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OCF Joint Bylaws/Elections Committee Meeting

Monday, February 26, 2024 – 6:30 pm to 8:30 pm

Present:

Bylaw committee – Lisa Parker, Lawrence Taylor, Heidi Doscher, Teresa Vaughn

Election committee – Stephen Diercouff, Barb Edmunds, Jen Lin Hodgden, Heidi Doscher

Agenda review

Approved by unanimous assent

Minutes Review

The January 22, 2024 minutes are approved by unanimous assent

Discussion Items (summarized here, not necessarily in the order they happened)

- No one had the host capabilities and therefore we could not share screens. We need to figure this piece out.
- Discussion of how to group these motions. Shall we make one big motion? Motion for each change? or separate by article? If we begin with why the change is being made it will help focus the conversation. How do we script this to help with the discussion. We decided to group the motions by the Reason for the Change.
- The committee decided to NOT propose the final sentence that was suggested in Article VI, Section 6. **All members shall be entitled to vote in the annual election on all matters appearing on the ballot.**
- Stephen will send all of these proposed changes to the attorney to ensure there are no implications.

- The intent here is not to limit the voting rights of members Article XI but several of these will need a membership vote after Board approval.
- Stephen will draft a preamble with some “Whereas” with purpose and a “Therefore” This goes to explicit legislative intent.
- Teresa will give a report to the Board at the next Board meeting briefly summarizing that we had a first meeting where we looked at the proposed changes and then a second meeting where we approved specific changes step by step. We will have things ready for the Board by the March 18 work party.
- We also discussed whether we need to look at any other bylaw issues? Stephen will look over Lisa’s bylaw report and see if there is any reason for us to convene again. After the March 18th work session we may need to reconvene depending on the Board’s decisions.

Next Meeting: We will determine if we need to reconvene after the Board Work Session on March 18, 2024

Note: Words in green and struckout 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 will be addressing the need to change the method of selecting Directors to election by **direct ballot**, and clarifying the election certification process

• We are using a proxy authorization. We would move towards a Direct Ballot (which will help if we move to voting online). The lawyer already worked on this for the Special Election last spring.

Note: There are many Articles and Sections that would need to change to move towards a Direct Ballot.

Therefore:

We propose that we make the following changes in Article V, Section 2d:

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.

We propose that we make the following changes to Article V, Section 6a

- 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.

We propose that we add the following to Article VI, Section 2, Paragraph 1

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.*

We propose that we add the following to Article VI, Section 2, Paragraph 3

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?) within five days of the election.

We propose that we add the following to end of Article VI, Section 3, Paragraph 3

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.

We propose that we add the following items in red and italics to Article VI, Section 4

4. 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.

We propose that we make the following changes to Article VI, Section 7

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.

We propose that we make the following changes to Article VI, Section 8

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.

We propose that we make the following changes to Article VI, Section 9

§9. 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.

We propose that we make the following changes to 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.~~

We propose that we make the following changes to 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.

We propose that we make the following changes to Article IX, Section 3b

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.

We propose that we make the following changes to Article IX, Section 4

4. Treasurer. The responsibilities of the Treasurer shall be as follows: to keep accurate and complete records of the receipts and disbursements of the OCF; to make such records accessible to the members upon reasonable notice; to supervise and effectuate an annual budget; to supervise a public accountant for the preparation and filing of corporate tax returns; ~~and~~ to prepare a financial report for the annual membership meeting, *and to certify the results of the Annual Election*. The powers of the Treasurer shall be such as are consistent with the performance of the above enumerated duties.

MOTION 2 Establishing a **minimum age for OCF membership**

- It is currently tied to wristbands but let's remove that so that if we begin to require wristbands for 6 year olds we don't have a conflict here. Or if we stop using wristbands.

We propose that we make the following changes to Article V, Section 2a

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.

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

- We need a clear policy on when the term of office begins. We are currently (without a policy) having the Board ratify the election at the November board meeting. We need to add this to the Bylaws or Policies to formalize it. (or formalize something different).

We decided to give the Board an EITHER/OR MOTION.

Therefore:

We propose that the Board chooses one of the following option to add to Article VII, Section 2e:

OPTION 1: *The term of office of newly-elected Directors shall be effective immediately upon certification of an election.*

OPTION 2: *The term of office of newly-elected Directors shall be effective upon ratification of the election results at the annual Board meeting.*

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

In the last election we purged voters who hadn't voted in the past previous elections (but they had voted in a Special Election and that didn't count). So we could add voting in Special Elections to help qualify people.

Therefore;

We propose that we make the following changes in Article V, Section 5bii:

ii) vote in at least one **annual** membership *meeting or* election every three years: or

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

Stephen suggested 8% of members who voted at the previous annual meeting. There was concern that when things are going well, fewer people vote. We decided to recommend 8% but not less than 100 signatures. The number of signatures required for petitions would be posted shortly after an election.

Therefore;

We propose that we make the following changes in Article VI, Section 1:

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 OCF amended Bylaws Draft Amendments January 24, 2024 Page 4
AMENDED BYLAWS OF THE OREGON COUNTRY FAIR A NONPROFIT CORPORATION
include member signatures with the name also legibly printed and the member's Fair affiliation.~~

We propose that we make the following changes in Article VI, Section 2, Paragraph 2: (Note: Article VI, Section 2 had the first and third paragraphs amended as part of Motion 1)

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.

We propose that we make the following changes in Article VI, Section 3, Sentence 1 (Note: Article VI, Section 3 had other parts amended as part of Motion 1)

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 *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.