

V.2 Members - Eligibility and Admission

a) 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.

- What does it mean to be registered with the OCF?
- Suggest “has an account on the Fair’s database system with up-to-date contact information”.

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- What is an other Fair camping pass?
- Suggest removing.

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- How do we know?
- Suggest “is recorded as having received a wristband or worker day pass in the Fair’s database system”.

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- The mechanics of being an elder don't need to be here.
- Suggest "listed as an elder in the Fair's database system".

V.2 Members - Eligibility and Admission

c) It is the **responsibility of each member to file an initial registration form** with the OCF and to promptly notify the Membership Secretary of any changes in the member's preferred contact information (which may be a street address, a mailing address, or an electronic address) for notices and other messages from the Fair. The OCF shall direct all notices required pursuant to these Bylaws, the Articles of Incorporation, or Oregon law to each member using the most current information provided to the Membership Secretary.

- Suggest “One must apply to become a member using the Fair’s database system”.

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- Suggest “and to keep their contact information including an email address up-to-date on that system”.

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c) It is the responsibility of each member to file an initial registration form with the OCF and to promptly notify the Membership Secretary of any changes in the member's preferred contact information **(which may be a street address, a mailing address, or an electronic address)** for notices and other messages from the Fair. **The OCF shall direct all notices required pursuant to these Bylaws, the Articles of Incorporation, or Oregon law to each member using the most current information provided to the Membership Secretary.**

- Suggest “The OCF shall post all notices required pursuant to these Bylaws, the Articles of Incorporation, or Oregon law on the OCF web site.”

V.2 Members - Eligibility and Admission

d) Registration forms may be submitted online if the Board so provides.

- Suggest removing.

V.5 Termination of Membership

- Attorney recommends changing this to “Termination, Suspension, or Expiration of Membership”.

V.5 Termination of Membership

a) Resignation. An individual may resign their membership at any time **by delivering a written notice of resignation to the Membership Secretary.**

- Suggest “via the Fair’s database system.”
- Suggest adding “An individual who resigns their membership may not reapply for 30 days” to prevent thrash.

V.5 Termination of Membership

b) Suspension or termination. Membership may be suspended or terminated for failure to:

i) meet the conditions for membership as provided in Section 2(a) of this Article; or

ii) vote in at least one membership meeting or action by written ballot every three years; or

iii) comply with these Bylaws or other rules, resolutions, and policies of the OCF; or

iv) for actions contrary to the interest of the OCF.

- Attorney recommends removing and renumbering the sections.

V.5 Termination of Membership

d) Members who are excluded from OCF property in accordance with OCF Guidelines or whose volunteer position or status is **terminated or suspended** shall not lose eligibility or membership under Section 2 of this Article solely by virtue of failure to participate as a volunteer worker, performer, or booth participant in any Fair from which such member has been excluded or not allowed to participate in such member's previous assignment.

- Attorney suggests “terminated, suspended, or whose membership has expired”.
- Note that this part of a fix to eliminate our need to contact every member whose membership is expiring.

V.5 Termination of Membership

- Attorney suggests adding the text below as a new section, again to permit expiration of membership.

e) Expiration of Membership. If a member fails to participate in the Fair at least once in three (3) consecutive years as required in Article V, Section 2(a), of these Bylaws, or if a member fails to vote in at least one Fair membership meeting or action in three (3) consecutive years, then member's membership shall expire automatically and without notice to the member. Upon expiration of membership, the former member may reapply for membership in accordance with Article V, Section 2 of these Bylaws.

V.5 Termination of Membership

b) Suspension or termination. Membership may be suspended or terminated for **failure to**:

- i) meet the conditions for membership as provided in Section 2(a) of this Article; or
- ii) vote in at least one membership meeting or action by written ballot every three years; or
- iii) comply with these Bylaws or other rules, resolutions, and policies of the OCF; or
- iv) **for** actions contrary to the interest of the OCF.

- This is awkward for iv, “failure to for actions”.
- Suggest removing “failure to” and “for” and inserting “failure to” after i, ii, and iii.

V.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.

- We no longer vote at membership meetings.
- Suggest changing to “election”.

V.6 Rights of Membership

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- Most of our voting is done by electronic ballot now.
- Suggest removing “written” or replacing with “electronic”.

V.6 Rights of Membership

b) Information. Members **shall be entitled to be informed** on Board actions and corporate operations **in accordance with the Oregon Nonprofit Corporation Act.**

- Suggest replacing with “may inform themselves”.
- Suggest replacing with “by visiting the Fair’s web site.”

VI.2 Membership Actions - 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 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(s) within five days of the deadline for the return of ballots.

- Suggest removing the highlighted text.

VI.3 Membership Actions - 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 describing the purpose(s) for which the meeting is to be held. The time and place of any special meeting shall be set by the Membership Secretary, provided that all such meetings shall take place in Lane County, Oregon, and further, that notice of such a meeting must be given within 30 days after the petition is delivered to the Membership Secretary. The date of the meeting must be set within 30 days after the date on which notice is given. In the case of a special meeting, notice shall be required as set forth in Section 4 below. The business of any special meeting shall be limited to those matters set forth in the notice. In the case that the purpose of a special meeting is limited to a vote on the removal of a Director or Directors, advisory petitions, and/or approving or ratifying Bylaw changes, the Membership Secretary shall cause action to be taken by written ballot in accordance with the Act in lieu of convening a special meeting.

- Change to “or” to comply with ORS 65.

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- What does this mean for on-line or hybrid meetings?

VI.4 Membership Actions - Notice

Written notice of membership meetings and Annual Elections or other actions by written ballot shall be sent to each member using their most recent contact information (which may be a street address, a mailing address, or an electronic address) currently registered in the records of the OCF not less than seven nor more than 60 days before the date set for the meeting, Annual Election, or other action by written ballot. It shall be the responsibility of the member to provide the Membership Secretary with current contact information. In lieu of sending notice, notice may be published in at least two issues of a newsletter or similar document sent to members using their most recent contact information.

- Suggest replacing with “Notice of membership meetings and Annual Elections or other actions by ballot shall be posted on the Fair’s web site not less than seven nor more than 60 days before the date set for the meeting, Annual Election, or other action by ballot.”

VI.5 Membership Actions - Quorum

Two hundred members present in **person or by proxy** at any duly called meeting shall constitute a quorum except at the annual meeting, where those members present in person or by proxy shall constitute a quorum.

- What does this mean for on-line or hybrid meetings?

VI.6 Membership Actions - Voting

All members are voting members. Except as otherwise provided in these Bylaws, all members **present** at meetings shall be entitled to vote, and the Board may make provisions for absentee balloting. There shall be no cumulative voting. Except as otherwise set forth in these Bylaws, the affirmative vote of a majority of the votes represented and voting shall be required for the adoption of any matter coming before the membership.

- What does this mean for on-line or hybrid meetings?

VI.7 Membership Actions - Membership Lists

Members who desire to send **written** communications to other members concerning any membership meeting, Annual Election, or other action by **written** ballot may request the OCF to send such communication to all members entitled to vote at the meeting, Annual Election, or other action by **written** ballot. The request shall be in writing and shall be delivered to the principal offices of the OCF not earlier than two business days after the date that notice of the meeting, Annual Election, or other action by **written** ballot is given, and not less than five business days before the scheduled date of the meeting, Annual Election, or other action by **written** ballot. The request must be accompanied by payment, in cash or certified check, of the anticipated costs of mailing the communication, as determined by the lead professional of the OCF. Costs may include postage, copying costs, envelopes, and the estimated cost of staff time to mail the notice.

- Suggest removing the “written”s.

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- Suggest allowing for email requests.

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- Does this make sense if done by email?
- Does there need to be a frequency limit to avoid swamping the staff?

VI.8 Membership Actions - Proxies

Subject to such limitations and rules as may be established by the Board or the Elections Committee, a member may cast a ballot at a membership meeting or in connection with membership action by written ballot in lieu of a meeting by appointing the Membership Secretary of the Fair as proxy to vote for the member. Such proxy appointments shall be personally signed by the member, shall be effective only for the particular meeting or action by written ballot in lieu of a meeting for which given, and shall specify with particularity the member's votes. Proxy appointments must be submitted on forms approved by the Elections Committee, and may be submitted either in paper form or by email. Proxy appointment shall be available for all matters for which membership votes or such advisory votes as the Board may designate from time to time are entitled to be cast. A proxy appointment is effective when received by the Membership Secretary or other officer or agent authorized to tabulate votes. A proxy appointment is revocable by the member, and is revoked if the member making the proxy appointment:

- a) Attends the meeting for which it is given and votes in person, if the proxy is given for a membership meeting; or
- b) Signs and delivers to the Membership Secretary or other officer or agent authorized to tabulate votes either a written statement that the proxy appointment is revoked, or a subsequent proxy appointment.
 - Suggest removing – does not make sense for electronic voting.

VI.9 Membership Actions - Elections Committee

The Board shall appoint an Elections Committee and make other provisions to ensure fair and accurate balloting at Annual Elections, other actions by **written** ballot, and membership meetings.

- Suggest removing “written”.

IX.3.b Recording and Membership Secretaries

b) The responsibilities of the Membership Secretary shall be as follows: to keep a roll of the members and submitted petitions; to select a date for and give notice of special meetings of the members as set forth in Article VI, Section 2; **to act as a proxy for members electing to appoint a proxy in accordance with Article VI, Section 7**; to certify the results of the Annual Election and any other action by written ballot, and to be a member of the Elections Committee.

- Suggest removing to match removing VI.8