

**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: Concur 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.