Current Bylaws	Proposed changes by Bylaw	Draft of Bylaws with changes	Notes
	Committee		
ARTICLE I.	ARTICLE I.	ARTICLE I.	
NAME, OFFICE, MAILING ADDRESS	NAME, OFFICE, MAILING ADDRESS	NAME, OFFICE, MAILING ADDRESS	
The name of the corporation shall be The	The name of the corporation shall be The	The name of the corporation shall be The	
Oregon Country Fair. Its registered office	Oregon Country Fair (hereinafter "the	Oregon Country Fair (hereinafter "the	
and mailing address shall be at 442	OCF"). Its registered office and mailing	OCF"). Its registered office and mailing	
Lawrence Street, Eugene, Oregon 97401,	address shall be at 442 Lawrence Street,	address shall be 442 Lawrence Street,	
or such other office or mailing address as	Eugene, Oregon 97401, or such other	Eugene, Oregon 97401, or such other	
established by the Board.	office or mailing address as established by	office or mailing address as established	
	the Board of Directors (hereinafter "the	by the Board of Directors (hereinafter	
	Board").	"the Board").	
ARTICLE II. PURPOSE	ARTICLE II. PURPOSE	ARTICLE II. PURPOSE	
The purpose of the corporation shall be to	The purpose of the OCF corporation shall	The purpose of the OCF shall be to	
sponsor The Oregon Country Fair,	be to sponsor The Oregon Country Fair	sponsor The Oregon Country Fair	
hereinafter "the Fair", which shall be an	(hereinafter "the Fair"), which shall be an	(hereinafter "the Fair"), which shall be an	
annual event intended to educate and	annual event intended to educate and	annual event intended to educate and	
inform the public about choices in	inform the public about choices in	inform the public about choices in	
personal and community lifestyle through	personal and community lifestyle through	personal and community lifestyle through	
the promotion and preservation of the	the promotion and preservation of the	the promotion and preservation of the	
work of individual crafts persons, artists,	work of individual crafts persons, artists,	work of individual crafts persons, artists,	
artisans, musicians, and performers,	artisans, musicians, and performers;	artisans, musicians, and performers;	
displays in a traditional fair setting,	displays in a traditional fair setting;	displays in a traditional fair setting;	
psycho-spiritual rejuvenation, and the	psycho-spiritual rejuvenation; and the	psychospiritual rejuvenation; and the	
creation of a public forum encouraging the	creation of a public forum encouraging the	creation of a public forum encouraging	
exchange and discussion of ideas about	exchange and discussion of ideas about	the exchange and discussion of ideas	
alternative community organization, use	alternative community organization, use	about alternative community	
of economic resources and appropriate	of economic resources and appropriate	organization, use of economic resources	
technology, as well as any other lawful	technology; as well as any other lawful	and appropriate technology; as well as	
purpose within the scope of sections	purpose within the scope of sections	any other lawful purpose within the	

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purposes and basic policies of the Fair,	purposes and basic policies of the Fair	membership if the individual is registered		
(a) Any individual who subscribes to the	(a) Any individual <del>who subscribes to the</del>	(a) Any individual is eligible for		
2. Eligibility and Admission.	2. Eligibility and Admission.	2. Eligibility and Admission.		
			Formatted: Font: 12 pt, Pattern:	Clear
		member.	Formatted: Font: 12 pt, Pattern:	Clear
	rights from any other member.	any different rights from any other	Formatted: Font: 12 pt, Pattern:	Clear
	title shall not grant them any different	Members." Such title shall not grant them	Pattern: Clear	
	honorary title of "charter members." Such	have the honorary title of "Charter	Formatted: Font: 12 pt, Not Bold	, Font color: Red,
	is held, and those members shall have the	Fair is held, and those members shall	Formatted: Font: 12 pt, Pattern:	Clear
	donations or loans to the OCF to enable it to purchase the property on which the Fair	donations or loans to the OCF to enable it to purchase the property on which the	Pattern: Clear	
	certain early members of the OCF made	certain early members of the OCF made	Formatted: Font: 12 pt, Not Bold	, Font color: Red,
	Notwithstanding the preceding sentence,	Notwithstanding the preceding sentence,	Pattern: Clear	, colori (cu)
	obligations with respect to the OCF.	obligations with respect to the OCF.	Formatted: Font: 12 pt, Not Bold	
	all of whom shall have the same rights and	of whom shall have the same rights and	Formatted: Font: 12 pt, Pattern:	Clear
There shall be one class of membership.	There shall be one class of membership.	There shall be one class of members, all	Formatted: Font: 12 pt, Pattern:	Clear
1. Membership.	1. Membership.	1. Membership.		
ARTICLE V. MEMBERS	ARTICLE V. MEMBERS	ARTICLE V. MEMBERS		
set by the board.	set by the Board.	set by the Board.		
Calendar year, or such other fiscal year as set by the Board.	calendar year, or such other fiscal year as	calendar year, or such other fiscal year as		
The fiscal year of the Fair shall be the	The fiscal year of the Fair OCF shall be the	The fiscal year of the OCF shall be the		
ARTICLE IV. FISCAL YEAR	ARTICLE IV. FISCAL YEAR	ARTICLE IV. FISCAL YEAR		
Board of Directors shall determine.	Board of Directors shall determine.			
shall be held at such time and place as the	shall be held at such time and place as the	place as the Board shall determine.		
The Oregon Country Fair annual fair event	The Oregon Country Fair annual fair event	The Fair shall be held at such time and		
ARTICLE III. DATE OF THE FAIR	ARTICLE III. DATE OF THE FAIR	ARTICLE III. DATE OF THE FAIR		
501(c)(3) or 509(a)(1)of the Internal Revenue code.	501(c)(3) or 509(a)(1) of the Internal Revenue Code.	scope of Sections 501(c)(3) or 509(a)(1) of the Internal Revenue Code.		

abides by the terms and conditions of	abides by the terms and conditions of	with the OCF and has received either a			
these Bylaws, the Articles of Incorporation	these Bylaws, the Articles of Incorporation	wristband, other Fair camping pass, or			
and any amendments thereto, and acts in	and any amendments thereto, and acts in	verifiable worker day pass in one of the			
accordance with the decisions made by	accordance with the decisions made by	three previous Fairs, or is a verified elder			
the Board of Directors, is eligible for	the Board of Directors, is eligible for	in accordance with OCF Elders policy.			
membership if the individual is registered	membership if the individual is registered				
with the Fair and (1) has received either a	with the Fair OCF and (1) has received				
wristband, other Fair camping pass or	either a wristband, other Fair camping				
verifiable worker day pass in one of the	pass or verifiable worker day pass in one				
three previous Fairs, or (2) is a verified	of the three previous Fairs, or (2) is a				
elder.	verified elder in accordance with OCF				
	Elders policy.				
(b) There is no membership fee required	(b) There is no membership fee required	(b) Members are not required to pay any			
for general members.	for general members. <u>Members are not</u>	There is no-membership fee-required for			
	required to pay any There is no	<del>general members</del> .		Commented [KLM2]: Deleted reference to "g	general"
	membership fee required for general			members because I understand you simply have	
	<del>members</del> .			period. Stating otherwise implies that there is r one class of members. And in that case, as note	
(c) It is the responsibility of each member	(c) It is the responsibility of each member	(c) It is the responsibility of each member		earlier draft, you would need to amend the Arti	icles of
to file an initial registration form with the	to file an initial registration form with the	to file an initial registration form with the	$\backslash$	Incorporation to establish the rights and obligat	ions of each
Fair and to promptly notify the Secretary	Fair OCF and to promptly notify the	OCF and to promptly notify the		class of members.	
of any changes in the member's preferred	Membership Secretary of any changes in	membership secretary of any changes in		Commented [KLM1]: Deleted reference to "g members because I understand you simply have	-
contact information (which may be a	the member's preferred contact	the member's preferred contact		period. Stating otherwise implies that there is r	
street address, a mailing address, or an	information (which may be a street	information (which may be a street		one class of members. And in that case, as note	ed in my
electronic address) for notices and other	address, a mailing address, or an	address, a mailing address, or an		earlier draft, you would need to amend the Arti Incorporation to establish the rights and obligat	
messages from the Fair. The fair shall	electronic address) for notices and other	electronic address) for notices and other		class of members.	lons of each
direct all notices required pursuant to	messages from the Fair. The fair OCF shall	messages from the Fair. The OCF shall			)
these bylaws, the articles of incorporation,	direct all notices required pursuant to	direct all notices required pursuant to			
or Oregon law to each member using the	these Bylaws, the Articles of	these Bylaws, the Articles of			
most current information provided to the	Incorporation, or Oregon law to each	Incorporation, or Oregon law to each			
secretary.	member using the most current	member using the most current			

	information provided to the Membership Secretary.	information provided to the membership secretary.	
(d) Registration forms may be submitted online if the Board of Directors so provides.	(d) Registration forms may be submitted online if the Board <del>of Directors</del> so provides.	(d) Registration forms may be submitted online if the Board so provides.	
3. Charter Members. The Board of Directors may set forth the terms and conditions for charter memberships by Board resolution, including provision for payment of membership fee. Charter members shall have the same rights, duties and liabilities as other members.	3. Charter Members. The Board of Directors may set forth the terms and conditions for charter memberships by Board resolution, including provision for payment of membership fee. Charter members shall have the same rights, duties, and liabilities as other members.		
4. Dividends, Earnings. No dividends or earnings of the Fair shall be payable to members, nor shall members have any interest in the assets of the Fair by virtue of being members. The Fair may pay reasonable compensation for services rendered and authorize reimbursement for expenses incurred on behalf of the Fair.	<b>43</b> . Dividends, Earnings. No dividends or earnings of the Fair OCF shall be payable to members, nor shall members have any interest in the assets of the Fair OCF by virtue of being members. The Fair OCF may pay reasonable compensation for services rendered by members and authorize reimbursement for expenses incurred by members on behalf of the Fair OCF.	3. Dividends, Earnings. No dividends or earnings of the OCF shall be payable to members, nor shall members have any interest in the assets of the OCF by virtue of being members. The OCF may pay reasonable compensation for services rendered by members and authorize reimbursement for expenses incurred by members on behalf of the OCF.	
Upon dissolution or liquidation of the Fair, all assets remaining after payment of the debts and liabilities of the Fair shall be distributed to such other organization exempt from tax under section 501(c)(3)of the Internal Revenue Code. Charter members who have loaned money to the	4. Dissolution. Upon dissolution or liquidation of the OCF, all assets remaining after payment of the debts and liabilities of the OCF shall be distributed to such other organizations exempt from tax under section 501(c)(3) of the Internal Revenue Code as designated by the Board.	4. Dissolution. Upon dissolution or liquidation of the OCF, all assets remaining after payment of the debts and liabilities of the OCF shall be distributed to such other organizations exempt from tax under section 501(c)(3) of the Internal Revenue Code as designated by the	

Fair, as evidenced by a promissory note, shall have the right to receive payment for the unpaid balance due, payable from the assets of the Fair first after other debts and liabilities have been paid.	However, the OCF may not transfer or convey assets as part of a dissolution until 30 days after the OCF has notified the Oregon Attorney General, in accordance with the Oregon Nonprofit Corporation Act, or until the Attorney General, in writing, has consented to the transfer or conveyance or indicated that the Attorney General will not take action with respect to the transfer or conveyance, whichever is earlier. Charter members who have loaned money to the Fair) corporation as evidenced by a promissory note, shall have the right to receive payment for the unpaid balance due, payable from the assets of the Fair first after other debts	Board. However, the OCF may not transfer or convey assets as part of a dissolution until 30 days after the OCF has notified the Oregon Attorney General, in accordance with the Oregon Nonprofit Corporation Act, or until the Attorney General, in writing, has consented to the transfer or conveyance or indicates that the Attorney General will not take action with respect to the transfer or conveyance, whichever is earlier.		
	and liabilities have been paid.			
5. Termination of Membership.	5. Termination of Membership.	5. Termination of Membership.	Formatted: Font color: Text 1	
(a) Automatic termination: Membership	(a) Automatic termination. Membership of			
of any member shall be automatically	any member shall be automatically			
terminated if the member fails to either	terminated if the member fails to either			
(1) meet the conditions for membership as	(1) meet the conditions for membership as			
provided in Section 2(a) of this Article or	provided in Section 2(a) of this Article or			
(2) vote in at least one annual	(2) vote in at least one annual membership			
membership election every three years.	election every three years.			
(b) Voluntary termination: A member may	(a) <del>(b) Voluntary termination</del> Resignation.	(a) Resignation. An individual may resign		
resign from the Fair at any time by	A member An individual may resign their	their membership at any time by		
delivering a written notice of withdrawal	membership <del>from the Fair</del> at any time by	delivering a written notice of resignation		
to the Secretary of the Fair.	delivering a written notice of	to the membership secretary.		

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	withdrawal resignation to the Membership				
	Secretary of the OCF.				
(c) Involuntary expulsion, termination or	(b) (c) Involuntary expulsion, Suspension	(b) Suspension or termination.			
suspension: A member may be expelled,	or termination or suspension. A member	Membership may be suspended or	-	Formatted: Font: 10 pt, Not Itali	5
terminated or suspended from	Membership may be expelled, terminated	terminated for failure to:			
membership for failure to comply with	or suspended or terminated from				
these bylaws or other rules, resolutions	membership for failure to:	(i) meet the conditions for membership as			
and policies of the Fair, or for actions	(i) meet the conditions for membership as	provided in Section 2(a) of this Article; or			
contrary to the interest of the Fair. In the	provided in Section 2(a) of this Article,	(ii) vote in at least one annual			
case of involuntary expulsion, termination	(ii) vote in at least one annual membership	membership election every three years;			
or suspension of membership, the	election every three years,	or			
member shall be given not less than 15	(iii) comply with these bylaws or other	(iii) comply with these Bylaws or other			
days advance written notice from the Fair	rules, resolutions and policies of the	rules, resolutions, and policies of the OCF;			
specifying the reasons for the proposed	FairOCF, or	or			
action. The notice shall specify a time and	(iv) for actions contrary to the interest of	(iv) for actions contrary to the interest of			
place at which the member will be	the <del>FairOCF</del> .	the OCF.			
provided an opportunity to be heard,	In the area of involventory suppliers				
orally or in writing as the member may	In the case of <del>involuntary expulsion,</del>	In the case of suspension or termination			
choose, which time shall be not less than	termination or suspension or termination	of membership, the OCF shall give the			
five days before the effective date of the	of membership, <mark>the OCF shall give the</mark>	member notice, in accordance with the			
expulsion, suspension or termination. The	member notice in accordance with The	Oregon Nonprofit Corporation Act, not			
notice shall be given by first class and	Oregon Nonprofit Corporation Act not less	less than 15 days before the effective			
certified mail sent to the last address of	than 15 days before the effective date of	date of the suspension or termination.			
the member shown on the Fair's records.	the suspension or termination. The notice	The notice shall state the reason(s) for			
The hearing may be held by the Board or	shall state the reason(s) for the suspension	the suspension or termination and shall			
its designee, which shall make findings and	or termination, and shall also specify a	also specify a time and place at which the			
then decide the issue of termination or	time and place at which the member will	member will be provided an opportunity			
suspension of membership.	be provided an opportunity to be heard,	to be heard, orally or in writing, not less			
	orally or in writing, not less than five days	than five days before the effective date of			
	before the effective date of the	the suspension or termination. The Board			
	suspension or termination. The Board or	or its designee shall hold the hearing and			
	suspension of termination. The Board of		1		

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	its designee shall hold the hearing and	then decide the issue of suspension or			
	then decide the issue of suspension or	termination.		Commented [KLM4]: Added bac	
	termination. the member shall be given			procedure is required under ORS 6 enough to state that you'll simply g	
	not less than 15 days advance written			member, as the statute also require	es you to give the
	notice from the Fair specifying the reasons			member an opportunity to be hear time frames. I also moved this dow	
	for the proposed action. The notice shall		$\left  \right\rangle$	paragraph, as the statutory require	ment applies to all of the
	specify a time and place at which the			reasons listed for suspension or ter	mination, not just to (iv).
	member will be provided an opportunity		)	Commented [KLM3]: Added bac	
	to be heard, orally or in writing as the			procedure is required under ORS 6 enough to state that you'll simply g	
	member may choose, which time shall be			member, as the statute also require	
	not less than five days before the effective			member an opportunity to be hear time frames. I also moved this dow	
	date of the expulsion, suspension or			paragraph, as the statutory require	
	termination. The notice shall be given by			reasons listed for suspension or ter	mination, not just to (iv).
	first class and certified mail sent to the last				
	address of the member shown on the				
	Fair's records. The hearing may be held by				
	the Board or its designee, which shall				
	make findings and then decide the issue of				
	termination or suspension of membership.				
(d) Expulsion of a member from the Fair	(d) Expulsion of a member from the Fair	(d) Members who are excluded from OCF			
property, or expulsion, termination or	property, or	property in accordance with OCF			
suspension of volunteer position or status	expulsion, termination or suspension of	<u>Guidelines</u> or whose volunteer position or			
does not constitute expulsion, termination	volunteer position or status does not	status is terminated or suspended shall			
or suspension of membership. Members	constitute expulsion, termination or	not lose eligibility or membership under			
who are excluded from the property or	suspension of membership. Members who	Section 2 of this Article solely by virtue of			
whose volunteer position or status is	are excluded from the FairOCF property in	failure to participate as a volunteer,			
terminated or suspended shall not lose	accordance with OCF Guidelines or whose	worker, performer, or booth participant			
eligibility or membership under Section 2	volunteer position or status is terminated	in any Fair from which such member has			
of this Article solely by virtue of failure to	or suspended shall not lose eligibility or	been excluded or not allowed to			

participate as a volunteer, worker, performer or booth participant in any annual fair from which such member has been excluded or not allowed to participate in such member's previous assignment as a volunteer, worker, performer or booth participant due to exclusion, suspension or termination of such individual by the Fair.	membership under Section 2 of this Article solely by virtue of failure to participate as a volunteer, worker, performer or booth participant in any Fair from which such member has been excluded or not allowed to participate in such member's previous assignment as a volunteer, worker, performer or booth participant due to exclusion, suspension or termination of	participate in such member's previous assignment.	
	such individual by the Fair.		
6. Rights of Membership.	6. Rights of Membership.	6. Rights of Membership.	
(a) Voting: All members who have been	(a) Voting. All members who have been	(a) Voting. All members who have been	
members for at least 30 days prior to the	members for at least 30 days prior to the	members for at least 30 days prior to the	
date of a membership meeting shall be	date of a membership meeting shall be	date of a membership meeting shall be	
entitled to cast one vote on any issue	entitled to cast one vote on any issue	entitled to cast one vote on any issue	
brought before the membership.	brought before the membership.	brought before the membership.	
Members shall vote to elect the Board of	Members shall vote to elect the Board <del>of</del>	Members shall vote to elect the Board,	
Directors, remove a director, amend the	<del>Directors</del> , remove a D <del>d</del> irector, amend the	remove a director, amend the Articles of	
Articles of Incorporation, and on all other	Articles of Incorporation, and on all other	Incorporation, and on all other matters	
matters for which a membership vote is	matters for which a membership vote is	for which a membership vote is required	
required by the Oregon Revised Statutes	required by the Oregon Revised Statutes	by the Oregon Nonprofit Corporation Act	
and by these bylaws. In addition, members	Oregon Nonprofit Corporation Act and by	and by these Bylaws. In addition,	
shall have the right to vote on advisory	these Bbylaws. In addition, members shall	members shall have the right to vote on	
resolutions concerning any other matter	have the right to vote on advisory	advisory resolutions concerning any	
to come before the membership.	resolutions concerning any other matter	other matter to come before the	
	to come before the membership.	membership.	
(b) Information: Members shall be entitled	(b) Information. Members shall be entitled	(b) Information. Members shall be	
to receive, upon request, an annual	to receive, upon request, an annual	entitled to be informed on Board actions	
financial statement and shall have the	financial statement and shall have the	and corporate operations in accordance	
right to inspect the corporate minutes and	right to inspect the corporate minutes and		

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records upon reasonable notice. Members	records upon reasonable notice. Members	with the Oregon Nonprofit Corporation	
shall also be entitled to be informed on	<del>shall also be entitled</del> to be informed on	Act.	
Board actions and corporate operations.	Board actions and corporate operations in		
	accordance with The Oregon Nonprofit		
	Corporation Act.		
(c) Board Actions: At any regular business	(c) Board Actions. At any regular business	(c) Board Actions. At any regular business	
meeting of the Board (as defined in Article	meeting of the Board (as defined in Article	meeting of the Board (as defined in	
VIII, Section 2) members may be present.	VIII, Section 2) members may be present.	article VIII, section 2) members may be	
A member may also present proposals and	A member may also present proposals and	present. A member may also present	
suggestions to the Board and advocate	suggestions to the Board and advocate	proposals and suggestions to the Board	
their acceptance, in writing or at a Board	their acceptance <del>, in writing or at a Board</del>	and advocate their acceptance. In the	
meeting. In the event a member wishes to	meeting. In the event a member wishes to	event a member wishes to be heard at a	
be heard at a Board meeting, the member	be heard at a Board meeting, the member	Board meeting, the member shall	
shall schedule the matter to be discussed	shall schedule the matter to be discussed	schedule the matter to be discussed with	
with the Secretary of the Fair. As far as	with the Recording Secretary of the Fair.	the recording secretary. As far as is	
practical, the matter shall be addressed	As far as practical, the matter shall be	practical, the matter shall be addressed	
not later than two Board meetings from	addressed not later than two Board	not later than two Board meetings from	
the time the member notifies the	meetings from the time the member	the time the member notifies the	
Secretary. A member may ask the Board to	notifies the Secretary. A member may ask	recording secretary. A member may ask	
reconsider its decisions or the decisions of	the Board to reconsider its decisions or the	the Board to reconsider its decisions by	
coordinators or staff by scheduling the	decisions of coordinators or staff by	scheduling the matter with the recording	
matter with the Secretary as provided	scheduling the matter with the Secretary	secretary as provided above.	
above.	as provided above.		
ARTICLE VI. MEMBERSHIP MEETINGS	ARTICLE VI. MEMBERSHIP MEETINGS	ARTICLE VI. MEMBERSHIP MEETINGS	
1. Annual Meetings. An annual meeting of	1. Annual Membership Meetings. An	1. Annual Membership Meetings. An	
the members shall be called by the Board	annual meeting of the members shall be	annual meeting of the members shall be	
of Directors at a date to be fixed by the	called by the Board <del>of Directors</del> at a date	called by the Board at a date to be fixed	
Board, but in no case later than October	to be fixed by the Board, but in no case	by the Board, but in no case later than	
30.	later than October 30. The purpose of the	October 30. The purpose of the annual	
	annual meeting shall be to elect the Board	meeting shall be to elect the Board, to	
	-		

The purpose of the annual meeting shall be to elect the Board of Directors, to present the members with a financial statement for the fiscal year then ending, and to consider any other business that the Directors may determine to be appropriate. Agendas for the annual meeting shall be set 55 days prior to the meeting. Beginning in 2022, advisory resolutions may be placed on the agenda for the annual meeting upon the petition of 100 or more of the members, by presenting the petition to the Secretary by July 31, or at such earlier time as the Board of Directors may designate. Petitions must include member signatures with the name also legibly printed and the member's Fair affiliation.	of Directors, to present the members with a financial statement for the fiscal year then ending, and to consider any other business that the Directors Board may determine to be appropriate. Agendas for the annual meeting shall be set 55 days prior to the meeting. Beginning in 2022, Advisory resolutions may be placed on the agenda for the annual meeting upon the petition of 100 or more of the members, by presenting the petition to the Membership Secretary by July 31, or at such earlier time as the Board of Directors may designate. Petitions must include member signatures with the name also legibly printed and the member's Fair affiliation.	present the members with a financial statement for the fiscal year then ending, and to consider any other business that the Board may determine to be appropriate. Agendas for the annual meeting shall be set 55 days prior to the meeting. Advisory resolutions may be placed on the agenda for the annual meeting upon the petition of 100 or more members by presenting the petition to the membership secretary by July 31 or at such earlier time as the Board may designate. Petitions must include member signatures with the name also legibly printed and the member's Fair affiliation.	
2. Special Meetings. Special meetings of	2. Special Meetings. Special meetings of	2. Special Meetings. Special meetings of	
the members may be called from time to	the members may be called from time to	the members may be called from time to	
time by the Board of Directors and shall be	time by the Board and shall be called by	time by the Board and shall be called by	
called by the Secretary upon Petition of	the Membership Secretary upon petition	the membership secretary upon petition	
100 or more of the members of the Fair.	of 100 or more members describing the	of 100 or more members describing the	
The time and place of any special meeting	purpose(s) for which the meeting is to be	purpose(s) for which the meeting is to be	
shall be set by the Secretary; provided,	held. The time and place of any special	held. The time and place of any special	
however, that all such meetings shall take	meeting shall be set by the Membership	meeting shall be set by the membership	
place in Lane County, Oregon in a	Secretary; provided, however, that all such	secretary provided that all such meetings	
reasonably expeditious and timely	meetings shall take place in Lane County,	shall take place in Lane County, Oregon,	
manner, in no event more than ninety (90)	Oregon in a reasonably expeditious and	and further, that notice of such a meeting	

days from the date the petition is filed with the Secretary. In the case of a special meeting, notice shall be required as set forth in (3) below. The business of any special meeting shall be limited to those matters set forth in the notice.	timely manner, in no event more than ninety (90) days from the date the petition is filed with the Secretary., and provided further that notice of such a meeting must be given within 30 days after the petition is delivered to the Membership Secretary and the date of the meeting must be set within 30 days after the date that notice is given. In the case of a special meeting, notice shall be required as set forth in (3) below. The business of any special meeting shall be limited to those matters set forth in the notice.	must be given within 30 days after the petition is delivered to the membership secretary. The date of the meeting must be set within 30 days after the date on which notice is given. In the case of a special meeting, notice shall be required as set forth in Section 3 below. The business of any special meeting shall be limited to those matters set forth in the notice.	
3. Notice: Written notice of membership meetings shall be sent to each member	3. Notice. Written notice of membership meetings shall be sent to each member	3. Notice. Written notice of membership meetings shall be sent to each member	
using their most recent contact	using their most recent contact	using their most recent contact	
information (which may be a street	information (which may be a street	information (which may be a street	
address, a mailing address, or an	address, a mailing address, or an	address, a mailing address, or an	
electronic address) currently registered in	electronic address) currently registered in	electronic address) currently registered in	
the records of the Fair not less than seven	the records of the Fair OCF not less than	the records of the OCF not less than	
nor more than sixty days before the date	seven nor more than sixty days before the	seven nor more than 60 days before the	
set for the meeting. It shall be the	date set for the meeting. It shall be the	date set for the meeting. It shall be the	
responsibility of the member to provide	responsibility of the member to provide	responsibility of the member to provide	
the Secretary with current contact	the Membership Secretary with current	the membership secretary with current	
information. In lieu of sending notice,	contact information. In lieu of sending	contact information. In lieu of sending	
notice may be published in at least two	notice, notice may be published in at least	notice, notice may be published in at	
issues of a newsletter or similar document	two issues of a newsletter or similar	least two issues of a newsletter or similar	
sent to members using their most recent	document sent to members using their	document sent to members using their	
contact information.	most recent contact information.	most recent contact information.	

4. Quorum. Two hundred members	4. Quorum. Two hundred members	4. Quorum. Two hundred members	
present in person or by absentee ballot at	present in person or by absentee ballot at	present in person or by absentee ballot at	
any duly called meeting shall constitute a	any duly called meeting shall constitute a	any duly called meeting shall constitute a	
quorum, except that at the annual	quorum, except that at the annual	quorum except at the annual meeting,	
meeting, where those members present in	meeting, where those members present in	where those members present in person	
person or by absentee ballot shall	person or by absentee ballot shall	or by absentee ballot shall constitute a	
constitute a quorum.	constitute a quorum.	quorum.	
5. Voting. All members are voting members. Except as otherwise provided in these bylaws, all members present at meetings shall be entitled to vote and the Board of Directors may make provisions for absentee balloting from time to time as is appropriate. There shall be no cumulative voting. Except as otherwise set forth in these bylaws, the majority of votes cast shall be required for the adoption of any matter coming before the membership.	5. Voting. All members are voting members. Except as otherwise provided in these bylaws, all members present at meetings shall be entitled to vote and the Board of Directors may make provisions for absentee balloting from time to time as is appropriate. There shall be no cumulative voting. Except as otherwise set forth in these Bylaws, the majority of votes cast the affirmative vote of a majority of the votes represented and voting shall be required for the adoption of any matter coming before the membership.	5. Voting. All members are voting members. Except as otherwise provided in these Bylaws, all members present at meetings shall be entitled to vote, and the Board may make provisions for absentee balloting. There shall be no cumulative voting. Except as otherwise set forth in these Bylaws, the affirmative vote of a majority of the votes represented and voting shall be required for the adoption of any matter coming before the membership.	
6. Membership Lists. Members who desire	6. Membership Lists. Members who desire	6. Membership Lists. Members who	
to send written communications to other	to send written communications to other	desire to send written communications to	
members concerning any special or annual	members concerning any special or annual	other members concerning any special or	
membership meeting, may request the	membership meeting, may request the	annual membership meeting may request	
Fair to send such communication to all	Fair OCF to send such communication to	the OCF to send such communication to	
members entitled to vote at the meeting.	all members entitled to vote at the	all members entitled to vote at the	
The request shall be in writing and shall be	meeting. The request shall be in writing	meeting. The request shall be in writing	
delivered to the principal offices of the	and shall be delivered to the principal	and shall be delivered to the principal	

Fair not earlier than two business days	offices of the Fair OCF not earlier than two	offices of the OCF not earlier than two	
after the first notice of the meeting, and	business days after the first date that	business days after the date that notice	
not less than, five business days before	notice of the meeting is given, and not less	of the meeting is given, and not less than	
the scheduled date of the meeting. The	than five business days before the	five business days before the scheduled	
request must be accompanied by	scheduled date of the meeting. The	date of the meeting. The request must be	
payment, in cash or certified check, of the	request must be accompanied by	accompanied by payment, in cash or	
anticipated costs of mailing the	payment, in cash or certified check, of the	certified check, of the anticipated costs of	
communication, as determined by the	anticipated costs of mailing the	mailing the communication, as	
General Manager of the Fair. Costs may	communication, as determined by the lead	determined by the lead professional of	
include postage, copying costs, envelopes	professional of the OCF. Costs may include	the OCF. Costs may include postage,	
and the actual anticipated cost of staff	postage, copying costs, envelopes and the	copying costs, envelopes, and the	
time to mail the notice.	actual anticipated estimated cost of staff	estimated cost of staff time to mail the	
	time to mail the notice.	notice.	
7. Absentee Ballots. (Proxies). Subject to	7. Absentee Ballots (Proxies). Subject to	7. Absentee Ballots (Proxies). Subject to	
such limitations and rules as may be	such limitations and rules as may be	such limitations and rules as may be	
established by the Board of Directors or	established by the Board <del>of Directors</del> or	established by the Board or the Elections	
the Elections Committee, a member may	the Elections Committee, a member may	Committee, a member may cast an	
cast an absentee ballot by appointing the	cast an absentee ballot by appointing the	absentee ballot by appointing the	
Secretary of the Fair as proxy to vote an	Membership Secretary of the Fair as proxy	membership secretary of the Fair as	
absentee ballot for the member. Such	to vote an absentee ballot for the	proxy to vote an absentee ballot for the	
proxies shall be referred to as absentee	member. Such proxies shall be referred to	member. Such proxies shall be referred to	
ballots, shall be personally signed by the	as absentee ballots, shall be personally	as absentee ballots, shall be personally	
member, shall be effective only for the	signed by the member, shall be effective	signed by the member, shall be effective	
particular meeting for which given, and	only for the particular meeting for which	only for the particular meeting for which	
shall specify with particularity the	given, and shall specify with particularity	given, and shall specify with particularity	
member's votes. Absentee ballots must be	the member's votes. Absentee ballots	the member's votes. Absentee ballots	
submitted on forms approved by the	must be submitted on forms approved by	must be submitted on forms approved by	
Elections Committee. Absentee ballots	the Elections Committee. Absentee ballots	the Elections Committee. Absentee	
shall be available for all matters for which	shall be available for all matters for which	ballots shall be available for all matters	
binding membership votes are required	binding membership votes are required	for which binding membership votes are	

under Article V, section 6(a), and for such	under Article V, section 6(a), and for such	required under Article V, Section 6(a),	
advisory votes as the Board of Directors	advisory votes as the Board <del>of Directors</del>	and for such advisory votes as the Board	
may designate from time to time. An	may designate from time to time. An	may designate from time to time. An	
absentee ballot is effective when received	absentee ballot is effective when received	absentee ballot is effective when	
by the Secretary or other officer or agent	by the Membership Secretary or other	received by the membership secretary or	
.authorized to tabulate votes. An absentee	officer or agent authorized to tabulate	other officer or agent authorized to	
ballot is revocable by the member, and is	votes. An absentee ballot is revocable by	tabulate votes. An absentee ballot is	
revoked if the member casting the	the member, and is revoked if the member	revocable by the member, and is revoked	
absentee ballot:	casting the absentee ballot:	if the member casting the absentee	
		ballot:	
(a) Attends any meeting and votes in	(a) Attends any meeting and votes in	(a) Attends any meeting and votes in	
person; or	person; or	person; or	
(b) Signs and delivers to the Secretary or	(b) Signs and delivers to the Membership	(b) Signs and delivers to the membership	
other officer or agent authorized to	Secretary or other officer or agent	secretary or other officer or agent	
tabulate absentee votes either a writing	authorized to tabulate absentee votes	authorized to tabulate absentee votes	
stating that the absentee ballot is revoked	either a <del>writing stating</del> written statement	either a written statement that the	
or a subsequent absentee ballot.	that the absentee ballot is revoked or a	absentee ballot is revoked, or a	
	subsequent absentee ballot.	subsequent absentee ballot.	
8. Elections Committee. The Board may	8. Elections Committee. The Board may	8. Elections Committee. The Board shall	
appoint an elections committee and make	shall appoint an eElections eCommittee	appoint an Elections Committee and	
other provisions to ensure fair and	and make other provisions to ensure fair	make other provisions to ensure fair and	
accurate elections at both special and	and accurate elections at both special and	accurate elections at both special and	
annual meetings.	annual membership meetings.	annual membership meetings.	
-	·		
ARTICLE VII. THE BOARD OF DIRECTORS	ARTICLE VII. THE BOARD OF DIRECTORS	ARTICLE VII. THE BOARD OF DIRECTORS	
1. Powers. The activities, affairs and	1. Powers. The activities, affairs and	1. Powers. The activities, affairs, and	
property of the Fair shall be managed and	property of the Fair OCF shall be managed	property of the OCF shall be managed	
directed, and its powers exercised by and	and directed, and its powers exercised by	and directed, and its powers exercised by	
vested in, the Board of Directors.	and vested in, the Board <del>of Directors</del> .	and vested in, the Board.	
		-	
	I		

-	The Board is authorized to perform	
	-	
•	•	
include, but are not limited to, the	but are not limited to, the following:	
following: creating committees, appointing	creating committees and appointing	
coordinators for committees members,	committee members; entering into	
entering into contracts, the purchas <del>eing</del> ,	contracts; <del>the</del> purchasing, leasing, or	
leaseing, and or otherwise acquisition	otherwise acquiring real and personal	
aquiring of-real and personal property,	property; borrowing money; hiring	
borrowing money, hiring employees and	employees and consultants; investing	
consultants, investing funds, and	funds; and promulgating and enforcing	
promulgating and enforcing rules for	rules for participation in the Fair and the	
participation in the <del>annual</del> Fair event and	OCF.	
the <del>corporation<mark>OCF</mark>.</del>		
2. Qualifications, Number, Elections,	2. Qualifications, Number, Elections,	
Terms, Votes:	Terms, Votes:	
(a) Qualifications: Any member of the <del>Fair</del>	(a) Qualifications: Any member of the	
OCF in good standing pursuant to Article	OCF in good standing pursuant to Article	
V-2(a) and who is at least 18 years of age,	V, Section 2(a) and who is at least 18	
is eligible to serve on the Board <del>of</del>	years of age is eligible to serve on the	
Directors.	Board.	
(b) Number: The Board <del>of Directors</del> shall	(b) Number: The Board shall consist of no	
consist of no less than nine and no more	less than nine and no more than twelve	
than twelve directors. The number of	directors. The number of directors may	
directors may vary from time to time by	vary from time to time by resolution of	
resolution of the Board <del>of Directors</del> .	the Board.	
(c) Elections: Votes for directors may be	(c) Elections: Votes for directors may be	
sequentially numbered in order of	sequentially numbered in order of	
preference. Members may vote for as	preference. Members may vote for as	
	<ul> <li>coordinators for committees members, entering into contracts, the purchaseing, leaseing, and or otherwise acquisition aquiring of-real and personal property, borrowing money, hiring employees and consultants, investing funds, and promulgating and enforcing rules for participation in the annual Fair event and the corporationOCF.</li> <li>2. Qualifications, Number, Elections, Terms, Votes: <ul> <li>(a) Qualifications: Any member of the Fair OCF in good standing pursuant to Article V-2(a) and who is at least 18 years of age, is eligible to serve on the Board of Directors.</li> <li>(b) Number: The Board of Directors shall consist of no less than nine and no more than twelve directors. The number of directors may vary from time to time by resolution of the Board of Directors.</li> <li>(c) Elections: Votes for directors may be sequentially numbered in order of</li> </ul> </li> </ul>	whatever acts appear reasonably necessary or convenient to further the interest of the Fair OCF. Such powers include, but are not limited to, the following: creating committees, appointing coordinators for committees, appointing coordinators for committees, appointing coordinators for committees appointing entering into contracts, the purchaseing, leaseing, and or otherwise acquisition aquiring of-real and personal property, borrowing money, hiring employees and consultants, investing funds, and promulgating and enforcing rules for participation in the annual Fair event and the corporationOCF.whatever acts appear reasonably necessary or convenient to further the interest of the OCF. Such powers include, but are not limited to, the following: creating committees and appointing contracts; the purchasing, leasing, or otherwise acquiring real and personal property; borrowing money, hiring employees and consultants, investing funds, and promulgating and enforcing rules for participation in the annual Fair event and the corporationOCF.whatever acts appear reasonably necessary or convenient to further the interest of the OCF.2. Qualifications, Number, Elections, Terms, Votes:2. Qualifications, Number, Elections, Terms, Votes:(a) Qualifications: Any member of the Fair OCF in good standing pursuant to Article V-2(a) and who is at least 18 years of age, is eligible to serve on the Board of Directors.(b) Number: The Board of Directors shall consist of no less than nine and no more than twelve directors. The number of directors may vary from time to time by resolution of the Board of Directors.(c) Elections: Votes for directors may be sequentially numbered in order of

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many directors as they prefer, but only	many directors as they prefer, but only	many directors as they prefer, but only	
those votes assigned a number equal to or	those votes assigned a number equal to or	those votes assigned a number equal to	
less than the total number of vacancies	less than the total number of vacancies	or less than the total number of vacancies	
existing at the close of balloting shall be	existing at the close of balloting shall be	existing at the close of balloting shall be	
counted. Each vote shall count as only one	counted. Each vote shall count as only one	counted. Each vote shall count as only	
vote, regardless of preference ranking,	vote, regardless of preference ranking,	one vote, regardless of preference	
and only one vote per member may be	and only one vote per member may be	ranking, and only one vote per member	
assigned to any individual candidate.	assigned to any individual candidate.	may be assigned to any individual	
Members who do	Members who do not sequentially	candidate. Members who do not	
not sequentially number their ballots in	number their ballots in order of	sequentially number their ballots in order	
order of preference may only vote for up	preference may only vote for up to the	of preference may only vote for up to the	
to the number of vacancies existing at the	number of vacancies existing at the close	number of vacancies existing at the close	
close of balloting. Non-	of balloting. Non-	of balloting. Non-sequentially numbered	
sequentially numbered ballots which	sequentially numbered ballots which	ballots which reflect votes for more than	
reflect votes for more than the number of	reflect votes for more than the number of	the number of vacancies existing as of the	
vacancies existing as of the close of	vacancies existing as of the close of	close of balloting shall be disqualified.	
balloting shall be disqualified.	balloting shall be disqualified.		
Incumbent directors whose positions are	Incumbent directors whose positions are	Incumbent directors whose positions are	
not scheduled to be filled at an election,	not scheduled to be filled at an election,	not scheduled to be filled at an election	
may run for election to the Board of	may run for election to the Board <del>of</del>	may run for election to the Board at such	
Directors at such election, provided that	Directors at such election, provided that	election provided that upon submission	
upon submission of a candidate	upon submission of a candidate	of a candidate statement, acceptance of a	
statement, acceptance of a nomination, or	statement, acceptance of a nomination, or	nomination, or public announcement of	
public announcement of candidacy,	public announcement of candidacy,	candidacy, whichever occurs first, the	
whichever occurs first, the incumbent	whichever occurs first, the incumbent	incumbent candidate shall be deemed to	
candidate shall be deemed to have	candidate shall be deemed to have	have irrevocably resigned their	
irrevocably resigned their incumbent	irrevocably resigned their incumbent	incumbent director position. The	
director position. The resignation shall be	director position. The resignation shall be	resignation shall be effective at the	
effective at the commencement of the	effective at the commencement of the	commencement of the first Board	
first meeting of the directors following the	first Board meeting <del>of the directors</del>	meeting following the annual	
annual membership meeting.	_	membership meeting.	

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	meeting of the directors following the		
	annual membership meeting.		
(e) Term: Each director shall serve for	(e) Term: Each Director shall serve for	(e) Term: Each director shall serve for	
three years, or until their resignation or	three years, or until their resignation or	three years or until their resignation or	
removal, whichever occurs first. These	removal, whichever occurs first. These	removal, whichever occurs first. These	
three-year terms shall be staggered, with	three-year terms shall be staggered, with	three-year terms shall be staggered, with	
one third of total seats to be filled by a	one third of total seats to be filled by a	one third of total seats to be filled by a	
vote of the membership each year.	vote of the membership each year.	vote of the membership each year.	
(f) Votes: In order of membership votes	f) Votes: <del>In order of membership votes</del>	(f) Votes: The votes shall be counted first	
cast, the votes shall be counted first to fill	<del>cast, t</del> The votes shall be counted first to fill	to fill the three-year Board positions,	
the three-year Board positions, then to fill	the three-year Board positions, then to fill	then to fill any vacated positions. Tie	
any vacant positions. Tie votes shall be	any <del>vacant vacated</del> positions. Tie votes	votes shall be resolved by drawing	
resolved by drawing straws.	shall be resolved by drawing straws.	straws.	
3. Removal of Directors: A director may be	3. Removal of Directors. A Director may be	3. Removal of Directors. A director may	
removed from office with or without	removed from office with or without	be removed from office, with or without	
cause, only by a vote of the membership	cause, only by a vote of the membership	cause, only by a vote of the membership	
at a special meeting called for the purpose	at a special meeting called for the purpose	at a special meeting called for the	
of removing a director and pursuant to the	of removing thea Director and pursuant to	purpose of removing the director and	
requirements of notice as set forth in	the requirements of notice as set forth in	pursuant to the requirements of notice as	
Article VI-3. The Board may suspend a	Article VI, Section 3. The Board may	set forth in Article VI, Section 3. The	
director with or without cause (requiring	suspend a Director with or without cause	Board may suspend a director with or	
2/3 of the Board's votes) for a maximum	(requiring the affirmative vote of <del>2/3</del> two-	without cause (requiring the affirmative	
of 60 days or until voted on as provided in	thirds of the DirectorsBoard's votes) for a	vote of two-thirds of the directors) for a	
this article. The director in question shall	maximum of 60 days or until voted on as	maximum of 60 days or until voted on, as	
be excluded from such a vote. If a Board	provided in this article. The <del>d</del> Director in	provided in this article. The director in	
member or alternate misses three	question shall be excluded from such a	uppendix question shall be excluded from such a	
meetings in a row, the Board may declare	vote. If a Director <del>Board member or</del>	vote. If a director misses three Board	
that seat vacant. Beginning on January 1,	alternate misses three Board meetings in a	meetings in a row, the Board may declare	
2022, members who wish to remove a	row, the Board may declare that seat	that seat vacant by a two-thirds vote.	
director must submit a petition as	vacant by a two-thirds vote. Beginning on	Members who wish to remove a director	

provided in Article VI-2 for special meetings. Petitions must include member signatures with the name also legibly printed and the member's Fair affiliation. A director may be removed by a majority of votes cast on that issue.	January 1, 2022, mMembers who wish to remove a Director must submit a petition as provided in Article VI, Section2 for special meetings. Petitions must include member signatures-with the name also legibly printed and the member's Fair affiliation-, legibly printed name, and OCF	must submit a petition as provided in Article VI, Section 2 for special meetings. Petitions must include each member's signature, legibly printed name, and OCF affiliation. A director may be removed by the affirmative vote of a majority of votes cast on that issue.	
	affiliation. A dDirector may be removed by the affirmative vote of a majority of votes cast on that issue.		
4. Vacancies: Whenever the number of directors shall for any reason be less than	4. Vacancies. Whenever the number of Directors shall for any reason be less than	4. Vacancies. Whenever the number of directors shall for any reason be less than	
the number authorized, the vacancies may	the number authorized, the vacancies may	the number authorized, the vacancies	
be filled by a majority vote of the remaining directors. The Board is	be filled by the affirmative vote of a majority vote of the remaining directors.	may be filled by the affirmative vote of a majority of the remaining directors. The	
authorized to fill the vacancy even if the	The Board is authorized to fill the vacancy	Board is authorized to fill the vacancy	
number of remaining directors is less than	even if the number of remaining	even if the number of remaining directors	
the number necessary for a quorum under	dDirectors is less than the number	is less than the number necessary for a	
other provisions of these bylaws. Vacancies shall be filled at a meeting	necessary for a quorum under other provisions of these Bylaws. Vacancies shall	quorum under other provisions of these Bylaws. Vacancies shall be filled at a	
where prior notice of the matter has been	be filled at a meeting where prior notice of	meeting where prior notice of the matter	
given in the agenda.	the matter has been given in the agenda.	has been given in the agenda.	
The term of office of any director	The term of office of any D <del>d</del> irector	The term of office of any director	
appointed under this section shall be until	appointed under this section shall be until	appointed under this section shall be	
the next annual membership meeting, at	the next annual membership meeting, at	until the next annual membership	
which time the seat shall be filled by a	which time the seat shall be filled by a	meeting, at which time the seat shall be	
vote of the membership. Vacancies	vote of the membership. Vacancies	filled by a vote of the membership.	
occurring during an annual membership meeting before the balloting is closed shall	occurring during an annual membership meeting before the balloting is closed shall	Vacancies occurring during an annual membership meeting before the balloting	
be filled at that meeting.	be filled at that meeting.	is closed shall be filled at that meeting.	

5. Committees and Coordinators. The	5. Committees and Coordinators. The	5. Committees. The Board may appoint	
Board may appoint committees and	Board may appoint committees and	committees and delegate such authority	
delegate such authority to the committees	delegate such authority to the committees	to the committees as it deems necessary,	
as the Board deems necessary, proper or	as the Board it deems necessary, proper,	proper, or convenient for the effective,	
convenient for the effective, lawful and	or convenient for the effective, lawful, and	lawful, and beneficial operation of the	
beneficial operation of the Fair. Any	beneficial operation of the Fair OCF. Any	OCF. Any committees so appointed shall	
committees so appointed shall report to	committees so appointed shall report to	report to the Board or to such other	
the Board or to such other persons or	the Board or to such other persons or	persons or committees as the Board may	
committees as the Board may designate.	committees as the Board may designate.	designate. The Board shall remain	
The Board shall remain responsible for	The Board shall remain responsible for	responsible for ensuring that the	
ensuring that the committee function is	ensuring that the committee function is	committee functions are properly	
properly performed.	functions are properly performed.	performed.	
The board shall appoint an employee or	The <del>board</del> shall appoint an employee or	The Board shall appoint an employee or	
employees who shall be the lead	employees who shall be the lead	employees who shall be the lead	
professional (s) of the Oregon Country Fair	<del>professional (s)</del> professional(s) of the	professional(s) of the OCF and who will	
and who will be responsible for all	Oregon Country Fair the OCF and who will	be responsible for all operations thereof.	
operations of the year-round organization.	be responsible for all operations thereof.	The Board will hire, evaluate, decide on	
The Board will hire, evaluate, decide on	The Board will hire, evaluate, decide on	salary increases and, if necessary,	
salary increases and, if necessary,	salary increases and, if necessary,	terminate the contract with such	
terminate the contract with such	terminate the contract with such	professional(s).	
professional (s).	professional (s) professional(s).		
ARTICLE VIII: MEETINGS OF THE BOARD OF	ARTICLE VIII: MEETINGS OF THE BOARD OF	ARTICLE VIII: MEETINGS OF THE BOARD	
DIRECTORS	DIRECTORS	OF DIRECTORS	
1. Annual Meeting: An annual meeting of	1. Annual Board Meeting. An annual	1. Annual Board Meeting. An annual	
the Board of Directors shall be held at	meeting of the Board <del>of Directors</del> shall be	meeting of the Board shall be held at such	1
such time as shall be determined by the	held at such time as shall be determined	time as shall be determined by the	
Secretary within thirty days after the	by the Recording Secretary within thirty	recording secretary within thirty days	
annual meeting of the membership. The	days after the annual membership	after the annual membership meeting.	
purpose of this meeting shall be to review	meeting <del>of the membership</del> . The purpose	The purpose of this meeting shall be to	

the status of the Fair, to elect officers, and to continue to perform whatever acts appear reasonably necessary to further the interest of the Fair.	of this meeting shall be to review the status of the Fair corporation OCF, to elect officers, and to continue to perform whatever acts appear reasonably necessary to further the interest of the Fair OCF.	review the status of the OCF, to elect officers, and to perform whatever acts appear reasonably necessary to further the interest of the OCF.	
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.	2. Regular Business Meetings. There shall be a regular business meeting of the Board on the first Monday of every month, unless otherwise specified by in the Board agenda.	2. Regular Business Meetings. There shall be a regular business meeting of the Board on the first Monday of every month, unless otherwise specified in the Board agenda.	
3. Special Meetings: 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.	3. Special Meetings. Special meetings of the Board may be called by the President and two Directors, or by five Directors, with appropriate notice as provided in Section 4 of this Article. 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.	3. Special Meetings. Special meetings of the Board may be called by the president and two directors or by five directors with appropriate notice as provided in Section 4 of this Article. 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	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	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	into the records of the Fair OCF. Such	into the records of the OCF. Such notice	
shall be given not less than seven nor	notice shall be given not less than seven	shall be given not less than seven nor	
more than thirty days prior to the date of	nor more than <del>thirty</del> 30 days prior to the	more than 30 days prior to the date of	
the meeting and shall set forth the time	date of the meeting and shall set forth the	the meeting and shall set forth the time	
and place of the meeting. It is the	time and place of the meeting. It is the	and place of the meeting. It is the	
responsibility of the individual director to	responsibility of the each individual	responsibility of each individual director	
provide the Secretary with correct mailing	Director to provide the Recording	to provide the recording secretary with	
and email addresses. A director may waive	Secretary with correct mailing and email	correct mailing and email addresses. A	
notice of any meeting of the Board of	addresses. A <del>director Director</del> may waive	director may waive notice of any meeting	
Directors by submitting a written waiver of	notice of any meeting of the Board <del>of</del>	of the Board by submitting a written	
notice to the Secretary. Attendance of a	Directors by submitting a written waiver of	waiver of notice to the recording	
director at any meeting of the Board of	notice to the Recording Secretary.	secretary. Attendance of a director at any	
Directors shall constitute waiver of notice.	Attendance of a directorDirector at any	meeting of the Board shall also constitute	
	meeting of the Board <del>of Directors</del> shall	waiver of notice unless the director, at	
	also constitute waiver of notice unless the	the beginning of the meeting or promptly	
	Director, at the beginning of the meeting	on the director's arrival, objects to	
	or promptly on the Director's arrival,	holding the meeting or transacting	
	objects to holding the meeting or	business at the meeting and does not	
	transacting business at the meeting and	thereafter vote for or assent to any action	
	does not thereafter vote for or assent to	taken at the meeting.	
	any action taken at the meeting.		
5. On-Site Meetings: In addition to regular	<ol><li>On-site Emergency Meetings. In</li></ol>	5. Emergency Meetings. In addition to	
business meetings set out in VIII-2 above,	addition to regular business meetings set	regular business meetings set out in	
it is anticipated that frequent meetings of	out in <del>VIII-2</del> Section 2 above of this Article,	Section 2 of this Article, it is anticipated	
the directors may be required during the	it is anticipated that frequent emergency	that emergency meetings of the directors	
production of the annual fair event. For	meetings of the <del>d</del> Directors may be	may be required during the production of	
purposes of this Section, the production of	required during the production of the	the Fair. For purposes of this section, the	
the annual fair event includes the two	annual fair event Fair. For purposes of this	production of the Fair includes the two	
months preceding the event, the actual	Section, the production of the annual fair	months preceding the Fair, the actual	
dates of the annual fair event, and the	<del>event</del> Fair includes the two months	dates of the Fair, and the month	

	-			
month following the fair event. Notice for	preceding the <del>event</del> Fair, the actual dates	following the Fair. The recording		
each such meeting is to be given by the	of the <del>annual fair event</del> Fair, and the	secretary will give at least four hours'		
Secretary with as much dispatch as is	month following the fair event Fair. Notice	notice of each such meeting. Directors		
reasonably possible under the	for each such meeting is to be given by	shall have an affirmative duty to be easily		
circumstance, but individual directors shall	tThe Recording Secretary will give at least	available to receive notice.		
have an affirmative duty to inform	four hours' notice of each such meeting.			
themselves of the meetings or to be easily	with as much dispatch as is reasonably			
available to receive notice.	possible under the circumstances, but			
	individual dDirectors shall have an			
	affirmative duty <del>to inform themselves of</del>			
	the meetings or to be easily available to			
	receive notice.			
6. Quorum: A majority of the directors, but	6. Quorum. A majority of the <del>d</del> Directors in	6. Quorum. A majority of the number of		
in no case fewer than six, shall constitute a	office immediately before a Board meeting	directors in office immediately before a		
quorum for the transaction of business.	begins, but in no case fewer than six	Board meeting begins, but in any no-case		
	Directors, shall constitute a quorum for	no fewer than six directors, shall		
	the transaction of business at that	constitute a quorum for the transaction		
	meeting.	of business at that meeting.	Commented [KLM5]: Revised to	be consistent with ORS
			65.351(1).	
7. Voting: A two-thirds majority of all the	7. Voting. A-The affirmative vote of two-	7. Voting. The affirmative vote of two-		
Directors present and voting at a meeting	thirds <del>majority</del> of all the Directors present	thirds of all the directors present and		
at which a quorum is present shall be an	and voting at a meeting at which a	voting at a meeting at which a quorum is		
act of the Board of Directors. No action	quorum is present shall be an act of the	present shall be an act of the Board. No		
shall be taken by the Board of Directors	Board <del>of Directors</del> . No action shall be	action shall be taken by the Board		
without a meeting. For purposes of this	taken by the Board <del>of Directors</del> without a	without a meeting. For purposes of this		
Section, abstentions shall not be counted	meeting. For purposes of this Section,	section, abstentions shall not be counted		
as votes.	abstentions shall not be counted as votes.	as votes.		
8. Policy of Decision Making: It shall be the	8. Policy of Decision-Making. It shall be the	8. Policy of Decision-Making. It shall be		
express policy of the Fair that all regular	express policy of the Fair OCF that all	the express policy of the OCF that all		

2. Election/Term. The officers are to be elected by the Board of Directors at its	2. Election/Term. The officers are to be elected by the Board <del>of Directors</del> at its	2. Election/Term. The officers are to be elected by the Board at its annual Board	
ARTICLE IX: OFFICERS 1. Officers. Officers of the Fair shall be four: a President, Vice President, Secretary, and Treasurer. At the Board of Directors' discretion, any officer position may be shared by one or more persons.	ARTICLE IX: OFFICERS 1. Officers. Officers of the Fair OCF shall be four: a President, Vice President, Secretary, and Treasurer. At the Board of Directors' discretion, Any officer position may be shared by one or more persons at the discretion of the Board.	ARTICLE IX: OFFICERS 1. Officers. Officers of the OCF shall be four: a president, vice president, secretary, and treasurer. Any officer position may be shared by one or more persons at the discretion of the Board.	
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.	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.		
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.	regular business meetings are be 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.	regular business meetings be open to members 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.	

annual Board meeting or in the event that an office becomes vacant at any other time of year. There shall be no requirement that an officer be a director. Each officer shall serve until the next annual Board meeting or until their death or resignation.	annual Board meeting or in the event that an office becomes vacant at any other time of year. There shall be no requirement that an officer be a director. Each officer shall serve until the next annual Board meeting or until their death, <del>or</del> -resignation, or removal.	meeting or in the event that an office becomes vacant at any other time of year. There shall be no requirement that an officer be a director. Each officer shall serve until the next annual Board meeting or until their death, resignation, or removal.			
3. Secretary. 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	<ol> <li>Recording and Membership         Secretaryies. The reponsibilities of the         Secretary shall be such as are consistent         with the duties enumerated above-below,         and shall be shared by the Recording         Secretary and the Membership Secretary.         In the event that one of the Secretary         positions is not filled, the duties of that         Secretary shall be performed by one         Secretary or their designee(s).         (a) The responsibilities of the Recording         Secretary shall be as follows: to keep a         current book of records containing the         minutes of all meetings of the Fair OCF, a         copy of the Certificate and Articles of         Incorporation, a copy of the Bylaws, the         names and addresses of the Board of         Directors; and to select a date for the         annual Board Directors' meeting and to         give notice for of all meetings as required         by the Bylaws, except as provided in         subsection b of this section; to be         responsible for the recording of minutes         responsite for the recording of minutes         recording of minutes</li></ol>	<ol> <li>Recording and Membership</li> <li>Secretaries. The responsibilities of the secretary shall be such as are consistent with the duties enumerated below and shall be shared by the recording secretary and the membership secretary. In the event that one of the secretary positions is not filled, the duties of that secretary shall be performed by one secretary or their designee(s).</li> <li>(a) The responsibilities of the recording secretary shall be as follows: to keep a current book of records containing the minutes of all meetings of the OCF, a copy of the Certificate and Articles of Incorporation, a copy of the bylaws, and the names and addresses of the directors and officers; to select a date for the annual Board meeting and to give notice of all meetings as required by the bylaws except as provided in Subsection (b) of this Section; to be responsible for the recording of minutes and to provide each</li> </ol>	Formatte	ed: Not Highlight	

office box address(es) in the name of the		
<del>Fair;</del> OCF.	(b) The responsibilities of the	
(b) The responsibilities of the Membership	membership secretary shall be as follows:	
Secretary shall be as follows: to keep a roll	to keep a roll of the members and	
of the members and submitted petitions;	submitted petitions; to select a date for	
to select a date for and give notice of	and give notice of special meetings of the	
special meetings of the members as set	members as set forth in Article VI,	
forth in Article VI, Section 2; to make such	Section 2; to act as a proxy for members	
book of records accessible to the members	electing to appoint a proxy in accordance	
upon reasonable notice; to act as a proxy	with Article VI, Section 7; and to be a	
for members electing to appoint a proxy in	member of the Elections Committee.	
accordance with Article VI, Section 7; to		
work with the Registration Coordinator(s)		
prior to each Fair in order to assure		
accurate membership records; and to be a		
member of the Election Committee		
The powers of the Secretary shall be such		
as are consistent with the duties		
enumerated above.		
4. Treasurer. The responsibilities of the	4. Treasurer. The responsibilities of the	
Treasurer shall be as follows: to keep	treasurer shall be as follows: to keep	
accurate and complete records of the	accurate and complete records of the	
receipts and disbursements of the Fair	receipts and disbursements of the OCF; to	
OCF; to make such records accessible to	make such records accessible to the	
the members upon reasonable notice; to	members upon reasonable notice; to	
supervise and effectuate an annual Fair	supervise and effectuate an annual	
budget; to supervise a public accountant	budget; to supervise a public accountant	
	<ul> <li>(b) The responsibilities of the Membership Secretary shall be as follows: to keep a roll of the members and submitted petitions; to select a date for and give notice of special meetings of the members as set forth in Article VI, Section 2; 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 work with the Registration Coordinator(s) prior to each Fair in order to assure accurate membership records; and to be a member of the Election Committee. The powers of the Secretary shall be such as are consistent with the duties enumerated above.</li> <li>4. Treasurer. The responsibilities of the Treasurer shall be as follows: to keep accurate and complete records of the Fair OCF; to make such records accessible to the members upon reasonable notice; to supervise and effectuate an annual Fair</li> </ul>	<ul> <li>thereof; to be a member of the Elections</li> <li>Committee; and to maintain a current post office box address(es) in the name of the Fair; OCF.</li> <li>(b) The responsibilities of the Membership Secretary shall be as follows: to keep a roll of the members and submitted petitions; to select a date for and give notice of special meetings of the members as set forth in Article VI, Section 2; 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 work with the Registration Coordinator(s) prior to each Fair in order to assure accurate membership records; and to be a member of the Election Committee.</li> <li>4. Treasurer. The responsibilities of the Treasurer shall be as follows: to keep accurate and complete records of the receipts and disbursements of the Fair OCF; to make such records accessible to the members upon reasonable notice; to supervise and effectuate an annual Fair</li> </ul>

for the preparation and filing of corporate	for the preparation and filing of corporate	for the preparation and filing of corporate	
tax returns; and to prepare a financial	tax returns; and to prepare a financial	tax returns; and to prepare a financial	
report for the annual membership	report for the annual membership	report for the annual membership	
meeting. The powers of the Treasurer shall	meeting. The powers of the Treasurer shall	meeting. The powers of the treasurer	
be such as are consistent with the	be such as are consistent with the	shall be such as are consistent with the	
performance of the above enumerated	performance of the above enumerated	performance of the above enumerated	
duties.	duties.	duties.	
5. President. The President shall be the principal executive officer of the Fair, subject to the control of the directors. (S)He shall, when present, preside at meetings of the members, or make provision for a facilitator to preside at said meetings. The President may sign, with the Secretary or Treasurer, or any other person so authorized by the Board of Directors, certificates for memberships, deeds, mortgages, contracts or other instruments which the Directors have authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.	5. President. The President shall be the principal executive officer of the Fair OCF, subject to the control of the directors Board. (S)HeThe President shall, when present, preside at meetings of the members, or make provision for a facilitator to preside at said meetings. The President may sign, with the a Secretary or Treasurer, or any other person so authorized by the Board of Directors, certificates for memberships, deeds, mortgages, contracts or other instruments which the Directors have Board has authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.	5. President. The president shall be the principal executive officer of the OCF, subject to the control of the Board. The president shall, when present, preside at meetings of the members, or make provision for a facilitator to preside at said meetings. The president may sign, with a secretary or treasurer or any other person so authorized by the Board, certificates for memberships, deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed; and shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board.	
6. Vice President. In the event of the death	6. Vice President. In the event of the	6. Vice President. In the event of the	
of the President, the Vice President shall	death, resignation, or removal of the	death, resignation, or removal of the	
become President for the unexpired	President, the Vice President shall become	president, the vice president shall	
portion of the President's term. The Vice	President for the unexpired portion of the	become president for the unexpired	

President shall have all the authority and powers of the President during any period of time that the Board determines the President is incapacitated.	President's term. The Vice President shall also have all the authority and powers of the President during any period of time that the Board determines the President isto be incapacitated.	portion of the president's term. The vice president shall also have all the authority and powers of the president during any period of time that the Board determines the president to be incapacitated.	
7. Removal. Any officer may be removed with or without cause by a vote of the Directors at any meeting where prior notice has been given to the Board that the matter will be discussed.	7. Removal. Any officer may be removed with or without cause by a vote of the DirectorsBoard at any meeting where prior notice has been given to the Board, in the manner specified in Article VIII, Section 4, that the matter will be discussed considered.	7. Removal. Any officer may be removed with or without cause by a vote of the Board at any meeting where notice has been given to the Board in the manner specified in Article VIII, Section 4, that the matter will be considered.	
8. Resignation. Any officer may resign by delivering written notice to the Secretary.	8. Resignation. Any officer may resign by delivering written notice to the Recording Secretary.	8. Resignation. Any officer may resign by delivering written notice to the recording secretary.	
9. Vacancies. Any vacancy in an office may be filled for the unexpired portion of the term by the Board.	9. Vacancies. Any vacancy in an office may be filled by the Board for the unexpired portion of the term <del>by the Board</del> .	9. Vacancies. Any vacancy in an office may be filled by the Board for the unexpired portion of the term.	
ARTICLE X: TRANSACTIONS WITH DIRECTORS OR OFFICERS	ARTICLE X: TRANSACTIONS WITH DIRECTORS OR OFFICERS	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, per in any contract for	1. No Director or Officer of the Fair OCF shall be interested, directly or indirectly, in any transaction with the OCF (including but not limited to contracts), contract relating to the operation conducted by it, nor in any matter which may render	1. No director or officer of the OCF shall be interested, directly or indirectly, in any transaction with the OCF (including but not limited to contracts), unless:	
director or officer, nor in any contract for	financial benefit to the director or officer,		

Constabilities and the second second second second second			
furnishing supplies or services to the Fair	nor in any contract for furnishing supplies		
Unless:	or services to the Fair unless:		
(a) the contract is fair to the Fair and is	(a) the transaction is approved or ratified	(a) the transaction is approved or ratified	
authorized by two thirds of the directors	by the affirmative vote of two-thirds of the	by the affirmative vote of two-thirds of	
present and voting at a meeting at which	Directors who have no direct or indirect	the directors who have no direct or	
the presence of such director is not	interest in the transaction (the transaction	indirect interest in the transaction (the	
counted for a quorum and at which the	may not be approved or ratified under this	transaction may not be approved or	
vote of such a director is not necessary for	section by a single Director); and the	ratified under this section by a single	
authorization, and	contract is fair to the Fair and is authorized	director); and	
	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	(b) the material facts of the transaction	(b) the material facts of the transaction	
and the nature of the director's or officer's	and the nature of the Director's or	and the nature of the director's or	
interest have been fully disclosed to the	Officer's interest have been fully disclosed	officer's interest have been fully disclosed	
Board prior to discussion and	or are known to the Board prior to	or are known to the Board prior to	
consideration of the matter.	discussion and consideration of the	consideration of the matter and are	
	matter, and are determined by the Board	determined by the Board to be fair to the	
	to be fair to the OCF.	OCF.	
2. A director or officer of the Fair has an	2. A Director or Officer of the Fair OCF has	2. A director or officer of the OCF has an	
indirect interest in a transaction if;	an indirect interest in a transaction if;	indirect interest in a transaction if:	
(a) Another entity in which the director or	((a) Another entity in which the Director or	(a) Another entity in which the director or	
officer, a relative of the director or officer,	Officer <del>, a</del>	officer has a material interest or in which	
or a member of the director's or officer's	relative of the director or officer, or a	the director or officer is an employee or	
household has a material interest or in	member of the director's or officer's	general partner or is a party to the	
which the director or officer, relative or	household has a material interest or in	transaction; or	
household member is an employee or	which the Director or Officer <del>, relative, or</del>		

general partner is a party to the	household member is an employee or		
transaction; or	general partner or is a party to the		
····, ··	transaction; or		
(b) Another entity of which the director or	(b) Another entity of which the Director or	(b) Another entity of which the director	
officer, relative or household member is a	Officer, relative, or household member is a	or officer is a director, officer, or trustee	
director, officer or trustee is a party to the	director, officer, or trustee is a party to the	is a party to the transaction and the	
transaction, and the transaction is or	transaction, and the transaction is or	transaction is or should be considered by	
should be considered by the board of directors of the Fair.	should be considered by the Board; or-of directors of the Fair.	the Board; or	
	(c) A person who is related to the Director	(c) A person who is related to the director	
	or Officer, or a business associate of the	or officer, or a business associate of the	
	Director or Officer, is a party to the	director or officer, is a party to the	
	transaction.	transaction.	
For purposes of subsection (1) of this	For purposes of subsection (1) of this		
section, a conflict of interest transaction is	section, a conflict of interest transaction is		
authorized, approved or ratified if it	authorized, approved or ratified if it		
receives the affirmative vote of two thirds	receives the affirmative vote of two thirds		
of the directors on the board of directors	of the directors on the board of directors		
who have no direct or indirect interest it	who have no direct or indirect interest it		
the transaction. A transaction may not be	the transaction. A transaction may not be		
authorized, approved or ratified under this	authorized, approved or ratified under this		
section by a single director. If two thirds of	section by a single director. If two thirds of		
the directors who have no direct or	the directors who have no direct or		
indirect interest in the transaction vote to	indirect interest in the transaction vote to		
authorize, approve or ratify the	authorize, approve or ratify the		
transaction, a quorum is present for the	transaction, a quorum is present for the		
purpose of taking action under this	purpose of taking action under this		
section. The presence of, or a vote cast by,	section. The presence of, or a vote cast by,		
a director with a direct or indirect interest	a director with a direct or indirect interest		
in the transaction does not affect the	in the transaction does not affect the		

validity of any action if the transaction is otherwise approved as provided in this section.	validity of any action if the transaction is otherwise approved as provided in this section.		
ARTICLE XI: AMENDMENT	ARTICLE XI: AMENDMENT	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.	1. Except as provided in Section 2 of this Article, these Bylaws may be amended by an act of the Board at any regularly scheduled meeting of the Board, provided such notice of intent to amend was given to all Directors in accordance with Article VIII, Section 3, together with a copy or summary of the amendment or a statement of the general nature of the amendment. made at a prior Board meeting.	1. Except as provided in Section 2 of this Article, these Bylaws may be amended by an act of the Board at any regularly scheduled meeting of the Board, provided such notice of intent to amend was given to all directors in accordance with Article VIII, Section 3, together with a copy or summary of the amendment or a statement of the general nature of the amendment.	
2. Not withstanding Section 1 of this article, no	2. Notwithstanding Section 1 of this Article, no amendment to Article V,	2. Notwithstanding Section 1 of this Article, no amendment to Article V,	
	Section 6, subsection (a) of these Bylaws	Section 6(a) of these Bylaws pertaining to	

amendment to Article V, section 6,	pertaining to the voting rights of the	the voting rights of the membership may	
subsection (a) of these bylaws pertaining	membership may be enacted unless such	be enacted unless such amendment is	
to the voting rights of the membership	amendment is ratified by the affirmative	ratified by the affirmative vote of a	
may be enacted unless such amendment is	vote of a majority vote of the membership	majority <del>vote</del> of the membership at a	
ratified by a majority vote of the	at a <del>Mm</del> embership <del>Mm</del> eeting held <del>in</del>	membership meeting held pursuant to	
membership at a Membership Meeting	pursuant to Article VI of these Bylaws.	Article VI of these Bylaws.	
held in pursuant to Article VI of these			
bylaws.			