



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, November 8, 2022

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

Guests: Arna Shaw, Stephen Diercouff (Membership Secretary), and Thomas Horn.

Absent: Paxton and Sam (Board Liaison).

The minutes for the October 18th and November 1st meetings are not ready for review.

Member feedback: Stephen Diercouff (Membership Secretary) sent a letter recommending changes to Article IX: Officers, Section 3. Secretary. It currently reads: *The responsibilities of the Secretary shall be as follows: to keep a current book of records containing the minutes of all meetings of the Fair, a copy of the Certificate and Articles of Incorporation, a copy of the bylaws, the names and addresses of the Board of Directors, and a roll of the members; to make such book of records accessible to the members upon reasonable notice; to act as a proxy for members electing to appoint a proxy in accordance with Article VI, Section 7; to select a date for the Directors' meeting and to give notice for all meetings as required by the bylaws; to be responsible for the recording of minutes and to provide each Director with a copy thereof; to maintain a current post office box in the name of the Fair; and to work with the registration coordinator prior to each Fair in order to assure accurate membership records. The powers of the Secretary shall be such as are consistent with the duties enumerated above.*

"Two suggested changes are in the list of records to be kept and made available to members.

The first I believe has already been discussed by your committee - it should remove "and a roll of the members" as our Articles of Incorporation were amended decades ago to make the roll of members private, and in its place add "and copies of submitted petitions." This is on the advice of our attorney, after the question arose about publishing the names of signatories to petitions. The Elections Committee discussed this and we decided that the petitions should be available for members to inspect, but that we should not publish the signatories' names. The attorney agreed that this is reasonable, but suggests that we embed it in the bylaws."

There was some concern expressed that this would be the committee setting policy when that really should go to the Board. It was also expressed that if our bylaws conflict with our Articles of Corporation, then it needs to be updated.

When the Bylaws Committee submits the proposal for amendments to the bylaws, it will include the original version of the current bylaws and the proposed changes will be marked up in the color red to clearly show what would be changed. There will also be a work session with the Board, Bylaws Committee, and membership to provide an opportunity to explain the reasons behind the proposed amendments.

Meeting Discussion also included:

- The Bylaws Committee welcomes members to attend our meetings and participate in discussions. Traditionally, the committee will make a call out and announcement to all of membership if there is need for new committee members.
- Lisa noted the updated bylaws on the .net site still have an incorrect date on the footer details for each page. Kimmo will contact staff to get it updated.
- As a new Board Director, Arna asked if she could have access to the working documents of the Bylaws Committee. The committee agreed to read only access for Arna and Thomas.
- In the housekeeping changes to differentiate the event from the organization, LT recommended using “OCF” instead of “corporation”.
- Lisa updated the committee work plan calendar document.
- We continued our final review of each section of the bylaws, and creating the draft for the proposed amendments.

Tasks, To Do's and Summary

- Kimmo – correct footer date in bylaws on .net site; add committee minutes to work folder
- Mark – update language for “corporation” to “OCF” in draft

The next Bylaws Committee meeting will be Tuesday, November 22, 2022, 6-8pm.

The following Bylaws Committee meeting will be Tuesday, November 29, 2022, 6-7:30pm.