

**Board of Directors
February 3rd, 2025**

Old Business Motions

- Move to redesignate the Board Poster Committee as an operational committee under the supervision of the Executive Director (Jon Steinhart, Sandra Bauer, Arna Shaw and AJ Jackson)
- Move to redesignate the Board Peach Power Committee as an operational committee under the supervision of the Executive Director (Jon Steinhart, Sandra Bauer, Arna Shaw and AJ Jackson)
- Move to redesignate the Board Path Planning Committee as an operational committee under the supervision of the Executive Director (Jon Steinhart, Sandra Bauer, Arna Shaw and AJ Jackson)
 - Rationale: The Board is in the process of completing the transition from an operations Board to a Governance Board. The Board has determined that these committees are primarily operational and therefore having them report to the management team will better serve the needs of the organization. All committees will continue to have Board liaisons.
- Appoint Anna Gonzalez to the Jill Heiman Vision Fund (Arna Shaw, Sandra Bauer & AJ Jackson)

New Business Motions

- 2025 Capital Improvement Projects (George Braddock, Sandra Bauer and AJ Jackson)
- Place the following question on the ballot for the annual election (Teresa Vaughn, John Govsky and AJ Jackson):

Shall Article XI, Section 2 of the OCF Bylaws be amended to clarify “the voting rights of the membership” by inserting the following subsection:

b) As used in subsection (a) of this Section, the term "voting rights of the membership" means those subjects for which Article V, Section 6(a) provides that members "shall vote" or "shall have the right to vote."

ARTICLE XI: AMENDMENT

Except as provided in Section 2 of this Article, these Bylaws may be amended by an act of the Board at any regularly scheduled meeting of the Board, provided such notice of intent to amend, together with a copy or summary of the amendment or a statement of the general nature of the amendment, was made at the prior Board meeting and given to all Directors in accordance with Article VIII, Section 4.

Notwithstanding Section 1 of this Article, no amendment to Article V, Section 6(a) of these Bylaws pertaining to the voting rights of the membership may be enacted unless such amendment is ratified by the affirmative vote of a majority of the membership at a membership meeting held pursuant to Article VI of these Bylaws.

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For reference: This is Article V, Section 6(a)

6. Rights of Membership.

a) Voting. All members who have been members for at least 30 days prior to the date of a membership meeting or action by written ballot shall be entitled to cast one vote on any issue brought before the membership. Members shall vote to elect the Board, remove a Director, amend the Articles of Incorporation as provided in the Oregon Nonprofit Corporation Act (the "Act"), and on all other matters for which a membership vote is required by the Act and by these Bylaws. In addition, members shall have the right to vote on advisory resolutions concerning any other matter to come before the membership.

- Close the following bank accounts: Northwest Community Credit Union Account, Oregon Community Credit Union, Providence Bank, Beneficial Bank, Umpqua Bank. (Sandra Bauer, Arna Shaw and AJ Jackson)
- Affirm that only the Executive Director (ED) or the President has the authority to communicate with Federal, State and County authorities, government employees, elected officials, and governmental or regulatory agencies on behalf of The Oregon Country Fair. No other individual is allowed to communicate with said entities on behalf of the Fair without the express written permission from the ED or President. This policy also covers private organizations and agencies. This policy is intended to cover all communications on behalf of the Fair, including, but not limited to, communications regarding funding, reporting of compliance issues, responding to requests for information, communications regarding contract administration, registration of or communications with regulatory bodies regarding natural and cultural resources of the Fair, communications with the media, and communications or interactions with other parties regarding collaborations with the Fair. Violations of this policy may result in disciplinary actions.

The ED and President may delegate their authority to others for specific reasons and instances by written permission. (Sandra Bauer, Arna Shaw and AJ Jackson)