi dropped the ball on responding to her. Diane said we haven't called out for new members. We have asked LT to return to the committee because we feel we need the legal expertise. We asked if she had special skills or experience with Bylaws. She said no. We are happy to have her at

meetings but don't think we are ready to have her join at this time. (She appealed that near the end of the meeting.)

- We worked on a plan for compiling the draft of the new and improved Bylaws. We considered a separate document that we could share but settled on adding a sheet to the comparison spreadsheet we've been using.
- Heidi asked the committee to think about the secretary positions. It is looking like the board will soon be without a recording secretary. Does that effect the Bylaw change recommendations to divide the secretary into two positions? Do we need to add something for a situation like this? The board needs to discuss this at the retreat. Lisa checked the ORS regarding officers. It is a board responsibility even if someone is paid to do the minutes. We will leave our suggested changes in the draft.
- We brainstormed ideas for a process integrating membership and board feedback. We could put the draft of the recommended changes on the .net site. It could be put in the Fair Family News. Include our email and members could email us. Set a date/deadline for sending feedback, maybe January 3rd.
- We worked on our work plan. We hope to submit the draft of our recommended changes to the board and membership soon after our November 8, 2022 meeting, gather feedback in November and December, synthesize the feedback at our January 17 Bylaw meeting, and present the final draft at the February 2023 board meeting. The board would vote on it in March 2023.

Tasks/to do:

- Stephen will send an email about the Bylaws/Articles conflict and lawyer recommendations.
- Lisa will add a sheet to the comparison spreadsheet for us to compile the draft of Bylaw changes.
- Kimmo, please note meeting dates for Zoom scheduling.

Next Bylaw meeting - October 18, 2022