

**Board of Directors
June 3rd, 2024**

Old Business Motions

- The Board moves to make the Committee Best Practices Work Group a committee. It would retain its current members and have the following mission statement (Sandra Bauer & Arna Shaw):

The Committee Best Practices Committee's purpose is to formulate and recommend policy and processes to the Board that enhance communication between committees and the Board and committees and the membership.

The Committee's primary goal is to regularly update the Best Practices Manual through consultation with interested parties to create organizational standards that support transparency, consistency, openness, inclusive and diverse representation and participation. The Committee will also perform related tasks as needed.

- #1 - Change the method of selecting Directors to election by written ballot and to clarify the election certification process. (John Alexander, George Braddock, Paxton Hoag, Kevin Levy, Lisa Parker, Sue Theolass, and Teresa Vaughn)

Note: Words in green and struck out are the original language. Words in red and italics are the newly proposed words.

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 resolves to change the method of selecting Directors to election by written ballot and to clarify the election certification process, and to amend the Bylaws to effect these changes as follows:

Article V. MEMBERS:

6. Rights of Membership.

a) Voting. All members who have been members for at least 30 days prior to the date of a membership meeting **or action by written ballot** 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 **as provided in the Oregon Nonprofit Corporation Act (the "Act")**, 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.

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, 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 ("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 approval or 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 Annual Election shall be conducted by written ballot in lieu of a membership meeting as provided in the Act, 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 deadline for the return of ballots.

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 ~~43~~ 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 approving or ratifying Bylaw changes, the Membership Secretary shall cause action to be taken by written ballot in accordance with the Act in lieu of convening a special meeting.**

34. Notice. Written notice of membership meetings **and Annual Elections or other actions by written ballot** 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, **Annual Election, or other action by written ballot**. 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, **Annual Election, or other action by written ballot** may request the OCF to send such communication to all members entitled to vote at the meeting, **Annual Election, or other action by written ballot**. 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, **Annual Election, or other action by written ballot** is given, and not less than five business days before the scheduled date of the meeting, **Annual Election, or other action by written ballot**. 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~~ **at a membership meeting or in connection with membership action by written ballot in lieu of a meeting** by appointing the Membership Secretary of the Fair as proxy to vote ~~an absentee ballot~~ for the member. Such ~~proxies~~ **appointments shall be referred to as absentee ballots**, shall be personally signed by the member, shall be effective only for the particular meeting **or action by written ballot in lieu of a meeting**, for which given, and shall specify with particularity the member's votes. ~~Proxy appointments~~ **Absentee ballots** must be submitted on forms approved by the Elections Committee, ~~and may be submitted either in paper form or by email.~~ **Proxy appointment** ~~Absentee ballots~~ shall be available for all matters for which binding membership votes **or** such advisory votes as the Board may designate from time to time **are entitled to be cast**. ~~An proxy appointment absentee ballot~~ is effective when received by the Membership Secretary or other officer or agent authorized to tabulate votes. ~~An proxy appointment absentee ballot~~ is revocable by the member, and is revoked if the member ~~casting the absentee ballot making the proxy appointment~~: a) Attends **the meeting for which it is given** and votes in person, **if the proxy is given for a membership meeting**; 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 proxy appointment~~ is revoked, or a subsequent ~~absentee ballot proxy appointment~~.

89. Elections Committee. The Board shall appoint an Elections Committee and make other provisions to ensure fair and accurate ~~elections~~ **balloting at Annual Elections, other actions by written ballot, 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 ~~A~~ **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 any other action by written ballot**, 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 and any other action by written ballot**. The powers of the Treasurer shall be such as are consistent with the performance of the above enumerated duties.

- #2 - Establish a minimum age for OCF membership (John Alexander, George Braddock, Paxton Hoag, Kevin Levy, Lisa Parker, Sue Theolass, and Teresa Vaughn)

Note: Words in green and struck out are the original language. Words in red and italics are the newly proposed words.

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 resolves to establish a minimum voting age of 16 years by the date of an election, and to amend 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 fulfilled the eligibility requirements of Article V, Section 2** ~~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.
- #3 - Clarify the effective beginning of terms of newly-elected Directors (John Alexander, George Braddock, Paxton Hoag, Kevin Levy, Lisa Parker, Sue Theolass, and Teresa Vaughn)

Note: Words in green and struck out are the original language. Words in red and italics are the newly proposed words.

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 resolves that the term of office of newly-elected Directors be effective upon ratification of the election results at the annual Board meeting, and to amend 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.**

- #4 - Change the voting participation requirement to count voting in any election vs. only the annual election as fulfilling the requirement (John Alexander, George Braddock, Paxton Hoag, Kevin Levy, Lisa Parker, Sue Theolass, and Teresa Vaughn)

Note: Words in green and struck out are the original language. Words in red and italics are the newly proposed words.

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 Resolves to count voting in any election as fulfilling the voting participation requirement, and to amend 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:

- i meet the conditions for membership as provided in Section 2(a) of this Article; or
- ii vote in at least one ~~annual~~ membership ~~meeting or action by written ballot~~ 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

- #5 - Change the petition signature requirement from a hard number to a percentage of members voting in the last election (John Alexander, George Braddock, Paxton Hoag, Kevin Levy, Lisa Parker, Sue Theolass, and Teresa Vaughn)

Note: Words in green and struck out are the original language. Words in red and italics are the newly proposed words.

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 resolves that valid petitions are required to have the verified signatures of 100 Members or 8% of those voting in the most recent annual election, whichever number is greater, and to amend 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~~

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 (“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 approval or 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 Annual Election shall be conducted by written ballot in lieu of a membership meeting as provided in the Act, 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 within five days of the deadline for the return of ballots.

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;

Be it resolved that valid petitions are required to have the verified signatures of 100 Members or 8% of those voting in the most recent annual election, whichever number is greater, and to amend 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.

New Business Motions

- To continue the Fair's environmental leadership and to do its part to contain the severe threat climate change poses, the OCF Board of Directors hereby declares that it will remain dedicated to the goal of becoming a carbon neutral event by the year 2030 (Lisa Parker, Sandra Bauer, Sue Theolass, AJ Jackson, John Alexander and Teresa Vaughn)

BACKGROUND: In 2019, based on input from the Oregon Country Fair's (OCF's) 50th Anniversary Sustainability Initiative and in keeping with OCF's commitment to operate by a seventh generation Intention, the Board of Directors passed a motion stating, "To continue the Fair's environmental leadership and to do its part to contain the severe

threat climate change poses, the OCF Board of Directors hereby declares that it will strive to become carbon neutral by 2025.”

Please see the attached report from the Carbon Neutral Working Group which outlines the steps, progress, data collected and current recommendations from its work beginning in 2019.