

Board of Directors Meeting

August 5, 2024, 7 pm

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

Zoom remote online and live streamed on YouTube

YouTube recording link: <https://www.youtube.com/watch?v=OQxYh5UqAu0>

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), Vanessa Roy (Marketing Manager), Norma Sax (Office Manager), Alex Zabala (Office Assistant), Sunny Arthurs (Assistant Event Manager), Steven Berkson (Facilitator) and Anna DiBenedetto (Board Scribe).

The meeting was facilitated by Steven Berkson.

Announcements

Stephen D: Election is coming up in October. If interested in running for Board of Directors, there will be 4 openings. Candidate statements are due August 18. All info on .net (<https://oregoncountryfair.net>) site on Elections page. Email elections@oregoncountryfair.org with any questions. Sept 19 is deadline to register to become a member. If you received a wristband or worker day pass, you are eligible, but only if you submit an application, which can be found on the .net site. On September 29 the Get Out the Vote Candidate forum will take place. On Oct 12, annual membership meeting will be at LCC Longhouse. At that meeting, we will get financial reports, the State of the Peach and introduce candidates. 1 week later on Oct 19, ballots due *at office*; post mark does not count.

AJ: Board has extended deadline to sign up to be part of EDIB Work Group. Go to .net site to find information about what the work will be and to sign up. If you're interested in Equity, diversity inclusion and belonging, please sign up. Only had 3 applications so far. Looking for far more people.

Paxton: Annual Fair Evaluation meeting will be held August 18, Sunday morning before picnic at 11 am to 2 pm, at Alice's fire pit. It's the standard Evaluation meeting where they select subjects, have breakout groups and then give a report at the end. He and Jen-Lin will run it, as they have done for several years now.

Minutes Review

(YouTube video: 0:06:05)

Jon Steinhart: The last line on first page of the meeting notes was not exactly what he was saying. He was not saying he was disappointed about not being able to vote on the Carbon Neutral motion, he was commenting on the weirdness of having to drive 200 miles to vote on a Carbon Neutral motion. Not requesting to change previous minutes, just wanted it noted here.

The Board approved the minutes of the June-ly June 30, 2024 meeting.

The motion passed by unanimous consent with Arna abstaining.

Agenda Review and New Business

(YouTube video: 0:07:30)

AJ moved and Teresa seconded to allow the Carbon Neutral group to make a 10-minute presentation right after the motion about it.

The motion passed by unanimous consent.

AJ moved and Sandra seconded to move the Carbon Neutral motion to the top of the agenda.

The motion passed by unanimous consent.

Sue moved and Teresa seconded to move Committee appointments after Carbon Neutral motion, since one of those candidates is present.

The motion passed as amended by unanimous consent.

Member Input

(YouTube video 0:11:12)

Heather: At the Bylaws/Elections Committee meeting, the attorney gave permission to share opinion at General membership about membership age and other things. Requests that this be read ASAP, so members have more time to think about it and have time to formulate comments accordingly.

Ann: Can't find June-ly meeting minutes because wasn't able to attend. Board minutes page doesn't have anything posted since February 6. Members should be able to find them easier. All Committees should post agendas at least one day ahead of their meetings, but a week prior is best practice.

Staff Report – Executive Director

(YouTube video 0:13:25)

Congratulations to everyone on another great Fair! Deep gratitude to the Coordinators, Crew Leaders and volunteer Staff for getting the site ready; To the artists, entertainers and restaurateurs for putting on a great show; To the employees who work year-round to support all the amazing individuals that make the Fair a success. You are all an essential part of making the Fair magic. I hope you feel the love you create!

There were lots of successes this year and a couple challenges. I want to address the challenges first. There has been a lot of negative feedback on the portable toilets. This is not a new complaint, as we received many complaints in 2022 and 2023 about Honey Buckets. We listen to your feedback and combined with their price increase we felt it prudent to seek a new portable toilet provider. I do acknowledge that this year was particularly rough.

Our 5-year contract ended with Honey Buckets in 2022. In 2023 they quoted a new 5-year contract and the first year of the contract was triple what it had been. It increased significantly each year of the quote. We agreed to a one-year contract so that we could seek competitive bids. We immediately reached out to all local portable toilet providers. Several wouldn't bid because they were already committed to the campgrounds around our event and couldn't handle such a big event. United Site Services appeared through our equipment rental relationship with United Rentals. We invited them to the 2023 event to see our portable toilet needs. They were confident they could provide the service we needed at a competitive rate. We agreed to a one-year service agreement. All the details were provided to them – quantities needed, delivery dates, service schedules, etc. Ultimately, they didn't deliver the units on time or the units we expected. An example is the handwashing stations. We expected quad-handwashing stations and only received doubles. Doubles only last a couple hours at best due to their limited water storage tanks. By the time we realized they shipped the wrong ones, it was too late to get the correct ones in time for the Fair. All of this created a cascading effect where we were barely able to get all the units in place before we opened to the public. Once we opened the Fair, things started to level out. We had toilet paper fairies delivering toilet paper in large quantities to make sure each unit didn't run out. Then we were sabotaged by people stealing the toilet paper and throwing it in the trash, which made it hard to keep them well stocked. There have been assertions that we hired a budget portable toilet service provider. I can assure you that is not the case. They came highly recommended and handle large events across the country. We are a unique peach, and it does take time to learn our venue. There was a huge learning curve, on both sides. We knew this wasn't going to be easy, and I apologize for the inconvenience this caused our Fair family.

One of the successes was our new ticket provider – Afton Tickets. This was a seamless transition. We were able to scan both admissions and parking without any technology issues. Our office ticket sales added a new option for in-person ticket purchasing. Our three-day ticket buyers didn't have to stand in long lines to get their wristbands. There was no need for Will Call pick up. This made for a faster entry into the event for the public. I look forward to continuing this modern process for ticket sales.

2024 Admissions (+/- vs. 2023): Friday = 13,703 (+1297). Saturday = 15,500 (+100). Sunday = 10,116 (-1013). Increase across all three days = 335.

Budget: Most revenue categories achieved, or exceeded budget. Reconciled July financials will be presented to the Board at the September Board meeting. Expenses won't be fully known until after September 30. This is the deadline for Coordinators to submit all expenses for the 2024 Fair.

Administration:

The 2023 Financial Statements are underway. I expect to have them to the Board at the September Meeting. We will begin the 2023 990 and CT-12 Tax Filings in early August. I expect to have them to the Board at the October Meeting.

The Board of Directors Election is October 19. Ballots are due at the Eugene office by 8 pm on October 19. Candidate Statement Deadline is August 18 at 8 pm. Please email them to elections@oregoncountryfair.org. A Candidate Forum will be scheduled – date TBD. September 19 is the deadline to register to vote in this election. The Annual Membership Meeting is October 12 at 6 pm – Location TBD.

Marketing: The Media covered our event well. Social Media coverage was excellent. Advertising was effective. Ticket sales were on par with 2023. Oregon Public Broadcasting spent all three days at our event and we look forward to a watch party when they release the Art Beat episode about us, so stay tuned for information on that.

Event Management: Teddy Bear Picnic is Sunday, August 18, 2 pm – dusk. There is no camping on-site on Saturday, August 17. Volunteers can camp on Sunday night, August 18. The entertainment is the Sugar Beets from 4-7 pm. Chicken and sides will be served at 3 pm. Feel free to bring a dish to share with your picnic group. No sides are needed to share with the entire picnic. Gatherings of single-day events for small social gatherings of members and guests such as weddings, picnics, and memorials for a maximum of 500 persons six times between April through October. Music will be limited from 3 to 10 pm and will be subject to the constraints outlined in the September 22, 2016 noise survey report authored by Arthur Noxon to ensure compliance with Lane County noise regulations. Any amplified music associated with the events will occur at a temporary stage area located in the same position as the annual event stage. Camping would occur in areas used for camping during the annual Oregon Country Fair event, sanitation would be provided by portable toilets, and parking to occur in the Hub area and Scof Lot. The events would typically occur on a Saturday with participants arriving on Saturday and departing on Sunday.

Site Management: The site is looking good and almost everything has been put away. Culture Jam is happening now and will be put away shortly after it is over. The Beaver Open is the next event the site employees will be prepping for. It is held Labor Day Weekend.

Treasurers' Report

(YouTube video: 0:22:42)

Hilary: Hopes everyone had a fantastic Fair. It might have been the first profitable since 2019, but only preliminary results are in so far. Big shout out to Crews with cash input, such as Inventory, Wristband, Commemorative Sales, Registration, Database, Admissions (paid parking) etc. These crews are handling massive amounts of money and they are doing a great job. We are in the middle of changing a lot of system. Big leap forward with the database. Capacity update as it relates to finances: 2019 had so many people that we wanted to scale back, so we aim to have about same number of people per day as 2018, which was close to 18,000 people camping, 2,500 with day passes and average 15,000 buying tickets per day. One change is that demand from public for tickets is softer, less than 15,000. We did sell out on Saturday this year but not Friday and Sunday. Internally we've been trying to look at what are the priorities for allocating passes, budget-wise. Fair has commitment to Elders, which has grown since 2018. Their crew coordinators have advocated for changes that will operationally serve them better. It's hard to compare because things have been reclassified and not all numbers are in, but entertainer numbers are solid, fewer teens with paid passes, fewer day passes and fewer management trades. We are hitting goal of less people on site than 2019 but we're below 2018 with big shift. In 2017 we had more day people than camping people, but now we have more campers than admissions people. Day pass people are in special category. We are having more people to service the organization and make goals happen but in turn we have obligations to support those sleeping overnight. Let's keep trying to figure out the sweet spot. It could take a few years to figure out how. Hopes Board will keep these capacity

limits. Shout out to Shawn and Jon S as well as others from Database crew. It is an amazing thing, even though it was a bumpy start. To have contemporaneous universal info about different budget categories is new for us. In the past, she would have to go to many different systems and spreadsheets and make estimates, so it's much easier to analyze finances with DB data now. Also, we can email everyone individually instead of needing to rely on Crew leaders. People can pay individually instead of paying Coordinators having tens of thousands of dollars in their possession. Database is a very valuable asset that we've been investing in. Very impressed by levels of details that people can absorb. More will be shared at the membership meeting in October in Annual report.

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.

Elders Committee met May 23, 2024 and the minutes are here:

<https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/06/EldersCommMtg052324.pdf>

The Board accepted the minutes as presented by unanimous consent.

Old Business

(YouTube video: 0:29:41)

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)

Sandra moved and Jon S seconded to continue the Fair's environmental leadership and to do its part to contain the severe threat climate change poses, the OCF Board of Directors hereby declares that it will remain dedicated to the goal of becoming a carbon neutral event by the year 2030

BACKGROUND: In 2019, based on input from the Oregon Country Fair's (OCF's) 50th Anniversary Sustainability Initiative and in keeping with OCF's commitment to operate by a seventh generation Intention, the Board of Directors passed a motion stating, "To continue the Fair's environmental leadership and to do its part to contain the severe threat climate change poses, the OCF Board of Directors hereby declares that it will strive to become carbon neutral by 2025."

Please see the report from the Carbon Neutral Working Group <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/05/Carbon-Neutral-Working-Group-Report-2024-May-27-to-OCF-Board.pdf> which outlines the steps, progress, data collected and current recommendations from its work beginning in 2019.

Sallie Edmunds: I am one of the members of the Carbon neutral working group and I am also one of your back up managers. The purpose of this project is to figure out how the Fair can do its part

to reduce our impact on the environment and thus climate change. Tonight, Craig Smith and I will provide you with some background on this project, describe how we calculated the Fair's carbon footprint, then outline some of the recommendations in the report. In 2019, Craig, Andrea Carlos (Stewardship/Xavanadu) and I built on the work of the 50th Anniversary Sustainability Initiative and came to the Board with a motion to strive to become carbon neutral by 2025. The three of us, along with Cynthia Peachy, formed the Carbon Neutral Working Group, and in February 2020, we partnered with Portland State University's Institute for Sustainable Solutions (ISS) to calculate and begin to develop a plan to lower the Fair's carbon footprint. A summary of the collaboration between OCF and PSU's graduate students and university faculty, was presented at the September 2020 Board of Directors meeting. The project's Phase 1 reports are available on the net site. The Carbon Neutral Working Group continued to meet through the COVID years of 2020 and 2021. During this time, we gathered data from event operations, volunteers, and ticket buyers. One of the key findings was that, like most events, most of our carbon footprint comes from transportation. Then once we were back on the ground in 2022 - 2024, we gathered input from Fair goers on their transportation patterns through surveys at the Stewardship in Xavanadu and surveys by the OCF survey team. While we have made some progress, we still have a lot of work to do. And thus, we need to update the 2019 motion to state that we remain focused on this work. Now I would like to turn the presentation over to Craig Smith who will describe our carbon footprint calculations.

Craig Smith: Thanks to the Board for setting the original goal to become Carbon Neutral and resources to create original analysis. Worked with PSU Institute for Sustainable Solutions in 2019 and they were able to estimate amount of Carbon generated from producing the Fair. Majority is produced by transportation. Surprisingly, Fair family created more carbon than Fair-going public. Need to reduce Fair family's carbon footprint. Not having Fair during pandemic reduced carbon. Zoom Board meetings reduce our carbon footprint. Carpooling and less trips to the Fair reduce our carbon footprint. We have better data about public and less so from Fair family. Thanks to Vanessa and Kirsten for connecting them with Tickets West so they were able to collect all the data from the ticket buyers from 2023 to survey them and get better information than the 2019 survey data. They learned that the public travels in carpools. Less people fly to the Fair than we thought, which has a very high carbon footprint. We need to continue to get info from the public. Database is exciting source of information. We can email whole Fair family and need to get better response from Fair Family. We can communicate ways to reduce carbon footprint more easily. In revised amount for 2019, 1,792 tons of Carbon generated from public, and total 4,400 tons, including Fair family. In 2023, number dropped by 702 tons with better carpooling and zoom meetings, equivalent to 800 cars per year, or 375,000 G of gasoline, which could be offset by 0.9 wind turbines or 55,000 tree seedlings (5,000 acres of forest) or possibly 3,500 solar panels. We want you to pass this motion and then we will need some resources. Would like to rekindle partnership with PSU Institute for Sustainable Solutions because they have professors, staff and students that can help gather and calculate data. We did a good job this year with volunteers, but we could get more accurate with them, which is necessary. Other ways we can reduce carbon is carpool more. Increase parking passes to reduce # of people driving to site, incentives for Fair family for carpooling. Look at what we can do with our land to sequester carbon. We have 500 acres, but we haven't been able to calcu-

late how much that sequesters yet. We might lose 16% of our canopy with Emerald Ash Borer so we might need to offset the loss of those trees in the future. Maybe we should have more solar panels on our 500 acres. In Colorado a farm has solar panels with plants between the panels, which is an idea we could explore, among others. We should develop a plan with targeted goals, if you pass the motion, to reduce carbon. Excited about possibility and happy the Board is doing this.

Sallie: We need to continue communication/education drive to let people know about carpooling and how much it helps so we can get behavior changes.

Member Input:

Ann: Supports Carbon Neutral Working Group. Carpooled this year. This is multi-disciplinary, and including at least one member of LUMP, EAB task force and Carbon Neutral Work Group should participate in each other's meetings. This is an opportunity to create community. We need to do our part.

Board Discussion:

AJ: Supports this motion. How important is the 2030 date? Might prefer not to have a date, so we don't have to keep pushing it out.

Craig Smith: Without a deadline, things tend to just keep going along. This will be more motivating. Without a date, things can move to back burner.

Jon S: Likes the motion, but encourages us to go further. If we draw the correlation that global warming made the Fair get hotter this year, carbon neutrality isn't going to change thermostat, it would just keep it where it is. We are looking for behavior solutions, not just technical solutions. Reason for his comment at the last meeting was that some of us tried to cancel the last Board meeting because it didn't have a very crucial agenda, but other Board members said that it was really important to be together in person, which to me it meant that seeing people in person was slightly more important than having a planet on which to see them, so we need to think about how we will change our behavior instead of just technical solutions. Good work and looks forward to seeing what you come up with.

Sandra: We chose this initiative as part of the fiftieth anniversary sustainability project. It continues to be important. This group wants more time to get it right, so supports giving the time.

Paxton: Supports motion. Date is a goal but expects it to slip. Appreciates the additional information that we are getting to further calculate our carbon usages. This is important. Thinks Committee should consider biochar to sequester carbon when we look into EAB goals.

Lisa: Thanks to Sallie and Craig for the informative update. Happy to vote yes on original Carbon neutrality motion and happy to vote yes again tonight. Believes the Working Group knows what they are doing, and is grateful that they are doing the work.

Board passed motion by unanimous consent.

(YouTube video 0:49:30)

Sue moved and Paxton and AJ seconded to appoint Aaron Moffet and Jill Carter to Food Committee (Sue Theolass, Paxton Hoag and AJ Jackson)

Member Input:

Spirit: Needs confirmation from the Board about appointing members to Committees. Some people have been denied due to lack of consistency. Was this a supportive process (conforming to standard process) all across?

Board Discussion:

Lisa: Read the letters of interest from 2 applicants and read letter of support from Food Committee and they were helpful to be able to support these appointments.

Jon S: Read supporting documentation and spoke to applicants at the Fair. Special thanks to Jill who at the last minute, put in a ton of effort to get thorough food booth info at Info Booths.

Paxton: This followed standard Committee appointment process where interested members speak to Committee, then the Committee recommends to the applicant that they send a letter of interest to the Board. Then the Committee submits letter of support for applicant. That is the process he saw being used this time.

Sue: Food Committee has had longstanding callout for new members. Interested parties must attend a few meetings before applying. Lot of work on Committee members' plates. It takes so many different layers. Having Aaron and Jill's skillsets will help us reach out goals immensely.

AJ: Excited about this appointment because he's seen these 2 folks in action and what they have already brought to the Food Committee, so excited to see what else they will do for the Fair. We need new people with fresh ideas. Thanks to you both for stepping up!

Board passed by unanimous consent.

Paxton moved and Jon S seconded to appoint Glenn Dolphin to LUMP Committee (Sue Theolass, Paxton Hoag and George Braddock)

Member Input: none

Board Discussion:

Jon S: Wants to support Glenn after observing his behavior at the May LUMP meeting. As many know, we sometimes have trouble keeping Committees doing the work that we want them to do, and he was only person in the room who spoke who knew what the purpose of a Board Committee is and we could use more of that.

Paxton: He has been coming to LUMP meetings for about a year and does environmental conservation work in his profession. Has experience with soil and water conservation and restoration of natural environment. Has volunteered to help LUMP and we sure would love to have his help.

Glenn Dolphin: Appreciates the support. Newer member of family, only 2 years, but is in love with the Fair. Has observed and absorbed and wants to learn and step up and support Committee meet their goals.

Lisa: Read letter of interest and it was very helpful. Read Committee's letter of support. All signs point to being a good fit for the Committee.

Board passed motion by unanimous consent.

(YouTube video 0:59:16)

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

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

Lisa moved and Teresa seconded the following motion:

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.

Member Input:

Steven B: I urge you to not pass this motion as presented. No change to the voting section of the Bylaws is actually required to establish the minimum age for OCF membership. You can simply change this motion so that it addresses only the establishment of a minimum membership age. To do that, amend the motion to remove any change to Article V Section 6(a). Currently, the VOTING section of the bylaws makes a promise to the ENTIRE MEMBERSHIP that new members will have A RIGHT to vote after having been a member for 30 days. As almost all people seem to agree, whether or not one gets to vote is AT LEAST as much a voting right as what one gets to vote on. The VOTING section of the Bylaws is distinguished from other Bylaws section by an explicit promise contained in Article XI. Article XI says that no right contained in the VOTING section of the Bylaws can be changed WITHOUT A VOTE OF THE MEMBERSHIP. The plain language of this is there for anyone to see. There should be no need to spend hundreds of dollars on lawyer opinions to figure out if defining WHEN voting rights begin is a voting right, or whether or not the Article XI requirements can be bypassed. Even if there are differing opinions about whether this a voting right, treating it with greater care is the prudent course to take. The Bylaws are the constitution of our community and nothing within the Bylaws should be more sacred than member voting rights. The high road here is to treat this as a voting right, even if you are doubtful, and if any language change is desired, send that change to the membership. If the goal here is to ensure that someone who will attain the minimum membership age less than 30 days before an election can apply for membership early and still vote in that election, this change can be accomplished by

referring the issue to the membership for a vote. This would be in keeping with the letter and the spirit of the protections that member voting rights enjoy under our Bylaws. Please trust the membership and honor the protections that member voting rights are supposed to enjoy under our bylaws. Again, you can simply amend this motion to remove any changes to Article V Section 6(a) and still accomplish the main purpose of this motion, the establishment of a minimum age for membership. Thank you for your consideration.

Lawrence Taylor: When I wrote Article 11, section 2, I was pretty clear with what I meant. I was surprised to learn that my words were taken in an entirely different way than they were intended. There is a solution. I look forward to this material returning to the Bylaws Committee so we can define the term voting rights. I will promote the idea that we need to refer to the membership a change to Article 11, section 2. I look forward to assisting in preparing a motion that will clarify what voting rights are so we can address other issues.

Heather Kent: At last Zoom meeting where this was discussed there was a lot of discussion about the attorney's opinion, which was subsequently shared at the Bylaws Committee. Are we not going to share here with the membership?

Board Discussion:

Lisa: Since this issue has been so rife with debate about what different things mean and what would be most appropriate, and there is really no hurry to pass this motion, the joint Committee feels that it would be better to remand back to joint Committee for more work, so deliberation and discussion can happen and then they can bring it back to Board. Let's take our time and get this right. **Lisa moved and Paxton seconded to remand back to joint Committee.**

Teresa: Wanted to state that she has tremendous amount of faith in this Committee regarding concerns mentioned today. Much respect for their intentions. Supports taking back to committee of great people.

AJ: Hopes that in taking back to Committee, there will be some consideration of membership having a vote on the outcome. Board has talked about getting more membership input and this is an opportunity.

Motion passed to remand back to Committee by unanimous consent.

(YouTube video 1:12:25)

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.

Lisa moved and Teresa seconded:

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.**

Member Input:

Spirit: Feels conflicted. Typically, we want votes ratified by Board however in this case, has seen Board use membership vote against membership for personal reasons. Therefore, feels like she wants to support the ratification of the vote by the membership right after it happens, when Secretary counts votes and approves them.

Board Discussion:

Paxton: Little unclear. Thinks he is opposed. Likes having new board members installed at first Board meeting *after* annual meeting in October. Prefers to keep current process.

Lisa: That is what this motion is. Annual Board meeting is November, so this codifies the established local custom.

Arna moved and Jon S seconded to amend by striking both occurrences of “~~upon ratification of election results at annual Board meeting~~” and replace them with “when the Election is certified by Membership Secretary and Treasurer(s).” It’s more effective for the Board to have clarity of newly elected Board members certified upon the election results. Makes it clearer for Board members to be effective Board members when they attend the annual retreat.

Member Input:

Lawrence Taylor: Two problems with amendment, one procedural, one substantive. Procedurally, this amendment doesn’t comport with notice requirement in Article XI, section 1. General nature of motion was to codify decades-long practice in terms of succession procedure. This is a massive substantive change. Substantive issue is that it is just a bad idea. There is nothing broken about the current process. Newly elected but not seated Board meets with current Board, including any members who might not be proceeding due to elections or retirements. This creates handing off and orientations. New Board members can attend retreat. Practically, outgoing Board is capable of approving the minutes. Nothing broken about that system.

Steven B: Thinks it’s wise for significant change to be sent for publication. If you change to ratification by Membership Secretary, that does not prevent you from proceeding with ceremonial handoff.

Board Discussion:

Jon S: Supports the amendment. There are problems with current process because newly elected Board members are privy to confidential information without being seated. Now that we have 3 slates of Board members turning over every year, there isn't problem with transfer of knowledge, since so many members remain. Original motion as written talks about Annual meeting in Article VI, Section 1, which is by end of October. Amendment clears up that confusion.

John Alexander: This could change the retreat significantly. New members are not privy to confidential info but could be handled with a non-disclosure agreement. It's important to know that if the amendment is passed, losing the presence of outgoing Board members would be a significant change. Confidentiality is a problem that can be solved. Transfer of knowledge could be affected.

Kevin: Agrees with amendment. New Board members don't know what is happening, so this allows for acquisition of documents and to get prepared before retreat, opportunities to engage with Board members and take in lots of information.

Arna: Tradition of saying goodbye to former Board members is already lost with Zoom, so doesn't think this amendment is a significant change. Would be fine with voting today and then voting again next month so members have a chance to see it printed and offer comments. Sometimes outgoing Board members are not helpful when new Board members are trying to bond.

Steven B: Bylaws may be amended if notice of intent to amend was made prior to Board meeting. Subject of this motion has been on the agenda for quite some time. Anyone interested in this subject was informed. Don't have to wait to vote, but high road would be waiting another month. Procedure would be to postpone vote one month. If they vote on it today, it's an act of the Board.

AJ: Once a vote is certified, the membership has spoken. The new Board is the new Board. Board retreats are taking place in a different time than they used to be. Has found over last couple Board retreats that it would have been helpful for new Board members to have a bigger say in what happens during the retreat. It would give new Board an opportunity to teach and share information freely, which is good.

Stephen D: We have 2 annual meetings in our Bylaws. Annual Membership is in October and Annual Board meeting is in November. The original motion refers to the Annual Membership meeting.

Lisa: If you want to look it up, it's Article VIII, Section 1. I'm opposed to this amendment for several reasons. The original motion addresses a problem, which is that our Bylaws are silent on when the terms of new Directors begin. What this means, according to our legal counsel is that the default effective date when both Statute and Bylaw are silent is at the time ballots are due at the election. Hopefully you can see why this is problematic. To remedy this, the original motion codifies our established local custom, which is that the new Directors are seated at the November Board meeting. This amendment would be a departure from established local custom. In other words, the original motion is a clarification, while this proposed amendment is a major policy change. I don't support the amendment because first, I don't think it is fair to new Directors to be placed into office before the Board retreat happens, which is what this would do. The Board retreat serves as an orientation for new directors to get their feet under them before they are seated in

November. Also, there is a time frame between when the election is certified and the November meeting during which anything can happen. If there is an emergency or crisis that requires a Board response, it is not fair to new Directors to thrust them into the situation without even having undergone orientation, and I think it would be better for the organization for any such emergencies or crises to be handled by an experienced Board. I've heard concerns about confidentiality during the Board retreat. This is easily remedied by having everyone sign a confidentiality agreement. If this amendment passes, then the amended motion will need to be tabled and discussed at the September Board meeting before we can vote on it, per the Bylaws. I don't think it's good practice to make such major changes in policy so close to the election. And what if the amended motion doesn't pass? Then we will not have addressed the original problem in the first place, and we will go into the election without having solved the problem. I respect that other Directors feel differently about this than I do, and I'm not saying we should not consider changing the policy just because it's different from what we've always done. What I am saying is, please don't do this right now. Let's get through this election, and if the Board still wants to take up the question, it would be better to do so while the election is still fresh in everyone's minds, and to take time to thoroughly examine the issue and identify the pros and cons before bringing it to a vote. Please pass the original motion as offered by the joint Bylaws-Elections Committee tonight.

Paxton: Opposes amendment. Thinks our current practice has worked well during his 30 years of experience with the Board. Confidentiality is agreed on at the beginning by new and old Board members, who are bound by confidentiality even after they leave.

Sandra: Doesn't think this is a major change. Only a few-day change that only a few Board members will be able to see. This is an important but short timeframe. Has been on a lot of different Boards, but most don't have this same kind of waiting period. There have been issues with having outgoing Board members and new members at the retreat. Lame duck Board shouldn't be making decisions after the membership has spoken.

Sue: Opposes amendment and agrees with Lisa.

Teresa: Feels conflicted. Supports amendment but supports Lisa in wanting us to wait a month. Wants to have 1 clarification. My orientation was not Board retreat, it was from ED. Found it awkward to be at a retreat with old and new Board members and on the other hand, loves the concept of a democratic process of peaceful transfer of power.

Jon S: Doesn't think this is a major change. Agrees with Teresa. Orientation was before retreat. Comment on what John A said: there have been pretty dysfunctional Boards in the past and it could happen again. What if new Board members were not invited to retreat? Neutral about postponement.

John Alexander: If we "take high road" how would we do that? Vote on amendment and then the full motion as amended next month.

Steven B: There would need to be a motion to postpone amendment and motion until next month.

Kevin: Emergencies could happen during beginning of term, after vote, but before being seated or oriented. Trusts that fellow Board members would be there to help me through an emergency process if something happens.

AJ: Hesitates to mention, but we have had a contentious couple of retreats. It's important that we seat the new Board upon ratification of vote. In 1st day, outgoing Board member put their hands on him, while he was President. Acting like that didn't happen does a disservice to members and other Board members. It should be named that there are emotions around former Board members. This is one of the reasons why he supports this motion. Has kept quiet about this, but it seems relevant because former Board members have emotions about this amendment.

Arna: Bylaws/Elections Committee considered this as one of 2 valid options. They suggested that she bring it forward as an amendment because they saw no problem with this option.

Sandra: Arna sent amendment to all the Directors, so that notice requirement was met.

John Alexander: Appreciates everyone on both sides. This substantially changes some things around the tradition. **Moved and seconded by Paxton to postpone the motion until next month.**

Member input: None

Motion failed: 4-6-1; George, AJ, Jon S, Arna, Kevin, Sandra opposed; Lisa abstained.

Lisa: There are some uncomfortable things that come with territory of this Board as adults. We can't control anybody else. Has had more positive experiences at the retreats than negative. Has had opportunities to communicate with outgoing members. They have helpful information to share. Regarding confidentiality, everyone agrees that it's a confidential setting, but we could have incoming Directors sign a confidentiality agreement. Regarding incident, not going to speak to it specifically, because it is confidential, and it shouldn't be talked about. Thinks it's bad practice to make policy because of one person or incident. Respects all fellow Directors who have different opinions about it, but we should codify what our local custom has been. If people want to change policy, it would be a drastic change. Maybe take it up after new Board is seated. That would be more fair to involve them in the decision because they will have gone through the election recently.

AJ moved and Jon S moved to extend meeting by 15 minutes.

Motion passed: 8-3; George, Sue and John A opposed.

Jon S called the question and Arna seconded.

Arna's amendment to the motion failed: 7-4; Paxton, Lisa, Sue and John A opposed.

Discussion on main motion:

John A: This motion is important and wanted to take the high road and have more discussion, not opposed to amendment. Seems like substantial change.

Jon S moved and Teresa seconded to call the question.

Motion failed: 6-5; Sandra, AJ, Jon S, Arna and Kevin opposed.

TABLED UNTIL NEXT MONTH

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.

New Business

(YouTube video: 2:02:30)

Appoint Sandra Bauer to the Personnel Policies Committee (John A and Arna Shaw)

Appoint Ashley Akerberg to the Personnel Policies Committee (AJ, Tom and Sandra Bauer)

Meeting Evaluation

(YouTube video: 2:02:50)

Last round for the good of the peach

Lawrence Taylor: Would like to comment on the outrageous description that AJ described based only on his words. The idea that an outgoing or incoming Board member would put his hands on a Board member in anything other than a spirit of love sounds unique and is sure it's never happened before and is confident will never happen again, so hopefully it won't happen again. Hard cases make bad law. Would like to note that there were comments made about dysfunctional Boards, but some people might call that active democracy. One person's functional Board might be somebody's else's lock-step rubber stamp. Idea that any Board or outgoing

members would bar outgoing members from retreat is very utterly outrageous but sadly not surprising.

Steven B: Make comments about the meeting itself.

Heather: That was absolutely not meeting evaluation material. Which Board member do I need to contact to establish meeting evaluation vs commentary?

Steven B: It's had to know what is going to be shared until after it is shared. It is appropriate to say something that was said felt inappropriate or caused feelings.

Teresa: This was a challenging conversation for me, and I appreciated hearing the detailed reasons people had in both ways to move forward. Appreciated people listening to each other even if no decision was made.

Steven B: Saying no is a decision.

Jon S: Good meeting, more business done than other meetings, such as last in-person meeting, but maybe we could not repeat ourselves so we can get more done.

Sue: This meeting makes me miss being able to meet in person.

AJ: Mixed feelings about the meeting. Feels unseen for difficult experience that was shared. I usually save comments for President's Peace, but it was hard to share it and now I don't feel supported after having shared it.

Jonathan Pincus: It would have been helpful if someone besides Facilitator and Chair were keeping track of who was trying to come into the meeting because they have a lot to do.

Lisa: Meeting was well facilitated. Thanks Steven.

Next Board Meeting: September 9, 2024 at 7 pm via Zoom

President's Peace

(YouTube video: 2:09:10)

AJ: Likes to show appreciation for volunteers any chance that he can get. This time, wants to give shout out to Farside Bridge construction crew that does it every year. They are a family that builds it on Tuesdays before Fair. They do it with kindness and cheer. Encourages you to say "Hi."

Sad news to be shared by Carolyn Gsell that was missed at beginning of the meeting. Longtime elder Peggy Day Fitzgerald passed away July 31st at the age of 84. She was instrumental in early days of KOCF. She created operational plan used to convince Board to begin broadcasting. Was founding supporter of Station. Peggy was early Elder who showed up for most Committee Meetings and at all of the retreats. She took on Elders T-shirt program right before she died despite being very ill. She was too ill to stay at Fair after delivering shirts. She was smart, kind and caring, as well as dauntless. She always spoke her mind but always remained non-offensive and endeared by all Elders. Thank you for all you did for Country Fair, Peggy.