

Board of Directors Meeting

September 9, 2024, 7 pm

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

Zoom remote online and live streamed on YouTube

YouTube recording link: https://www.youtube.com/watch?v=Y7blxaE_wJM

Board Directors present: Anthony "AJ" Jackson, (President), Sandra Bauer, George Braddock, Paxton Hoag, Tom Horn (late arrival), Kevin Levy, Arna Shaw (Vice President), Sue Theolass, Jon Steinhart, and Teresa Vaughn. Absent Board Members: John Alexander and Lisa Parker. 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), 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: International ballots were mailed today; AK and HI ballots go out Wednesday. Rest of the ballots should be mailed next Monday. We have almost 1,000 new members over last year. We are short elections help. This weekend at the Vineyard there will be elections work happening on Saturday and Sunday and we'd love volunteers. Please email elections@oregoncountryfair.org. Sept 19 is deadline to register to vote; delivered not postmarked. Sept 29 is Candidates forum online. You can submit questions to gotv@oregoncountryfair.org by the 27 to get them ready for the candidates. Annual meeting is October 12 @ Long House on LCC campus, which is hybrid. Candidates will be making statements at that meeting. Ballot issues may be handled that day at the Town Office between 4 and 5:30. Ballot box will be at Annual meeting. Ballots due on October 19. We generated list of international addresses from new membership database. They are using the new DB and it's wonderful and functional. Thank team who developed it, Mason, Milo, and Eytan.

Jon Steinhart: Still looking for user interface people to work on Sunshine database. Anyone who thinks it is hard to use, get ahold of me or the Office to get ahold of me because they need help on that. Lot of people talking on FB about loving the Fair but hating everything about it, which is disheartening to everyone who has worked hard on it. Every month we hear a report from Kirsten, but not sure we thank her, so thank her for putting on a good and profitable event despite weather and trouble with a contractor.

AJ: wanted to announce that the Board has had three closed sessions since last meeting. Two were Board trainings and one was regarding personnel.

Sue: Was on site this weekend for very productive Food Committee retreat. Was impressed during field trip to Winery by composting from Recycling Crew. Also, Durables has been doing a lot of work to transform the inside of the winery to do their job. Thank you profoundly for taking that job on.

Arna: Jill Heiman Vision Fund and Fair match is donating \$31,406 this year. Breakdown to come. It's a great thing the Fair does. Applause to folks who donate plus Fair for matching.

Minutes Review

(YouTube video: 0:07:35)

The Board approved the minutes of the August 5, 2024 meeting by unanimous consent.

Agenda Review

Sandra moved to move Ashley Akerberg's nomination to the top of the Old Business.

Approved by unanimous consent.

Agenda was approved as amended by unanimous consent.

Member Input

Coyote Connelly: To Sue: Notices that she has chosen to vacate her Board position after upcoming elections. Offers sincere gratitude for many years and countless service hours she has donated to this Organization and the membership. Her quiet and steady commitment to her vision and her values are consistent and unwavering. Never has to wonder if she is grandstanding to impress or distract. She is always true to her heart and looks out for best interest of the Fair. Clear example of acting on her values, not what might gain her popularity or votes. Hasn't always agreed with decisions but has admired her internal process and personal integrity. Can only trust whoever takes her seat on the Board can manifest same values and qualities. Thank you, Sue!

Staff Report – Executive Director

Administration: The 2023 Financial Statements are in this month's Board packet. The 2023 - 990 and CT-12 Tax Filings are underway. 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. September 19 is the deadline to register to vote in this election. A Candidate Forum is scheduled for September 29 at 4 pm via Zoom. Please email your questions for candidates to gotv@oregoncountryfair.org. The Annual Membership Meeting is October 12 at 6:30 pm at LCC Longhouse. We encourage members to watch on the YouTube livestream if they can't attend in-person. Our ATMs at the Fair issued \$955K dollars this year; last year it was \$957K. We added an additional ATM machine this year to reduce the lines, but unfortunately, they were still very long.

Budget season is beginning. We will be changing the denomination of the Food Vouchers back to a single denomination. It was too difficult to manage two denominations. We may employ two printers to accomplish the volume we need. We purchased Fixed Asset software to bar code and scan all of our assets. This will take a while but will give us a comprehensive list of all our physical assets. The software is very inexpensive because the technology is widely used now.

Sound Task Force: Has begun meeting again. They will hold a Community Listening Session via Zoom on Tuesday, October 15, 2024 at 7 pm. The link is on the .net site.

EAB Task Force: Has begun meeting again. Met to learn about an ODF grant 9/4/24. It is a

\$12M fund from Inflation Reduction Act, distributed through the United States Forest Service, passed down to the Oregon Department of Forestry's (ODF) Urban and Community Forestry Program (UCF). Deadline to apply is October 15.

Event Management: Teddy Bears Picnic was a success. The weather was perfect! Thank you to all the volunteers that came out to enjoy the Picnic and Thank you to the volunteers that helped put it on! The annual Beaver Open took place August 30 to September 2. We love hosting this group and the tournament was a success. The annual Elmira High School Track Meet is scheduled for Wednesday, September 11. Every year up to 500 youth from around the state participate.

The Guidelines submission date is moving forward this year. Form will go live on the .net site on October 1. Closing date will be November 15. This will allow the Board to vote on guideline policy changes at the December Board meeting. Moving the date up will enable us to easily meet our printing deadline.

Site: The Winery house Type II Replacement Dwelling permit is under review by the County. Expect it to be granted in the next 4-6 weeks. Neighbors were given the opportunity to comment on this and all that responded were supportive. This winter we will be focusing on: creating 5' of defensible space around all our buildings; limbing all trees that are within 20' of the structures to 15' high; addressing hazardous trees. Our ability to acquire property insurance requires this. Special thanks from Site manager to Craft and Food Booths for leaving their sites clean, which was a huge improvement over last year.

Marketing: 2024 Commemorative Sales were very strong. Be sure to check out our Merchandise site at merch.oregoncountryfair.org. All of our posters are available for reprint. We will do a Fourth quarter merchandise sales push. This will include logo etched water bottles and two logo branded t-shirts: 1 ladies v-neck and 1 unisex crew neck; the remainder of the unsold 2024 merchandise will also be available. Fourth Quarter direct donor campaign will launch October 1.

Culture Jam: It was a huge success. Congratulations to Jans and his team for another successful year. There will be a report submitted about this year's event at the November Board Meeting.

Treasurers' Report

(YouTube video: 0:19:38)

Hilary: 2023 Financial Statements. Reminder for Coordinators and others who have spending authority to get receipts in by September 30 deadline. Kirsten and Norma are doing a great job at getting things caught up and entered; we are working quicker than other years. Deadline might be moved up next year because we are more efficient. Will have interim report for annual meeting. Gearing up for budget season. Coordinators will probably hear from the Budget Committee mid to late October. Financial statements will be up in time for annual meeting. Financial reports that come back from accountant are a review level that is less than an audit but more than a compilation, and some things get grouped differently. What we have is budget categories but generally accepted accounting procedures require regrouping by program areas to comply with disclosures. Some would be more suited to larger organization, but we have to fulfil requirements regardless. We appear to have basically broken even this year. In 2023, when we sent numbers to

accountant, we thought we were going to break even, which turned out to be true, but last year we got winery settlement money, so considering we are still struggling to recover from COVID, remember that recovery is still under way. After this year, we should be in a solid position of recovery and be able to plan more. We need to be sure before we move forward with confidence. Thanks to those taking on financial responsibility. Many volunteers take on a lot of financial responsibility for collecting and recording money, thank you for doing it!

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.

Old Business

(YouTube video: 0:24:43)

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

Sandra moved and Jon Steinhart seconded to appoint Ashley Akerberg to the Personnel Policies Committee.

Sandra: Ashley has the kind of expertise that we need on the Personnel Policies Committee and we are happy to see her willing to take it on. She is a HR professional, and HR Manager and her duties have included onboarding, performance evaluation, professional development, conflict resolution and has expertise in State and Federal compliance, employee retention initiatives and a lot more. Urges you to vote to add her to the Committee.

Ashley: Has 6 years of HR management experience. Spent 10 years in education before that. Worked for 10 years for Carol DeFazio selling Fairy wings on the river loop. Grew up near the Fair and discovered it as a young adult. Is excited to bring her experience to the Fair. Looking to contribute to the Fair in a discreet way.

Member Input: None:

The motion passed: 8-0-1; Sue abstained.

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)

Paxton moved and Teresa seconded to resolve 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:

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;

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.

Paxton moved and Teresa seconded to table this issue until the December meeting at Stephen D's request.

Jon: What will be different in December and why can't we discuss/vote today?

Paxton: Stephen's workload is focused on the election and there is no rush on this issue.

Member Input: None

Motion passed: 8-1; Jon opposed.

(YouTube video 0:33:06)

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

Committee Good Standing Policy

Teresa moved and Sandra seconded to accept the Committee Good Standing Policy proposal:

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.

Member Input:

Hilary: Thanks, Teresa, for the presentation. Appreciates the work the Committee has been doing to help other Committees. On Step 2 and then again on Step 3, there is some language that is confusing, such as lack of quorum not affecting timeline. Does that mean if there is no quorum, do the 2 regularly scheduled meetings not count towards resolution?

Grumpy: Appreciates all the work but thinks it's too complicated. Doesn't see any reason to do this complicated new process.

Lisa Cooley: Echoes what Hilary said about confusing quorum language. Do we have many Committees that are not complying? Didn't realize this was an issue. If we have to put all our diligence into a process, is in favor, but questions whether it's necessary.

Heather Kent: Quorum issue seems like it needs to be thought about because does that mean the Board is determining that 50% is a quorum? What if a Committee doesn't take attendance, does that mean the Board could say they are not in good standing? They would have to apply the rule consistently which sets them up for a lot of monitoring.

Steven: If a Committee has at least 50% attendance, but that Committee has a 2/3 requirement, would that mean they are in violation if they are under 2/3 and conduct a meeting?

Tom Horn arrived at the meeting.

Board discussion:

Jon S: Supports this motion kind of reluctantly. Motion does a good job of setting expectations for Committees, which is a good thing. One of the reasons he is willing to support it is that it doesn't remove authority from the Board. The Board can create or dissolve Committees anytime they want. We don't need a process like this to do it, but it's nice to have standards, so we are not arbitrary. Small objections that won't make him oppose it: this is a slow process, and it could take the better part of a year to determine if a Committee wasn't in good standing and to get them back on track. If a Committee isn't getting work done for that long, how valuable is that Committee? Also, not happy about the Board meeting in closed session and needing a 2/3 vote to place a Committee not in good standing because it reminds him of when the Board used to be operational and need to get to 2/3 to fire a Coordinator, which almost never happened.

Paxton: Sat through the work group meetings and believes this is a well thought out system even though it's laborious and time consuming. Has a problem in the beginning with only having 3 Board members being able to start this process, leaving open opportunities for abuse. **Moved to amend the minimum Board members from 3 to 5. No second.**

Sandra: Whole intent is to work with Committees so they can do the work of the Board. We need them to be functioning efficiently. We have a mentoring step in there to that end. It takes 3 members to bring it up, but nothing goes forward until there is a super majority to move forward. It isn't that complicated, but it is long and does take a while, which it should. We need to do better at providing feedback to Committees. Hopes people will vote in favor.

Arna: Agrees with Sandra regarding length of time. Want to give Committee time to work on issues. This policy is designed to support Committees, so it is slow. We need a policy that is not arbitrary to specific Committees. This policy will work across all Committees. We hope to not have to use the policy much, but to have it at the ready if/when we need it. It's better than needing it

and not having it. There are a lot of safeguards here and 3 Board members really couldn't do much because they would need to convince 2 other members or the president to call a meeting.

AJ: Supports this motion. Thanks to Board members who spent months working on this. Hopes the makers of the motion could briefly address the 50% quorum question, if Committee goes 3 months without a meeting.

Sandra: It's meant to say that if you don't have a meeting because of quorum that it counts towards your 3 meetings. Some Committees have different quorums and if they are in good standing, they can continue whatever quorum works for them. If at step 3, if the Committee is not in good standing, we may insist that they have a quorum of at least 50%.

Arna: Great presentation by Teresa!

Kevin: Teresa- great presentation. We might not be able to get three quarters of Board members, but it brings issues to our attention. Even if we don't have to go through the process, it could bring issues to our attention. Likes the length of the process and safeguards.

The motion passed: 8-2; Paxton and Sue opposed.

Appoint Sandra Bauer to the Personnel Policies Committee (AJ Jackson, John Alexander and Arna Shaw)

Jon S moved and Arna seconded to appoint Sandra Bauer to the Personnel Policies Committee.

Sandra has served on the Committee for over 4 years as Board liaison. She has acted as the elected Chair of the Committee for most of her service. She has rewritten policies and deserves to be appointed as a member, not just the liaison. Has letters of recommendation from Ron Chase and Tom Horn, who serve on the Committee.

Member Input: none

Board discussion:

Jon S: Supports this motion and is glad for the way the process is playing out.

The motion passed: 8-2; Paxton and Sue opposed.

New Business

(YouTube video: 1:03:44)

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

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

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

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

change as follows:

Article VII, Section 2(e):

e) Term: Each Director shall serve for three years or until their resignation or removal, whichever occurs first. These three-year terms shall be staggered, with one third of total seats to be filled by a vote of the membership each year. The term of office of newly-elected Directors shall be effective when the election is certified by the Membership Secretary and the Treasurer(s).

Appointment of EDIB Work Group members (AJ Jackson, Arna Shaw & Tom Horn)

Approve language, submitted by Bylaws Committee, to stipulate that the President and Vice President must be duly elected board members (AJ Jackson, Arna Shaw & Lisa Parker)

The Board moves to amend the bylaws as follows:

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

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

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

Article IX

2. Election/Term. The Officers are to be elected by the Board at its annual Board meeting or in the event that an office becomes vacant at any other time of year. ~~There shall be no requirement that an Officer be a Director.~~ Each Officer shall serve until the next annual Board meeting or until their death, resignation, or removal.

5. President. The President shall be the principal executive officer of the OCF, subject to the control of the Board. The President shall, when present, preside at meetings of the members, or make provision for a facilitator to preside at said meetings. The President may sign, with a Secretary or Treasurer or any other person so authorized by the Board, certificates for memberships, deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed; and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board. **The President shall be a duly elected Director.**

6. Vice President. In the event of the death, resignation, or removal of the President, the Vice President shall become President for the unexpired portion of the President's term. The Vice President shall also have all the authority and powers of the president during any period of time that the Board determines the President to be incapacitated. **The Vice President shall be a duly elected Director.**

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

Meeting Evaluation

(YouTube video: 1:04:05)

Last round for the good of the peach

Jon S: Great meeting and happy to 'appoint' Teresa to be VP of presentations moving forward.

Next Board Meeting: October 7, 7 pm via Zoom

President's Peace

(YouTube video: 1:08:15)

AJ: Learned something in training that the Board just finished. Wants to share with membership. When talking about DEI, the I stands for inclusion. Inclusion means change. That stuck out. Wants you to think about what inclusion means to you, does it mean change? Lastly, trying to put a Board listening session on the schedule soon. Wants to get it done before the end of the year, but we are thinking about it and trying to make space for a lot of meetings, including that.