

**Board of Directors
May 4th, 2026**

Old Business Motions

- Policy and procedure for follow up to the report or detection of an Internal Control breakdown (AJ Jackson, Sandra Bauer, Teresa Vaughn, Zahra Indigo Ronlov, Lawrence “LT” Taylor, Jon Steinhart, Paxton Hoag and John Govsky)

OCF Policy and procedure for follow up to an Internal Control breakdown involving non-employee participants.

This policy is specific to situations in which:

1. There is thought to be an Internal Control Breakdown that may have resulted in a material, deliberate misappropriation of assets;
2. The reported, or suspected, perpetrator is a Fair participant (for example, volunteer, booth person, entertainer), but not a Fair employee;
3. The potential Internal Control Breakdown is either due to the lack of Internal control procedures being in place, or the procedures that were in place have been ignored or evaded;
4. The Internal control breakdown may have resulted in a material misappropriation of assets, theft, or larceny; falsification of records; and/or resale of Fair inventory at a price above costs;
5. Misappropriations of assets may refer to cash, fair passes, fair merchandise, food vouchers, fair supplies or fixed assets and may involve Fair charge accounts, cash, cash receipts, credit cards, revenue or expenses;
6. The misappropriation may result in losses to either OCF or OCF participants.

Reporting and Detections of Internal Control Breakdowns

The Internal Control system is the combined set of procedures and practices that are implemented to prevent and/or detect fraud including misappropriation of assets and misstated financial reports. Oregon Country Fair uses reconciliations, tracking of inventory and assets, budgets, separation of duties, use of outside professionals, tone at the top, authorization for spending, and documentation. With a large, dispersed group of employees and volunteers, and a changing technological and systems environment, widespread participation in reducing and eliminating fraud is critical to our success.

Any individual can make a **report** of a potential Internal Control breakdown to the Executive Director or Treasurer. People in management, or oversight positions, have the responsibility to convey detailed information to the Executive Director or Treasurer if they **detect**, or are notified of, potential breakdowns in Internal Control. The Board of Directors has oversight responsibility for the Internal Control system.

The follow up of potential breakdown of Internal Control Breakdowns will vary from case to case. The follow up will include documentation, evaluation, investigation, and reporting. While each situation is unique, there will be some common threads. In the case of a report from a volunteer or other non-employee participant, receipt of the report will halt any potential retaliatory action that the involved parties may be taking against one another (for example, loss of crew or booth position). When the Whistle Blower policy is

updated, this section will be revised. Until then, the ED will evaluate whether there is an action in process that may trigger protections for involved parties.

1. After the initial report/detection. The management of the follow-up will be conducted by the Executive Director and the Treasurer. The ED and Treasurer will make the initial documentation of the potential breakdown, and do a preliminary evaluation of whether the reported event:
 - A. Does not appear as a potential Internal Control Breakdown and material misappropriation threat, and why;
 - B. Should be either monitored or managed by a change to the Internal Control procedures and why;
 - C. Appears to be isolated and small scale (for example, the theft of a wristband or tool). Those cases should be documented by the ED. Follow up may involve a warning, probation, or suspension. (Note: Booth reps, as business owners have autonomy from Fair process in handling misappropriation of assets within their businesses. Booth reps should report incidents that involve misappropriation of Fair assets.);
 - D. Incidents that appear to be material and/or ongoing, indicate the need for further investigation. A summary of the potential breakdown and next step(s) will be reported to the Board of Directors with no identifying information about the people involved.

Investigations of Cases not Cleared by Initial Evaluation, situation C

1. The ED and Treasurer will compile documents and known information to estimate potential impact and begin to frame a potential investigation. Interviews should be extremely limited at this point. The goal of the initial assessment is to judge:
 - i. If the situation has resulted in potential losses that can be calculated or estimated;
 - ii. What documents and information are relevant and held by whom;
 - iii. Who are potential sources of information;
 - iv. Who are potential perpetrators;
 - v. What type of expertise to enlist for investigation and inquiry.
2. If the information collected in the preceding step indicates that legal counsel may be hired to press charges and/or attempt to recover potential losses, they will be brought in. Attorneys may take a lead role from that point.
3. If the ED and Treasurer choose to proceed with an internal investigation, the information collected in step 1 will be supplemented with background information that will allow a third party to investigate efficiently. The ED and Treasurer will collaborate with a third party on a written plan for an investigation; this may be someone from Fair Community Support, an attorney, an HR professional, an accountant with forensic training or other person with expertise. The ED and Treasurer may help to document/identify:
 - A. Descriptions of the system affected;
 - B. Records maintained by OCF, Crews, Booth;
 - C. Reconciliations of discrepancies;
 - D. Internal control gaps/weaknesses;

- E. People who may be able to provide eye witness interviews. Generally, investigations should be conducted by experts, possibly an attorney, a forensic accountant, or HR professional.
4. Investigations are to be conducted with a written plan and involvement of the third party. (Note: the third party is not to be a member of the management team, as supervisors to the subject of investigations are not appropriate to investigate the subjects.) Information gathered by the investigation will be assembled into a report to be reviewed by the Board, ED, and Treasurer. The Board will receive minimal identifying information to protect the identities of the parties involved.
 5. Evaluation of the investigation. The ED and Treasurer will determine if further investigation is warranted. The ED and Treasurer will present the Board with a confidential report (withholding identifying information) with the options being considered for follow up.

Results of the investigation are to assist the Board, ED and Treasurer in evaluating, from high to low, the likelihood of:

1. A material misappropriation of Fair assets;
2. The identity of a perpetrator;
3. If internal controls were in place that were evaded;
4. If Internal controls/systems should be redesigned and/or duties reassigned;
5. If the initial assessments of loss and need to involve a lawyer should be reconsidered.

If the investigation indicates a strong possibility of a misappropriation of assets with a low expectation of recovery, insurance claim, or lawsuit, the ED and Treasurer, may seek legal advice if there is a person, or persons, who is identified as having a higher than low likelihood of being a perpetrator of a misappropriation and if the follow up may include changing the responsible party's duties or position. The ED and Treasurer may also consider if the person who may have violated internal controls and/or misappropriated assets had mismanaged their duties due to a lack of skills or motivation. The ED and Treasurer may consult with members of the management teams, affected crew, booth, or other affected parties in implementing a response. The ED and Treasurer will also consider improvements to the Internal Controls that will do more to detect and/or prevent the type of fraud that presented the risk.

All parties involved in the follow-up process are to use a restrictive need-to-know approach that keeps reporter and informant information secure.

If the process results in legal actions, the process may involve sharing names of a suspected perpetrator with the Board of Directors. In cases resolved in other ways, the identity of the person(s) who are the subject of an investigation will be guarded.

6. A final report will be made to the Board of Directors.

New Business Motions

- Grant Ratification and Conflict Disclosure Process (Teresa Vaughn, Trevor Ross, John Davis, Jon Steinhart, Sandra Bauer, AJ Jackson and Felicia Kirsch)

The Board adopts the following process, beginning in 2027, for ratifying funding recommendations made by its philanthropic committees and any Board-appointed committee or work group authorized to recommend distributions of Oregon Country Fair funds.

1. Committee Processes

Committees review applications and develop funding recommendations through their established processes. **Each committee shall maintain a written description of its grant review process, to be included in its annual report.**

2. Conflict of Interest

Committee members participating in funding recommendations must follow Oregon Country Fair's conflict-of-interest standards, **as set forth in this motion.** Members are required to disclose any potential conflicts related to applicants. All committee members shall complete a conflict-of-interest disclosure form.

For grantmaking purposes, a conflict of interest exists if a committee member or their close family member:

- 1) Is a board member or staff member of an organization applying for or receiving funds
- 2) Receives compensation or financial benefit from an applicant or funded organization
- 3) Helped write, prepare, or submit a grant application under consideration

Disclosure forms must be submitted in advance of committee deliberations. The Board shall review disclosed conflicts, determine whether a conflict exists, and approve an appropriate resolution—such as recusal or other mitigation—by vote in closed session prior to deliberations. The Board shall record that conflicts were addressed, without public discussion of details.

3. Ratification Process

Committees shall submit a list of recommended recipients and a total funding amount or cap for Board ratification. Final allocation amounts to individual recipients within that cap shall be determined by the committee.

As part of its fiduciary oversight, the Board shall review the recommendations to determine whether they support Oregon Country Fair's charitable purposes and do not support non-charitable purposes or provide impermissible private benefit. Oregon Country Fair's charitable purposes include educational, environmental, cultural, and community-benefit activities, consistent with its governing documents and established practices. The Board shall not publicly re-evaluate or debate the merits of individual funding recommendations.

A motion to ratify funding recommendations shall be submitted for placement on the Board's consent calendar.

4. Board Review

The Board shall not publicly re-evaluate or debate the merits of individual funding recommendations.

Rationale (for clarity; not part of the adopted policy)

This process is designed to support two core Board responsibilities:

- 1) Making conflict-of-interest determinations related to grantmaking, and
- 2) Ratifying funding recommendations developed by committees.

It reflects prior discussions with committees and is intended to:

- 1) Minimize public discussion of applicants by encouraging questions and concerns to be addressed in advance
 - 2) Provide a clear communication pathway between the Board and committees
 - 3) Ensure committees have an opportunity to respond to questions before ratification
 - 4) Distinguish conflict-of-interest considerations from questions of mission alignment
 - 5) Provide for advance conflict review with confidentiality maintained
 - 6) Preserve committee authority to determine final allocations within an approved funding cap
 - 7) Improve timing and efficiency by using a consent calendar
 - 8) This proposal reflects extensive discussion and revision and is intended to establish a clear and workable process going forward.
 - 9) Adoption of Consent Calendar (Special Rule of Order) (Teresa Vaughn, Trevor Ross, John Davis)
- Adopt the following Special Rule of Order establishing the use of a Consent Calendar (Teresa Vaughn, Trevor Ross, John Davis, Jon Steinhart, Sandra Bauer, AJ Jackson and Felicia Kirsch):

1. Establishment of Consent Calendar

The Board shall include a Consent Calendar as a standing item on every meeting agenda.

2. Purpose

The Consent Calendar is intended to allow the Board to consider and approve routine, non-controversial items efficiently in a single action without discussion.

3. Eligible Items

Items appropriate for inclusion on the Consent Calendar may include, but are not limited to:

Committee reports
Workgroup reports
Approval of minutes
Routine or administrative matters
Agenda approval
Approval of new committee member appointments
Other items deemed appropriate by the agenda-setting body

4. Procedure for Adoption

The Consent Calendar shall be presented to the Board, and the presiding officer shall ask whether any member objects to adopting the Consent Calendar.

5. Removal of Items

Any Board member may request that an item be removed from the Consent Calendar.

Removal of an item shall not require a motion or vote.

Any single objection is sufficient to remove an item.

Removed items shall be considered separately under the appropriate section of the agenda.

6. Approval

If there are no objections, the Consent Calendar shall be adopted in a single motion or by unanimous consent, and all items contained within it are approved.

7. Flexibility

The Board may revise the contents or procedures of the Consent Calendar by subsequent motion.

- Appoint Bethany Fandino, Anne Olivia Eldred, Warren Brown, and Miranda Marris to the elections committee (Trevor Ross, Lawrence "LT" Taylor, Sandra Bauer, Paxton Hoag and AJ Jackson)
- Revise the September 28, 2025 Amended and Restated By-Laws as follows (Jon Steinhart, Sandra Bauer, Felicia Kirsch, Kevin Levy, John Davis & AJ Jackson)

ARTICLE I. NAME, OFFICE, MAILING ADDRESS

The name of the corporation shall be The Oregon Country Fair (hereinafter "the OCF"). Its registered office and mailing address shall be 442 Lawrence Street, Eugene, Oregon 97401, or such other office or mailing address as established by the Board of Directors (hereinafter "the Board").

ARTICLE II. PURPOSE

The purpose of the OCF shall be to sponsor The Oregon Country Fair (hereinafter "the Fair"), which shall be an annual event intended to educate and inform the public about choices in personal and community lifestyle through the promotion and preservation of the work of individual crafts persons, artists, artisans, musicians, and performers; displays in a traditional fair setting; psychospiritual rejuvenation; and the creation of a public forum encouraging the exchange and discussion of ideas about alternative community organization, use of economic resources and appropriate technology; as well as any other lawful purpose within the scope of Sections 501(c)(3)

or 509(a)(1) of the Internal Revenue Code.

ARTICLE III. DATE OF THE FAIR

The Fair shall be held at such time and place as the Board shall determine.

ARTICLE IV. FISCAL YEAR

The fiscal year of the OCF shall be the calendar year, or such other fiscal year as set by the Board.

ARTICLE V. MEMBERS

1. Membership. There shall be one class of members, all of whom shall have the same rights and obligations with respect to the OCF. Notwithstanding the preceding sentence, certain early members of the OCF made donations or loans to the OCF to enable it to purchase the property on which the Fair is held, and those members shall have the honorary title of "Charter Members." Such title shall not grant them any different rights from any other member.

2. 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.
- b) Members are not required to pay any membership fee.
- c) ~~It is the responsibility of each member to file an initial registration form with the OCF. Eligible individuals may apply for membership. It is the responsibility of each member to keep their contact information up-to-date 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.~~

- d) ~~Registration forms may be submitted~~ Membership application may be performed online if the Board so provides.

3. Dividends, Earnings. No dividends or earnings of the OCF shall be payable to members, nor shall members have any interest in the assets of the OCF by virtue of being members. The OCF may pay reasonable compensation for services rendered by members and authorize reimbursement for expenses incurred by members on behalf of the OCF.

4. Dissolution. Upon dissolution or liquidation of the OCF, all assets remaining after payment of the debts and liabilities of the OCF shall be distributed to such other organizations exempt from tax under section 501(c)(3) of the Internal Revenue Code as designated by the Board. However, the OCF may not transfer or convey assets as part of a dissolution until 30 days after the OCF has notified the Oregon Attorney General, in accordance with the Oregon Nonprofit Corporation Act, or until the Attorney General, in writing, has consented to the transfer or conveyance or indicates that the Attorney General will not take action with respect to the transfer or conveyance, whichever is earlier.

5. Termination, Suspension, or Expiration of Membership.

- a) **Resignation.** An individual may resign their membership at any time by delivering a written notice of resignation to the ~~Membership Secretary~~ OCF.
- 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) i)~~ comply with these Bylaws or other rules, resolutions, and policies of the OCF;
- or
- ~~iv) ii)~~ _____ for actions contrary to the interest of the OCF.
- c) In the case of suspension or termination of membership, the OCF shall give the member notice, in accordance with the Oregon Nonprofit Corporation Act, not less than 15 days before the effective date of the suspension or termination. The notice shall state the reason(s) for the suspension or termination and shall also specify a time and place at which the member will be provided an opportunity to be heard, orally or in writing, not less than five days before the effective date of the

suspension or termination. The Board or its designee shall hold the hearing and then decide the issue of suspension or termination.

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.

~~d)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.

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 an~~ 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.
- b) **Information.** Members shall be entitled to be informed on Board actions and corporate operations in accordance with the Oregon Nonprofit Corporation Act. Such information will be posted on the OCF's web site.
- c) **Board Actions.** At any regular business meeting of the Board (as defined in article VIII, section 2) members may be present. A member may also present proposals and suggestions to the Board and advocate their acceptance. In the event a member wishes to be heard at a Board meeting, the member shall schedule the

matter to be discussed with the Recording Secretary. As far as is practical, the matter shall be addressed not later than two Board meetings from the time the member notifies the Recording Secretary. A member may ask the Board to reconsider its decisions by scheduling the matter with the Recording Secretary as provided above.

ARTICLE VI. MEMBERSHIP ACTIONS

1. **Annual Membership Meetings.** An annual meeting of the members shall be called by the Board at a date to be fixed by the Board, but in no case later than October 15. The purpose of the annual meeting shall be to present the members with a financial statement for the fiscal year then ending, and to consider any other business that the Board may determine to be appropriate. Agendas for the annual meeting shall be set 55 days prior to the meeting.

2. **Annual Elections.** An annual election (“Annual Election”) shall be called by the Board of Directors at a date to be fixed by the Board, but in no case sooner than one week after the Annual Meeting nor later than October 30. The purpose of the election shall be to elect new Directors to the Board, to vote on Bylaw changes that require member approval or ratification, and to vote on advisory petitions.

Advisory resolutions may be placed on the Annual Election ballot upon the petition of 100 or more members 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.

3. **Special Meetings.** Special meetings of the members may be called from time to time by the Board and shall be called by the Membership Secretary upon petition of 100 or more members 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.

4. **Notice.** ~~Written n~~Notice of membership meetings and Annual Elections or other actions by ~~written~~ ballot shall be posted on the OCF's web site ~~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.~~

5. **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.

6. **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.

7. **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.

~~8. **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) a) 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.~~

~~9.8. **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.~~

ARTICLE VII. THE BOARD OF DIRECTORS

1. **Powers.** The activities, affairs, and property of the OCF shall be managed and directed, and its powers exercised by and vested in, the Board. The Board is authorized to perform

whatever acts appear reasonably necessary or convenient to further the interest of the OCF. Such powers include, but are not limited to, the following: creating committees and appointing committee members; entering into contracts; purchasing, leasing, or otherwise acquiring real and personal property; borrowing money; hiring employees and consultants; investing funds; and promulgating and enforcing rules for participation in the Fair and the OCF.

2. Qualifications, Number, Elections, Terms, Votes:

- a) **Qualifications:** Any member of the OCF in good standing pursuant to Article V, Section 2(a) and who is at least 18 years of age is eligible to serve on the Board.
- b) **Number:** The Board shall consist of no less than nine and no more than twelve directors. The number of directors may vary from time to time by resolution of the Board.
- c) **Elections:** Members may vote for as many Directors as there are open seats on the Board of Directors. Only one vote per member may be assigned to an individual candidate. Ballots that reflect votes for more candidates than the number of open seats on the Board of Directors shall be disqualified. The votes shall be counted first to fill the three-year Board positions. If, during the balloting period, one or more additional Board vacancies occur or one or more candidates who would otherwise win a Directorship in the election cease their candidacy for any reason, then the candidate from the election with the next highest number of votes will be appointed to fill the first such position, the candidate with the next following highest number of votes will be appointed to fill the second such position, and so on. Tie votes shall be resolved by drawing straws.
- d) Incumbent Directors whose positions are not scheduled to be filled at an election may run for election to the Board at such election provided that upon submission of a candidate statement, acceptance of a nomination, or public announcement of candidacy, whichever occurs first, the incumbent candidate shall be deemed to have irrevocably resigned their incumbent Director position. The resignation shall be effective at the commencement of the first Board meeting following the annual membership meeting.
- 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).

3. **Removal of Directors.** A Director may be removed from office, with or without cause, only by a vote of the membership at a special meeting called for the purpose of removing the Director and pursuant to the requirements of notice as set forth in Article VI, Section 3. 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. If a Director misses three Board meetings in a row, the Board may declare that seat vacant by a two-thirds vote. Members who wish to remove a Director must submit a petition as provided in Article VI, Section 2 for special meetings. Petitions must include each member's signature, legibly printed name, and OCF affiliation. A Director may be removed by the affirmative vote of a majority of votes cast on that issue.

4. **Vacancies.** Whenever the number of Directors shall for any reason be less than the number authorized, the vacancies may be filled by the affirmative vote of a majority of the remaining Directors. The Board is authorized to fill the vacancy even if the number of remaining Directors is less than the number necessary for a quorum under other provisions of these Bylaws. Vacancies shall be filled at a meeting where prior notice of the matter has been given in the agenda. The term of office of any Director appointed under this section shall be until the next Annual Election, at which time the seat shall be filled by a vote of the membership.

5. **Committees.** The Board may appoint committees and delegate such authority to the committees as it deems necessary, proper, or convenient for the effective, lawful, and beneficial operation of the OCF. Any committees so appointed shall report to the Board or to such other persons or committees as the Board may designate. The Board shall remain responsible for ensuring that committee functions are properly performed.

6. The Board shall appoint an employee or employees who shall be the lead professional(s) of the OCF and who will be responsible for all operations thereof. The

Board will hire, evaluate, decide on salary increases and, if necessary, terminate the contract with such professional(s).

ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS

1. **Annual Board Meeting.** An annual meeting of the Board shall be held at such time as shall be determined by the Recording Secretary within thirty days after the Annual Election. The purpose of this meeting shall be to review the status of the OCF, to elect Officers, and to perform whatever acts appear reasonably necessary to further the interest of the OCF.

2. **Regular Business Meetings.** There shall be a regular business meeting of the Board on the first Monday of every month, unless otherwise specified in the Board agenda.

3. **Special Meetings.** Special meetings of the Board may be called by the President and two Directors or by five Directors with appropriate notice as provided in Section 4 of this Article. These meetings may either be open to members or be closed to all except the Board, consultants, witnesses, and such other persons as the Board may invite. No votes shall be taken in closed session other than for the purpose of personnel, real estate, or legal matters.

4. **Notice.** Written notice for the annual meeting and regular or special business meetings of the Board shall be delivered by hand, by mail, or by email to each Director at the address currently entered into the records of the OCF. Such notice shall be given not less than seven nor more than 30 days prior to the date of the meeting and shall set forth the time and place of the meeting. It is the responsibility of each individual Director to provide the Recording Secretary with correct mailing and email addresses. A Director may waive notice of any meeting of the Board by submitting a written waiver of notice to the Recording Secretary. Attendance of a Director at any meeting of the Board shall also constitute waiver of notice unless the Director, at the beginning of the meeting or promptly on the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

5. **Emergency Meetings.** In addition to regular business meetings set out in Section 2 of this

Article, it is anticipated that emergency meetings of the Directors may be required during the production of the Fair. For purposes of this section, the production of the Fair includes the two months preceding the Fair, the actual dates of the Fair, and the month following the Fair. The Recording Secretary will give at least four hours' notice of each such meeting. Directors shall have an affirmative duty to be easily available to receive notice.

6. **Quorum.** A majority of the number of Directors in office immediately before a Board meeting begins, but in any case, no fewer than six Directors, shall constitute a quorum for the transaction of business at that meeting.

7. **Voting.** The affirmative vote of two-thirds of all the Directors present and voting at a meeting at which a quorum is present shall be an act of the Board. No action shall be taken by the Board without a meeting. For purposes of this section, abstentions shall not be counted as votes.

8. **Policy of Decision-Making.** It shall be the express policy of the OCF that all regular business meetings be open to members and that, in acting on any matter before it, the Board shall give due consideration to the opinions and desires expressed by those members present.

ARTICLE IX: OFFICERS

1. **Officers.** Officers of the OCF shall be four: a President, Vice President, Secretary, and Treasurer. Any Officer position may be shared by one or more persons at the discretion of the Board.

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. Each Officer shall serve until the next annual Board meeting or until their death, resignation, or removal.

3. **Recording and Membership Secretaries.** The responsibilities of the Secretary shall be such as are consistent with the duties enumerated below and shall be shared by the Recording Secretary and the Membership Secretary. In the event that one of the Secretary positions is not filled, the duties of that Secretary shall be performed by one Secretary or their designee(s).

- a) The responsibilities of the Recording Secretary shall be as follows: to keep a current book of records containing the minutes of all meetings of the OCF, a copy of the Certificate and Articles of Incorporation, a copy of the Bylaws, and the names and addresses of the Directors and Officers; to select a date for the annual Board meeting and to give notice of all meetings as required by the Bylaws except as provided in Subsection (b) of this Section; to be responsible for the recording of minutes and to provide each Director with a copy thereof; to be a member of the Elections Committee; and to maintain current address(es) in the name of the OCF.
- 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.

4. **Treasurer.** The responsibilities of the Treasurer shall be as follows: to keep accurate and complete records of the receipts and disbursements of the OCF; to make such records accessible to the members upon reasonable notice; to supervise and effectuate an annual budget; to supervise a public accountant for the preparation and filing of corporate tax returns; and to prepare a financial report for the annual membership meeting, and to certify the results of the Annual Election and any other action by ~~written~~ ballot. The powers of the Treasurer shall be such as are consistent with the performance of the above enumerated duties.

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.

7. **Removal.** Any Officer may be removed with or without cause by a vote of the Board at any meeting where notice has been given to the Board in the manner specified in Article VIII, Section 4, that the matter will be considered.

8. **Resignation.** Any Officer may resign by delivering written notice to the Recording Secretary.

9. **Vacancies.** Any vacancy in an office may be filled by the Board for the unexpired portion of the term.

ARTICLE X: TRANSACTIONS WITH DIRECTORS OR OFFICERS

1. No director or officer of the OCF shall be interested, directly or indirectly, in any transaction with the OCF (including but not limited to contracts), unless:

- a) the transaction is approved or ratified by the affirmative vote of two-thirds of the Directors who have no direct or indirect interest in the transaction (the transaction may not be approved or ratified under this section by a single director); and
- b) the material facts of the transaction and the nature of the Director's or Officer's interest have been fully disclosed or are known to the Board prior to consideration of the matter and are determined by the Board to be fair to the OCF.

2. A Director or Officer of the OCF has an indirect interest in a transaction if:

- a) Another entity in which the Director or Officer has a material interest or in which the Director or Officer is an employee or general partner or is a party to the transaction;

or

- b) Another entity of which the Director or Officer is a Director, Officer, or trustee is a party to the transaction and the transaction is or should be considered by the Board; or
- c) A person who is related to the Director or Officer, or a business associate of the Director or Officer, is a party to the transaction.

ARTICLE XI: AMENDMENT

1. 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.

2. 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.

Amended Bylaws as adopted on September 8, 2025.



(Anna DiBenedetto)

Recording Secretary of the Oregon Country Fair

- Direct the Committee Best Practices Committee to work with Board Committees, Work Groups, and Task Forces to develop recommendations in regards to committee member renewals, to ensure committee member transitions are smooth and equitable, and to address potential challenges with or within committees. The CBPC will submit their recommendations to the Board of Directors for inclusion in the BoD packet by Wednesday, September 16, 2026 with the understanding that the work may be completed sooner or may need more time to finalize the recommendations (Zahra Indigo Ronlov, Sandra Bauer, Paxton Hoag, Lawrence "LT" Taylor, John Govsky)