

December 2023  
Bylaws Committee  
Follow-Up Report to the Board

Dear Board and Officers,

At the October 2, 2023, Board of Directors meeting, the Amended Bylaws of the Oregon Country Fair were approved by the Board. This was the culmination of nearly three years, 35 committee meetings, and two Board work sessions to carry out the Board charge issued on November 2, 2020. The scope was to bring the Bylaws into compliance with changes in the Oregon Nonprofit Act (ORS 65) that took effect on January 1, 2020, and to provide for electronic communication since the Bylaws were written prior to the advent of the internet. Over the course of the comprehensive review and update, questions arose that were outside of that scope.

The purpose of this report is to advise the Board regarding areas of the Bylaws that they might consider directing the committee to work on, as follows:

Article V. Members, Section 2: Eligibility and Admission outlines the eligibility requirements and process for becoming a voting member of the OCF. There is currently no age requirement, as membership is tied to receipt of a wristband, other Fair camping pass, or verifiable worker day pass. **Does the Board wish to consider the question regarding an age requirement?**

Article VII. The Board of Directors, Section 2(e): Term. This section states that each Director shall serve for three years or until their resignation or removal, but there is no mechanism for a Director to resign. Officers may resign by delivering written notice to the Recording Secretary. **Does the Board wish to designate a mechanism for Directors who are not Officers to resign?**

Article VII. The Board of Directors, Section 4: Vacancies. The language here is somewhat confusing, but essentially it means that when the number of Directors falls below the number authorized (which is 12 at this time), the Board can fill the vacancy by a simple majority vote. All other Board actions require a 2/3 majority. **Does the Board wish to a) clarify this section, and b) consider whether a simple majority or a 2/3 majority should be required?**

Article VII. The Board of Directors, Section 5: Committees. This section is very scant, so there is not a lot of guidance about how committees should work. According to ORS 65.354, there are two different types of committees, and the same rules “governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, also apply to committees and committee members.” This has implications for future policy decisions regarding committees. **Does the Board wish to clarify this section of the Bylaws regarding committees?**

Article VIII. Meetings of the Board of Directors, Section 5: Emergency Meetings. The OCF Bylaws only consider the time during the production of the Fair, but it is possible to have a situation outside of event time. ORS 65.064 & 65.081 address emergency bylaws and powers

and define an emergency as “some present or imminent catastrophic event.” **Does the Board wish to clarify what emergency powers the Board has, and under what circumstances?**

Article XI. Amendment, Section 1: Notice of intent to amend must be given at the previous Board meeting and to each Director in accordance with Article VIII, Section 4 (not less than seven nor more than 30 days prior to the date of the meeting). It is not possible to move a Bylaws amendment from new business to old business in the same meeting. If the Board wishes to consider specifying a number of days (i.e. 30 days or 60 days), we will need clarification on whether the 30 day limit would apply here, and if the Board wishes to require publication in the FFN for a specific number of days, the submission deadlines and publication time frame should be taken into consideration (i.e. if publication in the FFN for 60 days is required, this would make Bylaws changes a three month process). **Does the Board wish to consider the question of notice of intent to amend the Bylaws?**

**NAO Recommendations:** There were recommendations in the NAO report regarding the Bylaws. This report can be found here: <https://oregoncountryfair.net/wp-content/uploads/2020/02/2nd-Report-to-the-Board-%E2%80%93-December-2018.pdf>  
**Does the Board wish to review these NAO recommendations pertaining to the Bylaws?**

Yours in service,

The Oregon Country Fair Bylaws Committee