

Board of Directors Special Work Session on Bylaws Changes for Elections

March 18, 2024, 7 pm

(Subject to approval by the Board at the May 6, 2024, Board meeting)

Zoom remote online and live streamed on YouTube

YouTube recording link: <https://www.youtube.com/watch?v=55yRULavJvw>

Board Directors present: John Alexander (arrived late), Anthony “AJ” Jackson, (President), George Braddock, Paxton Hoag (arrived late), Tom Horn (arrived late), Kevin Levy, Sue Theolass, Jon Steinhart, Lisa Parker and Teresa Vaughn. Absent Board Members: Sandra Bauer and Arna Shaw. Other Board officers present: Stephen Diercouff (Secretary). Staff present: Kirsten Bolton (Executive Director), Vanessa Roy (Marketing Manager), Anna DiBenedetto (Board Scribe) and Heidi Doscher (Elections/Bylaws Committee and facilitator).

Facilitated by Heidi Doscher.

Bylaws & Elections

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.

Heidi: This reflects what we actually do, mail-in ballots referred to as proxy votes by the State, which we have to call action by written ballot.

Stephen: This will be voted on in June by the Board so there are a lot of opportunities for feedback. This won't have a huge impact other than the back of the ballot will have different language.

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 30¹⁵. 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 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. **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.

Member Input: None

Board Comments:

AJ: How will this affect current proxy numbers?

Stephen: Currently there are approx. 2,000 votes by Proxy each election, and after this change there might only be 5 proxy votes per election. We will still send same number of ballots to people.

AJ: Was there feedback from attorney's regarding this portion?

Stephen: If we ever want to go to online voting, we would need to make this change. Change language from direct ballot to action by written ballot, which is not substantive, although he only had the attorney's response an hour prior to the meeting.

(YouTube video: 0:11:04)

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.

Heidi: Currently we just use wristband age (around 14), which makes it difficult for Stephen because it changes. This topic has been worked on since 2018.

Stephen: There is a lot of support for ages 16 or 18 even though a lot of folks supported 13 and even 14 as well. Some European countries (Austria, 2007 and Scotland, 2012) moved voting eligible

age to 16 and this tends to make more consistent long-term votes vs suffrage at age 18. Maybe creates a life-time pattern while in more-stable family environment, vs more unstable 18 year old young adult lives. Cognitively there are some studies that say they are ready. Wristband age can change and sometimes is quite low. Committee supports age 16.

Heidi: Likes age 16 because we are the Fair and we shouldn't necessarily follow national trend. There are some that support young voters as long as they are on a crew.

Member Input: none

Board Discussion:

Jon Steinhart: The Fair is unique. Has assisted Teen Crew for 15 years and it is hard to get teens to show up on time. It's difficult to have crews graduate from teen crew to adult crews, so 16-year-olds might not be informed enough to be good voters. Probably in favor of letting younger people vote as long as they were volunteering, which he doesn't think it hard to track. Larger number of voters not necessarily good if they are not informed.

Teresa: Middle school teacher and loves them but had supported 18-year age. Was moved by presentation on 16-year suffrage improving lifetime voting and is on board with the change.

AJ: Likes 16 but proposes an exception for anyone who signs up for Teen Crew. Thinks it is a way to get young folks excited about joining and working at the Fair. It encourages 14- and 15-year-olds to start learning the process. People mature at different speeds so wants to support 16-year age but would like to have a way to encourage 14-year-olds to have a chance to vote.

Stephen: Would like to see a hard age in the Bylaws, which would be cleanest way to handle this. Maybe we could have a non-voting Teen crew member on the Board as a way to be involved. If we are going to allow Teen Crew members to vote, it needs to be embedded in the Bylaws. We want to embed all the voting rules into the Bylaws.

Heidi: Teen Crew members have been able to be signed up to vote, but only about a dozen have signed up.

AJ: We don't have high turnout of potential adult voters either, so he doesn't think that is a good argument against including them. It would have a positive effect.

John Alexander: Encouraging young participation is a good thing.

MOTION 3: Clarifying the election certification process and 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)*.

Stephen: Bylaws are silent on when terms began, which means the terms begin when ballots are due (before they've even been counted). That's not how we have been interpreting it. Secretary and Treasurer would certify election, and then Board ratifies at next meeting, which would begin new terms. Arna proposes that "upon certification terms of office would begin."

Member Input:

Diane Albino: Who will approve next minutes?

Stephen: The new Board members, even though they might not have been at the prior meeting. Also, what if something needs to be done before new Board members have been sworn in? That's a current problem. Also issue of outgoing Board members still being active even though they might have been voted out. New Board members signing a confidentiality agreement at Retreat is a policy that could address issue.

Heidi: Could new Board members abstain from voting on the minutes?

Stephen: They could abstain, as long as there is a quorum of old Board Members.

Teresa: First option is upon certification of Membership secretary and possibly another officer, but what is the second option?

Stephen: First option is Status quo: at next Board meeting. Second option is after Secretary and Treasurer certify the votes up to 5 days after ballots are due.

AJ: Doesn't think Status quo works for us. Advocates for when election is certified. Traditions don't always serve us in the best way. In last 2 elections there have been questions about how much information can be shared and when. We can create a new tradition.

Stephen: Not taking a position on preference of method. Regarding when info can be shared with incoming Board members, after certification, incoming Board members could sign a confidentiality agreement so info could be shared with them before next Board meeting. We could do a ceremonial passing of the baton at the next Board meeting if people want to maintain that tradition.

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:
- 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** 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

Heidi: Some folks who voted in recall effort, but hadn't voted in last 3 annual elections, had to be removed from voter roster, which felt bad. This would eliminate that issue.

Teresa: We need to do all the things we can to encourage more voting and this accomplishes that.

(YouTube video: 0:39:37)

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.

Stephen: We would never need to change Bylaws on this subject with this percentage change. 8% or minimum 100. At first Board meeting in November, everybody would know what that number would be.

Member Input:

Jonathan Pincus: Seems more understandable for membership to have a hard figure. There are a lot of variables about how many will vote in an election including lack of interest or other things going on.

Grumpy: Agrees with Jon. If membership gets too high, number could be greater than 100. Why 8% vs some round number like 10%.

Stephen: 8% is the number of people who voted in last gubernatorial election in Oregon that are required for a Ballot measure to change state constitution. Would publish number every year in annual elections report and it would be on the website at all times. It's not too onerous to have the number vary occasionally as long as it's made available. If we have more voters, we should increase the bar and have more signatures. When we have low voter turnout, 100 would be much higher than 8%, but we want a minimum number of signatures.

Heidi: Board gets to make the tough decision of deciding which method they agree with.

AJ: Agrees with Grumpy and Stephen on this. Adding a math component feels too complicated.

Heidi: It took 30+ years to change minimum number from 25.

Jon Steinhart: We're on a no-growth stance, so we probably won't be growing a lot in the near future, so keep it simple.

Stephen: Even if we're not growing in terms of number of members, we could increase voter participation. Percentage is math that only the Secretary would do once a year and publish, and there is a lot of math anyway, so it would just be one more thing.

John Alexander: Stephen makes a good point. Hasn't seen Bylaws being changed so often in other Orgs. We need to make Bylaws more flexible so we don't have to change them so often. We want a more engaged electorate.

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

Stephen: 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. This is a policy issue rather than Bylaws. Recommend that they refer this to the Board to pass a policy.

Member Input:

Jonathan Pincus: If it has to do with elections in any way, it is not policy and should be in the Bylaws. Does not support significant reduction in time for that.

Stephen: Not going to be proposed as Bylaws change to Board at this time, but it could be considered at future date. Amount of time to submit a petition is infinite currently, so we do need a time constraint. It's not sustainable to have people turn in petitions repeatedly over the years as they gather more signatures. Not sure what mechanism we need, but it needs to not be open-ended.

Steven Berkson: What is the problem with having people gathering more signatures over long period? How do we certify if they have enough signatures?

AJ: What problem is it fixing is a good question to ask ourselves. State Statutes are referred to a lot, but OCF is unique.

Heidi: Advisory petitions do have a deadline for Annual meeting. It's expensive to have separate vote outside of annual meeting, which would be a problem that a time constraint would solve.

Jon Steinhart: Not sure which problem this is solving either. If we set a time limit it needs to be lengthy because a lot of members are out of touch most of the year. We might need to allow for collecting signatures at the event.

Stephen: Refers to State laws because they are established systems. Petition took a lot of time and money last year. If a petition did not have enough signatures on it, would he be able to reject it? He had to spend a lot of time trying to figure that out, so it was a problem due to so many uncertainties. When he received petition last year, a lower number of signatures than expected were able to be validated. Being able to verify and give feedback to petitioners in real time would be useful. Maybe we could have a long limit, such as a year, but infinite timeline is not prudent. Removal action petitions could happen any time of the year. We don't need to address this immediately, but it is a real problem.

John Alexander: Agrees with AJ and Jon Steinhart: any policy or Bylaws changes should address a problem. Also thinks that each time around we need to ask ourselves: why are we different and how is that serving us. Just using precedent is not always good. We are still transitioning from operational Board to policy Board. We could possibly borrow Bylaws from very successful Bylaws from other orgs.

Teresa: Likes the idea of an ending, boundaries are good. Agrees that being generous is important. Things need to be timely. I could have signed something 4 years ago and it might not be relevant anymore. As a signer I would like the safety of knowing it won't be used many years down the road. Concurs with what John Alexander said. Appreciates the research from State of Oregon to provide context, but also agrees with AJ that we are different.

Kevin: Agrees with Teresa. Does not feel comfortable with it being limitless. If a petition doesn't work, maybe the petitioners could just start another petition, which he doesn't think is right.

Paxton: Most petitions that members have done, signatures have been gathered at the Picnic. Likes a deadline so maybe we need to define a starting period. 3-4-month limit of signature gathering seems appropriate.

Stephen: Regarding mechanism: if someone wants to circulate a petition, first they should send proposed petition language to Secretary to make sure it is in legal compliance with Code of Conduct. That is when the process should begin. Does not have a proposal of complete time limit, just *something*. Regarding Kevin: In California there are recall efforts almost every year for Governor that they almost always fail. There is nothing to stop people from trying again after failing. We are talking about different issues.

AJ: What is the longest petition in OCF history?

Stephen: Nothing longer than 1 year.

Heidi: In her time, there were mostly advisory petitions that had deadlines. Didn't need second meetings for removal action.

AJ: That makes my point, we haven't had any ongoing petitions at Fair.

Heather: It's easier for everyone to have structure. We can solve problems before we have them. We saw some potentialities and can be proactive. They should turn in signatures every 30 days and they could find out how many are good. You shouldn't wait for someone to die to put in a stop light.

(YouTube video: 1:17:10)

Bylaws Proposals <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/03/OCF-Bylaws-Proposed-Amendments-2024-03-01.pdf>

Stephen: After reviewing very recent attorney's comments, he is seeing that she pretty much accepted all the proposed changes and really only had comments on the first proposed change.

Motion 1 Bylaws summary: Heidi: Change method of selecting Directors to written ballot; puts certification with written ballot; doesn't address terms of office; change membership meetings to membership actions, Annual meeting would introduce Board candidates rather than electing them; changing date to October 15 instead of October 30 (time to turn in ballots); Changing absentee ballot to proxy (allowing proxy votes for some but eliminating most); Change membership meeting to election

Member Input:

Steven Berkson: Apologizes for not being able to attend any prior Committee meetings. In favor of change because language around elections has not comported with our practice. Elections already complete before annual meeting is even held. We need to take more time. We need a chance to digest new language. We need clarity and could implement later even if passed this year. Inconsistency between annual meeting being to introduce candidates to the membership, but then it says you don't have a quorum if you don't have 200 people at annual meeting and go onto counting people who have already voted. Recommends moving annual meeting and calling that the beginning of the process or close of nominations and candidate forum. Give people 1 month to vote after the annual meeting. Benefit of declaring early is that you get free publicity from being printed on ballot. There is no requirements to hold election at Annual meeting. Reframe things and move annual meeting to beginning and call that the close of nominations.

Jon Pincus: Agrees with some of things Steven just said. Puzzled by changing of words that change annual meeting to election. Meeting is just a meeting and information sharing. Meeting kicking off election is a good one but don't want to foreclose additional candidates. Information shared at meeting might influence how people vote.

Heidi: Due date for ballots would be after the annual meeting.

Stephen: Don't have process of nominating people for Board elections. People declare candidacy in August, well before annual meeting. We have annual meeting of membership in October, where reports are given and Board candidates are introduced. Then in November there is an annual meeting of the Board members. Here we're talking about annual membership meeting. We could

consider having the membership meeting in August. This reflects the reality that most people do not go to annual meeting in person anymore. This gives remote voters a chance to participate. Otherwise, proxy ballots would need to be due at annual meeting. Attorney says we currently need all proxy ballots returned by end of annual meeting. This proposed change gives remote voters more time to vote. Right now, just wants to make what we're doing 100% legal and prepare us for online voting in future.

Teresa: Steven Berkson- please share other issues/concerns with her.

Heather: Feels handicapped because use of word proxy makes no sense. Definition of proxy is "authority to represent someone else, especially in voting," which makes no sense in this context. Other definition is "person holding authority for another." Please explain why we use this word and what attorney says about it.

Heidi: State statutes don't refer to absentee ballots at all. Secretary is designated Proxy for absentee ballots.

Stephen: What Heidi says is essentially correct. Bylaws as written, cannot accept direct ballots from members. Back of ballot says you are assigning Secretary of Fair to vote for you as your proxy. Proposed change means your ballot is your vote. Last fall he cast 1,300 ballots for people because it was the only mechanism besides in-person voting at Annual meeting. Last year not a single ballot was issued at that meeting. Those were ballots that were previously issued and turned in by proxy. This proposal eliminates most of the proxy voting. This is not a major change and just reflects what we do in a more straightforward way and sets the stage for future online voting.

John Alexander: With new database, maybe we could keep mail-in ballots but could also do online voting?

Stephen: We could do it with current Bylaws only if each member voted online and gave him proxy authority. If we enact the changes, we wouldn't have to do any of that.

Jon Steinhart: We're a few years away from being able to vote online because we have other priorities. This is a minor change and is independent of other issues. What's getting lost here is that using proxy language is a technical fix. I support this change because it's changing Bylaws to reflect our actual behavior.

Paxton: He was involved in original proxy discussion and it was equally confusing then too, but it was crafted to follow State rules. Supports moving away from Proxy voting. Would like to get to online voting.

Stephen: At time proxy mechanism was enacted, it was the only legal way. Statutes have changed in recent years, and this is a new mechanism to get rid of proxy language and it's just a technical cleanup. We can look at other changes later.

(YouTube video: 1:41:35)

Motion 2 Bylaws: Establishing a minimum age for OCF membership.

Heidi: Adds age 16; registration form needs to be submitted at least 30 days before the annual membership meeting.

AJ: What is mechanism that you will account for age?

Heidi: Membership form asks for birth date.

Stephen: Wristband recipients give DOB as well and he can find that in Inventory database.

Upcoming Board Meeting: April 1, 2024, 7 pm via Zoom

Meeting Evaluation
(YouTube video: 1:48:01)

Last round for the good of the peach

AJ: We covered a lot tonight. We don't have the full picture of how these changes sit with our attorneys. At the next meeting, will you have all the Attorney's feedback embedded? It was a good meeting. These are serious topics. Enjoyed participation.

Stephen: Appreciate everyone's input tonight. Most are fairly technical changes. He has been working on these for several years now. There are no substantive changes from Attorney's review. Almost all her changes in first proposal and were just wording to make compliant with statute. Use same language as statutes wherever possible so it's easy to see how our Bylaws correlate to Statute. For topics 2-5 there are almost no changes. For those that think this is rushed, we've been talking about this for several months, including last Fall when permission to create ad-hoc Committee was given. By June, there will have been plenty of exposure.

John Alexander: Impressed by our Committees. Well researched and well-run meeting with even-keeled discussion. Age thing should maybe be pulled out and discussed with public. Great meeting but remember what is fact vs opinion. "what makes sense" is subjective. Try not to take people's words out of context. Wonderful meeting overall, thanks for being so well prepared.