

OCF Board of Directors Work Session

Monday, April 17, 2023 – 7 pm

(Subject to approval by the Board at the May 1 Board meeting)

Zoom remote online and live streamed on YouTube

YouTube recording link: <https://youtu.be/l8zmD2wJtEc>

Board Directors present: John Alexander, Sandra Bauer (VP of Philanthropy and Fund Development), Paxton Hoag, Tom Horn (President), Anthony “AJ” Jackson, (VP of Membership Engagement and Services), Kevin Levy, Lisa Parker (VP of Bylaws and Policy), Ann Rogers, Arna Shaw, and Sue Theolass. **Board Directors Absent:** George Braddock and Jon Silvermoon. **Board Officers present:** Stephen Diercouff (Secretary). **Board Officers absent:** Lynda Gingerich (Co-Treasurer) and Hilary Anthony (Co-Treasurer). **Staff present:** Kirsten Bolton (Executive Director) and Anna DiBenedetto (Board Scribe).

The meeting was facilitated by Heidi Doscher.

Announcements

Sue: Cathy Coulson-Keegan was longtime member of Veneta Park Board. They are planting a tree in her memory on April 28 at 3 pm at Fern Park on Eighth Street in Veneta. Everyone is welcome.

Work Session Topic: Proposed By-Laws Amendments

Bylaw Amendment Recommendations can be viewed here:

<https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/04/Final-Bylaw-amendment-recommendations.pdf>

Heidi: The Bylaws committee has been meeting for a long time and is happy to present proposals now. There are 11 sections of the Bylaws. They are just recommendations, being brought to the Board to suggest changing.

Letter from the Committee

On May 24, 2019, SB 360 was signed into law, which amended Chapter 65 of the Oregon Revised Statutes that govern nonprofit organizations in Oregon. The Act became operative on January 1, 2020.

At the November 2, 2020, Board of Directors’ Meeting, the Board unanimously approved the motion directing the Bylaws Committee to perform a comprehensive review and update of the OCF Bylaws.

The Bylaws Committee began to meet on the third Tuesday of each month to take up this Board directive. We created a work plan and started a spreadsheet containing the current Bylaws on the far left column, a column to the right containing links to the relevant ORS 65 statutes, and another column to the right of that for committee suggestions for language changes.

Over the following two years, the Bylaws Committee has met regularly to continue this work. In February of 2023, we submitted our draft to the attorney for feedback, and received that feedback on March 8, 2023.

The committee met on March 21, March 28, and (will meet on) April 6, to process the attorney's feedback and draft our final recommendations to the Board. A Board Work Session has been scheduled for April 17, 2023, at 7 pm for the purpose of reviewing the recommended amended Bylaws. The Board and the membership will have the opportunity to review the work of the Bylaws Committee, ask questions, and make recommendations.

Prior to submission of the final draft to the Board for approval, the draft will undergo final attorney review to ensure that the amended Bylaws are sound and comply with the most recent ORS 65 statutes.

We are proud to present to you, the OCF Board of Directors and Membership, the fruits of our labor and work of the heart on behalf of the Oregon Country Fair.

In service,
Diane Albino, Heidi Doscher, Paxton Hoag, Lisa Parker, Palmer Parker, Lawrence Taylor, and our Board Liaisons Ann Rogers and Arna Shaw.

Special thanks to Kimmo Howard and Mark Pankratz for their contributions to this effort.

Article I: NAME, OFFICE, MAILING ADDRESS

Instead of saying Corporation, use OCF

AJ: What problem was this solving?

Heidi: Simplify the language

Article III: DATE OF THE FAIR

Use "Fair" instead of Oregon Country Fair Annual Fair Event

AJ: There are lots of Fairs.

Lawrence: "Fair" will refer to event. OCF will refer to the legal corporation. Legally it's more in reference to the Bylaws.

Article V: MEMBERS

Jon Silvermoon's comments were emailed, and Lisa read them aloud: "If we are going to recognize two classes of membership, I think there needs to be a clearer definition of what it means to be a Charter Member, including eligibility requirements, rights and responsibilities, and method to rescind membership if there is one. It should also be made clear that whenever the phrase "membership" is used in various clauses if that refers to both classes or only one. If we are going to recognize two classes, I think we should go slow in doing so.

"If Charter Members are entitled to repayment of promissory notes upon dissolution of the corporation, are the sum total of those notes liabilities that should be carried on our books?

"Does anyone know that total?

"Can Charter membership also be terminated in accordance with article V, section 5?"

Sandra: Good job distinguishing Members and Charter Members, but Charter Member seems to hinge only on pay back of a promissory note. Has anyone seen one of the Promissory Notes?

Lisa: Charter Members already exist in current Bylaws. Attorney pointed out that if we have Members and Charter Members, then we do in fact have two classes of members. If Board decides to keep Charter Members in, then this language would be needed.

Paxton: Knows of booths at the Fair that still have Charter Members. Believes they should take Charter membership status out of the Bylaws, but not sure how to do it. Twenty to 30 years ago, there was an effort to figure out who OCF owes money to, but nobody could find a list of donors or loaners of funds. Thought he recalled they used to get first choice of booth space, but that seemed like the only residual honor. He thinks there should be a way to honor the Charter Members who helped create the Fair by donating money.

Palmer: Thinks he recalls people could be repaid by choosing new spot from leftover spots after Old Fair booth day and New Booth Fair day.

Grumpy: Long ago, he had responsibility of giving charter documents to Charter Members. He will scan a packet and send to Office, so it can be distributed to whoever wants it so they can understand what a Charter Member is.

Arna: Former attorney felt strongly that there was only one kind of member.

Heidi: While Membership Secretary, I was given a list from Robert DeSpain of Charter Members. Mysterious star by some names.

Sandra: Bylaw is specific about a promissory note, so if people are not in possession of a Note, they should not be able to expect repayment. Grumpy has copies of Promissory notes. They basically say that if the Fair owes them money and the Fair has money, they can ask for it.

Lisa: Bylaws refers to "upon dissolution" then Charter Members with Promissory notes would be paid.

Heidi: Maybe ask lawyer how they can come up with language to cover both types of membership as single type of membership.

Arna suggested that we scratch all Charter Members and just have the language about "upon dissolution" that you get paid back upon Dissolution.

Lawrence: Talked about this at Committee and they all believe there is only one kind of membership, but in effect there is a second kind of member; Charter Members will eventually be gone. Language as proposed is fine now and we can eliminate this language when they disappear.

Grumpy: Everyone should look at the documents before they decide because they do have promissory notes and certificates.

Article VI: MEMBERSHIP MEETINGS

Lisa read Jon Silvermoon's emailed comments: "Article VI, Section 2 Special meetings is a little confusing. I think it would be better to separate into two sections: Special meetings called by the Board and Special meetings called by the Membership. For the former, I assume the Board sets the time and place while for the latter the Membership Secretary sets the time and place. It is not entirely clear from this article as written if that is indeed the case."

Special membership meetings

Sandra: Same kind of meeting, so not sure distinction is needed.

During Recall or Removal Petition- Bylaws prevented the Board from being able to have a Removal Petition voted on during elections. Later heard that we might have erred in saying that; it just needed to be on the agenda to meet the criteria.

Article VII: THE BOARD OF DIRECTORS

Remove coordinators and fix language a little bit

Sandra: Entering into contracts. The Board hired a consultant recently. Is this clear enough to separate Operations from Board Business? The Board won't be entering into very many contracts.

Lawrence: If Board wants to retain any power to enter into any contracts, the language needs to be there.

Paxton: Brought this up when reviewing document, but they were wrapping up. Maybe Board needs to talk about it. Thinks it needs more work and discussion, but maybe in another setting.

Kirsten: Can think of numerous contracts the Board might want to enter into. They might want to hire contractor to review ED. If no ED is working, this will keep the Board empowered to have ability to enter into contracts.

Lisa: Charge was to review Bylaws to bring them into compliance. Board definitely needs to retain ability to enter into contracts.

Lawrence: This is the value of Work session — fulfilling mission set forth by Board and then discussing issues.

John Alexander: Regarding LT noting additional things that might be considered, will this committee have a list of items to look at in near future, since they're doing deep dive?

Lisa: A list could be provided if desired.

AJ: Is the committee recommending these changes at this time based on trying to meet a mandate or is there much more work to be done and possibly this is being rushed to meet a mandate?

Heidi: They've been working for nearly two years, so don't feel like they're rushing. They'd like the bulk to be brought forth now and recommended to the Board. Yes, someone should be keeping a list of what the Bylaws Committee should look at next.

Lawrence: Committee works at direction and pleasure of the Board.

Arna: Has been liaison to committee for six months and has seen that they do incredible work. They are talking about policy issues that they cannot decide, only bring to the Board.

John Alexander: Think it's great and doesn't want to delay because there are other things to be done, but he would like to see other general recommendations.

AJ: As we go through these recommendations, he's hearing that more guidance might be needed, and more questions might arise. Maybe we shouldn't rush anything and spend time. How do we plan to bring this to the Board? One by one or as a complete package?

Lisa: Committee has been elbow-deep for over two years. Don't feel like they're rushing. Been doing good job of sticking to their mandate and being methodical and systematic. Maybe the Committee can write a report at the end and propose to the Board to see what their next charge might be.

Grumpy: Committee has been working for over two years and it's close to being done. How it will be presented to the Board is in the current Bylaws, whether one-by-one or package deal. Time to go forward. Current Bylaws tell us how to Amend and how we can discuss at Board meeting.

John Alexander: Lisa's suggestion was great, agrees with Grumpy but wants to get this done. Encourage committee to finish their charge, and then compile the list of future ideas to explore.

Special meeting called to remove a Board Member- dictated by ORS Statute

Stephen Diercouff: Attorney said that a meeting needs to be called for the purpose of removal, but other items can be on the agenda too.

Sandra: So other items could be covered at that meeting, but at Annual Elections meeting, that meeting already had a special purpose, so couldn't be combined with Removal action.

Stephen: We could have two meetings on the same day. Removal actions are uncommon.

Article VIII: MEETINGS OF THE BOARD OF DIRECTORS

Emergency Meetings

Sandra likes the fix.

LT: Committee labored over imagining circumstances. Reached out to people most likely to understand what that might look like on the ground, BUMS.

AJ: General question as we transition from one item to another. Did the Committee consult a consultant with an equity lens to look at the recommended changes?

Committee didn't reach out to consultant due to needing a contract, but they did specifically discuss looking at Bylaws through an Equity lens (DEI lens). Looked at DEI consultants reports as well as Mary Miller's report to the Board. Some Committee members researched other organizations to see what kinds of equity ideas they included in their Bylaws

AJ: Wants more specifics — what other organizations did you look at?

Lisa: Looked at Report and recommendations from the DEI consultants that the Fair hired to see if anything was applicable to Bylaws. Looked through NAO recommendations to see if anything there was applicable. Researched other Bylaws of organizations that members are involved with. Ann and Dianne?

AJ: Board hasn't discussed Consultant recommendations yet...What item was affected by the DEI lens?

Heidi: Only section where DEI might have affected Bylaws was "Purpose" and that's bigger discussion than the charge was.

AJ: Meetings, how membership meetings happen — marginalized people might be affected by the way meetings are held. Need a better answer to the question of how a DEI lens was applied.

Article IX: OFFICERS

Lisa read Jon Silvermoon's written comments: "Language is added to the duties of the Membership Secretary 'to be a member of the Elections Committee to ensure fair and accurate

elections at annual and special membership meetings.’ If we are going to reference the Elections Committee here, then earlier in the Bylaws we should establish one as a standing committee rather than simply stating that the Board may establish one. Also, it is not clear by this language if the Membership Secretary has the authority to make election-related decisions on their own or if they are just a member of the committee that makes those decisions. I think it should be the committee to which the Board has delegated that authority. Concerning the recent recall election, I on several occasions asked who or what body was making the decisions concerning the conduct of that election and under what authority each decision was being made. I never got an answer. We need to have clear language in the Bylaws about this.”

Sandra: Why would asking them to join the committee need to be in Bylaws? Jon has a point but maybe it doesn’t need to be in the Bylaws.

Heidi: So Board doesn’t have to approve new officers.

AJ: Agrees with Jon on this one. Not too much for Board to appoint officers to the committee.

Heidi: Maybe it does make sense to just make committee a standing committee.

Stephen: Membership Secretary needs to be on committee for them to do their work. One less bit of housekeeping. Fine either way though.

John Alexander: Likes idea of standing committee. We need to ask ourselves what policies we need when Bylaws are not needed.

Lawrence: Didn’t think about standing committee, but it seems pretty obvious now. Interface between officers and committees is quite clear. Need to codify standing committees that exist.

AJ: Could there be confusion because there were two Secretary positions and currently one person is doing both?

Heidi: There used to be two secretaries — Recording and Membership. Want to clarify separate responsibilities.

AJ: Both secretaries should be on both committees

Heidi: Board probably won’t have package to vote on for at least two months. The committee will present to the Board and then they will take recommendations for further revisions and then back to the attorney.

Article X: TRANSACTIONS

Transactions vs. Contracts — 2/3 of Directors

John Alexander: There was confusion recently about conflict of interest. The Board should consider a stand-alone conflict of interest policy.

Lisa: ORS requires us to address conflicts of interest. Jon S. comments summarized — He thinks we should keep contract language in there. How the OCF defines conflict of interest can be more expansive than minimum state law. Proposed changes dilute current standard, and he’s not in favor of that.

LT: Every contract is a transaction, but every transaction is not a contract, that’s why attorney suggested this new language, disagreeing with Jon S.

John Alexander: Agrees with LT but hopes we can address Jon S.'s concern with a stand-alone conflict of interest policy.

Sandra: Well-written Bylaws are general concepts, not how-tos. That's what John Alexander is asking for — a policy.

LT: Agrees with Sandra. Bylaws are like a constitution, not statutes.

Heidi: Thanks to attorneys for all the language. Thanks Lisa and Kimmo.

Article XI: AMENDMENT

LT: Members' right to vote can't be taken away except if they vote to remove that right. Is the term "relative" defined by law so we don't need to quibble about it?

Heidi: This is what the lawyer came back with.

Lisa: Committee next steps are to take feedback and review at next meeting — go to lawyer again and then back to Board.

Meeting Evaluation

Last round for the good of the Peach

Lawrence thanked committee for appointing him to the committee. Committee used to always have an attorney on the Board.

Paxton: We have 22 on YouTube and 23 on Zoom — pretty good turnout. Written comments are welcome at bylaws@oregoncountryfair.org

Next Board Meeting – Monday, May 1, 7 pm via Zoom