



The Oregon County Fair creates events and experiences that nourish the spirit, explore living artfully and authentically on Earth, and transform culture in magical, joyous & healthy ways.

OCF Joint Bylaws/Elections Committee

Draft Motions for consideration by the Board of Directors

This is a working draft of the motions the joint Bylaws-Elections committee plans on discussing at the Board Work Session on March 18, 2024, and presenting to the Board for consideration. This should be close to the final draft, but we are currently waiting on a legal review of the proposals, and may have to make some changes when the review is complete. We should have that review before the Work Session. This is essentially the same as the combined Bylaws proposal draft that was posted to the oregoncountryfair.net site on January 24, 2024, with the changes split out by motion. Something we've asked for in the legal review is to identify any changes that might invoke Article XI, Section 2 of our Bylaws. If the attorney indicates that any motion would invoke that clause, we would change the proposed motion from "and amends the Bylaws to effect these changes as follows:" to "and amends the Bylaws to effect these changes as follows, pending ratification by the membership at the 2024 annual meeting/election:" As always, please send any questions/comments/concerns to elections@oregoncountryfair.org and/or attend the Board Work Session on Elections Bylaw changes that will take place on March 18, 2024 at 7pm.

Note: Words in green and struck out are the original language. Words in red *and italics* are the newly proposed words. The italics are NOT part of the proposal but placed solely there to add clarity if someone has a non-color copy.

Motion 1: To change the method of selecting Directors to election by direct ballot and clarify the election certification process.

Whereas the Oregon Country Fair (The Fair) began as a small group who met in person regularly to discuss policy and elect Directors at an annual meeting of the membership;

and Whereas the Fair membership has grown to the point that virtually all ballots for Directors are cast remotely by proxy;

and Whereas there is no mention of certification of the election in the Oregon Nonprofit Corporation Act or The Fair's Bylaws;

and whereas by tradition the Membership Secretary and Treasurer(s) informally certify the election after the ballots have been counted;

and Whereas the Bylaws should reflect actual practice as closely as feasible,

The Board therefore resolves to change the method of selecting Directors to election by direct ballot and to clarify the election certification process, and amends the Bylaws to effect these changes as follows:

Article VI:

ARTICLE VI. MEMBERSHIP ~~MEETINGS~~ ACTIONS

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~~15. 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, *to introduce Board candidates to the membership,* 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 affiliation.~~

2. ***Annual Elections.*** *An annual election shall be called by the Board of Directors at a date to be fixed by the Board, but in no case sooner than one week after the Annual Meeting nor later than October 30. The purpose of the election shall be to elect new Directors to the Board, to vote on Bylaw changes that require member ratification, and to vote on advisory petitions.*

Advisory resolutions may be placed on the Annual Election ballot 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 affiliation.

The election shall be conducted by direct ballot, with ballots issued to all members via mail, or other means as the Board may provide. The results of the election shall be certified by the Membership Secretary and the Treasurer(s) within five days of the election.

23. **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 ~~m~~Membership ~~s~~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. ***In the case that the purpose of a special meeting is limited to a vote on the removal of a Director or Directors,***

advisory petitions, and/or ratifying Bylaw changes the Membership Secretary shall conduct an election by direct ballot in lieu of convening a special meeting.

34. Notice. Written notice of membership meetings *and annual elections* 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 *or annual election*. 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.

45. **Quorum.** Two hundred members present in person or by ~~absentee ballot~~ proxy at any duly called meeting shall constitute a quorum except at the annual meeting, where those members present in person or by ~~absentee ballot~~ proxy shall constitute a quorum.

56. **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.

67. Membership Lists. Members who desire to send written communications to other members concerning any ~~special or annual~~ membership meeting *or annual election* may request the OCF to send such communication to all members entitled to vote at the meeting *or annual election*. 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 *or annual election* is given, and not less than five business days before the scheduled date of the meeting *or annual election*. 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.

78. **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 *or annual election* 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: a) Attends any meeting and votes in person; or 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.

89. Elections Committee. The Board shall appoint an Elections Committee and make other provisions to ensure fair and accurate ~~elections~~ *balloting* at both *annual elections* ~~special~~ and ~~annual~~ membership meetings.

Article VII, Section 4:

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~~ *election*, 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.~~

Article VIII, Section 1:

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~~ *election*. 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.

Article IX, Section 3(b):

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; *to certify the results of the Annual Election*, and to be a member of the Elections Committee.

Article IX, Section 4:

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, *and to certify the results of the Annual Election*. The powers of the Treasurer shall be such as are consistent with the performance of the above enumerated duties.

MOTION 2 Establishing a minimum age for OCF membership

Whereas it is in the interest of the Oregon Country Fair (The Fair) to define the eligibility requirements for voting membership in its Bylaws;

and Whereas currently the age requirement is dependent on the age requirement to obtain a wristband, which is an operations matter outside the scope of the Bylaws,

The Board therefore resolves to establish a minimum voting age of 16 years by the date of an election, and amends the Bylaws to effect the change as follows:

Article V, Section 2(a):

a) Any individual is eligible for membership if the individual is registered with the OCF, *has attained the age of 16 years*, 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.

Article V, Section 2(d): (new section)

d) **An individual must submit a registration form at least 30 days before a membership meeting or election to be eligible to vote at that meeting or election.**

Article V, Section 6(a):

- 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.

MOTION 3: Clarifying the effective beginning of terms of newly-elected Directors

Note: The committee recommends two options for this motion, and includes the first one in the motion itself, with a proposed amendment the Board may wish to consider when debating the motion.

Whereas the beginning and end of a Director's term of office needs to be clearly defined;

and Whereas the Board has a tradition of ceremonially installing new Directors at the annual Board meeting after the election;

and Whereas both the Oregon Nonprofit Corporation Act and our Bylaws are silent on the start of the effective term of office;

and Whereas the default effective date when both Statute and Bylaw are silent is at the time ballots are due at the election, which differs from tradition;

The Board therefore resolves that the term of office of newly-elected Directors be effective upon ratification of the election results at the annual Board meeting, and amends the Bylaws to effect the change as follows:

Article VII, Section 2(e):

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. *The term of office of newly-elected Directors shall be effective upon ratification of the election results at the annual Board meeting.*

MOTION 3a: Clarifying the effective beginning of terms of newly-elected Directors (Alternate term amendment)

Amend Motion 3 as follows:

Whereas the beginning and end of a Director's term of office needs to be clearly defined;

and Whereas the Board has a tradition of ceremonially installing new Directors at the annual Board meeting after the election;

and Whereas both the Oregon Nonprofit Corporation Act and our Bylaws are silent on the start of the effective term of office;

and Whereas the default effective date when both Statute and Bylaw are silent is at the time ballots are due at the election, which differs from tradition;

The the Board therefore resolves that the term of office of newly-elected Directors be effective ~~upon ratification of the election results at the annual Board meeting~~ *when the election is certified by the Membership Secretary and the Treasurer(s)*, and amends the Bylaws to effect the change as follows:

Article VII, Section 2(e):

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. The term of office of newly-elected Directors shall be effective ~~upon ratification of the election results at the annual Board meeting~~ *when the election is certified by the Membership Secretary and the Treasurer(s)*.

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

Whereas the Board wishes to ensure the ability for the greatest number of members possible to vote in an election;

and Whereas when Article V, Section 5(b)(ii) of the Bylaws was written all member votes took place at the annual meeting of the membership;

and Whereas due to changes in the Oregon NonProfit Corporation Act we may now be required to conduct some special elections;

The Board therefore resolves to count voting in any election as fulfilling the voting participation requirement, and amends the Bylaws to effect the change as follows:

Article V, Section 5:

b) Suspension or termination. Membership may be suspended or terminated for failure to:

meet the conditions for membership as provided in Section 2(a) of this Article; or vote in at least one ~~annual~~ membership ~~meeting or~~ election every three years; or comply with these Bylaws or other rules, resolutions, and policies of the OCF; or for actions contrary to the interest of the OCF

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

Note: Some of the changes in this motion assume that Motion 1 passes. If it does not there is an alternate form of the motion below.

Whereas the number of members of the Oregon Country Fair (The Fair) varies from time to time;

and whereas The Board needs to establish a minimum number of signatures on an advisory petition or removal petition;

and whereas The Board does not wish to revisit the petition signature requirement threshold as the voting membership number changes;

The Board therefore resolves to require that valid petitions have the verified signatures of 100 Members or 8% of those voting in the most recent annual election, whichever number is greater, and amends the Bylaws as follows:

Article VI, Section 1:

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 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 legibly printed and the member's Fair affiliation.~~

Article VI, Section 2:

2. Annual Elections. An annual election shall be called by the Board of Directors at a date to be fixed by the Board, but in no case sooner than one week after the Annual Meeting nor later than October 30. The purpose of the election shall be to elect new Directors to the Board, to vote on Bylaw changes that require member ratification, and to vote on advisory petitions. *Advisory resolutions may be placed on the Annual Election ballot upon the petition of 100 or more members or 8% of the number of members who voted in the most recent annual election, whichever number is greater, 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 affiliation.*

The election shall be conducted by direct ballot, with ballots issued to all members via mail, or other means as the Board may provide. The results of the election shall be certified by the Membership Secretary and the Treasurer(s) within five days of the election.

Article VI, Section 3:

3. **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 *or 8% of the number of members who voted in the most recent annual election, whichever number is greater*, describing the purpose(s) for which the meeting is to be held.

MOTION 5a: Changing the petition signature requirement from a hard number to a percentage of members voting in the last election (if Motion 1 is defeated)

Whereas the number of members of the Oregon Country Fair (The Fair) varies from time to time;

and whereas The Board needs to establish a minimum number of signatures on an advisory petition or removal petition;

and whereas The Board does not wish to revisit the petition signature requirement threshold as the voting membership number changes;

The Board therefore resolves to require that valid petitions have the verified signatures of 100 Members or 8% of those voting in the most recent annual election, whichever number is greater, and amends the Bylaws as follows:

Article VI, Section 1:

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 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, *or 8% of the number of members who voted in the most recent annual election, whichever number is greater*, 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 legibly printed and the member's Fair affiliation.

Article VI, Section 3:

3. **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 *or 8% of the number of members who voted in the most recent annual election, whichever number is greater*, describing the purpose(s) for which the meeting is to be held.