

## **Board of Directors Meeting**

**June 3, 2024, 7 pm**

*(Subject to approval by the Board at the June-ly June 30, 2024, Board meeting)*

Zoom remote online and live streamed on YouTube

**YouTube recording link:** <https://www.youtube.com/watch?v=WE0gVbLL4Rw>

**Board Directors present:** John Alexander, Anthony “AJ” Jackson, (President), Sandra Bauer, George Braddock, Paxton Hoag, Kevin Levy, Arna Shaw (Vice President), Sue Theolass, Jon Steinhart, Lisa Parker, and Teresa Vaughn. Absent Board Members: Tom Horn. Other Board officers present: Hilary Anthony (Treasurer), and Stephen Diercouff (Secretary). Staff present: Kirsten Bolton (Executive Director), Mark Malaska (Co-Event Manager), Alexis Maddock (Site and Facilities Manager), Vanessa Roy (Marketing Manager), Norma Sax (Office Manager), Alex Zabala (Office Assistant), and Anna DiBenedetto (Board Scribe).

The meeting was facilitated by Steven Berkson.

### **Announcements**

Stephen: Advisory petitions due July 31 for Fall ballot.

Jon Steinhart: Yeah, I want to swap my Board of Directors hat for my other volunteers hat for a moment. As many of you probably know, I was asked to create the sunshine database system this year, and I know the rollout has had its challenges. Change is hard. I really want to thank the vast majority of our Fair family, who's been very gracious and supportive even when on the phone with me in the middle of the night to track down a bug. That's really what I love about our community. You might think this thing is a failure if you're listening to the handful of folks spouting vitriol on Facebook, but I'm really glad they're not representative of who we are and suggest maybe they take their attitude elsewhere and start their own misery festival. So thanks again to most of you, and be aware that we're working hard to improve things. And I really appreciate your support.

AJ: BoD had 2 closed sessions, one was a training, and one was a work session. No decisions were made.

Steven: Let's try to focus on the topic on the floor and avoid introducing distractions, also treat each other with respect and civility.

### **Minutes Review**

*(YouTube video: 0:03:24)*

**John Alexander moved and Arna seconded to change Hall Stuart-Lovell's summarized statement from last meeting. Hall: supports the passage of the EDIB motion in spite of concerns**

**around the first two work tasks. She thinks the group should focus first on understanding issues and developing goals so that we don't repeat past mistakes. She looks forward to participation in the new workgroup.** ~~In favor of establishing a work group focused on the issues of Equity, Diversity, Inclusion, and Belonging at the Oregon Country Fair. She hopes the Board will pass this motion.~~

**Motion passed by unanimous consent.**

**The Board approved the minutes, as amended, from the May 6, 2024 meeting by unanimous consent.**

### **Agenda Review**

*(YouTube video: 0:08:55)*

**Arna moved and Lisa seconded to change the order of Bylaws amendments so #4 becomes #2, and the rest go in successive order.**

Grumpy: Membership had an agenda, so you shouldn't change the order now.

**The motion passed by unanimous consent.**

**Teresa moved and Sandra seconded to move voting age requirement to August meeting.**

Stephen: If it does not pass in August, we will go back to default, which is to allow 14-year olds and older to vote, so postponing will have that consequence.

Member input:

Lisa Cooley: Supports tabling wholeheartedly.

Board Discussion:

Arna: Stephen: if we postpone until August and it gets amended and can't be voted on until September, would that work for new members registering for this year? Would like decision on age for this year's election, so what is deadline for implementing this year?

Stephen: August meeting would be drop-dead date. September meeting is too close to ballot mailings.

Steven: Bylaws were reviewed, and they require copy or summary of the amendment intent. If there is a substantive change, the Board could decide to put back into a waiting period, but not necessarily mandatory.

Sandra: Any amendments attached to this motion could be submitted under New Business at June-ly meeting and Old Business in August.

John Alexander: If this changed voter rights, would it need to go to vote of membership? We need to go back to our lawyer.

Teresa: Believes there is an issue with voting rights even though other people believe that it is not, so we need to have time to have a deeper conversation. It's not age that is the issue, it's the movement of something into another section.

Lisa: Does not support tabling. It's premature. We should discuss the motion first and then possibly tabling could be result of the conversation. Our attorney explicitly stated that this motion does not affect voting rights.

Stephen: We have firm legal opinion that this doesn't affect voting rights. I have suggested a referendum to the Board but trusts legal decision.

Arna: Doesn't have a problem putting age question to the membership. If this gets tabled, default age of 14 would continue, which seems too young.

AJ: Wants to offer amendment to refer to membership.

Paxton: Was on Bylaws Committee when 14 was selected, which was based on minimum age of wristband. Happy to table this issue.

John Alexander: Because of urgency from Secretary, don't table so we can talk about AJ's idea, despite legal opinion. We can't do that if we table it and come up against Stephen's time constraints.

**The motion failed: 5-6; Lisa, Jon Steinhart, Sue, John Alexander, Arna and George opposed.**

**AJ moved and Jon Steinhart moved to table the petition signature requirement (#5) to August.**

Member input: none

Stephen: Fine with tabling.

**The motion passed by unanimous consent.**

**The Board approved the June 3, 2024 agenda, as amended by unanimous consent.**

## **Member Input**

*(YouTube video: 0:34:03)*

Craig Smith: Is an Elders and works on Fixed Asset Committee and Carbon Neutral Working Group, which sent a report. There is Board interest in a motion. In 2019, the Fair passed a motion to strive to become carbon neutral. It's New Business. We have been working hard through the pandemic despite few resources. Good report was created, and something will be published in FFN. On home page of .net site you can see reports from the Carbon Neutral Work Group. Change date from 2025 to 2030.

## **Staff Report – Executive Director**

The site is alive with activity as we gear up for Main Camp opening. Lots of exciting changes are happening – from the new database, a new ticket vendor, to a new portable toilet service provider - these are big lifts, and we thank all of you for your effort in helping make them a success.

We have received feedback around the database and are using that to improve everyone's experience. This is a three-year project and the first year is always the hardest. The big driver of this project was to offer the ability to take credit cards. I can say this option has been well received and we have taken over \$300k in credit card payments through the database. We expect this to increase as we get closer to the event. As a reminder, we close the database on July 5th at 12 midnight. After that point you will not be able to pay for inventory via credit card yourself. The Inventory Yurt or Booth Registration will be able to handle that for you.

Ticket Sales are doing well and on par with last year. We offered significantly more three-day wristbands and I am happy to report we have sold out.

We are excited to work with United Site Services for our portable toilets. This is our biggest and most expensive contract. They are bringing a high level of logistical support to our waste management.

The foundation has been laid for a great Fair this year! I look forward to working alongside each of you to create the magic that is our beloved annual fundraiser.

Administration: Employee work schedules will shift in Mid-May in support of the event. All employees will be on-site Fri-Sun beginning the week of May 20. May 20 to July 7. New: Alex Zabala in Eugene Office Monday - Thursday; Onsite Fridays until June 10; then Monday-Tuesday in Eugene office Friday-Sunday onsite (off Wednesday – Thursday). Kirsten & Vanessa in Eugene office Wednesdays & Thursdays (off Monday & Tuesday). Mark, Sunny, Norma, and Durwin on-site Wednesdays – Sundays (off Mondays & Tuesdays). Alexis, Korey and Jeff on-site Mondays & Tuesdays and Friday – Sunday (off Wednesdays and Thursdays). July 8 – July 14. All staff on-site,

all the time July 15 – July 21. Alex returns to M-F in Eugene office Vanessa and Norma return to Eugene office on Tuesday for M-F schedule. Alexis, Mark, Sunny, Kirsten on-site for Deconstruction through July 21. July 22nd Eugene office staff return to M-F.

Sunshine Database: There are 4 Training videos available on the .net site under Latest News. Please review the relevant video for your area before trying to log into the database. The topics are: Food, Craft, Crew, Coordinators.

Event Management: 2024 Contracts: LTD contract is signed. Should have more bus drivers on Friday. We will publish the schedule on the .org site as soon as they release it. Dust Control: Applying nitrogen ourselves multiple times. Increasing watering during crunch week. Meeting with the City of Veneta management and Lane County Sheriffs for site tour on Friday, June 21. This is an annual meeting to discuss what's new. There is an in-person Coordinator meeting onsite June 9 2 pm to 4 pm at Alice's Fire Pit. As a reminder, Main Camp Kitchen is only for working crews. Setting up your camp or holding meetings do not qualify for meals at Main Camp Kitchen. We ask crews that aren't pre-Fair crews schedule no more than 2 work parties during Main Camp that qualify for Main Camp Kitchen meals. Lines for meals have been extremely long and we need to all do our part to make sure that the people working are getting fed.

2024 Permits: Four of our campground permits have been approved. The Fairside Outdoor Assembly and campground permit are still under review by the County. Both were approved last year and we are confident they will be approved again this year, as nothing has changed from last year's permit. ODOT Permit has been submitted. We are asking for a reader board at the intersection of Hwy. 126 and Territorial to tell attendees to enter off Hwy 126.

Site: EAB Response: REMINDER – Emergency Declaration: No firewood should be brought to, or taken from, site. No live edge wood (wood with bark) should be brought to, or taken from, site. Reminder of the Guidelines on Invasive Species and Wood. Invasive species threaten our natural ecosystem and must never be brought on site. Clean camping gear, vehicles, and footwear before coming to the site to prevent spreading seeds of invasive plants. Non-native plants should not be introduced without permission of the Site Manager. To help prevent the invasion of the tree-killing beetle known as the emerald ash borer, and other harmful insects, fungi, and blights (e.g. sudden oak death), ash wood is prohibited, unless previously coordinated with and approved by the OCF Site Manager. Crafters or booth representatives who utilize wood or plants in their products should contact the Site Manager for discussion of environmental safety protocols and best practices. Firewood, plants, soils, wood chips, wooden booth construction materials and decoration materials (excluding de-barked, kiln-dried professionally milled lumber) can be vectors for disease and invasive species. To obtain firewood for burning on-site, please contact Quarter Master or site employees. Additionally, in efforts to prevent the spread of pests and diseases, no firewood is to be taken from the site. Individuals observed bringing firewood from offsite or removing firewood from the site are subject to confiscation of firewood. With regard to invasive species and harmful fungi and blights, please inspect materials, products, clothing, shoes, and vehicles for potential in-

vasive insects and seeds and remove any potential vectors from relevant items before coming to the Fair. Wooden pallets may also carry invasive species or be heavily treated with chemicals. Thereby, wood pallets are not to be brought to site for use in campgrounds, other personal uses, or for firewood. Operations will coordinate the removal of wooden pallets brought to site via product delivery as they arrive.

Marketing: 2024 Tickets: We are up 15% in revenue over 2023. It is too early to tell if we will sell out all three days. We will move to General Admission - Regular Price tickets at \$60 each day, on June 16 through the event. Tickets are being sold on Mondays and Tuesdays at the Eugene office from 12 to 4 pm. We are starting to see an increase in ticket sales through the office. Last day to purchase tickets through the Eugene office will be Tuesday, June 25.

### **Treasurers' Report**

*(YouTube video: 0:43:43)*

Hilary: Thanks to all staff who is working so hard this time of year. It's very exciting. Growth management: attendance, daily budget numbers, overall sales, caps on attendance. Since 2021 we've been talking about growth by capacity numbers (people on site per day). Those numbers are all important, but capacity is how we manage both internal and attendance, capped at 35,000, based on 2018 attendance. We are balancing # of tickets and number of people on site to not exceed 35,000 per day. In 2022 we ended up way below because we limited daily tickets. Last year we also undersold. This year we could hit 35,000. We are still figuring out right capacity. We are managing growth in new ways. We used to look at new programs and needs there but we are now going to consider growth management as well as hitting right income level. We appreciate feedback and hope people understand our considerations.

### **Committee and Working Group Reports**

*Committees should send their reports to Vanessa (vanessa@oregoncountryfair.org), to be posted on the .net site and included in the Board packet.*

**Craft Committee** met on March 13, 2024 and the minutes are here: [https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/05/3\\_13\\_2024-CC-Minutes .pdf](https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/05/3_13_2024-CC-Minutes.pdf)

**Elders Committee** met and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/05/EldersCommMtg042524.pdf>

**Elders Committee** met on May 11 and the minutes are here: [https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/05/EldersCommMtg\\_SpringRetreat\\_051124.pdf](https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/05/EldersCommMtg_SpringRetreat_051124.pdf)

**Energy Park Committee** met on April 7 and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/05/ENERGY-PARK-MEETING-4-7-24.pdf>

**Food Committee** met on March 26 and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/05/3.26.24-Food-Committee-.pdf>

**Board accepted Committee minutes as submitted by unanimous consent.**

### **Old Business**

*(YouTube video: 0:47:22)*

Make Committee Best Practices Work Group a Committee (Sandra Bauer & Arna Shaw)

**Arna moved and Jon Steinhart seconded to make the Committee Best Practices Work Group a Committee. It would retain its current members and have the following mission statement:**

**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.**

Arna: They have worked really hard and brought suggestions to the Board that have passed over the last couple of years.

Sandra: Started as Work Group because there was a possibility that it would be one-and-done, but as they've gotten into the work, it's become a real resource for the Fair. It makes sense to become a Committee, which includes having members approved by the Board.

Member Input:

Lisa Cooley: Thank you to Committee Best Practices Work Group. They helped Elders through issues. Hopes this motion passes.

Board Discussion:

Jon Steinhart: They follow best practices better than anybody else, so they should become a Committee.

Lisa: She was on the Board that created the Best Practices Work Group and gave them their enabling motion. She also served on the Board that accepted their work product, the Committee Best Practices Manual. When the group reconvened after their work was accepted, she was concerned they were taking on tasks beyond their original charge. She faced criticism from the work group and general membership for this opinion. As a solution, she suggested they become a

standing committee, recognizing the need for ongoing work, and she is glad to see this happening. She thanks the work group for finally bringing this matter before the Board.

Sue: Doesn't doubt the work they have done but doesn't see the need to elevate status to Committee and does not support the motion.

**The motion passed: 10-1; Sue opposed.**

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)

**#1 Paxton moved and Lisa seconded to change the method of selecting Directors to election by written ballot and to clarify the election certification process.**

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 regis-

tered 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 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.

Member Input:

Stephen: Years ago, physical in-person voting was only method. Years after that, we started to do proxy vote to accept written ballots via mail or dropped off in person to comply with Oregon statute. They are appointing membership Secretary how to vote on their behalf. That's how he and Heidi have been conducting the elections. This is a fairly comprehensive change to Bylaws. Gets rid of requirement for proxy for anyone who doesn't cast vote in person. Last year, not a single vote was cast at the meeting. We are changing Bylaws to reflect current practice. Retaining proxy option for very small number of folks who have extenuating circumstances that make having Secretary need to cast on their behalf. This is important that we pass this, so we can conduct our elections how we have been. Anyone who wants to show up to Annual meeting and cast a vote there will be able to do that.

Jon Pincus: Was confused about how this changes things, but Stephen just explained it.

Grumpy: Does this change to not having an annual meeting?

Steven: No

Does this change deadline from October 30 to October 15?

Steven: Yes

Board discussion:

Paxton: Was on Bylaws Committee when they wrote the proxy language. Happy we can move towards direct voting. This motion clarifies what we are doing and want to do and this will eventually lay groundwork for online balloting. Supports motion.

**The motion passed by unanimous consent.**

*(YouTube video: 1:02:44)*

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)

**#2 (originally #4) Arna moved and Paxton seconded to change the voting participation requirement to count voting in any election vs. only the annual election as fulfilling the requirement.**

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

Member Input:

Stephen: Any election by written ballot or in person meeting would count. In the past, all elections were the annual election, including removal actions. Now we need a separate election for removal actions, per State law.

Firecat Tom and Aaron: Please read or paraphrase every motion before discussion and votes for audience clarity.

Hilary: Prefers it stay the way it is. Civic duty is from showing up at Annual meeting. Would not support this.

Board Discussion:

Lisa Parker: Feels conflicted. Agrees that civic duty is important but is also aware that we have 5,000 registered members but only a little over 1,000 vote in a good turnout year. Hoping this might improve voter turnout for annual elections. Supports it.

Stephen: We actually got closer to about 2,000 voters in last election.

Sandra: You have to register to vote more than 30 days ahead of the election or removal action. Do people have to re-register to vote in Annual election?

Steven: To join organization, you have to submit 30 days before annual membership meeting. All ballots are sent to those that registered, but to stay on that list, you have to stay on the list, you have to vote at least once every 3 years.

John Alexander: We all want more people voting in elections. This motion would keep more ballots being sent out for each annual election, even though we want to encourage people to vote for Board members in annual meeting. Even though we'd prefer people to vote in annual elections, the net gain would be more ballots being sent out overall, which is our goal.

Stephen: Process: August purge list created for those going to be dropped due to lack of participation. Secretary does attempt to reach out to those about to be dropped from voting rolls. They just have to meet the deadline to submit new membership form.

Jon Steinhart: Used to be in favor but now is feeling uncertain. Maybe we should change to 5-year requirement instead.

AJ: Should we say OCF election or is that too picky?

Steven: "Annual membership meeting or action by written ballot" presumes OCF ballot. If you want to make a motion, please make it.

Stephen: Context is there, it's implied that it's OCF because of details at beginning of document. Change not necessary.

**The motion passed: 10-1; Jon Steinhart opposed.**

*(YouTube video: 1:20:12)*

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

**#3 (originally #2) Lisa moved and Paxton seconded to establish a minimum age for OCF membership.**

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.

Lisa: Currently voting age is tied to minimum wristband age requirement, which is problematic because wristband ages might need to change someday, which would effectively change voting age. Stephen has used precedent to set membership age as 14.

Member input:

Stephen: Background: Intent is to establish minimum voting age in the Bylaws, which wasn't happening when it was tied to wristband age, which was outside Bylaws. It's also important that they apply for membership 30 days before annual meeting. Could read legal opinion about this for clarity. "Eligibility requirement" does not change voting rights, but rather eligibility.

Board discussion:

AJ: Is there a precedent for reading our attorney's opinions at Board meetings? Objects to reading legal opinion in open meetings. Also, we don't have our attorney's consent.

Steven: If it's not about real estate or personnel, it might be acceptable, especially since the subject concerns membership, but not sure about precedent. Maybe there should be a Board vote about it.

Hilary: Does not believe there is a precedent for reading attorney's opinions in open meetings.

Steven: We will err on the side of the President's discomfort with reading legal opinion. Unless someone wants to make a motion to read it.

**John Alexander moved to read the legal opinion out loud because member requested it.**  
Fine if it fails.

Steven: The motion would need to be to overrule the president's ruling not to read the motion.

Member Input:

Heather: Without the information, a whole bunch of people are going to talk about something they don't have all the information about. One issue is that there are 3 different things happening in this motion. Please at least separate them all out. Crux is that 1 of those 3 elements will be that a voting right of members will become no longer protected by section of Bylaws that currently protects them. When a person becomes a member, there is a 30-day waiting period until they can vote. Doesn't know how Secretary deals with that. That person can't vote for 30 days, so the part of the bylaws that protects voters will be moved to section that will make it unprotected. Person who put these protections in place did not intend for that to be protected, just what they could vote on, not when. Waiting period is a voting right.

Lawrence Taylor: Heather is right. He was author of this provision, Article 11, section 2. Hopes when discussion with Fair attorney is made, she will say it's not confidential. Hopes membership can hear that. Point of Article 11, section 2 was a concern that Board members might want to move to a so-called professional Board without elections, instead using selections. Voting rights set forth in Article 6a were the *things* you get to vote on. Problem is that Article 5 section 6a was poorly drafted because it included 30-day registration requirement, that should have been in eligibility requirement. Idea that any Board would manipulate things like eligibility requirement to disenfranchise people is fanciful, but the idea that the Board could be a move to a professional board was not fanciful, it was a real concern that they took care of. Calling something a voting right does not make it a voting right, it's more about WHAT you get to vote on. Unfortunately, membership can't hear attorney's opinion now, which should clarify this.

Jonathan Pincus: Originally wanted to say 30-day waiting period placement makes it sound like you have to register every time you want to vote. Hopefully that is not the case. After discussion, it's my understanding that despite the change in Oregon statutes regarding need for a meeting, statute still requires certain topics, including those that abridges voting, must be voted on by membership. Non-confidential topic such as this, particularly about what people get to vote on and how they vote, membership should have the right to hear anything that might be construed to abridge or alter voting ability. Understands AJ's concern about getting permission from attorney, so the vote should probably wait until August.

Coyote Connelly: Currently 14-years old with a wristband, if you register, you can vote. If you change age to 16, people who got wristband at 14 or 15, they are losing a right that they had. What if we put in a clause to grandfather in those that already had that right?

Steven: Has been behind this for some time. Attended Bylaws Committee meetings in March. Recently worked with Attorney's about WOW Hall. This has become very convoluted. Voting age is not in question, it was not a protected voting right. Concerned that this explicitly violates Bylaws. Existing members have to wait 30 days until eligible to vote. This is something that should be put to membership because it will affect existing members' rights. Maybe just change age right now and not the rest. Or you can put the whole package to the membership to vote on. Has helped write many Bylaws for many organizations over the years. Pause so he can offer multiple fixes.

Grumpy: Not sure he agrees with Steven. Transparency is important for membership but confidentiality seems to be more important to the Board. Agrees with LT, we should be able to read what the lawyer said. Otherwise, ask lawyer if we can share whenever we get legal opinions. Agrees with Jon Pincus, if everybody has to register before every election, that is problematic. Bylaws should have age for voting members and it should be 18, not 16.

AJ: Objection was to read verbatim the attorney's opinion. We can have open discussion about how we understand that opinion, but until we have explicit approval to share, thinks it's safest not



to read it until we get permission to share. Sometimes attorneys change their minds when presented with further information.

**Jon Steinhart moved and Lisa seconded to extend the meeting until 9:30.**

**The motion failed: 6-5; Arna, Sandra, George, AJ, Sue opposed.**

**John Alexander moved and Lisa seconded to overrule the President and read the legal opinion about the age requirement Bylaws change.**

John Alexander: Not confidential topic. Time to have membership hear it.

Lisa Parker: As long as we don't reveal identity of lawyer, that would likely be their biggest concern.

John Steinhart: Opposes doing this because we are out of time to vote on it so we would have time to talk to attorney before next meeting.

Stephen Diercouff: Because there are so many questions, recommends the Board finds a way to remand this motion back to the Committee to come up with a different version.

Arna: Does not think this legal opinion is confidential and we should be able to read it, but we are too close to end of meeting to deal with this. This should be tabled to August.

**Lisa withdrew her second.**

**Jon Steinhart moved and Teresa seconded to table until August.**

**The motion passed by unanimous consent.**

**Lisa moved and Jon Steinhart seconded to extend meeting for 15 minutes to do Meeting Evaluation.**

Sandra: Remaining Old Business items be tabled?

Steven: All Old Business that wasn't specifically tabled to August, will be considered at next June-ly meeting.

**The motion passed by unanimous consent.**

**TABLED UNTIL JUNE-LY MEETING**

#4 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.**

**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.**

**TABLED UNTIL JUNE-LY MEETING**

#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.

**New Business**

*(YouTube video: 2:04:34)*

Update goal of being a Carbon Neutral Event by the year 2030 (Lisa Parker, Sandra Bauer, Sue Theolass, AJ Jackson, John Alexander and Teresa Vaughn)

### **Meeting Evaluation**

*(YouTube video: 2:04:49)*

Last round for the good of the peach

Lawrence Taylor: Apologized to AJ for poor communication about attorney's advice. During announcements regarding Sunshine Database, Coordinators are struggling with database, so comments from Jon Steinhart about "taking misery festival elsewhere" lacks tact. They are expressing anguish, not just vitriol.

John Alexander: No disrespect but felt strongly that we should read legal opinion. Thanks to Craig for comments. Elections and Bylaws Committee and Stephen are doing so much hard work. Steven, you have a tough job and you're doing it well!

Teresa Vaughn: Thanks folks who spoke at the beginning, Kirsten and Hilary, regarding how we are all coming together to create an amazing event. We all care about voting rights.

Coyote: To the Board, I hope that you realize what a gift Steven Berkson is bringing to this process. 38 years ago, they asked me to be the first facilitator of Board meetings. Big job! Steven is gifted and is volunteering his skill.

Firecat Tom and Aaron: Board couldn't have a conversation in front of the public, but that's a problem. Maybe rules need to be changed so they can have a discussion.

Jon Steinhart: Thanks to members who showed up and shared opinions. Send emails to the Board so we are better informed before vote in August.

Grumpy: Steven, you do a good job. Board needs to find a better way to make decisions, rather than fighting about procedure. You have a hard time making any decisions because they just want to argue.

Paxton: Encourage people to come to June-ly meeting. Topic to discuss, Carbon Neutral motion, is very important.

Lisa: No disrespect to AJ seconding the motion to share attorney's opinion. Wanted to honor members requesting it. Thanks Steven and apologizes for contributing to chaos. Directors have to

come to meetings, but members don't have to, so appreciates those that come and speak whether we agree or not.

Steven: Hopes in the future that training on rules and processes can be done so he doesn't have to wing it.

AJ: Thank everyone for coming. Thanks Board: we had a hard discussion. Thanks for coming. "Love liberates, it does not bind," from Maya Angelou. Let's love each other at Fair and through this process. Thanked Steven for his service.

Arna: Thanks everyone for attending. Got frustrated during this meeting but does not think we argue; rather we have robust discussions. That's ok. We leave feeling ok with each other, which is important.

Kevin: Thank everyone for coming and membership and Board members for speaking up.

**Next Board Meeting: Sunday, June 30, 4 to 6 pm at Alice's Fire Pit, In-Person only**