

**DECEMBER 4, 2023 AMENDED AND RESTATED BYLAWS OF
THE OREGON COUNTRY FAIR
A NONPROFIT CORPORATION**

ARTICLE I. NAME, OFFICE, MAILING ADDRESS

The name of the corporation shall be The Oregon Country Fair (hereinafter "the OCF"). Its registered office and mailing address shall be 442 Lawrence Street, Eugene, Oregon 97401, or such other office or mailing address as established by the Board of Directors (hereinafter "the Board").

ARTICLE II. PURPOSE

The purpose of the OCF shall be to sponsor The Oregon Country Fair (hereinafter "the Fair"), which shall be an annual event intended to educate and inform the public about choices in personal and community lifestyle through the promotion and preservation of the work of individual crafts persons, artists, artisans, musicians, and performers; displays in a traditional fair setting; psychospiritual rejuvenation; and the creation of a public forum encouraging the exchange and discussion of ideas about alternative community organization, use of economic resources and appropriate technology; as well as any other lawful purpose within the scope of Sections 501(c)(3) or 509(a)(1) of the Internal Revenue Code.

ARTICLE III. DATE OF THE FAIR

The Fair shall be held at such time and place as the Board shall determine.

ARTICLE IV. FISCAL YEAR

The fiscal year of the OCF shall be the calendar year, or such other fiscal year as set by the Board.

ARTICLE V. MEMBERS

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1. Membership. There shall be one class of members, all of whom shall have the same rights and obligations with respect to the OCF. Notwithstanding the preceding sentence, certain early members of the OCF made donations or loans to the OCF to enable it to purchase the property on which the Fair is held, and those members shall have the honorary title of "Charter Members." Such title shall not grant them any different rights from any other member.

2. Eligibility and Admission.

- a) Any individual is eligible for membership if the individual is registered with the OCF 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.
- b) Members are not required to pay any membership fee.
- c) It is the responsibility of each member to file an initial registration form with the OCF and to promptly notify the Membership Secretary of any changes in the member's preferred contact information (which may be a street address, a mailing address, or an electronic address) for notices and other messages from the Fair. The OCF shall direct all notices required pursuant to these Bylaws, the Articles of Incorporation, or Oregon law to each member using the most current information provided to the Membership Secretary.
- d) Registration forms may be submitted online if the Board so provides.

3. Dividends, Earnings. No dividends or earnings of the OCF shall be payable to members, nor shall members have any interest in the assets of the OCF by virtue of being members. The OCF may pay reasonable compensation for services rendered by members and authorize reimbursement for expenses incurred by members on behalf of the OCF.

4. Dissolution. Upon dissolution or liquidation of the OCF, all assets remaining after payment of the debts and liabilities of the OCF shall be distributed to such other organizations exempt from tax under section 501(c)(3) of the Internal Revenue Code as designated by the Board. However, the OCF may not transfer or convey assets as part of a dissolution until 30 days after the OCF has notified the Oregon Attorney General, in

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accordance with the Oregon Nonprofit Corporation Act, or until the Attorney General, in writing, has consented to the transfer or conveyance or indicates that the Attorney General will not take action with respect to the transfer or conveyance, whichever is earlier.

5. Termination of Membership.

- a) **Resignation.** An individual may resign their membership at any time by delivering a written notice of resignation to the Membership Secretary.
- b) **Suspension or termination.** Membership may be suspended or terminated for failure to:
 - i) meet the conditions for membership as provided in Section 2(a) of this Article; or
 - ii) vote in at least one annual membership election every three years; or
 - iii) comply with these Bylaws or other rules, resolutions, and policies of the OCF; or
 - iv) for actions contrary to the interest of the OCF.
- c) In the case of suspension or termination of membership, the OCF shall give the member notice, in accordance with the Oregon Nonprofit Corporation Act, not less than 15 days before the effective date of the suspension or termination. The notice shall state the reason(s) for the suspension or termination and shall also specify a time and place at which the member will be provided an opportunity to be heard, orally or in writing, not less than five days before the effective date of the suspension or termination. The Board or its designee shall hold the hearing and then decide the issue of suspension or termination.
- d) Members who are excluded from OCF property in accordance with OCF Guidelines or whose volunteer position or status is terminated or suspended shall not lose eligibility or membership under Section 2 of this Article solely by virtue of failure to participate as a volunteer, worker, performer, or booth participant in any Fair from which such member has been excluded or not allowed to participate in such member's previous assignment.

6. Rights of Membership.

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- 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. Members shall vote to elect the Board, remove a Director, amend the Articles of Incorporation, and on all other matters for which a membership vote is required by the Oregon Nonprofit Corporation Act and by these Bylaws. In addition, members shall have the right to vote on advisory resolutions concerning any other matter to come before the membership.
- b) **Information.** Members shall be entitled to be informed on Board actions and corporate operations in accordance with the Oregon Nonprofit Corporation Act.
- c) **Board Actions.** At any regular business meeting of the Board (as defined in article VIII, section 2) members may be present. A member may also present proposals and suggestions to the Board and advocate their acceptance. In the event a member wishes to be heard at a Board meeting, the member shall schedule the matter to be discussed with the Recording Secretary. As far as is practical, the matter shall be addressed not later than two Board meetings from the time the member notifies the Recording Secretary. A member may ask the Board to reconsider its decisions by scheduling the matter with the Recording Secretary as provided above.

ARTICLE VI. MEMBERSHIP MEETINGS

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. 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, 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.

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2. **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 membership 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.

3. **Notice.** Written notice of membership meetings 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. 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.

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

5. **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.

6. **Membership Lists.** Members who desire to send written communications to other members concerning any special or annual membership meeting may request the OCF to send such communication to all members entitled to vote at the meeting. The request

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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 is given, and not less than five business days before the scheduled date of the meeting. 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.

7. **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 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.

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

ARTICLE VII. THE BOARD OF DIRECTORS

1. **Powers**. The activities, affairs, and property of the OCF shall be managed and directed, and its powers exercised by and vested in, the Board. The Board is authorized to perform whatever acts appear reasonably necessary or convenient to further the

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interest of the OCF. Such powers include, but are not limited to, the following: creating committees and appointing committee members; entering into contracts; purchasing, leasing, or otherwise acquiring real and personal property; borrowing money; hiring employees and consultants; investing funds; and promulgating and enforcing rules for participation in the Fair and the OCF.

2. Qualifications, Number, Elections, Terms, Votes:

- a) **Qualifications:** Any member of the OCF in good standing pursuant to Article V, Section 2(a) and who is at least 18 years of age is eligible to serve on the Board.
- b) **Number:** The Board shall consist of no less than nine and no more than twelve directors. The number of directors may vary from time to time by resolution of the Board.
- c) **Elections:** Votes for Directors may be sequentially numbered in order of preference. Members may vote for as many directors as they prefer, but only those votes assigned a number equal to or less than the total number of vacancies existing at the close of balloting shall be counted. Each vote shall count as only one vote, regardless of preference ranking, and only one vote per member may be assigned to any individual candidate. Members who do not sequentially number their ballots in order of preference may only vote for up to the number of vacancies existing at the close of balloting. Non-sequentially numbered ballots which reflect votes for more than the number of vacancies existing as of the close of balloting shall be disqualified.
- d) Incumbent Directors whose positions are not scheduled to be filled at an election may run for election to the Board at such election provided that upon submission of a candidate statement, acceptance of a nomination, or public announcement of candidacy, whichever occurs first, the incumbent candidate shall be deemed to have irrevocably resigned their incumbent Director position. The resignation shall be effective at the commencement of the first Board meeting following the annual membership meeting.
- 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.

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- f) **Votes:** The votes shall be counted first to fill the three-year Board positions, then to fill any vacated positions. Tie votes shall be resolved by drawing straws.

3. **Removal of Directors.** A Director may be removed from office, with or without cause, only by a vote of the membership at a special meeting called for the purpose of removing the Director and pursuant to the requirements of notice as set forth in Article VI, Section 3. The Board may suspend a Director with or without cause (requiring the affirmative vote of two-thirds of the Directors) for a maximum of 60 days or until voted on, as provided in this article. The Director in question shall be excluded from such a vote. If a Director misses three Board meetings in a row, the Board may declare that seat vacant by a two-thirds vote. Members who wish to remove a Director must submit a petition as provided in Article VI, Section 2 for special meetings. Petitions must include each member's signature, legibly printed name, and OCF affiliation. A Director may be removed by the affirmative vote of a majority of votes cast on that issue.

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, 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.

5. **Committees.** The Board may appoint committees and delegate such authority to the committees as it deems necessary, proper, or convenient for the effective, lawful, and beneficial operation of the OCF. Any committees so appointed shall report to the Board or to such other persons or committees as the Board may designate. The Board shall remain responsible for ensuring that committee functions are properly performed.

6. The Board shall appoint an employee or employees who shall be the lead professional(s) of the OCF and who will be responsible for all operations thereof. The

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Board will hire, evaluate, decide on salary increases and, if necessary, terminate the contract with such professional(s).

ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS

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. 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.
2. **Regular Business Meetings.** There shall be a regular business meeting of the Board on the first Monday of every month, unless otherwise specified in the Board agenda.
3. **Special Meetings.** Special meetings of the Board may be called by the President and two Directors or by five Directors with appropriate notice as provided in Section 4 of this Article. These meetings may either be open to members or be closed to all except the Board, consultants, witnesses, and such other persons as the Board may invite. No votes shall be taken in closed session other than for the purpose of personnel, real estate, or legal matters.
4. **Notice.** Written notice for the annual meeting and regular or special business meetings of the Board shall be delivered by hand, by mail, or by email to each Director at the address currently entered into the records of the OCF. Such notice shall be given not less than seven nor more than 30 days prior to the date of the meeting and shall set forth the time and place of the meeting. It is the responsibility of each individual Director to provide the Recording Secretary with correct mailing and email addresses. A Director may waive notice of any meeting of the Board by submitting a written waiver of notice to the Recording Secretary. Attendance of a Director at any meeting of the Board shall also constitute waiver of notice unless the Director, at the beginning of the meeting or promptly on the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

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5. **Emergency Meetings.** In addition to regular business meetings set out in Section 2 of this Article, it is anticipated that emergency meetings of the Directors may be required during the production of the Fair. For purposes of this section, the production of the Fair includes the two months preceding the Fair, the actual dates of the Fair, and the month following the Fair. The Recording Secretary will give at least four hours' notice of each such meeting. Directors shall have an affirmative duty to be easily available to receive notice.

6. **Quorum.** A majority of the number of Directors in office immediately before a Board meeting begins, but in any case, no fewer than six Directors, shall constitute a quorum for the transaction of business at that meeting.

7. **Voting.** The affirmative vote of two-thirds of all the Directors present and voting at a meeting at which a quorum is present shall be an act of the Board. No action shall be taken by the Board without a meeting. For purposes of this section, abstentions shall not be counted as votes.

8. **Policy of Decision-Making.** It shall be the express policy of the OCF that all regular business meetings be open to members and that, in acting on any matter before it, the Board shall give due consideration to the opinions and desires expressed by those members present.

ARTICLE IX: OFFICERS

1. **Officers.** Officers of the OCF shall be four: a President, Vice President, Secretary, and Treasurer. Any Officer position may be shared by one or more persons at the discretion of the Board.

2. **Election/Term.** The Officers are to be elected by the Board at its annual Board meeting or in the event that an office becomes vacant at any other time of year. There shall be no requirement that an Officer be a Director. Each Officer shall serve until the next annual Board meeting or until their death, resignation, or removal.

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3. **Recording and Membership Secretaries.** The responsibilities of the Secretary shall be such as are consistent with the duties enumerated below and shall be shared by the Recording Secretary and the Membership Secretary. In the event that one of the Secretary positions is not filled, the duties of that Secretary shall be performed by one Secretary or their designee(s).

- a) The responsibilities of the Recording Secretary shall be as follows: to keep a current book of records containing the minutes of all meetings of the OCF, a copy of the Certificate and Articles of Incorporation, a copy of the Bylaws, and the names and addresses of the Directors and Officers; to select a date for the annual Board meeting and to give notice of all meetings as required by the Bylaws except as provided in Subsection (b) of this Section; to be responsible for the recording of minutes and to provide each Director with a copy thereof; to be a member of the Elections Committee; and to maintain current address(es) in the name of the OCF.
- 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; and to be a member of the Elections Committee.

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. The powers of the Treasurer shall be such as are consistent with the performance of the above enumerated duties.

5. **President.** The President shall be the principal executive officer of the OCF, subject to the control of the Board. The President shall, when present, preside at meetings of the members, or make provision for a facilitator to preside at said meetings. The President may sign, with a Secretary or Treasurer or any other person so authorized by the Board, certificates for memberships, deeds, mortgages, contracts, or other instruments which

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the Board has authorized to be executed; and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

6. **Vice President.** In the event of the death, resignation, or removal of the President, the Vice President shall become President for the unexpired portion of the President's term. The Vice President shall also have all the authority and powers of the president during any period of time that the Board determines the President to be incapacitated.

7. **Removal.** Any Officer may be removed with or without cause by a vote of the Board at any meeting where notice has been given to the Board in the manner specified in Article VIII, Section 4, that the matter will be considered.

8. **Resignation.** Any Officer may resign by delivering written notice to the Recording Secretary.

9. **Vacancies.** Any vacancy in an office may be filled by the Board for the unexpired portion of the term.

ARTICLE X: TRANSACTIONS WITH DIRECTORS OR OFFICERS

1. No director or officer of the OCF shall be interested, directly or indirectly, in any transaction with the OCF (including but not limited to contracts), unless:

- a) the transaction is approved or ratified by the affirmative vote of two-thirds of the Directors who have no direct or indirect interest in the transaction (the transaction may not be approved or ratified under this section by a single director); and
- b) the material facts of the transaction and the nature of the Director's or Officer's interest have been fully disclosed or are known to the Board prior to consideration of the matter and are determined by the Board to be fair to the OCF.

2. A Director or Officer of the OCF has an indirect interest in a transaction if:

- a) Another entity in which the Director or Officer has a material interest or in which the Director or Officer is an employee or general partner or is a party to the transaction; or

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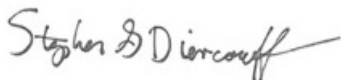
- b) Another entity of which the Director or Officer is a Director, Officer, or trustee is a party to the transaction and the transaction is or should be considered by the Board; or
- c) A person who is related to the Director or Officer, or a business associate of the Director or Officer, is a party to the transaction.

ARTICLE XI: AMENDMENT

1. Except as provided in Section 2 of this Article, these Bylaws may be amended by an act of the Board at any regularly scheduled meeting of the Board, provided such notice of intent to amend, together with a copy or summary of the amendment or a statement of the general nature of the amendment, was made at the prior Board meeting and given to all Directors in accordance with Article VIII, Section 4.

2. Notwithstanding Section 1 of this Article, no amendment to Article V, Section 6(a) of these Bylaws pertaining to the voting rights of the membership may be enacted unless such amendment is ratified by the affirmative vote of a majority of the membership at a membership meeting held pursuant to Article VI of these Bylaws.

Amended Bylaws as adopted on December 4, 2023.



(Stephen Diercouff)

Secretary of the Oregon Country Fair