

Board of Directors Meeting

October 7, 2024, 7 pm

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

Zoom remote online and live streamed on YouTube

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

Board Directors present: John Alexander, Anthony “AJ” Jackson, (President), Sandra Bauer, George Braddock, Paxton Hoag, Tom Horn, Kevin Levy, Lisa Parker, Arna Shaw (Vice President), Jon Steinhart, Sue Theolass and Teresa Vaughn. Other Board officers present: Hilary Anthony (Treasurer), and Stephen Diercouff (Secretary). Staff present: Kirsten Bolton (Executive Director), Mark Malaska (Co-Event Manager), Vanessa Roy (Marketing 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: Ballots are all mailed and it’s almost too late to return ballots. Please visit www.oregoncountryfair.net website Elections page to email or call about missing ballots. 11 am October 9 will be last time to mail replacement ballots. Replacements could still be available for in-person pickup in OCF Office. October 12 is Annual meeting, but ballots won’t be at the meeting. Ballot box will be at Annual meeting. Ballots due 8 pm on Oct 19, post mark doesn’t count. Hopefully we can count and announce winners on Oct 20.

AJ: Board had a closed session on Personnel on Oct 4.

Arna: Jill Heiman Vision Fund is donating \$31,406. \$6,281 each to 5 agencies: Beyond Toxics, Cascadia Wildlands, McKenzie River Trust, NW Youth Corps and Whole Earth Nature School. Thanks to Fair and all members who contribute to this fund for their help in sustaining the philanthropic purpose.

Minutes Review

(YouTube video: 0:04:09)

Sandra moved and Arna seconded to approve the minutes.

Jon moved and Sandra seconded to correct the minutes: Under announcements it says "Lot of people talking on FB about loving the Fair but hating everything about the database, which is disheartening to everyone who has worked hard on it." What I said was "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."

Member Input:

Anna DiBenedetto: Scribe commented about the minutes correction that the words that “Sunshine Database” had been inserted for “it” based on the first point that had been made.

The motion passed: 10-0-2; John Alexander and Lisa abstained.

**Approved the minutes of the September 9, 2024 meeting, as amended.
The motion passed: 10-0-2; John Alexander and Lisa abstained.**

Agenda Review and New Business

(YouTube video: 0:10:08)

AJ moved and Sandra seconded to move the PCUN Sponsorship to first position on the agenda.

The motion passed by unanimous consent.

The Board approved the October 7, 2024 agenda as amended.

The motion passed by unanimous consent.

Member Input

Judson Stern-Carusone: My name is Judson Stern-Carusone. I have been a Fair member since 1991, about half that in Community Village and the other on the Archaeology Crew. I have been the Archaeology Crew co-coordinator since 2022 and also joined the Archaeology Committee, an operational committee to ensure OCF complies with Oregon's archaeological laws. I have increasingly become concerned about the OCF's direction. We are supposed to be an event for psycho-spiritual rejuvenation, with ideals to respect each other in an intentional community and respect our land. In short, a unique democratic organization. But we have seen the rise of M.A.G.I.C., a faction set on making the Fair great again. In 1787, James Madison in Federalist 10, described a human tendency to faction as "this great vice". He described what I see happening at the Board/Officer/Management level - the faction's leaders "... divide mankind into parties, inflame them with mutual animosity, and render them much more disposed to vex and oppress each other than to co-operate for their common good." (Altered as to case). I am also concerned about a new disciplinary process that is well suited to eliminate political opposition. It has OCF function as a star chamber, with unnamed individual(s) serving as judge, jury and executioner. The societies and governments that operate this way are not ones we should emulate. But as with Madison's warning, this is no less inevitable. As Robert Michels stated in his 1911 book Political Parties, it is an iron law that all large democratic organizations tend toward oligarchy and that self-survival overrides all founding principals as it is "organization which gives dominion of the elected over the electors." But I am most concerned today by OCF's reaction to the Archaeology Crew and Committee's efforts to have OCF address what, in my opinion, was a crime when OCF excavated near the vehicle shed in a known archaeological site without a permit for a "mission critical" project to increase water storage capacity, again in my opinion, for the sauna's benefit.

AJ: I must interrupt to point out that anything with legal, personnel or real estate implications should not be discussed at the public meeting.

As the most famous yet fictional whistle blower was told after his internal attempts to correct the problem.... I meant no harm. I most truly did not. But I had to grow bigger. So bigger I got. I biggered my factory. I biggered my roads. I biggered my wagons. I biggered the loads of the Thneeds I shipped out. I was shipping them forth to the South! To the East! To the West! To the

North! I went right on biggering... selling more Thneeds. And I biggered by money, which everyone needs. So it is with these considerations (and the one I just witnessed while trying to make a member comment) that I have decided I can no longer lend my name and support to OCF. I hereby resign as a Committee member and a co-coordinator. I will take my whistle and blow it someplace else.

Ann Bennett Rogers: I am a professional archaeologist who meets the Department of the Interiors professional standards as well as being a qualified archaeologist under Oregon state law. I have been a member of the archaeology committee for over 25 years. I support stewardship of our lands. I support the sovereignty as documented in treaty rights of the Kalapuya as represented today by the Confederated Tribes of the Siletz Indians and Confederated Tribes of the Grand Ronde. I am tired of defending policy and the law. I wish to acknowledge the support received currently and in the past for Archaeology and acknowledge previous Committee members Tom Churchill, John Stamp, and Virgil Courtright. I am resigning immediately from the Archaeology Committee. Ann then read this statement on behalf of Diane Albino: Dear Oregon Country Fair Board of Directors, This is my letter letting you know that I am resigning from the Fair's Archaeology Committee. -Diane Albino. Thirdly, Ann read a statement from Jon Silvermoon: In the early 1980s when the State of Oregon wanted to relocate Highway 126 through the center of the Figure 8 of the Fair, I led the successful effort to locate archaeological sites on our land that led to the decision to not build through the Fair's property but to rebuild in the current right of way. At the time I was working as an archaeologist and some of my professional peers criticized me for politicizing cultural resource law. I assured them that the protection of cultural resources and the archaeological deposits left by the Kalapuya peoples was valued by the Fair in its own right. Now 40 years later I am unable to give the same assurance given the continued vilification by core members of Fair leadership of professionals on the Archaeology Committee for speaking uncomfortable truths and, in my opinion, the Oregon Country Fair's increasing disregard for compliance with cultural resource laws. Consequently, I can no longer in good conscience continue to serve on the Archaeology Committee and I am hereby submitting my resignation from said committee. Thanks and take care, Jon.

Steve Hamilton: No longer going to be able to participate in Archeology with regulations that are going on and what's happening at Fair. As certified acting archeologist, working as a professional, can't continue to work in that capacity at Fair based on all the things that were just said by all the other folks that are resigning.

Jon Steinhart: Probably speaking as a Director but not sure if it matters. Without going into detail, being on BoD and having received the confidential report form Archeology Committee, sorry that the folks don't feel like they can continue to serve but that report is so rife with inaccuracies, in his opinion, that he's not sure that the Archeology Committee was serving the needs of the Fair.

Laney: Are there minutes on the .net site? It is quite a loss to lose all the folks that are stepping away. Surprised there was no call-out for discussion or letter in the FFN to make other members aware of those sentiments and sorry for the loss of those members.

Kirsten: No minutes from Archeology Committee have been submitted to be posted on the website.

Lawrence Taylor: Professionals spoke with specific qualifications and then Directors are saying they might be promulgating inaccuracies, which is curious.

Ann: When incident forms have been submitted to the Board in annual report, there were legal issues involved, as they are an operational Committee.

Sue: Tragic news that so many competent people are stepping down.

Staff Report – Executive Director

(YouTube video: 0:25:20)

Administration: The 2023 - 990 and CT-12 Tax Filings are in this month's Board packet. Please let me know if you see any changes needed at your earliest convenience. I will sign these on October 11, if I don't receive any request for changes. The Board of Directors Election is October 19.

Ballots are due at the Eugene office by 8 pm on October 19. The Annual Membership Meeting is Saturday, 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.

The Financial Planning Committee and the Budget Committee will hold their annual joint meeting on Wednesday, October 9 at 7 pm via Zoom. The Board is encouraged to attend. The Zoom meeting link will be sent to everyone the morning of October 9.

Norma Sax has tendered her resignation effective September 30, 2025. I will begin to recruit for her replacement in Spring 2025. I anticipate the hiring to occur shortly after the 2025 Fair and we will plan for a two-month training period. From July to September is the highest volume of accounting of the year and is the best time to train. Jeff Johnson, Groundskeeper, has been furloughed and moved to Seasonal employment status. He will work 40 hours per week April 1 to September 31, 2025. We will be hiring an additional Seasonal Groundskeeper to support the 2025 Fair. The new position schedule will be a 3-month contract for 40 hours per week, Mid-May through Mid-August.

Sound Task Force: There is an Amplified Sound Task Force Community Listening Session on Tuesday, October 15, 2024 at 7 pm. The link is on the .net site. We encourage volunteers to come and share their opinion/perspective on Amplified Sound at the Fair with the Task Force.

Event Management: The Guidelines submission date moved forward this year. The form is now on the .net site. Closing date will be November 15. This will allow the Board to vote on guideline policy changes at the January Board meeting, instead of the February Board meeting. All recommended policy guideline changes will be published in the December FFN and be under new business at the December Board meeting.

Site & Facilities: The Eugene Office was painted in September. It was painted the same color. It looks nice. The Winery house Type II Replacement Dwelling permit is still pending. Expect it to be granted soon. They've been taking 3-6 months for the County to process. We just hit the 3-month mark. 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.

Marketing: Commemorative Sales: be sure to check out our Merchandise site at merch.oregon-countryfair.org. We ordered metal water bottles for your holiday gift giving. All of our posters are available for reprint. Fourth quarter direct donor campaign will launch October 1. Please consider making a cash donation to OCF. We will provide you with a tax-deductible receipt for you to use for your 2024 taxes.

Treasurers' Report

(YouTube video: 0:30:00)

Hilary: Board has draft of 2023 – 990 & CT-12 Tax Filings. This is the Board's chance to review and ask questions or suggest changes before we submit it. We can amend later, if needed. Deeper dive can be done. It agrees to financial statements, not to format of how internal reporting is done; categories are done differently internally. Encourages Board members to attend joint Financial Planning and Budget Committee meeting and listen and participate in this process. We did really well this year and now there might be questions about what programs we might be able to bring back. We will have a more in-depth analysis of results up to September 30 at the Annual meeting. Capacity Report update will be included. There is a bonus report with years of attendance over the years, which has fluctuated. Thanks to everyone for what they have done to contribute, particularly Coordinators and Crews with financial responsibility, staff and Kirsten, who are doing a fantastic job. We are in a good position which is a remarkable thing to say, especially in light of Burning Man is requesting monthly \$20 subscriptions to support them through a hard year. We made it through our hard years!

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 June 12, 2024 and the minutes are here: https://oregoncountry-fair.net/wp-content/uploads/bsk-pdf-manager/2024/09/EldersCommMtg_061224.pdf .

Fixed Assets Committee met March 11, 2024 and the minute are here: <https://oregoncountry-fair.net/wp-content/uploads/bsk-pdf-manager/2024/09/Minutes-Fixed-Assets-March-11-2024.pdf> .

Fixed Assets Committee met April 8, 2024 and the minutes are here: <https://oregoncountry-fair.net/wp-content/uploads/bsk-pdf-manager/2024/09/Minutes-Fixed-Assets-April-8-2024.pdf> .

Sue: Minutes say that they purchased an electric golf course, which surely should be golf "cart."

Minutes were adopted by unanimous consent.

Old Business

(YouTube video: 0:35:04)

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)

Paxton moved and Lisa seconded that the Fair donate \$5,000 (Board of Director's Change line item) for silver sponsorship of Pineros Y Campesinos Unidos del Noroeste – Northwest Tree Planters & Farmworkers United Sponsorship (PCUN) Harvesting Justice Gala.

Reyna Lopez: This is the fourth year OCF has considered sponsoring. PCUN serves Latinx farmworkers and families. Pumpkins, blueberries, Christmas trees, etc. Work focuses around empowerment and making change. Fight for equity centered around the needs of farmworkers. Migrant farmworkers are only expected to live to 49 on average. 1 in 2 migrant pregnant farmworkers experience a miscarriage due to exposure to toxic pesticides. Farmworkers are some of most food insecure individuals even though they are the ones putting food on tables. A farmworker (Sebastian Francisco Perez) died during the heat dome doing work and they fought for heat and smoke rules and overtime, also national legalization for farm workers. Over 50% of farmworkers do not have access to legal immigration. Oregon now has some of the most protections for workers now as a result of their advocacy. Climate Change Fund for Farmworkers is an idea that they will be bringing to the Legislature this year. Gala is November 8 and there will be an amazing keynote speaker, Maurice Mitchell.

Member Input: None

John Alexander: Requested a PDF of the presentation be shared so he could share with other interested supporter parties.

AJ moved and Sue seconded to increase the donation amount to \$7,500 because we are doing well, and they are doing great work.

Member Input:

Ann: Yes!

The motion passed: 12-0.

Jon Steinhart: Supports the motion and the work they do. Has to meet with about 40 of them early tomorrow morning. Happy to support these wonderful people. One of the members of his crew was unbelievably excited to vote for the first time a few years ago.

Paxton: Fair was started by group of tree planters, Hoedads, and this continues the work of the members of the Fair.

AJ: Recognize Reyna for showing up with the beautiful presentation. We don't have many folks that show up to do presentations like that. It lets membership and Board know where the money is going. In the future maybe we could put our bodies and work towards this work, not just money.

Lisa: Thanks Reyna and happy to support PCUN again.

The motion passed: 12-0.

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

Jon Steinhart moved and Arna seconded to clarify the effective beginning of terms of newly-elected Directors:

Whereas the beginning and end of a Directors' 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).

Jon Steinhart: Codifies in Bylaws the date at which new members are officially members of the Board. There has been a belief at Fair that the old Board votes in the new Board at the November Board meeting, but that doesn't comply with Oregon law, as he understands it. Oregon law says that members are seated when the vote are counted, unless our Bylaws say otherwise. What this motion does is codify how it's actually been happening for as long as he was aware.

Member Input:

Lawrence Taylor: Doesn't believe this is a clarification. Disputes characterization of Oregon Law that has been made. Believes this is a major change. Clarification makes something unambiguous, which would be to codify practice that has been going on for decades. ORS 65.311 says "If a corporation has members entitled to vote for directors, all the directors, except the initial directors, must be elected at the first annual meeting of members, and at each annual meeting thereafter, unless the articles of incorporation or bylaws provide some other time or method of election". It's a misleading title and throws away a beautiful and elegant traditional practice, the peaceful and public transfer of power. Sorry to see one more beautiful and elegant Fair tradition be tossed by the wayside.

Remedios Rapoport: As was just said, if we have a beautiful tradition, which was within legal status of what we need to do, then why are we changing it?

Coyote Connelly: When do Secretary and Treasurer announce winners?

Steven B: After ballots are counted and certified after election, Oct 20.

Coyote Connelly: How far before peaceful transfer of power?

Steven B: Same time as they announce the results. Change would take place when election is certified.

Coyote Connelly: How long before next Board meeting?

AJ: It would happen at the November Board meeting, after Board retreat. If we don't adopt this new language, the November Board meeting after Board retreat would be when Board members would change, if we didn't change procedure.

Board Input:

Lisa: We voted this same motion down at August meeting. We have an established practice that works. It's clean and simple. If reason is because Bylaws are silent on when terms start, all we need to do is codify our process. Doesn't see a good reason to change our process.

John Alexander: If we do this, and for example November 6 is when election happens, but transfer of power isn't until January. So maybe we just need to do something like that, codify. I thought Jon Steinhart said this motion would codify our current process, but LT and others are making it seem like we would be changing our process.

Steven B: Elected vs seated Directors. Bylaws are silent on it.

John Alexander: November seating would be codification of what we've already done?

AJ: Beautiful process? There has not been a beautiful transition of power. People paying attention over last 5 years are not being honest if they are saying that. There have been extremely contentious situations where new Board members who know they are Board members cannot vote and outgoing Board members know they are on their way out but can still technically vote. I wanted to see this motion pass because I want to see new Board getting better for the membership so new team can work together instead of all the infighting that comes from outgoing Board members and incoming ones. Incoming Board members have opportunity to sit with peers and that happens at the retreat. It would be beneficial if Board that is going to be working together is not there with distraction of outgoing Board members. People will claim these are on-off situations and conflict is not all the time, but I say to that, we can provide a space for outgoing Board members to interact with us, but at the retreat, we need to do business. We have a lot of work to do in a short amount of time, so it's important to have new group of people together.

Jon Steinhart: I am in favor of this motion for many reasons including what AJ just mentioned. We have had outgoing Board members try to derail work at the retreat. When we changed from 6 member 2-year terms to 4 members doing 3-year terms, people didn't complain about time-honored tradition going away despite 50 years of practice. This is similar. Board retreat is when new Board needs to get together to figure out their direction going forward and they need to be able to do that. They can certainly consult outgoing Board members, but if they are not going easily, we still need to be able to get job done. Only argument that has currency is that by having outgoing Board members at the retreat, we get to take advantage of their institutional knowledge, which is true, but at most, we are only changing 3 Board members at a time, so there is plenty of remaining institutional knowledge. New Board needs to be able to do work at retreat, so supports motion.

Paxton: Very uncomfortable with this. Seems like we are trying to get rid of the outgoing Board members before the retreat. This would only leave space for new Board members and not leave space for history of the Fair. Would rather delineate in Bylaws what our practice has been. Most of his time on the Board for over 20 years, there have been really good Boards that have worked well together. Problems only arose in recent years.

Arna: At August Board meeting there was a motion to codify existing practice. Motion was amended and both failed. This motion is being brought forward as stand-alone. Jon Steinhart and AJ make good points. At November meeting, we can thank the outgoing Board members. Newly elected Board members should get feet wet as soon as possible.

Sue: Has been Board member 11 of last 12 years. Retreats have been a benefit to this Organization. Problems only arose in recent years. Doesn't like some of what has been said tonight or this motion. Sees no reason to change process that they have followed all this time.

Sandra: There have been significant problems which have made for rough start on several occasions. National elections delay seating of newly elected officials started in days of very slow transport. Believes most Boards transition to new Board at time of election. Work can be done in short transition period. Doesn't see it as much of an important, treasured ceremony. Times change.

John Alexander: Thanks Sandra about institutional knowledge issue and making point about American government. Didn't want to suggest that we emulate the American government but wants to clarify that when the original conversation came up, didn't think this motion was specifically about the retreat, but now it sounds like it is. Incoming and outgoing Board members can all do better with, it takes two to tango/tangle.

Teresa: Concerned about this discussion because there appears to be a belief that there is a nefarious motivation when the reason for it is the do the will of the members. Purpose is to keep moving forward in light of will of the membership. Doesn't see any reason why this motion can't pass, and we can also still honor the folks that have done deep, important work for the Board. Agrees with LT that it is a critically important thing to do. The people have voted, here's the Board.

Lisa: Preamble to this motion states "Whereas the beginning and end of a Directors' 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." That is not what I'm hearing in this discussion. What I'm hearing is that this motion is about excluding outgoing members from the retreat. Makes me sad to think that is what we are about.

Arna: Similar motion failed previously because membership hadn't had long enough time to review and make comments. Now, it has been on .net site and one member has sent an email. Teresa is correct that there is nothing nefarious going on here. This is not exclusion, but rather empowering new Board members to get to work.

Jon S: Agrees with Teresa. The Board received an email from a member that said that there was concern that there might be a hidden agenda. Two of our Directors that are up for re-election have kind of said the same thing in this meeting. I am not good with hidden agendas. People that know me know that it's hard for me not to say exactly what's going on. There is no hidden agenda or intent to exclude prior Board members. One of the reasons this motion is important is that there are certain issues, legal, personnel and real estate that the Board has to deal with in closed session. If any of those sorts of issues arises between election and November Board meeting, it's important that new Board deals with it. It is inappropriate for old Board to make decisions and leave new Board to carry them out. People are exposing inner paranoia, but this is straightforward, it's in the

best interest of the organization. Many people struggle with change, but change is the only constant, and this is a good one.

Steven B: Try not to call people paranoid. Discontent or concerned would be less inflammatory.

AJ: Nothing is hidden. My agenda, if I had one in voting for this motion, is to keep Board moving in a positive direction. I would like for newly elected Board members to be a part of the retreat and be able to make group decisions for the next year. There will be a celebration for outgoing Board members, as we did last year. This is about new Board having 2 weeks to help make big decisions at the retreat.

Sue: Some of the words used in this discussion have been deeply troubling and makes her glad she's going to be off this Board.

Arna and Sandra moved to call the question.

The motion passed: 10-1-1; Paxton opposed and John Alexander abstained.

The motion passed: 8-4; John Alexander, Lisa, Sue, Paxton opposed.

Appoint Hannah Min-Minda Mapatis, Hall Stuart-Lovell, Michael coyote Connelly, Peter Mohn, and Samira Lobby to the EDIB Work Group. (AJ Jackson, Arna Shaw & Tom Horn)

Arna moved and Jon S seconded The Board moves to appoint Hannah Min-Minda Mapatis, Hall Stuart-Lovell, Michael coyote Connelly, Peter Mohn, and Samira Lobby to the EDIB Work Group.

Arna: EDIB motion was passed a couple months ago, before Fair. Call-out for applications went out. President, previous president and vice president (AJ, Tom and Arna) would recommend who would serve. Met and developed 4 criteria to evaluate criteria. They are: prioritizing new voices and ideas, experience in DEI work both paid or volunteer, experience working collaboratively in DEI work and bringing different perspectives and skills. We chose 5 people base on that criteria. They are all qualified and will make a great Committee.

AJ: Board was provided with all the applications.

Member Input:

Aaron Kenton: How long is appointment?

Arna: 9 months, but they can ask for more time from the Board if they need.

Coyote Connelly: Honored and grateful to be considered and looks forward to serving all of our communities, if he is chosen.

Board discussion:

John Alexander: Has spoken to Committee members and the criteria was fantastic. Speaking with Arna, asked her to co-sponsor a motion to include another applicant whose application came in after the deadline. The technicality of the deadline is not as important here.

Arna: New motion would need to wait 2 months (6 weeks) so membership would have it posted. Maybe Board could relax that rule? Application came in 2 weeks late. Personal feeling is that the Board could ignore the deadline, they can, but the 3 of them wanted to keep deadline.

AJ: This application hasn't been vetted like the others and everyone else met the deadline.

Steven Berkson: We either need an amendment, or the motion would need to go through regular procedures.

John Alexander moved and Tom Horn seconded to include Carla Herran in the list of folks on the task force, based on criteria and importance of EDIB work.

Jon Steinhart: Uncomfortable with motion. We would need to open back up to other interested parties. But mostly, haven't had a chance to see their letter of application. Encourages Carla to attend meetings, even though Carla wouldn't have a vote. Can't vote for someone whose letter he hasn't seen.

Member Input:

Aaron: Glad to hear she could attend the meetings.

Coyote Connelly: I think I have worked with her, and she is high quality.

Paxton: He was rejected and his application was in on time. He'd like to be reconsidered if the Board is considering other. Has long history with Fair and going to meetings. Curious why he was rejected?

John A: Thought application had gone out to the Board. Recent meeting minutes had said the application pool was low and encouraged folks to apply. This group is supposed to break down barriers, not uphold them.

Arna: Board has had access to folder with all applications, but if Board members haven't read Carla's yet, this is an awkward position to be in and a separate motion is probably best. Regarding John A's comment, we opened up application period for an additional month, not open-ended. Wants to respect folks that got their applications in on-time.

AJ moved and Jon S seconded to extend the meeting 15 minutes until 9:15.

Motion passed: 11-1; George opposed.

Kevin: Carla could attend meetings while she waits to possibly be added to group? Believes in deadlines but we need more "rock stars" to serve in the group.

The motion failed: 3-9; Teresa, Arna, Kevin, George, Sandra, AJ, Jon Steinhart, Tom and Paxton opposed.

Paxton: Wants to know why he wasn't included. He has a long history with the Fair and history is important.

Tom and Arna to follow up outside the meeting.

Jon Steinhart: Sorry to have had to vote against addition. Tradition at Fair is bending rules for individuals which gets us in trouble.

AJ: Apologize to Carla for the way this discussion has unfolded in this public way.

John Alexander: This was brought to the Committee on multiple occasions.

The motion passed: 12-0.

(YouTube video: 1:54:44)

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)

Arna moved and Jon S seconded to approve language, submitted by Bylaws Committee, to stipulate that the President and Vice President must be duly elected board members

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.**

Arna: Board has already approved the concept and intent of this motion. They referred it back to Bylaws Committee for exact wording and where language would be inserted.

Member Input:

Lawrence Taylor: Bylaws language is important. Fair has Officers, Board doesn't have Officers. President is President of the Fair, VP is VP of the Fair or OCF. All of our officers are officers of Corporation, not of the Board. I don't think it was ambiguous language that this applies only to President and VP, to Secretary or Treasurer, but there was a request to make it clearer.

Board Discussion:

Lisa: This only applies to President and Vice President. Treasurer and Secretary positions are not required to be elected Board members.

Paxton: This might limit what the Fair can do, but in his many years' experience, this is already what the Board does.

John Alexander: What would happen if nobody from the Board stood to be President or VP?

Steven B: You'd have to work until you found someone.

Lisa: This was basically already approved by the Board. Red words will be stricken and green words will be added.

Sandra: Why don't we worry about Secretaries and Treasurer being duly elected? I support this motion. Is there anything in the law if we don't have language about Secretary and Treasurer in our Bylaws?

Lisa: Believes this is another situation where the law says, “unless the Bylaws state otherwise,” which this would do.

The motion passed: 11-0-1; Sue abstained.

New Business

(YouTube video: 2:04:30)

2024 Election Results and Appointment of Officers

Meeting Evaluation

Last round for the good of the peach

Jon Steinhart: Hopes Carla attends EDIB work group meetings. She will likely be approved as soon as possible through normal procedure.

John Alexander: Motion will be coming to Inboxes tonight. Thanks to everyone for the hard work that they do. Counted 4 disparaging remarks made by Board members and wants to encourage everyone to stop doing that.

Lawrence Taylor: Thanks John A for keeping track. If your heart was broken tonight in some way, don't give up hope, members!

Paxton: 31 on Zoom and 26 on YouTube, we're down a little bit in attendance.

Teresa: There was a lot of pain at the beginning of the meeting. Wants to sit present with the pain that some people who have given a lot of years were feeling.

Steven B: Does his best to try to moderate when people are being addressed directly. Encourages everyone to look at the kinds of words they use. “Paranoid” and “irrational” sound a lot different than concerned or discontent. We need to be dispassionate and treat everyone respectfully, even if not addressing anyone specifically.

Arna: Sorry about how meeting started and about the unhappiness from the Archeology Committee. Wishes they had come to Board instead of surprising us in front of the public. Maybe we could have worked with them if they had written to the Board about it. Very hard to react or discuss. Doesn't show good cooperation.

Sue: Arna: That Committee did reach out to the Board and there were crickets. Appreciates those that are aware of words and the damage they can do. Boards can be better.

Arna: This is Sue's last Board meeting. We should recognize and appreciate her good work.

Next Board Meeting –November 4, 2024 7 pm via Zoom

President's Peace

(YouTube video: 2:10:16)

AJ: Thanks to Sue for many years of service on this Board. I am one of the folks that believes in being real. Haven't always seen eye to eye, but has great respect for all the work she has done. Thank Board and announce that I won't be at meeting next Saturday at annual meeting. VP Arna

will step in, thank you! Thanks to all the candidates who decided to run again or for first time. Candidates can share dreams and aspirations for this organization. Thank you for wanting to serve this org. Thank staff that does a lot of work to prepare for this event at Long House. Lastly, to membership, what you saw here tonight was one of the more difficult meetings but wants to state that we have so many passionate people involved in this organization. We must remain respectful of each other even when we disagree. New Board will disagree but encourages everyone to bring best self to meetings. Would love to say he never has ouch moments and reacts, but it's a work in process. It has been a pleasure to serve as president and while it is a lot of work, it's a privilege.