

## **Board of Directors Meeting**

**May 5, 2025, 7 pm**

*(Subject to approval by the Board at the June 2, 2025, Board meeting)*

Zoom remote online and live streamed on YouTube

**YouTube recording link:** <https://youtu.be/QjHg0AHJwls>

**Board Directors present:** John Alexander, Anthony “AJ” Jackson (President), Sandra Bauer, George Braddock, Paxton Hoag, Kevin Levy, Jon Steinhart, John Govsky and John Davis. Absent Board Members: Arna Shaw and Teresa Vaughn. Other Board officers present: Hilary Anthony (Treasurer), Jeffrey Rames (Membership Secretary) and Anna DiBenedetto (Recording Secretary). Staff present: Kirsten Bolton (Executive Director), Vanessa Roy (Marketing Manager), Norma Sax (Office Manager), Alex Zabala (Office Assistant), and Steven Berkson (Facilitator).

### **Announcements**

Jon Steinhart: The Sunshine Crew is looking for front-end interface designers to help. Contact Jon if interested.

Sue: Craft Committee is looking for new members. If you are interested in joining, please attend meetings, which are usually the second Wednesday of the month at 5:30 pm. Link is on [www.oregoncountryfair.net](http://www.oregoncountryfair.net) site. Click on Craft Committee meeting for the Zoom link. Second, after a one-year hiatus, the Caring Fund (emergency grants to Oregon crafters who are in crisis) is bringing back Art Bingo. It will be held Sunday, June 1, from 2 to 6 pm, at Garden on Friendly, 2760 Friendly Street in Eugene. There will be a silent auction and lots of crafts for prizes provided from crafters, food booths from OCF and Saturday Market. Everybody will win a prize.

AJ: The Board Giving program is off and running. The Board decided to sponsor an event at Farmer’s Market pavilion on June 19 for their Juneteenth programming. Thank you to the Oasis for bringing it to Board’s attention and thank you to the Board for supporting this really good community program.

Paxton: He passed along a message from Yamon P. There will be a Benefit for King Louie, a longtime Fair family and Recycling Crew member. He has some bad blood going on, possibly from Burning Man. There will be a benefit on Thursday, May 8 at 9 pm at John Henry’s in Eugene. There will be live bands, burlesque dancers and a live auction to support his medical expenses.

Sandra: Fixed Assets needs one or two more people with specific skills like project management, real estate, contractor, builder, maintenance, that kind of thing. They help to provide oversight and develop policy around the Fair’s fixed assets. It’s interesting. If interested, email [fixedassets@oregoncountryfair.net](mailto:fixedassets@oregoncountryfair.net).

### **Minutes Review**

*(YouTube video: 0:05:02)*

**The Board approved the minutes of the April 7, 2025, Board meeting by unanimous consent.  
The Board moved to approve the minutes of the April 21, 2025, Work Session.**

**John Alexander moved and John Govsky seconded that the following be added to the comments that Heather made, following Hall's input: "Heather commented that she was excited to hear that there was a revision and that she was wondering if there was any way we could see that, and that there might be time to read that because it is pretty short."**

Member Input:

Heather: She would love to have that included. Thanks, John.

**The Motion passed by unanimous consent.**

**The April 21 Work Session Minutes were approved as amended.**

### **Agenda Review**

*(YouTube video: 0:08:39)*

**The Board approved the May 5, 2025, agenda by unanimous consent.**

### **Member Input**

Lawrence Taylor: He wanted to comment on a New Business item, not on the substance but on the way it is set on the agenda, about the Board amending Article V.2.a of the Bylaws. It is a fairly innocuous description of what is an enormous substantive change, apparently establishing a minimum voting age of 18. The item conceals more than it reveals. The agenda ought to read "The Board proposes to establish a minimum membership age of 18." Let the people whose rights are going to be taken away as a consequence of this proposal know what's coming. Let the membership know what's coming. There was a lot of angst around the idea of membership voting on the definition of a voting right. Trusts that everyone agrees that the right to vote is a voting right. You should tell people straight up if you're going to change that.

### **Staff Report – Executive Director**

*(YouTube video: 0:11:01)*

#### **Administration:**

The Sunshine Database opened February 23. The payment portal is now open for Crews and Booths. You can log in through the .net site: [sunshine.oregoncountryfair.net/login.html](http://sunshine.oregoncountryfair.net/login.html) . There are training videos on the .net site: [oregoncountryfair.net/sunshine-database-training-videos/](http://oregoncountryfair.net/sunshine-database-training-videos/) . Please email [sunshinehelpdesk@oregoncountryfair.org](mailto:sunshinehelpdesk@oregoncountryfair.org) if you discover a bug or something isn't working correctly. Contact Booth Registration or your coordinator if you forgot your username. Coordinators and Booth Reps need to turn on the payment option, located under settings at the top of the screen, when they are ready for their crew or booth mates to pay for inventory assigned to them. It closes July 4 at midnight.

Regarding the economy and uncertain political environment, please hold off on any unnecessary expenses as the costs of goods increase. Please be diligent as we wait to see how income comes in. We could find ourselves in a very tight place.

Spring Fling: May 10 at the WOW Hall at 6 pm. Tom Noddy is the MC and will be doing a bubble show. The band is Call Down Thunder at 8:30 pm. This is a fundraiser for Culture Jam. Gift baskets are being raffled off. You can purchase raffle tickets on-line at:

[www.oregoncountryfair.org/spring-fling-raffle/](http://www.oregoncountryfair.org/spring-fling-raffle/) or in-person at the event. They are \$10 each. We have over \$6,000 worth of donated items in the gift baskets. I want to give a big thank you to the artists and organizations that donated to this, especially all the Saturday Market and Oregon Country Fair artists. Culture Jam happens because of the generous support of our community.

Culture Jam 2025 will be Thursday, July 31 to Thursday, August 7. The application opened April 1 and closes on June 1. The Teddy Bear Picnic will be Saturday, August 16. Camping is allowed on Saturday night only, except for crews that are supporting the event; they can camp Friday night. The Volunteer Team opened the volunteer application on March 1. If you know someone who wants to volunteer, send them to the .org site to sign up. If you need volunteers on your crew, contact [volunteering@oregoncountryfair.org](mailto:volunteering@oregoncountryfair.org).

#### **Event Management & Marketing:**

Oregon Public Broadcasting's Art Beat show about OCF will air on June 27. There is a screening on June 25 at McDonald Theater. OCF will be represented with a merchandise table and ticket sales. Oregon Public Broadcasting's Oregon Field Guide about OCF will air on June 19.

Teen Crew is still accepting applications. The deadline has been extended so get your Teen Crew requests in soon.

Guidelines are on the .net site and in the Eugene office now. There are two Guideline books. General Guidelines are for everyone. The Booth Guidelines are for booths only.

Ticket Sales: We are doing very well. We are selling about 2,000 per day. Tickets change to full price of \$60 on June 16. Tickets may be purchased at the Eugene office. Tickets will be sold on Mondays and Tuesdays only of each week, from noon to 4 pm. The last day to purchase tickets through the Eugene office will be Tuesday, June 25.

We have met regularly with United Site Service over the last three months regarding porta potties. They have begun pre-Fair servicing of our units. They assure us all equipment will be on-site by June 15 and will begin placing them on that date. They will be charged and zip-tied and opened incrementally as the population increases. Every bank of toilets will have one unit left open upon placement of the bank. Please use the open unit and don't cut the zip ties off. If we need to open more, please contact QuarterMaster and they will relay that information to management and they will make the decision when to open additional units based on demand and population. We have a toilet team that will place all of our units on June 1, so we will have plenty open before the bulk show up on June 15.

We purchased two ADA toilets and several additional standard units for a total of 55 units plus three ADA and multiple handwash wash stations. We are building new handwash stations, both stand-alone and plumbed into our water system. Sanitation is our highest priority. Last year the vendor failed to get the equipment to us in a timely manner and we are working with them to make sure our expectations and delivery dates are manageable by both parties.

#### **Site Management:**

On May 31 at 10 am we are holding a Sapling Stewardship Program party. Meet at the island at Main Camp. We will be going through the property and flagging saplings that we want protected. We will focus on baby oak and maple. We can't flag every sapling. If you see a tagged sapling in

your campground, please don't put a tent on it. Please see QM for flagging if you have saplings in your campground you want to protect. These saplings are our future shade canopy and have the highest rate of growing into adult trees. Please help the Fair protect these saplings by protecting them in your campgrounds.

**Emerald Ash Borer** — Reminder of the Guidelines on Invasive Species and Wood. Invasive species threaten our natural ecosystem and must never be brought on site. Clean camping gear, vehicles, and footwear before coming to the site to prevent spreading seeds of invasive plants. Non-native plants should not be introduced without permission of the Site Manager. To help prevent the invasion of the tree-killing beetle known as the emerald ash borer, and other harmful insects, fungi, and blights (e.g. sudden oak death), ash wood is prohibited, unless previously coordinated with and approved by the OCF Site Manager. Crafters or booth representatives who utilize wood or plants in their products should contact the Site Manager for discussion of environmental safety protocols and best practices. Firewood, plants, soils, woodchips, wooden booth construction materials and decoration materials (excluding de-barked, kiln-dried professionally milled lumber) can be vectors for disease and invasive species. To obtain firewood for burning on-site, please contact QuarterMaster or site employees. Additionally, in efforts to prevent the spread of pests and diseases, no firewood is to be taken from the site. Individuals observed bringing firewood from offsite or removing firewood from the site are subject to confiscation of firewood. With regard to invasive species and harmful fungi and blights, please inspect materials, products, clothing, shoes and vehicles for potential invasive insects and seeds and remove any potential vectors from relevant items before coming to the Fair. Wooden pallets may also carry invasive species or be heavily treated with chemicals. Thereby, wood pallets are not to be brought to site for use in campgrounds, other personal uses, or for firewood. Operations will coordinate the removal of wooden pallets brought to site via product delivery as they arrive.

The foundation for the winery house has begun.

Lots of preparation is underway for the opening of Main Camp. OCF 2025 — HERE WE COME!!!!!!

**Contracts:** The LTD contract is signed. The Ritz Sauna contract is signed. The Dodeca Art Barn and Water Delivery contract is signed. The Lane County Sheriff's Office contract is signed.

**Permits:** All Lane County Campground Permits have been approved. The ODOT Permit is started. The Lane County Right of Way permit is started; we are exercising the first year of the five-year renewal option for 2024 approved permit. The Dance Pavilion Building Permit is approved. The Chela Mela Monkey Palace Building Permit is pending.

### **Treasurers' Report**

*(YouTube video: 0:22:33)*

Hilary: This is the time when all the work we did to create the budget gets implemented. Lots of money that was budgeted is coming in and going out. Thank you for the responsibility that folks are taking on. Please communicate if you see any issue with your budget. We are lucky to have staff that is very hands-on to help volunteers get through glitches. She looks forward to a great Fair and everything going smoothly.

## 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.*

**Committee Best Practices** met February 18, 2025 and the minutes are here: [https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2025/04/02182025\\_CPBC\\_minutes.pdf](https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2025/04/02182025_CPBC_minutes.pdf)

**Craft Committee** met February 12, 2025 and the minutes are here: [https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2025/04/2\\_12\\_25\\_craft\\_committee\\_minutes.pdf](https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2025/04/2_12_25_craft_committee_minutes.pdf)

**Elders Committee** met March 27, 2025 and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2025/04/EldersCommMtg032725.pdf>

**Energy Park Committee** met February 9, 2025 and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2025/04/Energy-Park-Minutes-February-2025.pdf>

**Equity, Diversity, Inclusion and Belonging Work Group** met on March 10, 2025 and the minutes are here: [https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2025/04/EDIB-3.10.25\\_Approved.pdf](https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2025/04/EDIB-3.10.25_Approved.pdf)

**The Committee minutes were approved by unanimous consent.**

### Old Business

*(YouTube video: 0:24:14)*

Amend the Committee Best Practices Manual regarding quorum (Arna Shaw, Sandra Bauer and AJ Jackson)

**Sandra moved and John Steinhart seconded to amend the Committee Best Practices Manual by adding: Board liaisons do not count toward committee quorums. Quorums must be achieved by committee members only.**

Sandra: The reason for this is that you have to have enough committee members to represent the entire board. If the number is too small, then the decisions you make there may not be broad enough to be representative of that committee. The idea about quorum and liaisons is that some liaisons are committee members, approved by the Board. Some liaisons are not committee members. If a liaison is approved as a committee member, they will count toward the quorum. But if they have not been approved as a committee member, they will not count toward quorum. The definition of quorum is usually 50 percent plus one, or a majority. Urged the Board to approve this.

#### Member Input:

Heather: Have we somehow now clarified that liaisons can vote if they want and not vote if they don't want to and that liaisons are only committee members if they have been approved as committee members?

Sandra: The practice is to bring protentional committee members to the Board for approval. Once they are approved, then they are committee members. Liaisons may vote whether they are committee members or not. The liaison system started in 2023; at which time it was decided that they could vote or choose not to vote. Voting is not part of the issue at hand here.

Hall: This is puzzling. She would like an explanation of the motions beforehand so people can give membership input. It doesn't make a lot of sense and she doesn't understand the distinction that Sandra is making. Those who are entitled to vote should count toward the quorum. It's puzzling that liaisons do or don't vote, but that's a different issue. She is on a Work Group and it's hard for her to imagine a situation where they might be one shy of a quorum and folks show up and the liaison is there, who can vote, but somehow, they might have to cancel and not do the business. That doesn't help. Mainly though, please give more information ahead of time.

Steven: Speaking as a member, not facilitator. He sent a detailed email about this to the Board. A fundamental aspect of being a member of the committee is being able to vote. He recommends adopting a more normal practice. It doesn't have to be the same for every committee, but there should either be a Board seat on the committee that can vote and serve as liaison, but if you call them a liaison, then they should not vote. Over the years there has been a lot of confusion. Please send this motion back and adopt a practice where every committee either has a liaison that is a bridge between Board and a committee that does not vote, or Board seats on the committee, filled by Board member(s).

AJ: We're not talking about voting. We're strictly talking about whether the liaison is part of the quorum.

Steven: His point is that quorum is inextricably tied to who gets to vote. That is the normal definition of it.

Jonathan Pincus: He agreed with what Steven just said and thinks that people should either be members of the committee and vote or be liaisons and not vote. Quorum should apply to those who are able to vote.

#### Board Discussion

Paxton: This is clarifying what they've been doing for the last few years and it's working fine. He serves on two committees. On LUMP, he is the Board liaison and he votes regularly. On Path Planning Committee he is both a committee member (founding member) and he is the liaison. He really disagrees with the standard process that Steven proposed. We don't have to follow norms, and he prefers to work with consensus. He supports the motion.

John Alexander: He is in favor of postponing this motion and sending it back. He wants to have the Board have a discussion before they vote. There are a lot of confusing things. The only discussion that he's ever heard about this is that people have heard that this is a policy in committee meetings, which has caused confusion during the meetings. He believes Committee Best Practices should discuss further and the Board can also discuss more. Let's frame it properly before we bring it again as New Business.

AJ: There is a problem that this motion addresses when you have a committee of five or seven committee members and two of those committee members show up and the liaisons show up. Technically, the information we get from that committee is from two Board members and two of the seven committee members, which isn't good information in his opinion. What this is trying to address is to make sure that the committee itself, the ones who are working on it monthly, because liaisons are Board members, that the committee itself is coming to the Board with a product, which requires a quorum. That is the basic issue. There must be a certain amount of committee members present or it's just the liaisons and a few, and that has not been working.

Jon Steinhart: He supports this motion. He thinks it stands by itself, but also agrees with Steven that liaisons should liaise and committee members do committee work. We don't have to do everything in one motion and this motion is fine. Hopefully, Committee Best Practices can address other issues another time.

**The motion passed: 8-1; John Alexander opposed.**

Amend Sections 4 and 9 of the OCF Data Privacy Policy (Jon Steinhart, Kevin Levy, John Govsky, Sandra Bauer and AJ Jackson)

**Jon Steinhart moved and Sandra seconded to amend Sections 4 and 9 of the OCF Data Privacy Policy to read Policy:**

Jon Steinhart: When they wrote data privacy policy, they said we would never share information they collected outside the Fair, which made sense at the time. Hybrid voting will need an outside service to do the voting so that it will be independent, protecting Fair family from others at the Fair knowing how they have voted. This will require us to share data with an outside organization. EDIB work group is planning to conduct a census of the Fair and they will likewise want to eliminate privacy concerns by using an independent third party so nobody at the Fair has responded to anything. So, they need to be able to share this limited information with outside parties to meet the business needs.

**Section 4 currently reads:**

4. WHEN AND WITH WHOM DO WE SHARE YOUR PERSONAL INFORMATION?

In Short. We do not share your personal information, unless required by law

**Recommend to read:**

4. WHEN AND WITH WHOM DO WE SHARE YOUR PERSONAL INFORMATION?

We do not share your personal information except as required to conduct the business of the organization, or as required by law.

**Section 9 currently reads:**

9. DO CALIFORNIA RESIDENTS HAVE SPECIFIC PRIVACY RIGHTS?

In Short. Yes, if you are a resident of California, you are granted specific rights regarding access to your personal information.

California Civil Code Section 1798.83, also known as the "Shine the Light" law, permits our users who are California residents to request and obtain from us, once a year and free of charge,

information about categories of personal information (if any) we disclosed to third parties for direct marketing purposes and the names and addresses of all third parties with which we shared personal information in the immediately preceding calendar year.

We do not share your personal information with third parties. You are still entitled to request the categories of personal information we collect about you. If you are a California resident and would like to make such a request, please submit your request in writing to us using the contact information provided below.

If you are under 18 years of age, reside in California, and have a registered account with our Services, you have the right to request removal of unwanted data that you post on the Services. To request removal of such data, please contact us using the contact information provided below and include the email address associated with your account and a statement that you reside in California. We will make sure the data is removed on the Service, but please be aware that the data may not completely or comprehensively be removed from all our systems (e.g., backups, etc).

**CCPA PRIVACY NOTICE**

The California Code of Regulations defines a “resident” as:

1. Every individual who is in the State of California for other than a temporary or transitory purpose and
2. Every individual who is domiciled in the State of California who is outside the State of California for a temporary or transitory purpose.

All other individuals are defined as “non-residents.”

If this definition of “resident” applies to you, we must adhere to certain rights and obligations regarding your personal information.

What categories of personal information do we collect?

We will collect the following categories of personal information:

<b>Category</b>	<b>Examples</b>	<b>Collected</b>
A. Identifiers	Contact details, such as real name, postal address, telephone or mobile contact number, email address, and account name	YES
B. Protected classification characteristics under California or federal law	Date of birth	YES
C. Commercial information	Transaction information and history	YES
D. Sensitive Personal Information	Driver’s License number – only for volunteers who drive OCF vehicles for their volunteer work	YES

- Category A – As long as the user has an account with us
- Category B – As long as the user has an account with us

How do we use and share your personal information?

We do not disclose your personal information with any outside service providers.

We may use your personal information only for our own business purposes, such as for undertaking the Oregon Country Fair event.

We will not disclose, sell, or share any personal information with third parties

**Section 9 recommend to read:**

**9. DO CALIFORNIA RESIDENTS HAVE SPECIFIC PRIVACY RIGHTS?**

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If you are under 18 years of age, reside in California, and have a registered account with our Services, you have the right to request removal of unwanted data that you post on the Services. To request removal of such data, please contact us using the contact information provided below and include the email address associated with your account and a statement that you reside in California. We will make sure the data is removed on the Service, but please be aware that the data may not completely or comprehensively be removed from all our systems (e.g., backups, etc).

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B. Protected classification characteristics under California or federal law	Date of birth	YES
C. Commercial information	Transaction information and history	YES
D. Sensitive Personal Information	Driver's License number – only for volunteers who drive OCF vehicles for their volunteer work	YES

- Category A – As long as the user has an account with us
- Category B – As long as the user has an account with us

How do we use and share your personal information?

We do not disclose your personal information with any outside service providers.

We may use your personal information only for our own business purposes, such as for undertaking the Oregon Country Fair event.

We will not disclose, sell, or share any personal information with to third parties

Member Input:

Grumpy: Are there any other examples about what “required to conduct business of the organization” means? Depending on the answer, this seems much too broad. We should include something about the company we hire needing to have a policy to ensure they don’t share OCF’s data anywhere else besides the Fair.

Jon Steinhart: He wrote it the way he did because he didn’t want to have to amend the policy anytime a new situation arises. He understands the concern, but the Board and Kirsten would need to approve who we give our data to so they shouldn’t have to amend the policy for every situation.

Jon Pincus: This is a dicey proposition. He understands the need to provide information to service providers, but he agrees with Grumpy that this motion needs additional wording that requires a restriction on the people that we provide the information to. He believes that membership needs more notification when Bylaws are amended. Publishing letters and numbers

is not notification in his view. Membership deserves notification when anything about the Bylaws is going to be changed.

Steven: He does not see anything in the motion about Bylaws.

Hilary: She supports giving our information that will help us vote but she opposes making this open-ended for anything else. The example of census data terrifies her. That would have heritage, nationality, income, families, sexual orientation. She is not at all comfortable asking people to provide that and then sharing it with anyone. It's too politically charged right now. Even if we weren't in a political situation where people are very vulnerable because of some of these statuses, she is not comfortable asking people for that information and then give it to a third party that is unidentified and unvetted at this point.

Travis Morris: He hasn't heard much about private vs. personal information. There are drastic differences when we speak of the interpretation of data security and overall sellability of this to companies. You have a bank that handles card transactions, which is a form of private business information that is obviously shared. There is personal information such as people's gender identity that is actually not needed for many things. He hadn't heard much about a separation of those two things and instead has heard about an overall blanket change for a one-time need.

Steven: Speaking as a member, you don't have to not pass this motion but it would make sense to make policy that says anyone we share information with will sign some kind of non-disclosure and maybe destroy the data when they are done with it.

*(YouTube video 0:47:29)*

Board discussion

Jon Steinhart: This motion does not have anything to do with Bylaws. That is a separate motion and the language of that motion is on the agenda. This motion has been out for quite a while. Feedback could have been useful before the meeting. Regarding Travis' comments, we don't see the banking information that is sent directly to the bank. We don't share the information with anybody because we don't ever see it. We don't collect personal data such as gender and identity. The information that is going to be shared is primarily a list of names and email addresses. He understands the concerns and he isn't opposed to postpone until the meeting in June. Maybe we could craft the new language outside of the meeting.

John Alexander: He thinks this is another example of a significant policy that the Board hasn't had enough dialog about. Regarding open-ended aspect, we don't want to put breaks on to slow down online voting. We need to prioritize the need to share for online voting. Regarding other concerns, examples are good, but anything beyond what is written in this motion should require Board approval of what information is being shared and for what reason.

Jeff Rames: Regarding the timing, if it may be delayed, we are looking at uploading data in August or September if we are to do online voting this season.

John Govsky: He is OK postponing as long as we can have election on schedule. For a voting system, you might only need to share an email address. You could identify people with a code or maybe a name and email address, that's it. When Hilary mentioned the collection of data for surveys, it did give him pause. There are sensitive things besides the election that we need to think about. Supports postponing if we can still keep the election on track.

Kevin: Supports postponing this as well. Email us so we have time to dial it in. He appreciates members sharing their comments. We need to be very careful nowadays.

AJ: The Board has had time to pay attention to this, it was not just thrown. As Board members, they have an obligation to take the month to look at New Business, rather than saying that we haven't had time to look at it. We can ask questions of the maker during that month. He wants to ask Kirsten about the concerns about what happens to data after we give it to the third party. Would the contract with that third party specify what they do with the data?

Kirsten: Yes, a contract would specify what the business is allowed to do with the data that we give them. And the revision clearly states that we will not sell your data. This is clearly for the purpose of conducting OCF business. It would only be for online voting and potentially an EDIB survey. Maybe we should remove that for now? How do you do a survey if you don't collect the data? Whoever collects the data is going to have access to sensitive data. Using a third party usually removes it from the eyes of the people within the organization because they may know individuals. Sometimes it's better to give it to a third party that does not have a horse in the race.

John Alexander: He hopes to separate out the voting piece. To be clear about what he means about the Board having discussions with membership about policies that they are going to pass, dialogue, according to the Oregon Non-Profit Corporation Handbook, is something that is an exchange of ideas that is real-time and in person, which is different than emails. Best practice requires dialogue.

Jon Steinhart: This motion has been out for a while. Most people on the Board have discussed it with him. There is nothing nefarious going on.

**Jon Steinhart moved and AJ seconded to postpone this item until the June Board meeting.**

Member Comments:

Jonathan Pincus: Please postpone.

Grumpy: Please postpone.

Board Discussion:

AJ: If Board members want to dive deep, please make the phone call. Let's do our work so we can get this done.

Jon Steinhart: Grumpy, you're an attorney, please send me some language.

**The motion to postpone passed by unanimous consent.**

## **New Business**

*(YouTube video: 0:59:16)*

The OCF Board approves the OCF Board Code of Conduct (AJ Jackson, Sandra Bauer, Teresa Vaughn, John Davis and Kevin Levy)

### **Oregon Country Fair Board of Directors Code of Conduct**

#### **1. Introduction**

As Directors of the Oregon Country Fair, we recognize the trust placed in us by our members and stakeholders. We will uphold the highest standards of ethical leadership and accountability

while conducting the business of the organization. This Code of Conduct outlines the values, behaviors, and responsibilities we commit to as stewards of the nonprofit's mission.

## **2. Principles and Values**

Board members shall adhere to the following principles and values:

**Ethics and Integrity** — We act ethically and with integrity in all interactions.

**Compassion and Respect** — We treat each other and our stakeholders with compassion, respect, and kindness.

**Justice, Equity, Diversity, and Inclusion** — We actively promote these principles through our words and actions.

**Openness and Transparency** — We strive to make decisions and take actions transparently, restricting information only when necessary.

**Leadership** — We lead by example, upholding these values in our governance.

## **3. Duty of Care, Loyalty and Obedience**

Board members are entrusted with ensuring the financial and operational health of the organization and must uphold the following legal duties:

**Duty of Care** — Exercise reasonable care in decision-making as a responsible steward of the organization.

**Duty of Loyalty** — Place the interests of the organization above personal gain and avoid conflicts of interest.

**Duty of Obedience** — Stay faithful to the nonprofit's mission and ensure compliance with laws and bylaws.

## **4. Ethical Conduct and Conflict of Interest**

Board members must disclose any personal, professional, or financial interests that may conflict with those of the nonprofit.

We will act professionally, fairly, and without bias, ensuring that our actions align with the mission and values of the nonprofit.

## **5. Financial Oversight and Stewardship**

We ensure financial resources are used efficiently and effectively.

We provide oversight for budgets and financial statements.

## **6. Meetings and Participation**

Board members shall actively participate in meetings and discussions.

We will come prepared, having reviewed relevant materials beforehand.

Respectful listening and constructive communication are expected.

Avoid misrepresentation, personal attacks and divisive behavior

## **7. Public Representation**

Board members shall represent the organization professionally and accurately.

Directors shall not speak on behalf of the organization unless authorized.  
Public statements should align with the nonprofit's mission and values.  
Board members shall maintain the confidentiality of privileged or sensitive information.

### 8. Applicable Bylaws section for directors not in compliance

The Board may suspend a Director with or without cause (requiring the affirmative vote of two-thirds of the Directors) for a maximum of 60 days or until voted on, as provided in this article. The Director in question shall be excluded from such a vote. Article VII Section 3 Removal of Directors.

### 9. Acknowledgment

By signing below, I acknowledge that I have read, understand, and agree to abide by this Code of Conduct.

Name: \_\_\_\_\_ Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**The Board amends Article V.2.a of the Bylaws** (AJ Jackson, Sandra Bauer, Kevin Levy, Jon Steinhart and John Davis) from:

Any individual is eligible for membership if the individual is registered with the OCF 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.

to (change highlighted and in all caps):

Any individual is eligible for membership if the individual is **AT LEAST 18 YEARS OF AGE**, registered with the OCF 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.

### Meeting Evaluation

(YouTube video: 01:0029)

Last round for the good of the peach

John Alexander: Thank you, Steven, for a great meeting, as always. Dialogue among Board members is not sidebars or emails. It's important that Board members aren't told that they haven't done their homework or done their job.

Jon Pincus: Please consider his comment from earlier about posting agenda items and particularly about Bylaw amendments.

Grumpy: Good meeting but while Board members can communicate with each other privately, member input seems to have changed how the Board proceeded tonight, and they don't have the same opportunities other than what happened here. He gave his member input here rather than calling all the Board members.

Paxton: He really appreciated Hilary's comment. Good meeting. We had 21 people on YouTube and 27 people on Zoom, which is a fall-off from normal attendance. It was another short meeting, well prepared.

Jon Steinhart: It was a good meeting. He is happy that they are done early again. All of these things are posted; they are not a surprise. During member input earlier, they got a comment about New Business. The Board received an identical email today from someone else. You don't have to call every Board member. There is an email on the .net site to email the entire Board.

Steven: He does his best to keep interpersonal conflict to a minimum and have people not point at individuals. There's no way to do all of it. It has to be everybody's goal not to escalate. If de-escalation is the goal, positive statements about "I believe this" could be beneficial for everyone in the meeting. He sees people making effort but asks people to look back and ask how they could have done better.

John Govsky: Thanks Steven and everyone who comes and offers their comments They make him consider something new. Also appreciates the members who attend, even if they don't say anything.

**Next Board Meeting will be June 2 at 7 pm via Zoom**  
**June-ly Board Meeting will be Sunday, June 29, 2025, 4 pm via Zoom**

**President's Peace**  
*(YouTube video: 1:06:03)*

AJ: Kindness is free.