

FAIR FAMILY NEWS

OREGON COUNTRY FAIR ☯ ONE CREATIVE FAMILY

VOLUME 32 ISSUE 5

OCTOBER 2023



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FAIR FAMILY CALENDAR

OCTOBER

- 14 Annual Membership meeting, 6:30 pm, LCC Longhouse, 4000 E. 30th Ave., Eugene; (Details on page 20 in this issue of FFN.)
- 21 Board Election Ballots due, 8 pm
- 22 Board Election Ballots counted

NOVEMBER

- 6 Board of Directors Meeting, 7 pm
- 8 Fair Family News Deadline
- 11 Board Work Session on Emerald Ash Borer, 7 pm

DECEMBER

- 4 Board of Directors Meeting, 7 pm
- 6 Fair Family News Deadline

For additional events see:

<https://oregoncountryfair.net/events/>

WASH HANDS IN SOAP AND WATER!

KEEP IN TOUCH

Oregon Country Fair
442 Lawrence St.
Eugene, OR. 97401
(541) 343-4298

FFN@OREGONCOUNTRYFAIR.ORG

INFO@OREGONCOUNTRYFAIR.ORG

OREGONCOUNTRYFAIR.ORG (EVENT INFO)

OREGONCOUNTRYFAIR.NET (BUSINESS SITE)



**Happy
Birthday
Scorpios!!!**



Here's a shout out to all our great Fair family members! Every one of you deserves recognition for your hard work for the Fair!



Get on the FFN and/or Voting Membership List

Tell us your name; your email address to be notified of the online version of the newsletter; your crew or booth number; name of your leader or booth rep; name of person who can verify your participation, and your mailing address if applying for membership.

Mail to: OCF, Membership/Mailing,
442 Lawrence Street, Eugene, 97401.

Or Email to: info@oregoncountryfair.org



FAMILY LETTERS

This newsletter is for the Oregon Country Fair Family and all material is volunteered from the membership.

Opinions expressed here are those of the authors and do not necessarily reflect the policies of the Fair or the FFN.

Letters must be limited to 300 words. They will be edited for length and clarity. Please include name, Fair Affiliation and a method of communication (i.e. phone number or e-mail).



FFN STAFF

Michael "Werewolf" Ottenhausen

Mary "Maleficent" Doyon

Suzi "Spooky" Prozanski

Daniel "Coffin" Cohn

Brad "Lurch" Lerch

Niki "Witch Hat" Harris

norma "boo" sax

Kim "Bloody" Griggs

Vanessa "Jack-o'-lantern" Roy

Alex "Pumpkin" Zabala



Elections Committee Report

by Stephen Diercouff, Secretary

If you have not returned your ballot yet, it will soon be too late to mail it via standard mail. If you are local, you can drop it off at the OCF office. The address is 442 Lawrence St., Eugene, OR 97401.

If you are not local, you can mail it back with second day or overnight delivery. We must receive your ballot by the deadline — postmarks do not count.

**YOUR BALLOT IS DUE BY 8 PM PDT
SATURDAY, OCTOBER 21!**

We shall be counting ballots the afternoon of October 22, and we will announce the results as soon as we have them on the oregoncountryfair.net website.

If you were unable to register in time for this year's election, please do so now, so that you don't have to worry about registering next year. You can get a membership application at <https://oregoncountryfair.net/elections/membership-application.pdf>.

Please be sure to fill the form out completely, hand sign it (we do not accept electronic signatures), and either scan it and return it to elections@oregoncountryfair.org, or mail it to the OCF office.

We have been busy receiving returned ballots and preparing them for counting. We have received a number of ballots back that were undeliverable, and have re-sent those for which we were able to get updated addresses.

We have sent several notices that ballots have been sent, asking you to contact us if you think you are registered to vote but still did not receive yours. It is too late for us to send replacement ballots to anyone, but if you are local and did not receive yours, or you have spoiled your ballot and need a replacement, we can arrange to get you a new ballot during office hours and on Saturday, October 21, when we'll be available between 5 pm and 7:30 pm.

This can be done by prior arrangement only, and you will have to come to the OCF office in person, get your ballot, and return it to us then. Office Staff do not have access to ballots, so if you show up without making prior arrangements, they will be unable to issue you a ballot. We shall need to prepare any replacement ballots before noon on October 21, and there are no blank ballots at the office, so we won't be able to accommodate anyone who did not make prior arrangements.

We welcome new members and volunteers to our elections team, so if you're interested, please email elections@oregoncountryfair.org.

Don't forget to vote!

2023 OCF Board Election Candidate List

See pages 7-14, Sept. FFN

**BOARD of DIRECTORS
CANDIDATE STATEMENTS**

Sandra Bauer
Ann Bennett Rogers
Cassandra "Cassie" Espo
Anthony Jackson
Jon Silvermoon
Jon Steinhart
Teresa Vaughn
Saskia Whitson



Elders Annual Supermoon Spirit Walk Returns!

by Elders Committee

The Elders Events Subcommittee is bringing back the annual Spirit Walk after several years of not holding the event. All Fair Family are invited. The event will be held at the Yurt, located by the Hub. We will honor those Fair Family members who have gone before us, and then share an autumn-themed potluck meal.

Date: Saturday, October 28, Supermoon
Gathering time: 3 – 4 pm

Late afternoon – Bell Ringing Ceremony. We will ring the bell, then read out the names of each person to be remembered, followed by a moment of silence.

Twilight – We will walk the Fair paths and stop to remember individuals associated with a booth or space. Bring a flashlight or lantern for navigating dark paths.



Celebration! Fall-themed potluck dinner and dessert. Weather permitting, we'll have a fire pit.

Optional overnight stay at Alice's (Elders only due to limited availability). Contact Kay K. to reserve a space (541-726-7343).

Bring food and beverages to share. There is electricity at the yurt to accommodate crockpots, etc. If you'd like to remember a Fair Family member, please send the name of the person and their associated area of the Fair in a text message to Lisa Cooley (541-

556-5547) or via email (cooley.lisa.reeferOCF@gmail.com).

Want more details? Visit the Elders Website events page: <https://ocfelders.weebly.com/elder-news-and-events.html>

The Bylaws Amendment Process: A Success Story

by Lisa Parker, Vice President of Bylaws & Policy, Oregon Country Fair Board of Directors

At the October 2, 2023, Board of Directors' meeting, the Board approved the amended Bylaws of the Oregon Country Fair. This represents the final culmination of 35 Bylaws Committee meetings, two Board Work Sessions, and multiple rounds of attorney review over the last three years. This has been a monumental task, and on behalf of the Bylaws Committee, I want to extend sincere appreciation and thanks to the Board of Directors.

On May 24, 2019, SB 360, amending Chapter 65 of the Oregon Revised Statutes which govern nonprofit organizations in Oregon, was signed into law. The Act became operative on January 1, 2020. Additionally, the OCF Bylaws were originally crafted before the advent of the internet, and thus lacked provisions for electronic communication. At the November 2, 2020, Board Meeting, recognizing the need for a review and update of the Bylaws, the Board unanimously approved the motion directing the Bylaws Committee to perform a comprehensive review and update of the OCF Bylaws.

Following the Board's directive, the Bylaws Committee commenced meetings and got to work. The existing Bylaws were meticulously transcribed into an Excel spreadsheet, with corresponding ORS 65 statutes in a second column. Each article was then compared to the

respective ORS 65 statutes one by one, and proposed changes were submitted for attorney review.

This has been an open and transparent process every step of the way. Every Bylaws Committee meeting and both Board Work Sessions have been listed on the calendar of events on the .net site and have been open to the membership, and the working documents are posted on the .net site under "Board Working Documents."

The next step is for the Secretary to transcribe the Board-approved draft document into the final Amended Bylaws of the Oregon Country Fair, to be printed and signed by the OCF Secretary and posted on the .net site, most likely by the end of October.

I want to conclude by saying that no one person could have done this on their own. It has been nothing short of an honor and a privilege to work with the Bylaws Committee, and I want to give them due credit for their dedicated service to the OCF.

Thanks to Diane Albino, Heidi Doscher, Paxton Hoag, Lawrence Taylor; our Board Liaisons Ann Bennett Rogers and Arna Shaw; and past Bylaws Committee members Kimberly "Kimmo" Howard, Mark Pankratz, and Palmer Parker. I am so very proud of and grateful for each and every one of you.

Approved Bylaw Changes

Current Bylaws	Proposed changes by Bylaw Committee	Draft of Bylaws with changes
ARTICLE I. NAME, OFFICE, MAILING ADDRESS The name of the corporation shall be The Oregon Country Fair. Its registered office and mailing address shall be at 442 Lawrence Street, Eugene, Oregon 97401, or such other office or mailing address as established by the Board.	ARTICLE I. NAME, OFFICE, MAILING ADDRESS The name of the corporation shall be The Oregon Country Fair (hereinafter "the OCF"). Its registered office and mailing address shall be at 442 Lawrence Street, Eugene, Oregon 97401, or such other office or mailing address as established by the Board of Directors (hereinafter "the Board") .	ARTICLE I. NAME, OFFICE, MAILING ADDRESS The name of the corporation shall be The Oregon Country Fair (hereinafter "the OCF"). Its registered office and mailing address shall be 442 Lawrence Street, Eugene, Oregon 97401, or such other office or mailing address as established by the Board of Directors (hereinafter "the Board").
ARTICLE II. PURPOSE The purpose of the corporation shall be to sponsor The Oregon Country Fair, hereinafter "the Fair", which shall be an annual event intended to educate and inform the public about choices in personal and community lifestyle through the promotion and preservation of the work of individual crafts persons, artists, artisans, musicians, and performers, displays in a traditional fair setting, psycho-spiritual rejuvenation, and the creation of a public forum encouraging the exchange and discussion of ideas about alternative community organization, use of economic resources and appropriate technology, as well as any other lawful purpose within the scope of sections 501(c)(3) or 509(a)(1) of the Internal Revenue code.	ARTICLE II. PURPOSE The purpose of the OCF corporation shall be to sponsor The Oregon Country Fair (hereinafter "the Fair"), which shall be an annual event intended to educate and inform the public about choices in personal and community lifestyle through the promotion and preservation of the work of individual crafts persons, artists, artisans, musicians, and performers; displays in a traditional fair setting; psycho-spiritual rejuvenation; and the creation of a public forum encouraging the exchange and discussion of ideas about alternative community organization, use of economic resources and appropriate technology; as well as any other lawful purpose within the scope of sections 501(c)(3) or 509(a)(1) of the Internal Revenue Code.	ARTICLE II. PURPOSE The purpose of the OCF shall be to sponsor The Oregon Country Fair (hereinafter "the Fair"), which shall be an annual event intended to educate and inform the public about choices in personal and community lifestyle through the promotion and preservation of the work of individual crafts persons, artists, artisans, musicians, and performers; displays in a traditional fair setting; psychospiritual rejuvenation; and the creation of a public forum encouraging the exchange and discussion of ideas about alternative community organization, use of economic resources and appropriate technology; as well as any other lawful purpose within the scope of Sections 501(c)(3) or 509(a)(1) of the Internal Revenue Code.
ARTICLE III. DATE OF THE FAIR The Oregon Country Fair annual fair event shall be held at such time and place as the Board of Directors shall determine.	ARTICLE III. DATE OF THE FAIR The Oregon Country Fair annual fair event shall be held at such time and place as the Board of Directors shall determine.	ARTICLE III. DATE OF THE FAIR The Fair shall be held at such time and place as the Board shall determine.
ARTICLE IV. FISCAL YEAR The fiscal year of the Fair shall be the Calendar year, or such other fiscal year as set by the Board.	ARTICLE IV. FISCAL YEAR The fiscal year of the Fair OCF shall be the calendar year, or such other fiscal year as set by the Board.	ARTICLE IV. FISCAL YEAR The fiscal year of the OCF shall be the calendar year, or such other fiscal year as set by the Board.
ARTICLE V. MEMBERS 1. Membership. There shall be one class of membership.	ARTICLE V. MEMBERS 1. Membership. There shall be one class of membership, all of whom shall have the same rights and obligations with respect to the OCF. Notwithstanding the preceding sentence, certain early members of the OCF made donations or loans to the OCF to enable it to purchase the property on which the Fair is held, and those members shall have the honorary title of "charter members." Such title shall not grant them any different rights from any other member.	ARTICLE V. MEMBERS 1. Membership. There shall be one class of members, all of whom shall have the same rights and obligations with respect to the OCF. Notwithstanding the preceding sentence, certain early members of the OCF made donations or loans to the OCF to enable it to purchase the property on which the Fair is held, and those members shall have the honorary title of "Charter Members." Such title shall not grant them any different rights from any other member.
2. Eligibility and Admission. (a) Any individual who subscribes to the purposes and basic policies of the Fair, abides by the terms and conditions of these Bylaws, the Articles of Incorporation and any amendments thereto, and acts in accordance with the decisions made by the Board of Directors, is eligible for membership if the individual is registered with the Fair and (1) has received either a wristband, other Fair camping pass or verifiable worker day pass in one of the three previous Fairs, or (2) is a verified	2. Eligibility and Admission. (a) Any individual who subscribes to the purposes and basic policies of the Fair abides by the terms and conditions of these Bylaws, the Articles of Incorporation and any amendments thereto, and acts in accordance with the decisions made by the Board of Directors, is eligible for membership if the individual is registered with the Fair OCF and (1) has received either a wristband, other Fair camping pass or verifiable worker day pass in one of the three previous Fairs, or (2) is a	2. Eligibility and Admission. (a) Any individual is eligible for membership if the individual is registered with the OCF and has received either a wristband, other Fair camping pass, or verifiable worker day pass in one of the three previous Fairs, or is a verified elder in accordance with OCF Elders policy.

elder.	verified elder in accordance with OCF Elders policy.	
(b) There is no membership fee required for general members.	(b) There is no membership fee required for general members. Members are not required to pay any membership fee.	(b) Members are not required to pay any membership fee.
(c) It is the responsibility of each member to file an initial registration form with the Fair and to promptly notify the Secretary of any changes in the member's preferred contact information (which may be a street address, a mailing address, or an electronic address) for notices and other messages from the Fair. The fair shall direct all notices required pursuant to these bylaws, the articles of incorporation, or Oregon law to each member using the most current information provided to the secretary.	(c) It is the responsibility of each member to file an initial registration form with the Fair OCF and to promptly notify the Membership Secretary of any changes in the member's preferred contact information (which may be a street address, a mailing address, or an electronic address) for notices and other messages from the Fair. The fair OCF shall direct all notices required pursuant to these Bylaws , the Articles of Incorporation , or Oregon law to each member using the most current information provided to the Membership Secretary .	(c) It is the responsibility of each member to file an initial registration form with the OCF and to promptly notify the Membership Secretary of any changes in the member's preferred contact information (which may be a street address, a mailing address, or an electronic address) for notices and other messages from the Fair. The OCF shall direct all notices required pursuant to these Bylaws, the Articles of Incorporation, or Oregon law to each member using the most current 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 of Directors 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.	4.3. 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 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.	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. 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 and liabilities have been paid.	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. 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.
5. Termination of Membership.	5. Termination of Membership.	5. Termination of Membership.
(a) Automatic termination: Membership of any member shall be automatically terminated if the member fails to either (1) meet the conditions for membership as provided in Section 2(a) of this Article or	(a) Automatic termination. Membership of any member shall be automatically terminated if the member fails to either (1) meet the conditions for membership as provided in Section 2(a) of this Article or	

(2) vote in at least one annual membership election every three years.	(2) vote in at least one annual membership election every three years.	
(b) Voluntary termination: A member may resign from the Fair at any time by delivering a written notice of withdrawal to the Secretary of the Fair.	(a) (b) Voluntary termination Resignation. A member An individual may resign their membership from the Fair at any time by delivering a written notice of withdrawal resignation to the Membership Secretary of the OCF.	(a) Resignation. An individual may resign their membership at any time by delivering a written notice of resignation to the Membership Secretary.
(c) Involuntary expulsion, termination or suspension: A member may be expelled, terminated or suspended from membership for failure to comply with these bylaws or other rules, resolutions and policies of the Fair, or for actions contrary to the interest of the Fair. In the case of involuntary expulsion, termination or suspension of membership, the member shall be given not less than 15 days advance written notice from the Fair specifying the reasons for the proposed action. The notice shall specify a time and place at which the member will be provided an opportunity to be heard, orally or in writing as the member may choose, which time shall be not less than five days before the effective date of the expulsion, suspension or termination. The notice shall be given by 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.	(b) (c) Involuntary expulsion, Suspension or termination or suspension. A member Membership may be expelled, terminated or suspended or terminated from membership for failure to: (i) meet the conditions for membership as provided in Section 2(a) of this Article, (ii) vote in at least one annual membership election every three years, (iii) comply with these bylaws or other rules, resolutions and policies of the Fair OCF, or (iv) for actions contrary to the interest of the Fair OCF. In the case of involuntary expulsion, termination or suspension or termination of membership, the OCF shall give the member notice in accordance with The Oregon Nonprofit Corporation Act not less than 15 days before the effective date of the suspension or termination. The notice shall state the reason(s) for the suspension or termination, and shall also specify a time and place at which the member will be provided an opportunity to be heard, orally or in writing, not less than five days before the effective date of the suspension or termination. The Board or its designee shall hold the hearing and then decide the issue of suspension or termination. the member shall be given not less than 15 days advance written notice from the Fair specifying the reasons for the proposed action. The notice shall specify a time and place at which the member will be provided an opportunity to be heard, orally or in writing as the member may choose, which time shall be not less than five days before the effective date of the expulsion, suspension or termination. The notice shall be given by 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.	(b) Suspension or termination. Membership may be suspended or terminated for failure to: (i) meet the conditions for membership as provided in Section 2(a) of this Article; or (ii) vote in at least one annual membership election every three years; or (iii) comply with these Bylaws or other rules, resolutions, and policies of the OCF; or (iv) for actions contrary to the interest of the OCF. c) In the case of suspension or termination of membership, the OCF shall give the member notice, in accordance with the Oregon Nonprofit Corporation Act, not less than 15 days before the effective date of the suspension or termination. The notice shall state the reason(s) for the suspension or termination and shall also specify a time and place at which the member will be provided an opportunity to be heard, orally or in writing, not less than five days before the effective date of the suspension or termination. The Board or its designee shall hold the hearing and then decide the issue of suspension or termination.
(d) Expulsion of a member from the Fair property, or expulsion, termination or suspension of volunteer position or status does not constitute expulsion, termination or suspension of membership. Members who are excluded from the property or whose volunteer position or status is terminated or suspended shall not lose eligibility or membership under Section 2 of this Article solely by virtue of failure 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	(d) Expulsion of a member from the Fair property, or expulsion, termination or suspension of volunteer position or status does not constitute expulsion, termination or suspension of membership. Members who are excluded from the Fair OCF property in accordance with OCF Guidelines or whose volunteer position or status is terminated or suspended shall not lose eligibility or 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	(d) Members who are excluded from OCF property in accordance with OCF Guidelines or whose volunteer position or status is terminated or suspended shall not lose eligibility or 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.

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.	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.	
6. Rights of Membership.	6. Rights of Membership.	6. Rights of Membership.
(a) Voting: All members who have been members for at least 30 days prior to the date of a membership meeting shall be entitled to cast one vote on any issue brought before the membership. Members shall vote to elect the Board of Directors, remove a director, amend the Articles of Incorporation, and on all other matters for which a membership vote is required by the Oregon Revised Statutes and by these bylaws. In addition, members shall have the right to vote on advisory resolutions concerning any other matter to come before the membership.	(a) Voting. All members who have been members for at least 30 days prior to the date of a membership meeting shall be entitled to cast one vote on any issue brought before the membership. Members shall vote to elect the Board of Directors, remove a D director, amend the Articles of Incorporation, and on all other matters for which a membership vote is required by the Oregon Revised Statutes Oregon Nonprofit Corporation Act and by these B ylaws. In addition, members shall have the right to vote on advisory resolutions concerning any other matter to come before the membership.	(a) Voting. All members who have been members for at least 30 days prior to the date of a membership meeting shall be entitled to cast one vote on any issue brought before the membership. Members shall vote to elect the Board, remove a director, amend the Articles of Incorporation, and on all other matters for which a membership vote is required by the Oregon Nonprofit Corporation Act and by these Bylaws. In addition, members shall have the right to vote on advisory resolutions concerning any other matter to come before the membership.
(b) Information: Members shall be entitled to receive, upon request, an annual financial statement and shall have the right to inspect the corporate minutes and records upon reasonable notice. Members shall also be entitled to be informed on Board actions and corporate operations.	(b) Information. Members shall be entitled to receive, upon request, an annual financial statement and shall have the right to inspect the corporate minutes and records upon reasonable notice. Members shall also be entitled to be informed on Board actions and corporate operations in accordance with The Oregon Nonprofit Corporation Act.	(b) Information. Members shall be entitled to be informed on Board actions and corporate operations in accordance with the Oregon Nonprofit Corporation Act.
(c) Board Actions: At any regular business meeting of the Board (as defined in Article VIII, Section 2) members may be present. A member may also present proposals and suggestions to the Board and advocate their acceptance, in writing or at a Board meeting. In the event a member wishes to be heard at a Board meeting, the member shall schedule the matter to be discussed with the Secretary of the Fair. As far as practical, the matter shall be addressed not later than two Board meetings from the time the member notifies the Secretary. A member may ask the Board to reconsider its decisions or the decisions of coordinators or staff by scheduling the matter with the Secretary as provided above.	(c) Board Actions. At any regular business meeting of the Board (as defined in Article VIII, Section 2) members may be present. A member may also present proposals and suggestions to the Board and advocate their acceptance, in writing or at a Board meeting. In the event a member wishes to be heard at a Board meeting, the member shall schedule the matter to be discussed with the Recording Secretary of the Fair. As far as practical, the matter shall be addressed not later than two Board meetings from the time the member notifies the Secretary. A member may ask the Board to reconsider its decisions or the decisions of coordinators or staff by scheduling the matter with the Secretary as provided above.	(c) Board Actions. At any regular business meeting of the Board (as defined in article VIII, section 2) members may be present. A member may also present proposals and suggestions to the Board and advocate their acceptance. In the event a member wishes to be heard at a Board meeting, the member shall schedule the matter to be discussed with the Recording Secretary. As far as is practical, the matter shall be addressed not later than two Board meetings from the time the member notifies the recording secretary. A member may ask the Board to reconsider its decisions by scheduling the matter with the recording secretary as provided above.
ARTICLE VI. MEMBERSHIP MEETINGS	ARTICLE VI. MEMBERSHIP MEETINGS	ARTICLE VI. MEMBERSHIP MEETINGS
1. Annual Meetings. An annual meeting of the members shall be called by the Board of Directors at a date to be fixed by the Board, but in no case later than October 30. 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	1. Annual Membership Meetings. An annual meeting of the members shall be called by the Board of Directors at a date to be fixed by the Board, but in no case later than October 30. 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 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	1. Annual Membership Meetings. An annual meeting of the members shall be called by the Board at a date to be fixed by the Board, but in no case later than October 30. The purpose of the annual meeting shall be to elect the Board, to 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

include member signatures with the name also legibly printed and the member's Fair affiliation.	legibly printed and the member's Fair affiliation.	affiliation.
<p>2. Special Meetings. Special meetings of the members may be called from time to time by the Board of Directors and shall be called by the Secretary upon Petition of 100 or more of the members of the Fair. The time and place of any special meeting shall be set by the Secretary; provided, however, that all such meetings shall take place in Lane County, Oregon in a reasonably expeditious and timely manner, in no event more than ninety (90) 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.</p>	<p>2. Special Meetings. Special meetings of the members may be called from time to time by the Board and shall be called by the Membership Secretary upon petition of 100 or more members describing the purpose(s) for which the meeting is to be held. The time and place of any special meeting shall be set by the Membership Secretary; provided, however, that all such meetings shall take place in Lane County, Oregon in a reasonably expeditious and 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.</p>	<p>2. Special Meetings. Special meetings of the members may be called from time to time by the Board and shall be called by the membership secretary upon petition of 100 or more members describing the purpose(s) for which the meeting is to be held. The time and place of any special meeting shall be set by the membership secretary provided that all such meetings shall take place in Lane County, Oregon, and further, that notice of such a meeting 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.</p>
<p>3. Notice: Written notice of membership meetings shall be sent to each member using their most recent contact information (which may be a street address, a mailing address, or an electronic address) currently registered in the records of the Fair not less than seven nor more than sixty days before the date set for the meeting. It shall be the responsibility of the member to provide the Secretary with current contact information. In lieu of sending notice, notice may be published in at least two issues of a newsletter or similar document sent to members using their most recent contact information.</p>	<p>3. Notice. Written notice of membership meetings shall be sent to each member using their most recent contact information (which may be a street address, a mailing address, or an electronic address) currently registered in the records of the Fair OCF not less than seven nor more than sixty days before the date set for the meeting. It shall be the responsibility of the member to provide the Membership Secretary with current contact information. In lieu of sending notice, notice may be published in at least two issues of a newsletter or similar document sent to members using their most recent contact information.</p>	<p>3. Notice. Written notice of membership meetings shall be sent to each member using their most recent contact information (which may be a street address, a mailing address, or an electronic address) currently registered in the records of the OCF not less than seven nor more than 60 days before the date set for the meeting. It shall be the responsibility of the member to provide the membership secretary with current contact information. In lieu of sending notice, notice may be published in at least two issues of a newsletter or similar document sent to members using their most recent contact information.</p>
<p>4. Quorum. Two hundred members present in person or by absentee ballot at any duly called meeting shall constitute a quorum, except that at the annual meeting, where those members present in person or by absentee ballot shall constitute a quorum.</p>	<p>4. Quorum. Two hundred members present in person or by absentee ballot at any duly called meeting shall constitute a quorum, except that at the annual meeting, where those members present in person or by absentee ballot shall constitute a quorum.</p>	<p>4. Quorum. Two hundred members present in person or by absentee ballot at any duly called meeting shall constitute a quorum except at the annual meeting, where those members present in person or by absentee ballot shall constitute a quorum.</p>
<p>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.</p>	<p>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.</p>	<p>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.</p>
<p>6. Membership Lists. Members who desire to send written communications to other members concerning any special or annual membership meeting, may request the</p>	<p>6. Membership Lists. Members who desire to send written communications to other members concerning any special or annual membership meeting, may request the</p>	<p>6. Membership Lists. Members who desire to send written communications to other members concerning any special or annual membership meeting may request</p>

<p>Fair to send such communication to all members entitled to vote at the meeting. The request shall be in writing and shall be delivered to the principal offices of the Fair not earlier than two business days after the first notice of the meeting, and not less than, five business days before the scheduled date of the meeting. The request must be accompanied by payment, in cash or certified check, of the anticipated costs of mailing the communication, as determined by the General Manager of the Fair. Costs may include postage, copying costs, envelopes and the actual anticipated cost of staff time to mail the notice.</p>	<p>Fair OCF to send such communication to all members entitled to vote at the meeting. The request shall be in writing and shall be delivered to the principal offices of the Fair OCF not earlier than two business days after the first date that notice of the meeting is given, and not less than five business days before the scheduled date of the meeting. The request must be accompanied by payment, in cash or certified check, of the anticipated costs of mailing the communication, as determined by the lead professional of the OCF. Costs may include postage, copying costs, envelopes and the actual anticipated estimated cost of staff time to mail the notice.</p>	<p>the OCF to send such communication to all members entitled to vote at the meeting. The request shall be in writing and shall be delivered to the principal offices of the OCF not earlier than two business days after the date that notice of the meeting is given, and not less than five business days before the scheduled date of the meeting. The request must be accompanied by payment, in cash or certified check, of the anticipated costs of mailing the communication, as determined by the lead professional of the OCF. Costs may include postage, copying costs, envelopes, and the estimated cost of staff time to mail the notice.</p>
<p>7. Absentee Ballots. (Proxies). Subject to such limitations and rules as may be established by the Board of Directors or the Elections Committee, a member may cast an absentee ballot by appointing the Secretary of the Fair as proxy to vote an absentee ballot for the member. Such proxies shall be referred to as absentee ballots, shall be personally signed by the member, shall be effective only for the particular meeting for which given, and shall specify with particularity the member's votes. Absentee ballots must be submitted on forms approved by the Elections Committee. Absentee ballots shall be available for all matters for which binding membership votes are required under Article V, section 6(a), and for such advisory votes as the Board of Directors may designate from time to time. An absentee ballot is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An absentee ballot is revocable by the member, and is revoked if the member casting the absentee ballot:</p>	<p>7. Absentee Ballots (Proxies). Subject to such limitations and rules as may be established by the Board of Directors or the Elections Committee, a member may cast an absentee ballot by appointing the Membership Secretary of the Fair as proxy to vote an absentee ballot for the member. Such proxies shall be referred to as absentee ballots, shall be personally signed by the member, shall be effective only for the particular meeting for which given, and shall specify with particularity the member's votes. Absentee ballots must be submitted on forms approved by the Elections Committee. Absentee ballots shall be available for all matters for which binding membership votes are required under Article V, section 6(a), and for such advisory votes as the Board of Directors may designate from time to time. An absentee ballot is effective when received by the Membership Secretary or other officer or agent authorized to tabulate votes. An absentee ballot is revocable by the member, and is revoked if the member casting the absentee ballot:</p>	<p>7. Absentee Ballots (Proxies). Subject to such limitations and rules as may be established by the Board or the Elections Committee, a member may cast an absentee ballot by appointing the Membership Secretary of the Fair as proxy to vote an absentee ballot for the member. Such proxies shall be referred to as absentee ballots, shall be personally signed by the member, shall be effective only for the particular meeting for which given, and shall specify with particularity the member's votes. Absentee ballots must be submitted on forms approved by the Elections Committee. Absentee ballots shall be available for all matters for which binding membership votes are required under Article V, Section 6(a), and for such advisory votes as the Board may designate from time to time. An absentee ballot is effective when received by the Membership Secretary or other officer or agent authorized to tabulate votes. An absentee ballot is revocable by the member, and is revoked if the member casting the absentee ballot:</p>
<p>(a) Attends any meeting and votes in person; or</p>	<p>(a) Attends any meeting and votes in person; or</p>	<p>(a) Attends any meeting and votes in person; or</p>
<p>(b) Signs and delivers to the Secretary or other officer or agent authorized to tabulate absentee votes either a writing stating that the absentee ballot is revoked or a subsequent absentee ballot.</p>	<p>(b) Signs and delivers to the Membership Secretary or other officer or agent authorized to tabulate absentee votes either a writing stating written statement that the absentee ballot is revoked or a subsequent absentee ballot.</p>	<p>(b) Signs and delivers to the Membership Secretary or other officer or agent authorized to tabulate absentee votes either a written statement that the absentee ballot is revoked, or a subsequent absentee ballot.</p>
<p>8. Elections Committee. The Board may appoint an elections committee and make other provisions to ensure fair and accurate elections at both special and annual meetings.</p>	<p>8. Elections Committee. The Board may shall appoint an eElections eCommittee and make other provisions to ensure fair and accurate elections at both special and annual membership meetings.</p>	<p>8. Elections Committee. The Board shall appoint an Elections Committee and make other provisions to ensure fair and accurate elections at both special and annual membership meetings.</p>
<p>ARTICLE VII. THE BOARD OF DIRECTORS</p>	<p>ARTICLE VII. THE BOARD OF DIRECTORS</p>	<p>ARTICLE VII. THE BOARD OF DIRECTORS</p>
<p>1. Powers. The activities, affairs and property of the Fair shall be managed and directed, and its powers exercised by and vested in, the Board of Directors.</p>	<p>1. Powers. The activities, affairs and property of the Fair OCF shall be managed and directed, and its powers exercised by and vested in, the Board of Directors.</p>	<p>1. Powers. The activities, affairs, and property of the OCF shall be managed and directed, and its powers exercised by and vested in, the Board.</p>
<p>The Board is authorized to perform whatever acts appear reasonably necessary or convenient to further the interest of the Fair. Such powers include, but are not limited to, creating committees, appointing coordinators for committees, entering into contracts; the</p>	<p>The Board is authorized to perform 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 members,</p>	<p>The Board is authorized to perform 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 committee members; entering into</p>

purchase, lease and other acquisition 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 corporation.	entering into contracts, the purchase, lease, and or otherwise acquisition 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 corporation OCF.	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 Fair and the OCF.
2. Qualifications, Number, Elections, Terms, Votes:	2. Qualifications, Number, Elections, Terms, Votes:	2. Qualifications, Number, Elections, Terms, Votes:
(a) Qualifications: Any member of the Fair 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.	(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.	(a) Qualifications: Any member of the OCF in good standing pursuant to Article V, Section 2(a) and who is at least 18 years of age is eligible to serve on the Board.
(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.	(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.	(b) Number: The Board 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.
(c) Elections: Votes for directors may be sequentially numbered in order of preference. Members may vote for as many directors as they prefer, but only those votes assigned a number equal to or less than the total number of vacancies existing at the close of balloting shall be counted. Each vote shall count as only one vote, regardless of preference ranking, and only one vote per member may be assigned to any individual candidate. Members who do not sequentially number their ballots in order of preference may only vote for up to the number of vacancies existing at the close of balloting. Non-sequentially numbered ballots which reflect votes for more than the number of vacancies existing as of the close of balloting shall be disqualified.	(c) Elections: Votes for directors may be sequentially numbered in order of preference. Members may vote for as many directors as they prefer, but only those votes assigned a number equal to or less than the total number of vacancies existing at the close of balloting shall be counted. Each vote shall count as only one vote, regardless of preference ranking, and only one vote per member may be assigned to any individual candidate. Members who do not sequentially number their ballots in order of preference may only vote for up to the number of vacancies existing at the close of balloting. Non-sequentially numbered ballots which reflect votes for more than the number of vacancies existing as of the close of balloting shall be disqualified.	(c) Elections: Votes for directors may be sequentially numbered in order of preference. Members may vote for as many directors as they prefer, but only those votes assigned a number equal to or less than the total number of vacancies existing at the close of balloting shall be counted. Each vote shall count as only one vote, regardless of preference ranking, and only one vote per member may be assigned to any individual candidate. Members who do not sequentially number their ballots in order of preference may only vote for up to the number of vacancies existing at the close of balloting. Non-sequentially numbered ballots which reflect votes for more than the number of vacancies existing as of the close of balloting shall be disqualified.
Incumbent directors whose positions are not scheduled to be filled at an election, may run for election to the Board of Directors at such election, provided that upon submission of a candidate statement, acceptance of a nomination, or public announcement of candidacy, whichever occurs first, the incumbent candidate shall be deemed to have irrevocably resigned their incumbent director position. The resignation shall be effective at the commencement of the first meeting of the directors following the annual membership meeting.	Incumbent directors whose positions are not scheduled to be filled at an election, may run for election to the Board of Directors at such election, provided that upon submission of a candidate statement, acceptance of a nomination, or public announcement of candidacy, whichever occurs first, the incumbent candidate shall be deemed to have irrevocably resigned their incumbent director position. The resignation shall be effective at the commencement of the first Board meeting of the directors meeting of the directors following the annual membership meeting.	(d) Incumbent directors whose positions are not scheduled to be filled at an election may run for election to the Board at such election provided that upon submission of a candidate statement, acceptance of a nomination, or public announcement of candidacy, whichever occurs first, the incumbent candidate shall be deemed to have irrevocably resigned their incumbent director position. The resignation shall be effective at the commencement of the first Board meeting following the annual membership meeting.
(e) Term: Each director shall serve for three years, or until their resignation or removal, whichever occurs first. These three-year terms shall be staggered, with one third of total seats to be filled by a vote of the membership each year.	(e) Term: Each Director shall serve for three years, or until their resignation or removal, whichever occurs first. These three-year terms shall be staggered, with one third of total seats to be filled by a vote of the membership each year.	(e) Term: Each Director shall serve for three years or until their resignation or removal, whichever occurs first. These three-year terms shall be staggered, with one third of total seats to be filled by a vote of the membership each year.
(f) Votes: In order of membership votes cast, the votes shall be counted first to fill the three-year Board positions, then to fill any vacant positions. Tie votes shall be resolved by drawing straws.	(f) Votes: In order of membership votes cast, the votes shall be counted first to fill the three-year Board positions, then to fill any vacant-vacated positions. Tie votes shall be resolved by drawing straws.	(f) Votes: The votes shall be counted first to fill the three-year Board positions, then to fill any vacated positions. Tie votes shall be resolved by drawing straws.
3. Removal of Directors: A director may be removed from office with or without cause, only by a vote of the membership at a special meeting called for the purpose of removing a director and pursuant to the	3. Removal of Directors. A Director may be removed from office with or without cause, only by a vote of the membership at a special meeting called for the purpose of removing the Director and pursuant to the	3. Removal of Directors. A director may be removed from office, with or without cause, only by a vote of the membership at a special meeting called for the purpose of removing the director and

requirements of notice as set forth in Article VI-3. The Board may suspend a director with or without cause (requiring 2/3 of the Board's votes) for a maximum of 60 days or until voted on as provided in this article. The director in question shall be excluded from such a vote. If a Board member or alternate misses three meetings in a row, the Board may declare that seat vacant. Beginning on January 1, 2022, members who wish to remove a director must submit a petition as 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.	the requirements of notice as set forth in Article VI, Section 3 . The Board may suspend a Director with or without cause (requiring the affirmative vote of 2/3 two-thirds of the Directors Board's votes) for a maximum of 60 days or until voted on as provided in this article. The 4D Director in question shall be excluded from such a vote. If a Director Board member or alternate misses three Board meetings in a row, the Board may declare that seat vacant by a two-thirds vote . Beginning on January 1, 2022, m Members who wish to remove a Director must submit a petition as provided in Article VI, Section 2 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 affiliation . A 4D Director may be removed by the affirmative vote of a majority of votes cast on that issue.	pursuant to the requirements of notice as set forth in Article VI, Section 3 . The Board may suspend a director with or without cause (requiring the affirmative vote of two-thirds of the directors) for a maximum of 60 days or until voted on, as provided in this article. The director in question shall be excluded from such a vote. If a director misses three Board meetings in a row, the Board may declare that seat vacant by a two-thirds vote. Members who wish to remove a director 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.
4. Vacancies: Whenever the number of directors shall for any reason be less than the number authorized, the vacancies may be filled by a majority vote of the remaining directors. The Board is authorized to fill the vacancy even if the number of remaining directors is less than the number necessary for a quorum under other provisions of these bylaws. Vacancies shall be filled at a meeting where prior notice of the matter has been given in the agenda.	4. Vacancies. Whenever the number of Directors shall for any reason be less than the number authorized, the vacancies may be filled by the affirmative vote of a majority vote of the remaining directors. The Board is authorized to fill the vacancy even if the number of remaining 4D Directors is less than the number necessary for a quorum under other provisions of these Bylaws . Vacancies shall be filled at a meeting where prior notice of the matter has been given in the agenda.	4. Vacancies. Whenever the number of directors shall for any reason be less than the number authorized, the vacancies may be filled by the affirmative vote of a majority of the remaining directors. The Board is authorized to fill the vacancy even if the number of remaining directors is less than the number necessary for a quorum under other provisions of these Bylaws. Vacancies shall be filled at a meeting where prior notice of the matter has been given in the agenda.
The term of office of any director appointed under this section shall be until the next annual membership meeting, at which time the seat shall be filled by a vote of the membership. Vacancies occurring during an annual membership meeting before the balloting is closed shall be filled at that meeting.	The term of office of any D director appointed under this section shall be until the next annual membership meeting, at which time the seat shall be filled by a vote of the membership. Vacancies occurring during an annual membership meeting before the balloting is closed shall be filled at that meeting.	The term of office of any director appointed under this section shall be until the next annual membership meeting, at which time the seat shall be filled by a vote of the membership. Vacancies occurring during an annual membership meeting before the balloting is closed shall be filled at that meeting.
5. Committees and Coordinators. The Board may appoint committees and delegate such authority to the committees as the Board deems necessary, proper or convenient for the effective, lawful and beneficial operation of the Fair. Any committees so appointed shall report to the Board or to such other persons or committees as the Board may designate. The Board shall remain responsible for ensuring that the committee function is properly performed.	5. Committees and Coordinators . The Board may appoint committees and delegate such authority to the committees as the Board it deems necessary, proper, or convenient for the effective, lawful, and beneficial operation of the Fair OCF . Any committees so appointed shall report to the Board or to such other persons or committees as the Board may designate. The Board shall remain responsible for ensuring that the committee function is functions are properly performed.	5. Committees. The Board may appoint committees and delegate such authority to the committees as it deems necessary, proper, or convenient for the effective, lawful, and beneficial operation of the OCF. Any committees so appointed shall report to the Board or to such other persons or committees as the Board may designate. The Board shall remain responsible for ensuring that committee functions are properly performed.
The board shall appoint an employee or employees who shall be the lead professional (s) of the Oregon Country Fair and who will be responsible for all operations of the year-round organization. The Board will hire, evaluate, decide on salary increases and, if necessary, terminate the contract with such professional (s).	The board shall appoint an employee or employees who shall be the lead professional (s) professional(s) of the Oregon Country Fair the OCF and who will be responsible for all operations thereof . The Board will hire, evaluate, decide on salary increases and, if necessary, terminate the contract with such professional (s) professional(s) .	6. The Board shall appoint an employee or employees who shall be the lead professional(s) of the OCF and who will be responsible for all operations thereof. The Board will hire, evaluate, decide on salary increases and, if necessary, terminate the contract with such professional(s).
ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS	ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS	ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS
1. Annual Meeting: An annual meeting of the Board of Directors shall be held at such time as shall be determined by the Secretary within thirty days after the annual meeting of the membership. The	1. Annual Board Meeting. An annual meeting of the Board of Directors shall be held at such time as shall be determined by the Recording Secretary within thirty days after the annual membership	1. Annual Board Meeting. An annual meeting of the Board shall be held at such time as shall be determined by the Recording Secretary within thirty days after the annual membership meeting.

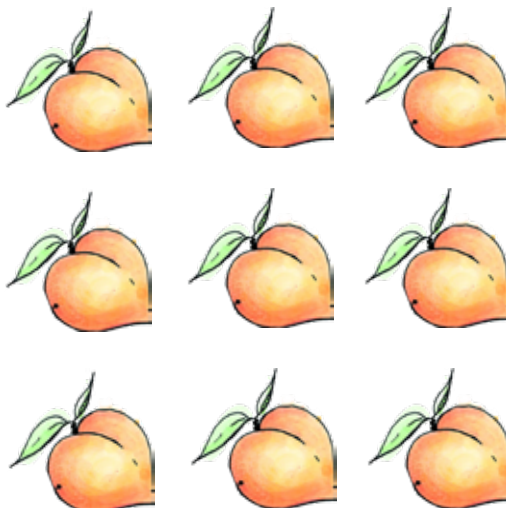
purpose of this meeting shall be to review the status of the Fair, to elect officers, and to continue to perform whatever acts appear reasonably necessary to further the interest of the Fair.	meeting of the membership. The purpose of this meeting shall be to review the status of the Fair corporation OCF, to elect officers, and to continue to perform whatever acts appear reasonably necessary to further the interest of the Fair OCF.	The purpose of this meeting shall be to 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 into the records of the Fair. Such notice shall be given not less than seven nor more than thirty days prior to the date of the meeting and shall set forth the time and place of the meeting. It is the responsibility of the individual director to provide the Secretary with correct mailing and email addresses. A director may waive notice of any meeting of the Board of Directors by submitting a written waiver of notice to the Secretary. Attendance of a director at any meeting of the Board of Directors shall constitute waiver of notice.	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 OCF. Such notice shall be given not less than seven nor more than thirty 30 days prior to the date of the meeting and shall set forth the time and place of the meeting. It is the responsibility of the each individual Director to provide the Recording Secretary with correct mailing and email addresses. A director-Director may waive notice of any meeting of the Board of Directors by submitting a written waiver of notice to the Recording Secretary. Attendance of a director-Director at any meeting of the Board of Directors shall also constitute waiver of notice unless the Director, at the beginning of the meeting or promptly on the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.	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 OCF. Such notice shall be given not less than seven nor more than 30 days prior to the date of the meeting and shall set forth the time and place of the meeting. It is the responsibility of each individual director to provide the recording secretary with correct mailing and email addresses. A director may waive notice of any meeting of the Board by submitting a written waiver of notice to the recording secretary. Attendance of a director at any meeting of the Board shall also constitute waiver of notice unless the director, at the beginning of the meeting or promptly on the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.
5. On-Site Meetings: In addition to regular business meetings set out in VIII-2 above, it is anticipated that frequent meetings of the directors may be required during the production of the annual fair event. For purposes of this Section, the production of the annual fair event includes the two months preceding the event, the actual dates of the annual fair event, and the month following the fair event. Notice for each such meeting is to be given by the Secretary with as much dispatch as is reasonably possible under the circumstance, but individual directors shall have an affirmative duty to inform themselves of the meetings or to be easily available to receive notice.	5. On-site Emergency Meetings. In addition to regular business meetings set out in VIII-2 Section 2 above of this Article, it is anticipated that frequent emergency meetings of the dDirectors may be required during the production of the annual fair event-Fair. For purposes of this Section, the production of the annual fair event Fair includes the two months preceding the event Fair, the actual dates of the annual fair event Fair, and the month following the fair event Fair. Notice for each such meeting is to be given by tThe Recording Secretary will give at least four hours' notice of each such meeting. with as much dispatch as is reasonably possible under the circumstances, but individual dDirectors shall have an affirmative duty to inform themselves of	5. Emergency Meetings. In addition to regular business meetings set out in Section 2 of this Article, it is anticipated that emergency meetings of the directors may be required during the production of the Fair. For purposes of this section, the production of the Fair includes the two months preceding the Fair, the actual dates of the Fair, and the month following the Fair. The Recording Secretary will give at least four hours' notice of each such meeting. Directors shall have an affirmative duty to be easily available to receive notice.

	the meetings or to be easily available to receive notice.	
6. Quorum: A majority of the directors, but in no case fewer than six, shall constitute a quorum for the transaction of business.	6. Quorum. A majority of the d Directors in office immediately before a Board meeting begins , but in no case fewer than six Directors , shall constitute a quorum for the transaction of business at that meeting .	6. Quorum. A majority of the number of directors in office immediately before a Board meeting begins, but in any case no fewer than six directors, shall constitute a quorum for the transaction of business at that meeting.
7. Voting: A two-thirds majority of all the Directors present and voting at a meeting at which a quorum is present shall be an act of the Board of Directors. No action shall be taken by the Board of Directors without a meeting. For purposes of this Section, abstentions shall not be counted as votes.	7. Voting. A The affirmative vote of two-thirds majority of all the Directors present and voting at a meeting at which a quorum is present shall be an act of the Board of Directors . No action shall be taken by the Board of Directors without a meeting. For purposes of this Section, abstentions shall not be counted as votes.	7. Voting. The affirmative vote of two-thirds of all the directors present and voting at a meeting at which a quorum is present shall be an act of the Board. No action shall be taken by the Board without a meeting. For purposes of this section, abstentions shall not be counted as votes.
8. Policy of Decision Making: It shall be the express policy of the Fair that all regular 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.	8. Policy of Decision-Making. It shall be the express policy of the Fair OCF that all 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.	8. Policy of Decision-Making. It shall be the express policy of the OCF that all 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.
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.	
ARTICLE IX: OFFICERS	ARTICLE IX: OFFICERS	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.	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 .	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.
2. Election/Term. The officers are to be elected by the Board of Directors at its 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.	2. Election/Term. The officers are to be elected by the Board of Directors at its 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, or removal .	2. Election/Term. The officers are to be elected by the Board at its 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, 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	3. Recording and Membership Secretaries . The responsibilities 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	3. Recording and Membership 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). (a) The responsibilities of the Recording Secretary shall be as follows: to keep a current book of records containing the

<p>Directors' meeting and to give notice for all meetings as required by the bylaws; to be responsible for the recording of minutes and to provide each Director with a copy thereof; to maintain a current post office box in the name of the Fair; and to work with the registration coordinator prior to each Fair in order to assure accurate membership records. The powers of the Secretary shall be such as are consistent with the duties enumerated above.</p>	<p>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 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 Director with a copy thereof; to be a member of the Elections Committee; and to maintain a current post office box address(es) in the name of the Fair OCF.</p> <p>(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.</p> <p>The powers of the Secretary shall be such as are consistent with the duties enumerated above.</p>	<p>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 director with a copy thereof; to be a member of the Elections Committee; and to maintain current address(es) in the name of the OCF.</p> <p>(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 act as a proxy for members electing to appoint a proxy in accordance with Article VI, Section 7; and to be a member of the Elections Committee.</p>
<p>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; to make such records accessible to the members upon reasonable notice; to supervise and effectuate an annual Fair budget; to supervise a public accountant for the preparation and filing of corporate tax returns; and to prepare a financial report for the annual membership meeting. The powers of the Treasurer shall be such as are consistent with the performance of the above enumerated duties.</p>	<p>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 budget; to supervise a public accountant for the preparation and filing of corporate tax returns; and to prepare a financial report for the annual membership meeting. The powers of the Treasurer shall be such as are consistent with the performance of the above enumerated duties.</p>	<p>4. Treasurer. The responsibilities of the Treasurer shall be as follows: to keep accurate and complete records of the receipts and disbursements of the OCF; to make such records accessible to the members upon reasonable notice; to supervise and effectuate an annual budget; to supervise a public accountant for the preparation and filing of corporate tax returns; and to prepare a financial report for the annual membership meeting. The powers of the Treasurer shall be such as are consistent with the performance of the above enumerated duties.</p>
<p>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.</p>	<p>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.</p>	<p>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.</p>
<p>6. Vice President. In the event of the death of the President, the Vice President shall become President for the unexpired portion of the President's term. The Vice President shall have all the authority and</p>	<p>6. Vice President. In the event of the death, resignation, or removal of the President, the Vice President shall become President for the unexpired portion of the President's term. The Vice President shall</p>	<p>6. Vice President. In the event of the death, resignation, or removal of the president, the Vice President shall become president for the unexpired portion of the President's term. The Vice</p>

powers of the President during any period of time that the Board determines the President is incapacitated.	also have all the authority and powers of the President during any period of time that the Board determines the President is to be incapacitated.	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 Directors Board 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 by the Board .	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, nor in any contract for furnishing supplies or services to the Fair Unless:	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 financial benefit to the director or officer, nor in any contract for furnishing supplies or services to the Fair unless:	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:
(a) the contract is fair to the Fair and is authorized by two thirds of the directors present and voting at a meeting at which the presence of such director is not counted for a quorum and at which the vote of such a director is not necessary for authorization, and	(a) the transaction is approved or ratified by the affirmative vote of two-thirds of the Directors who have no direct or indirect interest in the transaction (the transaction may not be approved or ratified under this section by a single Director); and the contract is fair to the Fair and is authorized by two thirds of the directors present and voting at a meeting at which the presence of such director is not counted for a quorum and at which the vote of such a director is not necessary for authorization, and	(a) the transaction is approved or ratified by the affirmative vote of two-thirds of the directors who have no direct or indirect interest in the transaction (the transaction may not be approved or ratified under this section by a single director); and
(b) the material facts of the transaction and the nature of the director's or officer's interest have been fully disclosed to the Board prior to discussion and consideration of the matter.	(b) the material facts of the transaction and the nature of the Director's or Officer's interest have been fully disclosed or are known to the Board prior to discussion and consideration of the matter, and are determined by the Board to be fair to the OCF.	(b) the material facts of the transaction and the nature of the director's or officer's interest have been fully disclosed or are known to the Board prior to consideration of the matter and are determined by the Board to be fair to the OCF.
2. A director or officer of the Fair has an indirect interest in a transaction if;	2. A Director or Officer of the Fair OCF has an indirect interest in a transaction if;	2. A director or officer of the OCF has an indirect interest in a transaction if:
(a) Another entity in which the director or officer, a relative of the director or officer, or a member of the director's or officer's household has a material interest or in which the director or officer, relative or household member is an employee or general partner is a party to the transaction; or	((a) Another entity in which the Director or Officer, a relative of the director or officer, or a member of the director's or officer's household has a material interest or in which the Director or Officer, relative, or household member is an employee or general partner or is a party to the transaction; or	(a) Another entity in which the director or officer has a material interest or in which the director or officer is an employee or general partner or is a party to the transaction; or
(b) Another entity of which the director or officer, relative or household member is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Fair.	(b) Another entity of which the Director or Officer , relative, or household member is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the Board ; or of directors of the Fair.	(b) Another entity of which the director or officer is a director, officer, or trustee is a party to the transaction and the transaction is or should be considered by the Board; or
	(c) A person who is related to the Director or Officer, or a business associate of the Director or Officer, is a party to the	(c) A person who is related to the director or officer, or a business associate of the director or officer, is a party to the

	transaction.	transaction.
For purposes of subsection (1) of this section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of two thirds of the directors on the board of directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this section by a single director. If two thirds of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action if the transaction is otherwise approved as provided in this section.	For purposes of subsection (1) of this section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of two thirds of the directors on the board of directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this section by a single director. If two thirds of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action if the transaction is otherwise approved as provided in this section.	
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.	ARTICLE XI: AMENDMENT 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.	ARTICLE XI: AMENDMENT 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. Notwithstanding Section 1 of this article, no amendment to Article V, section 6, subsection (a) of these bylaws pertaining to the voting rights of the membership may be enacted unless such amendment is ratified by a majority vote of the membership at a Membership Meeting held in pursuant to Article VI of these bylaws.	2. Notwithstanding Section 1 of this a Article, no amendment to Article V, s Section 6, subsection (a) of these Bylaws pertaining to the voting rights of the membership may be enacted unless such amendment is ratified by the affirmative vote of a majority vote of the membership at a M membership M meeting held in pursuant to Article VI of these Bylaws.	2. Notwithstanding Section 1 of this Article, no amendment to Article V, Section 6(a) of these Bylaws pertaining to the voting rights of the membership may be enacted unless such amendment is ratified by the affirmative vote of a majority of the membership at a membership meeting held pursuant to Article VI of these Bylaws.



UNDERWRITERS

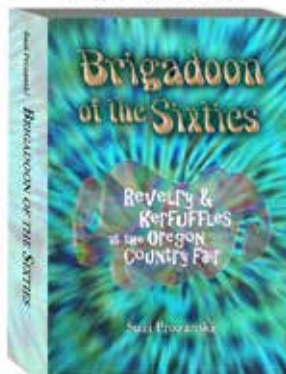
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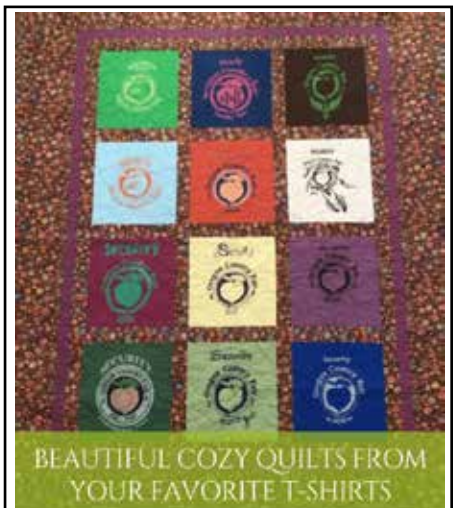
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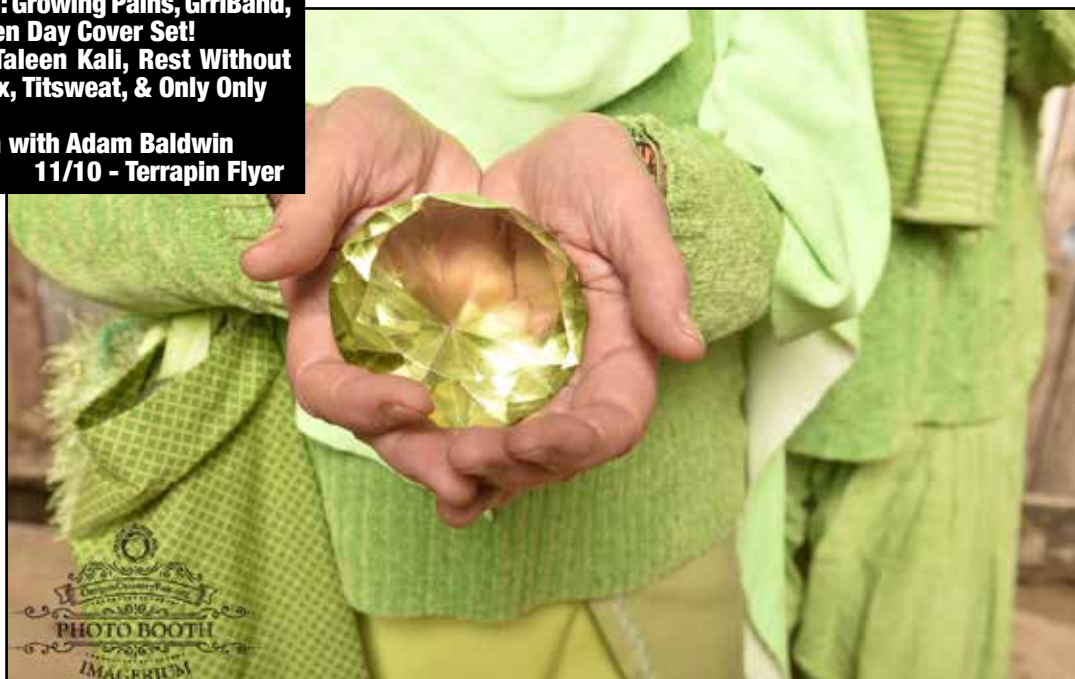
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10/28 - Halloween '23: Growing Pains, GrrlBand, Bowl Peace, and Green Day Cover Set!
10/31 - Halloween: Taleen Kali, Rest Without Relaxation, Bliss Foxx, Titsweat, & Only Only
11/4 - FRENSHIP
11/5 - Matt Andersen with Adam Baldwin
11/8 - Built to Spill 11/10 - Terrapin Flyer

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OCF Annual Meeting
Saturday, October 14, 2023 – 6:30pm

The Annual Meeting will be a hybrid meeting. It is being held at the Longhouse at LCC. You can also attend via Zoom and it will be available for viewing on YouTube livestream.

Zoom meeting link:

<https://us06web.zoom.us/j/81884987601?pwd=MFh0MjllSnBEQ1N0UWN5V2cxUm5lUT09>

Meeting ID: 818 8498 7601 Passcode: 382911

Please visit oregoncountryfair.net, for more information about connecting online or via phone.

AGENDA

Welcome/Agenda Review — AJ Jackson, President

State of the Peach — Kirsten Bolton, Executive Director

Treasurer's Report/Annual Financial Report — Hilary Anthony & Lynda Gingerich

EAB Work Group Report

Feedback Report — Jen-Lin Hodgden

Candidate Presentations — AJ Jackson, President

Format

- Each Candidate has 6 minutes to use as they please
- A Candidate can invite questions from the attendees
 - If audience has a question, raise your hand or Zoom hand
 - Facilitator will moderate hands
- Facilitator will provide a 30-second signal that the 6 minutes is nearly up

Order of Candidates (this is not the order they appear on the ballot. They are alphabetical by last name):

- Pending names
- Candidates from the Floor

Conclusion — AJ Jackson, President



Board of Directors Special Work Session — Bylaws Revisions
September 25, 7 pm

(Subject to approval by the Board at the September October 2, 2023, Board meeting)

Zoom remote online and live streamed on YouTube.

YouTube recording link:

<https://www.youtube.com/watch?v=EFHkaZF7QOw>



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

The meeting was presented by Heidi with comments from Lawrence Taylor.

(YouTube video: 0:01:20)

Heidi: We’ve done this before, now we are back with further updates. **Already talked about Article I.**

Lawrence: Annotated that in the current Bylaws, “Oregon Country Fair” has two meanings. In Article I, “Oregon Country Fair” means the Corporation; and Article II defines “Oregon Country Fair,” as the event. So in the updated Bylaws, they changed the name of the event to “the Fair.”

Jonathan Pincus: Why would we need to abbreviate Oregon Country Fair to OCF?

Lawrence: The way the Bylaws were written, there were many references to the Corporation when they were saying “The Fair,” so the effort is to disambiguate the two uses of the expression “Oregon Country Fair.”

John Alexander: Good further clarification, elegant improvement from last work session.

Johnathan Pincus: Two other major organizations use the term OCF as their identifier, Oregon Christian Foundation and Oregon Community Foundation.

Heidi and Lawrence believe that since this language is in the Oregon Country Fair Bylaws, there should not be any confusion when the acronym is used.

Absentee Ballot = Proxy according to ORS.

Article III: No change since last work session.

Article IV: No change since last work session.

(YouTube video: 0:11:57)

Article V: One class of members. Charter members discussed in later section. #2— in accordance with OCF Elders policy. No membership fee. Lisa said Membership Secretary should

not be capitalized unless a person is signing in their official capacity. Be consistent with other Officers in Bylaws. Lawrence said he prefers to capitalize in all settings. Stephen said the OCF Style guide says position titles should always be capitalized.

John Alexander: Good opportunity to set proper noun standards in line with Style Guide.

Hilary: Charter members: In the '90s we sent notices to pay back Charter Members and paid back anyone who wanted reimbursement rather than to leave it as a donation . We had about \$5,000 in donations at the end. Grumpy may have the records.

Jonathan Pincus: Charter members have other benefits, such as booth selection?

Grumpy: Original documents are in archives. He has copies somewhere too.

Paxton: Additional perk was that their booth could be permanent, or they could pick booths one week before normal booth selection time.

Jon Silvermoon: If Charter members are definitely all paid off, no problem removing language, but if we're not certain, does this remove protection of those with outstanding loans?

Lainey: Suggested to do another call-out to see if there are outstanding loans.

Sandra: Why no voting Eligibility age? Heidi and Stephen would like a definite age. Elections Committee did a survey, and it was a wash between 16 and 18. Age would go in Eligibility and Admission section. But the Board charge was to update Bylaws with needed changes, not policy changes, which that would be a bigger discussion.

Stephen: Minimum voting age is something he's very interested in. There are some issues he would like the Board to refer to Elections committee. First, we need to clean up Bylaws and get in compliance with nonprofit rules. Next year the committee could have those policy discussions and reach consensus.

Jonathan Pincus: Do more research before changing voting age. Nonprofit Act defines voting members as over 18.

Diane Albino: Discussed at length. Teen Crew volunteers work same as adults. Sixteen is workable age, according to them.

AJ question to Stephen — What is OCF voting age this year?

Stephen: Age 14. When Bylaws were amended, the minimum age was 14 for wristbands, so electorate has that minimum age. Last election the minimum voting age was 14, too. Directors need to be 18 minimum. He does receive membership applications from 8-year-olds.

(YouTube video: 0:39:35)

Article VI: Special Meeting Quorum

AJ: Do we need 200 people in person or by absentee ballot/online? How we elect our Board Members is a very important issue that we shouldn't punt.

Jonathan Pincus: If 200 votes cast, why not say that, rather than need to clarify that it can include people online.

Stephen: Board should refer this to Elections Committee or Bylaws Committee. Clear enough for now but could become clearer with some further discussion.

Lawrence: We can't fix everything right now. We have to update the Bylaws to make them compliant with Statutory laws. We will continue evolving the Bylaws and the committee can tackle the next assignment after that.

Jonathan Pincus: Concurs with AJ's concern with the upcoming election, notification and vote counting.

Stephen: Anything we change today would not affect the upcoming election. Rules that were in place when the election began must continue through the process. Right now, we don't have a minimum voting age, so the new language doesn't change that. Age 14 has been used for years.

Straw-Poll: Wait until Stephen brings issues to the Board before passing Bylaws updates? 2 directors gave thumbs up.

Lisa: Bylaws Committee had a specific Charge issued on November 2, 2020, Board of Director's meeting.

Lawrence Taylor: How would passing these Bylaws updates slow down other updates?

Jon Silvermoon: Shares Lisa's concern. If we don't try to finish this review tonight, it would remove it from the next Board meeting, and Work Sessions are not supposed to dictate future Board agenda items. The Board isn't supposed to make decisions at Work Sessions.

Jonathan Pincus: Correct that the Board doesn't make decisions at Work Sessions, but the point is for members and Board members to have input on future votes. Why can't we change wording now, we are suggesting small changes.

Heidi: Age limit has been a question for a long time, so it likely won't be decided quickly.

Stephen: Won't be able to work on proposed changes until after the Board Election. He plans to bring proposals for Bylaws changes to address elections issues to the Board in November or December, after these legally required changes have been approved.

Kevin: Not sure if it would create double work if we pass these and then go on to other updates. Appreciates Jon Silvermoon's comments on following our process.

John Alexander: Grateful to be having this discussion now rather than at the Board meeting. Suggests we keep working on these updates now to get them over the finish line and then move onto Stephen's issues.

Straw-poll: Wait to add elections pieces before passing Bylaws suggested revisions?

AJ: This is too close to a vote at a Work session.

John Alexander: Can we be satisfied with what the Elections Committee has done, knowing that more work is to come?

AJ: Might decide to make a friendly amendment at the Board meeting to request changes. Lots of appreciation has been expressed for the Election Committee work. All committees do important work that we need to appreciate it.

Kevin Levy: Thanks a lot for committee work. Happy to move forward if it's not creating more work to not do it all at one time.

(YouTube video: 1:15:30)

Article VII: No big changes, especially since last work session.

Hilary: Section 4: Vacancy — Is it 9 or 12? Why not list the number?

Jon Silvermoon: Majority of Board members can elect into vacancies, rather than a two-thirds vote?

Stephen: Need to understand Board's intent and try to make Bylaws conform to that.

Lawrence: Authorized vs. required. Vacancies *shall* be filled if they go below the number required.

John Alexander: We shouldn't be designating Board members unless it falls below the required number. "If we get below 9, fill until you get to 9." "Shall be filled" rather than "may be filled."

AJ: Two-thirds vs. majority is a big debate.

Sandra: Keep majority voting until positions filled at next election.

Stephen: "Require" but don't include number.

Lisa: Keep language as-is because if something changes, that language would also need to be changed. This is not an update, this is some of existing language, so not part of the Board charge. Would have to go back to the attorney. Bylaws Committee could tackle this later. Hopes folks are just trying to understand and not change right now.

Heidi: Lawyer added affirmative vote language.

Sandra: Curious what the attorney thinks about language. Originally thought that between 9 and 12 Board members would trigger the clause. But if you must wait until you get down to 9 to trigger this clause, then it's completely different than she originally thought.

Jonathan Pincus: Another example of the purpose of this Work Session. This language could cause some real confusion at what would be a crisis moment. These are important questions, even though they might not be part of approving the other statutory changes.

Lisa: ORS regarding number of directors says you can have variable range and can be fixed or variable but only members can change range. Majority may fill vacancy. Could ask attorney for clarification but shouldn't hold up process.

John Alexander: Articles of Incorporation say 9 to 12? I think we would only want to mandate fixing a crisis, not open door to filling vacancies when not necessary.

Lawrence: We'll want to talk to the attorney about changing the language to mandatory filling vs. optional vacancy filling.

AJ: How does the ORS that Lisa read clarify anything? If doing Lawrence's suggestion about asking attorney to clarify "shall" vs "may," so we should also ask them about two-thirds vote language vs. majority language.

(YouTube video: 1:49:50)

Article VIII

Lawrence: In item 6— Quorum, the definition of "quorum" was changed so that if Directors resign during a meeting, a quorum is not lost, unless they have less than six Directors present. It now says (new wording shown in red):

"A majority of the ~~d~~Directors **in office immediately before a Board meeting begins**, but in no case fewer than six **Directors**, shall constitute a quorum for the transaction of business **at that meeting.**"

Heidi: **Officers:** Recording Secretary, Membership Secretary — should be designated if you wish to have two.

(YouTube video: 1:55:33)

Article X

Jon Silvermoon: Contracts vs. transaction — what does Board review?

Lawrence: Transactions are broader, includes contracts.

Sandra: Board should not be reviewing complete contracts, getting into weeds of operations. This is only related to conflict of interest.

AJ: Wants to make sure everyone has shared understanding about contracts.

John Alexander: Doesn't see "must review entire contracts," Material facts only.

Jon Silvermoon: Contract must be fair to the Fair.

Sandra: Entire Contract? Not business of the Board, only what financial incentives the Board member has.

AJ: If "s/he" is listed, we should include "they."

Stephen: Resignation of Officers: should Recording Secretary resign to President or themselves?

Jonathan Pincus: Secretary should give resignation to President.

Jon Silvermoon: Conflict of Interest, why was "household member" removed? Heidi said we were given new language from attorney.

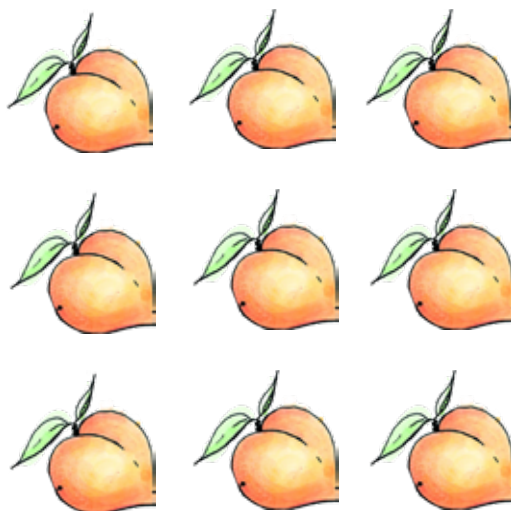
Hilary: There are legal parameters regarding how wealth affects family members. A "household" could be comprised of many different relationships, not all familial. Also, sometimes family members don't cohabitate.

Next Board Meeting – October 2, 2023. 7 pm via Zoom

(YouTube video: 2:17:02)

President's Peace

AJ: Kudos to those that attended tonight. There was disagreement but also collaboration. Bylaws are a very important document to this organization, so it's important we get language and understanding right for everybody. Thank you, Committee! When documents get voted, hopefully everyone will understand the intent of it.





**Board of Directors Meeting
October 2, 2023, 7 pm**

(Subject to approval by the Board at the November, 2023 Board meeting)

Zoom remote online and live streamed on YouTube

YouTube recording link:

<https://www.youtube.com/watch?v=hZ-DLIjiFh4>



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

The meeting was facilitated by Steven “FireDIC” Berkson. AJ introduced Steven, who is a longtime volunteer on Fire Crew, an experienced meeting facilitator and is knowledgeable of Robert’s Rules. Welcome and thank you for your service to this organization.

Announcements

Stephen: Reminder that the Annual Meeting is October 14 at 6:30 pm, hybrid and in person, at the Longhouse or on Zoom. Ballots due by 8 pm, October 21; postmarks do not count. If you haven’t received your ballot, contact elections@oregoncountryfair.org ASAP. Ballots will be counted on October 22 and results will be announced then.

Minutes Review

(YouTube video: 0:03:18)

Lisa moved and Jon seconded to approve the minutes of the September 11, 2023, meeting. The motion passed: 11-0-1; Arna abstained.

Agenda Review

(YouTube video: 0:04:25)

Jon Silvermoon moved and Ann seconded to move PCUN motion from New Business to Old Business.

Motion passed by unanimous consent.

Member Input

No members wanted to speak about items not on the agenda.

Staff Report – Executive Director

Administration: The Board of Directors Election is October 21, 2023. The Annual Meeting is October 14, 2023, at 6:30 pm at LCC Longhouse. It will be broadcast on YouTube. It will be recorded. Ballots are due at the Eugene office by 8 pm on October 21.

We are currently accepting resumes for the open Event Manager position. The deadline to apply (was) October 6.

The Guideline Change form will go live on the .net site on November 1, 2023, and close on December 15, 2023.

Financials: The 990 and CT-12 Tax filings are done and in this month's Board packet. Budget season has begun and a Coordinators Meeting was held on September 20 at 6 pm via Zoom to answer questions and explain the process. The recording of the meeting was sent to all Coordinators on September 21. Coordinators budget requests are due October 31. Capital Improvement project requests are due January 31, 2024.

Event Management: Met with LTD to discuss 2023 ridership and contract for next year. It cost approximately \$15 per rider for the bus service this year (compared to \$1.75 in past years). Next year we will have to go through the same process as this year: Do an RFP for service which LTD does on our behalf. If a private company bids, LTD is out. If no bids, then LTD can provide service again, if they have the resources available. If we lose LTD, we may need to create an incentive to carpool.

Site: The compost slab is slated to be poured in October. The roofs of the Winery Building, Caretaker Yurt, Dug's Green and Alice's have been cleaned and treated for moss. Site cleanup and winterization of the buildings is underway.

Marketing: Fourth-quarter direct donor and merchandise campaign launched October 1. Merchandise has been reordered. If you didn't get something from the Fair that you wanted, you can order it now.

Treasurers' Report

(YouTube video: 0:09:20)

Hilary: Tax filing drafts for the 990 & CT-12 are in your packet are not signed or submitted, so please give Kirsten feedback this week before she signs them and sends them in. Thanks to Coordinators for getting receipts in by September 30, which will allow a more complete financial picture. We undersold on admissions and internal inventory so our income was lower than budgets had prepared for. We will discuss this more at the Annual Meeting. Gratitude to Lynda at her final Board meeting as Co-Treasurer. She has brought so much to the organization.

Lynda: This is her last Board meeting as Co-Treasurer after eight or nine years, when she began working with Budget Committee. It's been a great experience. Grateful for the trust and

support that the Boards have placed in her. It has been a lot of fun working with Budget Committee and also challenging, but there's lots of good work to be proud of. Wednesday is the first budget season meeting of the year. Thanks to everybody who allowed her to do the role. Props to Hilary and we are lucky to have her, and she has learned much from Hilary as well as enjoyed it. Will join Main Stage Crew and try something new, see you on the path.

Jon Silvermoon: Had a question for Hilary. On 990 form in the statement of functional expenses, it appears we count 10 percent of our management expenses under fundraising expenses? Correct?

Hilary: That comes off financial statements presented in accordance with generally accepted accounting principles. We get that from a conventional time analysis of all employees, and program areas, so indirect expenses get allocated in that manner.

Jon Silvermoon: Isn't Spring Fling a fundraising expense? Is Merchandising a fundraising expense?

Hilary: Asked for time to research and look at it and circle back.

Committee and Working Group Reports

Committees should send their reports to Vanessa (vanessa@oregoncountryfair.org), to be posted on the .net site and included in the Board packet.

Diversity Committee: John Alexander is the Board liaison to Diversity Committee. He said the meeting was set for one of the last Mondays of the month, but another standing meeting was in conflict, so they decided to change the time to the fourth Wednesday of the month at 6 pm. Change hasn't been advertised in the Minutes yet, so announcing here and will be integrated onto OCF calendar.

Emerald Ash Borer Work Group Report: Kevin Hillery is Fair Arborist and Co-Chair of EAB Task Force with Glenn, reporting to LUMP. Emerald Ash Borer was first discovered in Forest Grove about 15 months ago. Last fall, 33 trees were affected. In Oregon Department of Forestry August 2023 report, 130 infected trees were found, so it is spreading. It has entered the next town over, Cornelius. Now it's spreading north and has doubled in size. It's still only in Washington County and there is a quarantine in effect.

In October, beetles aren't flying and are in the trees. There are trap trees set up in Willamette Valley, with three trap trees in Lane County. At OCF fairgrounds, traps are girdled trees that are stressed and trap beetles so you can look and destroy the trees in the spring. We'll know more in the spring if it catches some. We'll also know more from the Forestry Department's September report. EAB task force has an outline of a preparedness and a response plan concept that they are trying to turn into a plan. They gave two talks during the Fair and there is an hour-long YouTube video of it full of information about EAB and its effect on the Fair.

<https://www.youtube.com/watch?v=WWG43gTU5Lk>

Old Business

(YouTube video: 0:20:21)

Jon Silvermoon moved and Paxton seconded to use \$5,000 from the Board Change line item for a \$5,000 Silver level sponsorship of “Transformación,” a gala benefit for PCUN (Pineros Y Campesinos Unidos del Noroeste — Northwest Tree Planters & Farmworkers United), to be held on November 10, 2023. (Jon Silvermoon, Paxton Hoag, Sue Theolass, Lisa Parker & Ann Bennett-Rogers)

Reyna Lopez from PCUN: The gala raises funds for the Ramon Ramirez Legacy for Organizing. This will be the third gala that OCF has sponsored. They are trying to fundraise \$100,000. PCUN organizes, engages, and supports workers to be at the table with employers and political leaders and in the streets demonstrating worker power. They organize in fields to get people engaged into what it takes to give workers power. Legislative advocacy: They were able to pass a historic victory for farmworkers, getting farmworker overtime after years of being excluded from FLSA workweek. For more equitable elections, they sponsor bilingual Latinx voting efforts. For healthy workplaces: There is a worker outreach program and programs on ICE raid resistance, combatting sexual harassment in the workplace, and smoke and heat protection. Radio Poder: PCUN leads several programs on sister organization’s radio and has native languages (top two indigenous languages in the farmworkers community) in addition to Spanish, reaching from Junction City to Wilsonville. The gala is a fun party and we enjoy having you there.

AJ: Happy to financially support this organization, but we also have power of the people, lots of people who believe in great causes, who march, do work, and get movements going and legislation passed. I would hope organizations would reach out to us when those types of things are happening, so we can help support them with the power of our people.

Paxton: Has supported PCUN for over a decade; they are very effective in Oregon. Fair was started by a bunch of tree planters — solidarity.

John Alexander: Great to hear more about what you’re doing. Please share the slide that Reina shared.

The motion passed by unanimous consent.

(YouTube video: 0:29:14)

Committee Best Practices Work Group — Manual Revisions Recommendations (Arna & Sandra)

Arna moved and Sandra seconded to approve the Committee Best Practices Work group recommendations about closed committee meetings.

1. Closed Committee Meetings

The purpose of Board committees is to provide information and recommendations to the Board, and in that role closed meetings should be rare and only used when absolutely necessary. All committee, subcommittee, ad hoc and work group meetings of OCF Board appointed committees are open to all Fair members with certain exceptions, as described below. All criteria below apply to committees, subcommittees, ad hoc and work groups. Any Director may attend any closed meeting.

Process and criteria for a closed meeting:

The OCF Board of Directors may request by a motion that a committee address a topic requiring confidentiality.

Any committee or subcommittee wishing to hold a closed meeting must request and receive prior approval from the Board liaison(s) and Board President and provide notification of their intent to hold an approved closed meeting, including the reason, date, time, location or link, and agenda to all members of the OCF Board of Directors not less than seven days prior to the planned date of the meeting. Emergency closed meetings or portions thereof are permitted, providing the entire Board is notified of the emergency closed meeting as soon as the emergency arises.

If a closed committee meeting is planned to occur in the context of a meeting at which topics that are not eligible to be discussed in closed committee sessions are also on the agenda, the agenda items to be discussed in closed session must be clearly marked as closed and arranged within the agenda in a sequence that consolidates the closed topics in a contiguous section of the meeting prior (to) or after the primary agenda topics.

Permitted Topics for Requesting Closed Meetings:

Legal, personnel and real estate

When an approved Board motion allows for a committee closed session.

Sensitive subject matter

Arna pointed out that Sue had a friendly amendment last time this was proposed that has been incorporated.

Member Input:

Jonathan Pincus: Spoke about this at the last meeting. "Sensitive subject matter" is so broad that it essentially undoes the intention of the whole motion. These are Board advisory committees on broad topics, so there is no reason for them to happen in closed sessions, other than the three subjects in the original motion. Including "sensitive issues" makes normally a-political committees into political arenas. Opens the door to talking about people and not giving them a chance to speak. Lisa Parker gave a list of committees that need closed meetings for various operational reasons, which are reasonable exceptions that can be applied for. It will undo the collaborative nature of the committee system.

Heather Kent: Who decides what is sensitive subject matter? It's greatly subjective.

Lainy Kins: As a member of the committee, we discussed this at great length. When we came up with completed version that Arna presented in August, we had left out sensitive issues because we could not determine or define what sensitive issues meant. I sent a letter from myself to the Board regarding a letter Lisa Parker sent to the committee. All of the exceptions were noted and there is a process for having closed meetings. They would have to tell the Board and request a private meeting and tell them the purpose of the closed meeting and all Board members would be present. Sensitive issues does not allow for the Guidelines to be clear. The purpose of the Guidelines is to foster collaborative communication amongst all members. Please don't include that amendment; go back to original motion.

Board Input:

Tom Horn: **Offer friendly amendment to include officers as well as Board of Directors. “Board of Directors and Officers” in two places of motion, which was accepted by Arna and Paxton.**

Paxton: Likes the friendly amendment but is inclined to vote against the entire motion. For one, its creation was due to potential abuse by one committee, which is not good practice. Reporting practice is too difficult. I have complained all the way through in development of this. I don't like any Director attending any meeting. I am more open to Officers attending. It happened to me once that the committee was forced into inviting me to a closed session, but I felt like an intruder, and I was not comfortable.

AJ: This is complicated because we need to clarify when closed meetings can be held and disagrees with Paxton because he believes the motion fixes an issue that caused a great divide among the Board because a committee called a meeting and invited nine Board members but not the three remaining Board members. We can make policy based on one committee that is causing disruptive issues. It is the Board's purview to make policies that fix a problem. Every Board member needs the same opportunities to get same information as other Board members. This motion is attempting to fix that problem, even if it's not perfect. This motion is necessary for us to do our jobs as a Board.

Arna: **Accepts friendly amendment and Sandra accepted too.** Some committees do need closed meetings. She always thought they needed the “sensitive subjects” caveat. Talking about individuals or Booths needs confidentiality. Doesn't have a problem with meetings being closed with approval of liaison(s) and Board president. Whole Board shouldn't need to decide on each closed meeting. Thinks it's important that all Board members be allowed to go to closed sessions. We have to have some trust. We need to oversee our committees. If they want a meeting that Board members can't attend, it would make me distrustful of them. This policy is important. Did it arise because of one committee? Yes, but only one acting out doesn't mean others won't. Not having a policy sometimes doesn't work, and we found that out. Diversity Committee issues caused this, but we will be a better-run organization by setting clear expectations. This seems simple to me, even if language is a little complicated. Meetings aren't being closed just to keep people out, we need to be all about transparency. I don't think this will be abused. Board members will attend and ensure that. Encourages everyone to pass it. If this doesn't work, we could change it down the road.

Sandra: Urges Board members to pass this. A lot of work has been done. It's nearly impossible to define “sensitive issues” to cover all possible issues, so we have a check and balance, which is having liaison and Board president say that it's a sensitive issue, announce to the Board and if a Board member has an interest, they can attend. Gives committees leeway to do their work, and if it's confidential, it can be. The charge made to Best Practices when approved was about how committees relate to Board and membership and that is the definition of a closed meeting policy, so I believe it satisfies the charge we were given.

John Alexander: Is this partly about if there is a closed meeting that it's open to Board members and Officers? Yes, so if there is potential abuse, Board members can attend and regulate.

AJ called the question and Sandra seconded.

Motion failed: 2-10; Sandra, George, Paxton, Jon Silvermoon, Sue, Tom, John Alexander, Ann, Arna and Kevin opposed.

Jon Silvermoon: Opposes the motion due to similar concerns as Paxton's, but additionally is concerned with second paragraph where it says "All committee, subcommittee, ad hoc and work group meetings of OCF Board appointed committees are open to all Fair members with certain exceptions." This has implications we might not fully understand. Do we need to post all subcommittee meetings on the calendar and announced? Do I have to invite Board members to my house if I am working with another committee member on something for the committee? Need to clarify language and implications. Don't think we should pass this without clarification of what that means.

Ann: Trouble with this, agrees with Paxton. Really concerned when we react to one situation and try and create a method to avoid that situation for future groups. Troubled by this concept, going to lowest denominator for everyone. Doesn't like time restriction and getting permission. Can think of time-sensitive matters that need quicker action. Legal situations sometimes require faster action than the policy allows for.

John Alexander: Appreciates opportunity to discuss these things. Jon Silvermoon brought something up previously. Committees meet between open meetings? If committee needs to work on something, all the work doesn't get done during meetings, so there will be ad-hoc work. Ad hoc work can be done if everyone is invited. Can we fix the other details some other time if the main matters at hand are getting handled today?

AJ: Board has a history of responding to things with policy that we deem important to us. Does not see how managing how Board committees' function is unimportant to us. Committee could try to make language of this motion simpler or parse it more, so it could pass. There is an appetite to ensure that equity among committees is there and that the closed-meeting part of how we do things at Board or committee levels is not used as a weapon. Board has really invested a lot of time in fixing our practices about why we hold closed meetings. If we must meet and exclude membership, we need to share as much as possible with the membership. While limiting those closed Board meetings, sometimes they are necessary. Board should be invited to closed committee sessions and I think policy addresses time-sensitive matters by including liaison(s) and president's awareness of the closed session

Sandra: Read section from policy "Emergency closed meetings or portions thereof are permitted, providing the entire Board is notified of the emergency closed meeting as soon as the emergency arises." Subcommittee question: most subcommittee meetings are announced during committee meetings so those that are interested know enough to follow along and attend if they desire. They are open to anyone who is interested.

Sue: Members of two or three committees reached out to her in the last month about the motion. They are wondering how much more control there might be getting exerted on committees. The vast majority of the time they have functioned, our committees have been trusted and done good work for the Board. They are concerned that this feels like mistrust of committees and committee process. Doesn't want to squash camaraderie. A lot of committees work well together. They appreciated the early work in laying out the basics of agendas and protocols and

motions, but they are wary of what might come next. It's not an easy process laid out in the motion. Would love to see something simpler. Committee hasn't been able to meet in months due to myriad scheduling conflicts. Consider tabling this and taking it back to working group to simplify it.

Sue moved and Jon Silvermoon seconded to send back to the Working Group.

Lainy Kins (working group member): Committee Best Practices Work Group was put together because committee members are getting work done. It's not invasive to create rules that clarify how the work is done as well as educate our very large membership about how they can get involved. People who are politicizing the membership in a way that doesn't foster what the intention of the group was. We are not trying to control everyone, it's part of educating about democracy and opening doors to new members to step up and join in.

AJ: Point of Order: Make sure people mute microphones when someone else is speaking. Comments while others are speaking are not OK, especially Board members.

Lisa: Regarding sending back to Committee. Back when this was first introduced at August Board of Directors meeting, she objected due to procedural as well as substantive grounds. Committee Best Practices Working Group completed the work they were charged to complete. New charge was to meet again in six months and then annually to assess progress. Work group reconvened ostensibly to assess progress, but then other items added to agenda outside that scope. Agrees with whoever said process is important. It engenders more trust if we have a common understanding of the processes we follow. Supports sending this back to work group for more work because that would serve as a Board charge. Motion needs more work.

Paxton: Asked committee to reconsider and wants to ask them again. It's far too wordy.

John Alexander: Hopes the motioners will respond to moving it back to work group. It makes me anxious when we don't pass motions, especially when people have done a lot of work to create them. We don't have to pass all motions, but we should be able to pass some.

Motion to send back to Working Group failed: 6-5-1; Arna, Tom, AJ, George and Sandra opposed; John Alexander abstained.

AJ: Was supportive of sending back to working group until he heard what Lisa said. Hard to hear about support of committees and on the other hand disrespect to this work group, which has done work for many months, which Board knew about. It wasn't until motions came forward that legitimacy of the working group came into question. We need to respect the work of these working groups. This committee has been diligent, and this does an injustice to our processes and Board. The relevancy of this committee is to do work on our behalf. We are not passing things and they are trying to help us do our jobs, we should not call into question the work they have already done; we should instead kindly ask them to rework it. This makes the Board look bad. We need the same rules and standards for all the working groups.

Steven: Remind folks not to refer to people by name to keep temperature down.

Arna: Wasn't on this committee the whole time, joined just before being elected to the Board. They were asked to re-evaluate the manual and see what else needed doing. That's what we did.

We found things that would complement manual and help committees. Minutes have been given to the Board on a monthly basis. If the Board didn't like what they were working on or thought it was inappropriate, the Board should have said something then. Work group is doing what it's supposed to be doing. Felt blindsided at August meeting when it was brought up that they shouldn't have been doing that work. Bureaucracy grows as our organization grows. We need more policies to keep us functioning smoothly, which is what this work group is trying to do.

Kevin Levy: Appreciates the work the committee has done. Thinks it's a great policy that solves a problem and prepares us for future problems. Agrees with John Alexander, getting antsy about getting things passed. Would love to see this pass tonight. Wish we could solve word-smithing issue right here right now, but there might not be time. Seems good for the organization.

Paxton: Disagrees with some of the comments. Views the motion as not respecting the work of the committees; seems authoritarian. Prefers to trust committees to do their work. Has seen them be successful over decades. These problems are new and only from one committee.

Jon Silvermoon: Could see himself voting for a motion that addressed this general topic that this motion is trying to address but not *this* motion. Bylaws requires a two-thirds vote to approve a motion; part of that is to make the Board consider all viewpoints, especially when views are held by significant portion of the Board. Was hoping work group could take tonight's comments and rework the language. Can't vote for this tonight. Divisive voices are going to talk about dysfunction again, which is unfortunate. I was prepared to vote on some version, but not this one, which would put us at square one if it doesn't pass. We've heard legitimate concerns of members of the Fair. Plans to vote against motion.

John Alexander: Hopefully we can keep the comments about the motion at hand. Clarify: Why are people concerned that Board members being invited to closed meetings signals not trusting committees?

AJ: Same question as John Alexander, we need to be able to make sound decisions. We don't want to regulate committees, but we do want to regulate this working group? What is the fear of this Board at being notified about closed sessions or attending those meetings?

Paxton: Attends many committee meetings, even ones he's not a member of. Leaves when they are discussing things that are not his business. He views that as respect.

Arna: Doesn't want to table this, it's been tabled every month since June. Vote tonight to be fair to the work group.

Sandra: Troubled by way that this is coming down. Disturbed that this committee needs to get clearance to do the work they were charged with. This came up when we were dealing with Diversity Committee issue. Some of people who are voting against this now said it wasn't fair or reasonable to do for one committee but not others. This is not overreaching. Gives clear expectations and consistency. Policy is our friend.

The amended motion to approve Part 1 of the Committee Best Practices Work group recommendations about closed committee meetings:

1. Closed Committee Meetings

The purpose of Board committees is to provide information and recommendations to the Board, and in that role closed meetings should be rare and only used when absolutely

necessary. All committee, subcommittee, ad hoc and work group meetings of OCF Board appointed committees are open to all Fair members with certain exceptions, as described below. All criteria below apply to committees, subcommittees, ad hoc and work groups. Any Director or Officer may attend any closed meeting.

Process and criteria for a closed meeting:

The OCF Board of Directors may request by a motion that a committee address a topic requiring confidentiality.

Any committee or subcommittee wishing to hold a closed meeting must request and receive prior approval from the Board liaison(s) and Board President and provide notification of their intent to hold an approved closed meeting, including the reason, date, time, location or link, and agenda to all members of the OCF Board of Directors and Officers not less than seven days prior to the planned date of the meeting. Emergency closed meetings or portions thereof are permitted, providing the entire Board is notified of the emergency closed meeting as soon as the emergency arises.

If a closed committee meeting is planned to occur in the context of a meeting at which topics that are not eligible to be discussed in closed committee sessions are also on the agenda, the agenda items to be discussed in closed session must be clearly marked as closed and arranged within the agenda in a sequence that consolidates the closed topics in a contiguous section of the meeting prior (to) or after the primary agenda topics.

Permitted Topics for Requesting Closed Meetings:

Legal, personnel and real estate

When an approved board motion allows for a committee closed session.

Sensitive subject matter

Motion failed: 7-5: Lisa, Jon S, Sue, Paxton and Ann opposed.

(YouTube video: 1:41:47)

Arna moved and AJ seconded to accept the Committee Best Practices Work group recommendations about Committee Annual Report.

The purpose of the annual report is:

1. Provide the Board and others with succinct information of the committee's work.
2. Ensure the committee is meeting the committee's mission as identified in the original

Board motion that created the committee.

Committee Annual report to the Board and membership

1. An annual report shall be submitted to the Board and officers by date chosen by each committee and annually thereafter. All accumulated annual reports shall be submitted to the staff no later than March 15, to be included in the April Board Packet.

2. Committee Annual reports shall be posted to the .net site after Board approval.

Liaison(s) Role:

Liaisons are responsible to assist committees to provide their annual report in a timely fashion.

The annual report will include the following information:

1. **Committee name**
2. **Approved committee mission statement and additional directives.**
3. **List chairperson(s), officers, facilitator, scribe, and liaisons.**
4. a. **Voting members.**
- b. **(Optional) years of service on the committee.**
5. **Confirmation that minutes are posted on the .net site.**
6. **Summary of work performed.**
7. **Work plan for the coming year.**

Arna: They were asked to come up with a reporting mechanism from committees to the Board. They tried to make it as easy as possible. Committees can choose what works for them. Does not say if they don't have all the officers what to do, which is fine, they just need to tell us what their process is. Not trying to control the committees to force them to have all the officers, just want the information about how the Committee works.

Member Input:

Spirit: Agrees with Arna regarding Board receiving information about the committees. It's in the Bylaws that the Board needs to know what is going on. Bummed about last motion failing. These are Board-appointed committees. Thanks, Arna for your comments.

Board Input:

Jon S: **Offered a friendly amendment: #3 remove chairperson(s).** Why is March chosen for April meeting? Collecting before annual retreat might be a better date to do that, **friendly amendment to change March to October.**

John Alexander: Liaisons do not have duty to write the report; they should be contributing and participating but not dominating or taking on responsibility.

Sue: To Arna: Are you willing to clarify language? Committees sometimes have "contact people," not "chair people."

Arna accepted and AJ seconded the amendment to #3 "chairperson(s) or contact person." "If you don't have a regular facilitator or scribe, please describe your process for choosing them for each meeting." Regarding second friendly amendment, doesn't want to move the date; retreat is already very busy.

Paxton: Objected to several things on it. Likes the friendly amendment. One of his committees allows all attendees to vote. **Friendly amendment, add "after approval" to language about posting minutes on the .net site.**

Jon Silvermoon: Annual checklist would be removed in lieu of the new annual report. So that means we would need to change that part of the manual as well.

Arna: Doesn't replace portion of the manual. Checklist is an essential part of any meeting and should be done. We should be able to assume all committees are following the checklist. Regarding voting issue from Paxton: if Committees allow every attendee to vote, they just need to say that. We just want to understand how they work, not dictate how they do it. **Doesn't accept Paxton's friendly amendment.**

Lisa moved to extend the meeting to 9:30 pm. Paxton seconded.

Motion passed. 8-3-1; Tom, George, and Jon Silvermoon opposed; John Alexander abstained.

Sandra: Problem that this solves is to close the loop on delivering information to the Board. This would allow the Board to review mission and work at least once a year. It would be approved and posted on the website to find out what they're doing and what they're planning to do. Tried to make it as flexible as possible. Some committees only meet once a year like the philanthropy committee. Board could process groups of these reports. Committees have a common complaint about not knowing what the Board is thinking about their work. This would give them that feedback loop. Hopes we can pass this motion.

The motion as amended:

- 1. Provide the Board and others with succinct information of the committee's work.**
- 2. Ensure the committee is meeting the committee's mission as identified in the original**

Board motion that created the committee.

Committee Annual report to the Board and membership

1. An annual report shall be submitted to the Board and officers by date chosen by each committee and annually thereafter. All accumulated annual reports shall be submitted to the staff no later than March 15, to be included in the April Board Packet.

2. Committee Annual reports shall be posted to the .net site after board approval.

Liaison(s) Role:

Liaisons are responsible to assist committees to provide their annual report in a timely fashion.

The annual report will include the following information:

- 1. Committee name**
- 2. Approved committee mission statement and additional directives.**
- 3. List chairperson(s) or contact person, officers, facilitator, scribe, and liaisons. If you don't have a regular facilitator or scribe, please describe your process for choosing them for each meeting.**
- 4. a. Voting members.**
- b. (Optional) years of service on the committee.**
- 5. Confirmation that minutes are posted on the .net site.**
- 6. Summary of work performed.**
- 7. Work plan for the coming year.**

Motion passed: 11-0-1; Lisa abstained.

(YouTube video: 2:05:46)

Lisa: OCF Bylaws were created before the advent of the internet, lacking provisions for electronic communication. Moreover, the Oregon Nonprofit Corporation Act ORS 65 governing

nonprofits in Oregon underwent amendments effective January 1, 2020. Recognizing the need for a review and update, on November 2, 2020, the Board of Directors unanimously approved a motion to direct the Bylaws Committee to conduct a thorough review and update of the OCF Bylaws. Following the Board's directive, the review was done and updates sent back and forth to attorneys. The committee met 35 times, had two Board Work Sessions and proposed amendments were given to the Board and posted on the .net site. Upon approval, the third column of the document will officially become the approved Bylaws of the Oregon Country Fair.

Lisa moved and Ann seconded that the Board of Directors approve the Amended Bylaws of the Oregon Country Fair, as submitted by the OCF Bylaws Committee. (Lisa Parker & Arna Shaw)

Member input:

Lawrence Taylor: Having been involved in at least the end of this process, hopes Board can pass the motion unanimously; it's low hanging fruit. These changes bring the Bylaws into compliance with current rules and clear up language ambiguities. Chance to find agreement and unanimity. This represents three years of work by the committee.

Spirit: This is important, these are our Bylaws. Membership needs to be aware. Membership should have input when Board is voting on a motion. What I see in these changes is eliminating membership input. We used to get 60 days before changes were proposed. Then it went to 30 days. Now there is no requirement because it can go from New Business to Old Business in one meeting. Vote "no" or table it and send back to committee to rework it. We can't disenfranchise membership further when it comes to Bylaws.

Board Input:

AJ: Attended both work sessions and has been paying close attention to conversations amongst the Board. Concerned at most recent work session by unanswered questions. Questions were sent to our attorneys, which were answered to the Board. When we are changing our Bylaws, it's significant, so I don't feel comfortable voting on this motion based on outstanding questions. Membership as a whole has not seen this final product with information that was just obtained from attorneys. Board received letter from FFN asking why Bylaws changes weren't published in FFN. FFN was told the changes were small. I don't accept that. Our Bylaws need to be thoroughly understood by membership and whole Board and this hasn't happened. This is not a surprise to committee, because I already said this. I really appreciate all the work of the committee over these last three years, but I still think we need to ensure membership understands all changes before making them.

Paxton: We can't move New Business to Old Business due to state law, so that's a specious argument. We've had two work sessions with membership input and legal comments. We were just supposed to bring the Bylaws up to state standards, not work on new ideas right now. Bylaws is a batch process. New ideas need to be sent to the Bylaws Committee, but right now we want to bring us up to state standard. Recommends we pass this, and then new ideas go to committee.

Arna: Knows Bylaws Committee really wants this passed at this meeting. They are a great committee and she is impressed by their work. But Bylaws should be published in FFN, even

though they've been posted on the .net site. Would like to see them published in FFN. Not sure how she is going to vote. Does membership need time to read them in FFN? Won't kill us if it goes another month. We have current Bylaws we can use. Bylaws are a very important document. Maybe it's best to slow down.

John Alexander: We can always do better about getting things in front of membership. Will dig in at retreat. I think we've had a good look at this after two work sessions.

Kevin: Simple updates but don't want to lose trust of membership. Give it a month for them to see it to make sure they are on board.

AJ: It has been three years, so I think we can wait a month to publish in FFN.

Sue: Point out that if we want this posted in FFN, we won't be able to vote on this until December.

Ann: Recommendations are all on .net site under Bylaws Committee.

Lisa: Email of concern — she responded and explained process and scope of work. Provided links to documents on the .net site. Response email described concern being alleviated and FFN posting maybe not needed. Lisa agreed to write a letter to FFN with history, process and results.

AJ: Appreciates the reading of the letter, but that is one individual and not the membership as a whole. Other members who spoke tonight want to take a better look, so encouraging Board to postpone so membership can see before we vote.

AJ moved to table this until December meeting. Kevin seconded.

Motion failed: 4-8; Ann, John Alexander, Tom, Sue, Jon Silvermoon, Lisa, Paxton and George opposed.

Motion passed. 10-2; AJ and Kevin opposed.

John Alexander moved and Ann seconded to extend meeting by five minutes and go straight to meeting evaluation.

Motion passed: 7-5; George, Paxton, Arna, AJ and opposed.

New Business

Board of Directors Rules of Order motion passed on September 11, 2023. (John Alexander & Sandra Bauer)

Current wording:

The Board further resolves that the Board will:

1. Create an ad hoc Rules Committee whose term coincides with the current Board term and can be extended by the incoming Board during its term,
2. At the time the Board makes appointments to the committee, any Board member wishing to be on the committee shall be automatically appointed.
3. Refer matters of process to the Rules Committee for their recommendations on Board meeting process policy;

Proposed change to read as follows in bold:

The Board further resolves that the Board will:

1. Create an ad hoc Rules Committee whose term coincides with the current Board term and can be extended by the incoming Board during its term,

2. **The committee shall be a Committee of the Board and Officers.** Any Board member or officer wishing to be on the committee shall be automatically appointed.

3. **The Board may** refer matters of process to the Rules Committee for recommendations **to the Board** on Board meeting process policy.

Meeting Evaluation

(YouTube video: 2:29:40)

Last round for the good of the peach.

Spirit: Steven you did an excellent job facilitating.

Sandra: Keeping all these cats corralled is tough and you did a great job and stayed calm and sensible.

John Alexander: Agreed that Steven did a fantastic job. Encourage us to get together and talk more to focus our conversations on the motions at hand. We need to avoid repeating ourselves. Our heart is with the Fair and the philanthropic work we do so our hearts are in the right places.

Arna: Some of the best facilitation we have had in a long time. Happy birthday, Sandra!

Lisa: Happy Birthday, Sandra! Thank you Steven for great facilitation.

Lawrence: Skills are useful, and Steven's evenhandedness and facilitation skills were appreciated.

Kevin: Appreciates Steven's work sharing screen and other helpful things — you're hired!

Jon Silvermoon: I was apprehensive when I saw you were going to facilitate but I had no cause for concern. Thanks for doing it! Thanks Board members; we got some motions passed. This Board can work together, and I hope we continue to do so.

Steven: Thanks everyone for their patience. If the new Board wants me to continue, there are some things we can do to make things feel smoother. I appreciate everyone's appreciation.

Lainy Kins: Thanks for facilitating.

Next Board Meeting: November 6, 7 pm via Zoom

Upcoming Board Work Session: Emerald Ash Borer: November 20, 7 pm via Zoom

President's Peace

(YouTube video: 2:34:12)

AJ: Thanks, Lynda for her service. Happy birthday to Sandra and Jon Silvermoon. Steven — thank you for accepting the facilitator role, you did a great job. Lastly, quote from wresting teacher from

seventh grade. "Good, better, best, never let it rest until the good get better and the better get best." I hope the membership sees us getting better at our jobs and representing them.

