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OCF Bylaws Committee Meeting Minutes

Tuesday, January 24, 2023

Committee members and Board Liaison present: Arna and Ann (Board Liaisons); Diane, Heidi, Kimmo, LT, Lisa, Mark, Palmer, and Paxton.

Guests: none

Absent: none

Member feedback: No member feedback since the last meeting.

Meeting Discussion included:

- Committee approved the December 15, 2022, meeting minutes
- Reviewed membership petitions in the bylaws
 - Currently requires 100 signatures
 - Committee has previously discussed how many signatures or using a percentage
 - Membership Secretary Stephen is recommending 8%
 - Bylaws specify a special meeting is required for a recall that is not during annual meeting
- Committee Best Practices is asking committees to provide an annual report with our current members, email addresses, and 2023 work plan (our charter is posted on the .net site)
 - Typically, our work plan is guided by directives from the Board
- Reviewed bylaws draft for attorney – further questions and concerns before submission
 - Punctuation and vocabulary review
 - Removed language of ‘coordinator’ from committee info; replaced with member
 - Discussion about Onsite/Emergency meetings
 - Questioning if we still need this in the bylaws
 - Questioning if it is lawful to have a meeting without notice
 - Reviewed ORS statutes
 - ORS 65.034 Notice
 - ORS 65.064 Emergency bylaws and powers
 - ORS 65.081 Emergency powers
 - ORS 65.214 Notice of meeting
 - ORS 65.344 Call and notice of meetings

- Questioning if this falls under a governance model
 - Staff and BUMs have emergency protocols and procedures
- Support expressed for having a mechanism for an emergency meeting
 - Changed language from onsite to emergency
- Board Directive passed: new business agenda items must be submitted at least 2 weeks prior to the meeting in which the new business item will be introduced
- Reminder - ensure ample time for the Board and members to review the documents
 - Timeline to include lawyer review; determine what further changes should be made
 - Schedule a work assembly for membership; Board may decide to schedule their own closed session
 - Put the documents on the .net site and FFN
- Mark announced his intent to resign from the committee

Tasks, To Do's and Summary

- Heidi – submission to lawyers (share copy with committee and liaisons)

The next Bylaws Committee meeting will be TUESDAY February 21, 2023, *6:30-8pm*