

**Board of Directors  
September 9<sup>th</sup>, 2024**

**Old Business Motions**

- 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.

- Process to keep committees in good standing (Sandra Bauer, Teresa Vaughn, Paxton Hoag, AJ Jackson and Arna Shaw)

### **Committee Good Standing Policy**

A Committee, Task Force, or Working Group (hereafter called a Committee) formed by a vote of the Oregon Country Fair Board of Directors that is fulfilling its mission and purpose and is following the Committee Best Practices Manual, the OCF Code of Conduct and all other OCF Guidelines is considered "in good standing". In the event that a committee is not meeting these conditions, the Board will use the following process to help committees get back on track.

#### **Step One: Determination of Committee Status**

A minimum of three Board members must agree that a committee is straying from good standing. They will submit a confidential report to the Board detailing the specific issues that need to be resolved. The Board will meet in a closed session, pursuant to Article VIII, Section 3 of the Bylaws (since personnel issues may be involved) to act on the recommendation. If the Board finds that the committee is not in good standing,, they will send a Board-approved letter to the members of the committee detailing the specific issues that need to be addressed. At the sole discretion of the board, the process may start at whatever step is appropriate or delete any step. For example, the Board could move the committee directly to Step 3 and assign a mentoring team. Good Standing violations include but are not limited to the following:

1. Violations of Committee Best Practices

2. Violations of the Code of Conduct
3. Failure to work on or complete assigned tasks
4. Failure to submit a substantially complete Annual Report
5. Failure to achieve a 50% quorum of approved committee members for three meetings

**Step Two: A committee will be given three regularly scheduled meetings to resolve identified issues.**

The committee will have three regularly scheduled meetings to resolve these issues. Within two weeks after these three regularly scheduled committee meetings, the committee must submit a response to the Board detailing how and if the issues have been resolved. The lack of a quorum or the cancellation of meetings will not affect this timeline. In the case of a committee that meets infrequently, the timeline may be altered at the discretion of the Board. The Board liaison(s) shall support the committee in dealing with the specific issues outlined in Step One. Board liaison(s) may ask other Board members for assistance or the Board may assign Board members to assist.

The Board shall review the response from the committee in a closed session called in accordance with Article VIII, Section 3 of the Bylaws to determine whether the committee shall remain in good standing. Failure to submit a response automatically moves a committee to the status of “not in good standing”. In the event the Board determines the committee is “not in good standing” they will move to Step 3 of this process.

**Step Three: A mentoring team will work with a committee “not in good standing” for two regularly scheduled meetings.**

In the event a committee is determined to be “not in good standing” the Board will appoint a Mentoring Team to support the committee’s success. The Board will also determine the steps the Mentoring Team and the committee must take to return the committee to good standing. Depending on the nature of the issues, the Board may suspend the committee while determining these next steps. These may include but are not limited to:

1. Removing members who are not following the OCF Code of Conduct, Committee Best Practices Manual, OCF Guidelines and/or the committee’s Mission Statement;
2. Removing members who have more than three absences at regularly scheduled meetings in the calendar year preceding the determination of “not in good standing” (health issues will be considered);
3. Issuing a call out for new members and selecting new members;
4. Refining the mission of the committee;
5. Ensuring that decisions are made by majority vote (after a reasonable attempt to reach consensus);
6. Requiring a quorum of at least 50% of members;

7. Requiring the committee to submit past due minutes and all new committee minutes within a time specified by the Board for posting on the oregoncountryfair.net site;
8. Requiring that subcommittee minutes are submitted to all members of the committee before the next regularly scheduled meeting; and/or
9. Requiring the committee to submit a list of committee members and friends of the committee (with contact information) to the OCF office for updating the contact list.

Within two weeks after these two regularly scheduled meetings, the Mentoring Team and the committee will each submit a report to the Board detailing the steps taken to cure the issues. Again, the lack of a quorum or the cancellation of meetings will not affect this timeline. In the case of a committee that meets infrequently, the timeline can be altered at the discretion of the Board.

#### **Step Four: Resolution.**

The Board will then meet in a closed session called in accordance with Article VIII, Section 3 of the Bylaws, to determine the committee's status. The four options are:

1. The committee would be returned to a status of "in good standing", or
  2. The committee would remain "not in good standing, but be given additional time to come into good standing, or
  3. The committee will be disbanded, or
  4. The Mentoring Team and the Board appointed committee may offer an alternative solution.
- Appoint Sandra Bauer to the Personnel Policies Committee (John Alexander and Arna Shaw)
  - Appoint Ashley Akerberg to the Personnel Policies Committee (Tom Horn and Sandra Bauer)

#### **New Business Motions**

- Clarify the effective beginning of terms of newly-elected Directors (AJ Jackson, Arna Shaw & Jon Steinhart)

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

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

Be it resolved that the term of office of newly-elected Directors be effective when the election is certified by the Membership Secretary and the Treasurer(s), 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 when the election is certified by the Membership Secretary and the Treasurer(s).

- Appointment of EDIB Work Group members (AJ Jackson, Arna Shaw & Tom Horn)
- Approve language, submitted by bylaws committee, to stipulate that the President and Vice President must be duly elected board members (AJ Jackson, Arna Shaw & Lisa Parker)

The Board moves to amend the bylaws as follows:

In Article IX Section 2 Election/Term -- Remove "There shall be no requirement that an Officer be a Director."

In Article IX Section 5 President -- Add "The President shall be a duly elected Director."

In Article IX Section 6 Vice President -- Add "The Vice President shall be a duly elected Director."

Article IX

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.

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 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. **The President shall be a duly elected Director.**

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. **The Vice President shall be a duly elected Director.**

- Pinos Y Campesinos Unidos del Noroeste – Northwest Tree Planters & Farmworkers United Sponsorship (PCUN) (AJ Jackson, Teresa Vaughn, Kevin Levy, Jon Steinhart, Paxton Hoag, Sue Theolass, Lisa Parker, George Braddock & Sandra Bauer)