



## OCF Joint Bylaws/Elections Committee

### Explanatory comments on proposed Bylaw changes

February 5, 2024

In November of 2023 I drafted a motion to create an ad hoc joint Bylaws/Elections committee to discuss and propose making changes to Bylaws and Policies regarding elections. I got sponsorship of all 12 Directors and the motion was put on the agenda in December as new business, and passed at the January 2024 Board of Directors meeting.

The committee met on January 22, 2024 and we went through the items listed on the motion. I drafted language to amend the Bylaws based on that meeting, and posted the draft on the oregoncountryfair.net site. The committee will meet again on February 26 to work on the language in the draft proposal. Members are invited to this meeting, and all of our committee meetings.

I want to add some notes here so that members and Directors might have a better understanding of exactly what the issues are that led to the motion, and what effects the changes would make.

I want to emphasize that the ad hoc joint committee will only be making recommendations to the Board, and any actual Bylaw or Policy changes would have to be proposed in a motion at a Board meeting and passed by the Board of Directors at a subsequent meeting. I also want to mention that there will be a Board Work Session on March 18, 2024 to address the proposed changes, and that there will be opportunity for member input at that work session, as well as at the regular Board meetings.

Some of the Bylaw change proposals might invoke Article XI, Section 2, which would require ratification of the changes by the membership before they take effect. Our attorney will advise us on which changes would require member ratification. Should any Bylaw changes pass that require ratification, the question(s) would be put on the annual election ballot.

If you have any questions/comments/concerns about any of this, please email [elections@oregoncountryfair.org](mailto:elections@oregoncountryfair.org) and your email will be forwarded to everyone on the joint committee.

With that said, here are the six areas of concern in the motion, with an explanation of why they need to be addressed:

## 1. Changing the method of selection Directors to election by **direct ballot**.

Currently our bylaws are written to reflect how we chose our Directors in the early years of the Fair – we would hold an in-person annual meeting of the membership, where the members would elect their new Directors. There is a mechanism to allow members to appoint the Membership Secretary as their proxy and cast a ballot for them if they cannot attend the meeting in person. The reality today is that all ballots are cast by proxy authorization. The Elections Committee did not issue a single ballot to a member at this past fall's election. Only a half dozen or so ballots were cast at the meeting. All the rest were mailed in or delivered to the office.

To reflect what we actually do we need to change our method of election from election at the annual meeting to election by direct ballot. We would still have the annual meeting of the members, and would still introduce the candidates at that meeting, but the actual election would be by direct ballot, with a ballot deadline after the annual meeting. This later deadline gives folks who do not attend the annual meeting time to cast their ballots if they wish to hear the candidate statements given at the meeting before making their decision. Members would still have the opportunity to cast their ballots at the annual meeting.

Changing the method of electing Directors to direct ballot is also a necessary change should we decide in the future to move to online voting.

To summarize, this proposal would not change the actual current practice of how we send out ballots and accept and count them. It just eliminates the need to accept all ballots not cast at the annual meeting via proxy. We would still have the proxy mechanism for members who cannot cast a ballot otherwise – especially those who live in other countries and would have a hard time returning their ballots on time, or those who spoil their ballots too late to receive a replacement via mail.

## 2. Establishing a **minimum age for OCF membership**.

Currently our bylaws stipulate that anyone who receives a wristband is eligible to be a voting member. The age requirement to receive a wristband is not part of our Bylaws. There are differing views about what that age limit actually is. My predecessor used the age requirement for a wristband at the time the Bylaw was adopted (14), and I have continued that interpretation. Our proposal would stipulate a minimum age for voting membership

eligibility that is not tied to the wristband age. It's important that it be a part of the Bylaws, in case the wristband age is changed significantly, or if we stop using wristbands.

3. Clarifying the **election certification process** and the effective beginning of terms of newly-elected Directors.

We have a tradition going back to the early days of the Board where at the first Board meeting after an election the old Board would approve the minutes of the previous meeting, certify the election, and then seat the new Directors. When the Board was meeting in person, the outgoing Directors would actually walk away from the table and the new Directors would take their seats at this point.

The Oregon Nonprofit Corporation act, though says this about when a term of office begins:

ORS65.314

(3) Except as provided in the articles of incorporation or bylaws:

(a)

The term of a director filling a vacancy in the office of an elected director expires at the next election of directors; **and**

(b)

The term of a director filling any other vacancy expires at the end of the unexpired term that the director is filling.

Our Articles of Incorporation and our Bylaws are silent on when the term of office begins, so technically the term begins when the ballots are due at an election. The Fair's Attorney clarified with me earlier that "at the next election" means the time the ballots are due. We need a Bylaw that specifies when the term of office actually begins. There are proposals to have the Membership Secretary and possibly another Officer certify the results of an election, and the term of office would begin upon certification. Currently the Membership Secretary and the Treasurer(s) do so after the votes are counted. The Board could still have a ceremonial passing of the baton to the new Directors at its next meeting. We can also codify our current practice, and begin the new terms when the Board ratifies the results. Whenever the term begins, it should probably not be when ballots are due, as the results are not known until the votes are counted.

4. Changing the **voting participation requirement** to count voting in any election vs. only the annual election as fulfilling the requirement,

Currently our Bylaws require members to vote in at least one of the previous three annual elections to retain their membership status. We had a Removal Action by Direct Ballot last year, which was an election, and several members voted in that action who had not voted in the previous three annual elections. Those members had to be purged from the voting roll for this past fall's annual election. They were all offered the opportunity to reapply for voting membership, and several did, but changing the Bylaw would allow voting in ANY election to count as participation, not just the annual election.

5. Changing the **petition signature requirement** from a hard number to a percentage of members voting in the last election.

We changed the Bylaw to require 100 signatures on an advisory or removal petition a couple years ago. That was a good thing – the old requirement was 25, and was set when our membership was much smaller. Having a hard number embedded in the Bylaws does not allow for any flexibility as the number of voting members changes. We're discussing basing the signature requirement on a percentage of members who voted at the last annual election, keeping 100 as the minimum number. This way, if the voting membership grows, we would not have to change the Bylaws again to reflect that larger number.

6. Setting a **time limit to submit the required number of signatures for a petition.**

Currently, there are no limits to the signature gathering process for a petition. A petitioner could submit signatures, not reach the threshold of valid signatures, and submit supplementary petitions for an unlimited time period. We would like to put some constraints on that – perhaps limit the number of submissions, or limit the amount of time between the first submission and the last one. The joint committee decided that this was more a Policy issue than a Bylaw issue, and will recommend that the Board send this issue to the Elections Committee for further consideration.

Please feel free to contact me or the committee if you have any questions about any of the proposed changes. We'll keep the draft working document up to date as we clarify the proposed language.

Thank you.

--Stephen Diercouff, Secretary of the Oregon Country Fair

**Next Meeting of the joint Bylaws/Elections committee:** February 26, 2024, 6:30 to 8