

Board of Directors Meeting

March 2, 2026, 7 pm

(Subject to approval by the Board at the April 2026 Board meeting)

Zoom remote online and live streamed on YouTube

YouTube recording link: <https://youtu.be/tvd6PEPqimE>

Board Directors present: Anthony “AJ” Jackson (President), Lawrence “LT” Taylor, Zahra Indigo Ronlov, Sandra Bauer, Paxton Hoag, Kevin Levy, Trevor Ross (Vice President), Jon Steinhart, John Govsky, John Davis and Teresa Vaughn. Other Board officers present: Hilary Anthony (Treasurer) and Anna DiBenedetto (Recording Secretary). Staff present: Kirsten Bolton (Executive Director), Melissa Swan (Bookkeeper), Vanessa Roy (Marketing Manager) and Steven Berkson (Facilitator).

Announcements

Jon Steinhart: He was going to say this during meeting evaluation at the last meeting, but they ran out of time. He has observed that when several members and Board members speak, they say that something is unkind to someone or disrespectful to some committee when they have no concrete input. These statements feel like personal attacks which should stop. Directors have a duty of care to the organization, not just to individuals or the half percent who are on committees, but to all 20,000 of us. He finds it impossible to make decisions that make everybody happy. His job as Director is to get the best result for the entire organization. Making those decisions, knowing that personal attacks will follow, is emotionally difficult, but working in the best interest of the OCF is the kindest and most respectful thing that he can do.

Steven Berkson: That was more input rather than an announcement.

Teresa: She is the liaison for the Bill Wooten Endowment Fund Committee. It has been a pleasure to work with that great group of people. They met for the annual grant making meeting and awarded a total of \$20,000 in grants to nonprofit organizations serving youth in the Fair’s neighboring Fern Ridge region. This funding tangibly represents the Fair’s deep appreciation of our home community. Endowment Fund-supported projects reflect the Fair’s commitment to the arts, education, cultural diversity, peace, community building, and the environment. They awarded \$4,000 to Culture Jam, \$5,300 to Elmira Elementary School, \$4,000 to the Lane Arts Council. They also awarded a grant to SMART – Start Making A Reader Today and \$4,000 to Wordcrafters. It was incredible to see the applications and see the amazing activities in the community.

AJ: He was sad to announce that the Membership Secretary, Jeffrey Rames, has resigned. Thank you for your service, Jeffrey! He was instrumental in bringing voting onto the new database and was instrumental in the transition from old-school elections to our new approach, which will hopefully get more people to vote. Also, the Board met with Backup Managers, staff, the Board and Officers on February 9 as the beginning of a series of trainings on Inclusion and Equity. There will be another series later this month.

Minutes Review

The Board approved the minutes of the February 2, 2026, Board meeting and the January 26, 2026, Board Budget Meeting by unanimous consent.

Agenda Review

(YouTube video: 0:06:30)

Paxton moved and Indigo seconded to remove the Board replacement appointment item from the agenda (Felicia Kirsch to replace the vacated seat by George Braddock).

Member Input:

Heather Kent: She supported removing it from the agenda.

Jeffrey Rames: This should be removed; it's not fair for the membership.

Kristine Jensen: She spoke on behalf of Arna Shaw to say she would be in favor of removing it.

Jonathan Pincus: He supports removing it from the agenda.

Board Discussion:

Paxton: He thinks it's bad practice for the Fair. Over the years that elections have been done, they have not done interim replacements. Instead, they have waited for the next election series in October. That is a way to keep the membership enfranchised.

Teresa: She doesn't really like what feels like an unusual process. If you're opposed to a motion, talk about it during the motion. If we remove it, we don't get to talk about it. This stifles conversation. If you don't like a motion, vote against it rather than removing it.

Sandra: She thinks the motion should stand. We have a great candidate here. Arguments against selecting the candidate are about precedent, but our Bylaws allow it. Our Bylaws explicitly allow the Board to appoint a Director when a vacancy occurs. The question isn't whether we did so in one prior instance. The question is whether the Bylaws permit it now. She was concerned the discussion is being reframed around precedent rather than what the Bylaws actually authorize. The argument being made is that because we did not appoint someone one time, we're now prohibited from doing so. That's not how it works. Past discretion does not eliminate present authority. The Bylaws authorize it, so we retain that authority unless we amend them. It's also important to remember that in prior situations, alternates stepped into vacancies. That functionally kept the Board at full strength. So, it's not accurate to suggest the Board declined to fill vacancies as a matter of principle. For me, the real issue is Board stability. We have a lawful mechanism to maintain full Board capacity, and we should use it based on current governance needs, not selectively reinterpret history. We cannot make up process such as authorizing the Elections Committee to run an election to fill a vacancy. That takes a Bylaw amendment and there is a process to be followed for that. The Bylaws authorize Board appointment to fill a vacancy. Past Boards maintained full membership through alternates. The absence of appointment in one instance does not remove the authority the Bylaws grant us. This current Board is choosing an available Bylaw remedy, and she proposed they do so.

Indigo: This is not a good motion. It's not about people, it's about process.

John Davis: He appreciates what Sandra and Teresa said. He likes to listen to the discussion. We should have the motion on the agenda.

LT: The precedent that is being discussed is the absence of appointment in *any* instance. It's not just back in the day when there were alternates, it also includes the 2022 Board (when Sandra and AJ were on the Board) when there were two vacancies as of February 2022. Those two vacancies remained vacant until the next election. The issue is that this utterly unprecedented move is deeply divisive. The benefit of having this discussion and proceeding on this motion is extremely marginal to the cost. This discussion itself is astonishingly costly. It already cost us our Membership Secretary. We are better off if we leave it alone, like we always do.

AJ: At the last meeting, it was argued by the same people who are against talking about this motion that if the Bylaws say it, we should do it, regarding appointing members to Committees. This is no different. The Bylaws do not say "you have to do this all the time." They have said for a long time that this is an authority that we can choose to use. This year, somebody put forth a motion to use that Bylaw. In previous years, they didn't. This candidate has never run for the Board before. In recent years, candidates had run for the Board and the membership had not reelected those candidates. It would have been interesting to bring forth a candidate who wasn't reelected after serving to fill a spot. In recent past, we have had alternates. We didn't have to use the Bylaws for that. He disagreed completely that we lost our Membership Secretary over this. That is a political statement that does not do this Board service. We can have a robust discussion about our opinions without saying that somebody is hurting the organization. He apologized to Felicia. This should not be so hard. The Bylaws say it and we have somebody willing to do the work who got several hundred votes. If we had continued with alternates, it wouldn't be a question — Felicia would be filling the spot.

Kevin: This has been New Business, so we deserve to have the discussion about it. When vacancies came up, he was told, "we don't fill vacancies." When somebody decided to use the Bylaw authority to put forward the motion, he doesn't see the harm or gain. We are getting more and more people running for the Board who have never run before, which is a good thing. He is always open to a new voice. He doesn't see the problem in welcoming new leadership. We do this work with 11 people. We could probably do it with five. Why not have full strength? He is not looking to screw over the membership. He didn't think this would be so hard. We should have the discussion.

Jon Steinhart: Had George passed a few weeks earlier, Felicia would already be sitting on the Board. He doesn't hear a groundswell of upset from the membership. Instead, it seems like a coordinated campaign, similar to and likely from the same sources from the recall a few years ago that distracted the membership from the issue at hand. The only thing deeply divisive about this is that some are saying it's divisive. What he hears is that George's unfortunate passing has changed the balance of power on the Board and those that oppose the motion prefer that. Instead of being transparent, it seems to be a disingenuous effort to change the subject.

LT: These are personal attacks regarding prior issues before the membership and are out of order.

Steven: Address the substance of the motion or the effects of adding or not adding a person. Words like disingenuous are inflammatory and assign motives to others.

Jon Steinhart: This doesn't make sense, as we don't have any idea how Felicia would vote on the issues before the Board. She would bring a wealth of good experience and energy to the Board. Our organization is governed by Bylaws, and abiding by them is a condition of membership. A top to bottom review of the Bylaws was completed three years ago and nobody objected to this policy then. So reluctantly, isn't this whole effort disrespectful to the Bylaws Committee? What about the vast majority of our membership? This is one of those situations where the Board must make decisions that won't make everyone happy. A small group should not be able to dictate when the Board is allowed to follow existing policies.

Trevor: He agreed with Teresa and Kevin.

John Govsky: Let's just talk about the motion! People obviously want to discuss it.

Paxton: We are a membership organization. That's an important part of this discussion. Members have a process to elect Board members. Elections work and that's the process we should be using, which is why he supports this.

Sandra moved and Jon Steinhart seconded to call the question.

The motion to call the question passed: 10-1; Paxton opposed.

The motion to remove the agenda item failed: 3-8; Sandra, AJ, John Davis, Jon Steinhart, John Govsky, Trevor, Teresa and Kevin opposed.

Jon Steinhart moved and Teresa seconded to postpone the Expenditures motion until next month's meeting to allow more time to dial it in.

AJ: Thanks for all the input and collaboration on this to make the motion work.

Teresa: Some Committees are submitting really important points. We need to honor that and take our time to do it justice. Thanks to all the committee members who have reached out.

The motion to postpone passed by unanimous consent.

The Board approved the March 2, 2026, agenda, as amended, by unanimous consent.

Member Input

(YouTube video: 0:34:27)

LT: He wanted to pick up on the discussion regarding personal attacks. This has a meaning, attacks on a person, not their specific behaviors or choices. He believes the term "personal attacks" has been metastasized to any criticism of anything someone does. He is confident that the Board can do the business of the organization without being disrespectful or unkind. He does not see any conflict between respect, conflict and love and doing the business of the Fair. Using the term "personal attacks" as a weapon to stifle conversation has been used far too much by a few.

Steven: He tries to manage this. He thinks that talking about people and motives should be rephrased to talk about the actions or consequences. If it's not objectively about facts, then try to frame things in a non-inflammatory way.

Indigo: She is sitting in Cario, Egypt. She is feeling the truth of what is happening in the world. The Fair is a beacon for many in a very dark world. This word "attack" is being felt quite literally and violently around her. We are blessed and privileged to be part of an organization like the Fair

when there are people dying and parents who have lost their children. What we are doing is important and what's happening is really scary. We need to remember how privileged we are to be part of the Fair in a world that is falling apart, with governments overreaching around the world.

Heidi Doscher: She is on the Elections Committee and the Endowment Committee and she was the former Membership Secretary. She is disappointed that we have lost a third Membership Secretary. We have only had three Membership Secretaries in the history of having members. The State of Oregon told us that we had to start tracking who our members were in the 1980s. She was the first Membership Secretary and that lasted 30 years. Our next Membership Secretary was great, but he quit after two years for ethical reasons. Now, we have lost another good Membership Secretary, and the Board needs to ask themselves why they can't keep a Membership Secretary.

Lainy: The thing Steven asked Jon Steinhart not to do is the same thing that Lawrence Taylor just did. It was polarizing assumptions.

Steven: The language was distinctly different. We are talking about trying not to inflame passions and it's hard when people start jabbing each other.

Jeya Aerenon: She is on the Jill Heiman Vision Fund Committee. The process is concerning. She is glad that the motion got tabled. She has been on the Committee for about 15 years. They are a high-functioning, wonderful committee. They work respectfully, and they are transparent about their process. She heard about the motion in the FFN. She read that they get to spend money and they don't come to the Board to answer questions, such as whether there are any conflicts of interest. Nobody came to them to ask about their process or how they deal with conflicts of interest. Everything is detailed. Hilary approves the count. Most of their expenses come from operations or their own pockets, for things such as tape or boxes. Donations are money-in, money-out. There will be a letter about this in the FFN. Why didn't the Board communicate to the committees or through the liaisons before making the motion? Talk to your committees before coming up with proposals to save time and energy.

Jon Steinhart: He feels like things have been blown out of proportion. The Board has a fiduciary duty, and we are trying to patch that up. He has dialogued with Suzi and thought they had reached agreement, but then a letter came out that ignored a previous letter. Nobody said the Board wants to review every single donation. Instead, they want to manage their fiduciary duty.

Staff Report – Executive Director

(YouTube video 0:45:23)

Kirsten: **Administration:** Unfortunately, Sunny was terminated from her OCF employment last week. The good news is that Mark Malaska agreed to return as the Senior Event Manager. He and Kim will both report to Kirsten and work together and support the staff and the event. The 2026 Capital Improvement Requests have been reviewed by the Budget Committee and are to be voted on at tonight's meeting. The 2026 Coordinator Budget Sheets have been sent to all Coordinators. We are working on the 2025 Tax Filings (Financial Statements, 990 and CT-12). We filed for an extension of Time to File with the IRS for our 990 & CT-12. Both have been approved for an extension. We have until November 15, 2026, to file them. Sunshine Database opens March 1. It closes July 3 at midnight. Printing of Wristband lists will be Saturday, July 4. We are currently

updating Coordinator Credentials for 2026. Coordinators should review their Crew Leader Credentials right now. Emailing from the database is a new feature this year. Look for an FAQ coming soon. The Volunteer Team opened the volunteer application on March 2, 2026. 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.

Event Management: The 2026 Coordinator Kick-Off meeting is scheduled for Saturday, April 18, at 2 pm at the Unitarian Universalist Church; it will be in-person and on Zoom. The 2026 Spring Fling is scheduled for Saturday, May 2, at 6 pm at the WOW Hall. The Sugar Beets will play. The 2026 Culture Jam is scheduled for Tuesday, July 28, to Tuesday, August 4. The 2026 Teddy Bear Picnic is scheduled for Sunday, August 16. The 2026 Annual Membership Meeting is scheduled for Saturday, October 10, at 6:30 pm at the Unitarian Universalist Church; it will be in-person and on Zoom.

Marketing: Tickets sales opened February 6. There is no comparison data yet as we haven't opened ticket sales this early before. First comparison data will be starting April 1. Ticket sales are off to a good start. They change to full price on June 16.

2026 Guidelines: The digital version for the .net site is due in early March. The printed version will be available by Main Camp. Maps will be separate again this year and available at QM during Main Camp and the Sticker Booth during crunch week and the Fair. Craft applications are closed. Entertainment applications are closed. Food Booth applications are closed. Teen requests for Crew are open. Teen requests to be on a crew open April 1 to May 15.

2026 Contracts: For LTD, we have a potential bidder. Pronto Journeys did a site visit on Friday, February 20. They operate out of San Jose, California. LTD is out if they bid. (She has a backup plan if this happens.) Verizon and T-Mobile confirmed COW installs in 2026. AT&T no longer provides a COW. Life's Best In Tents is done and equipment has been ordered. The Credit Card terminals are ordered. ATMs are ordered. The Late Night Trips buses are ordered. The Century Link land lines are being ordered. United Site Services Equipment will all be onsite by June 15.

2026 Permits: Our SUP Permit renewal was granted. The following Lane County Camping Permits were submitted: Farside, Zenn Acres, Alice's, Marshall's, Dahinda Acres. Permits to be submitted in March include: Lane County Outdoor Assembly Permit for Farside, Lane County Right of Way, Dance Pavilion Building Permit, Chela Mela Building Permit and the ODOT Right of Way Permit will be submitted in May.

Treasurers' Report

(YouTube video: 0:50:49)

Hilary: Thanks to Staff and the Budget Committee and Budget Committee visitors. They got interesting proposals. It was quick, efficient work. She will be out of the country during next month's meeting.

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.

Budget Committee met on [2/11/2026](#). Click the date to jump to the minutes.

Budget Committee met on [2/4/2026](#). Click the date to jump to the minutes.

Budget Committee met [with Crew Coordinators 1/14/2026](#). Click the date to jump to the minutes.

Budget Committee met on [1/7/2026](#). Click the date to jump to the minutes.

Budget Committee met on [11/19/2025](#). Click the date to jump to the minutes.

Budget Committee met on [11/12/2025](#). Click the date to jump to the minutes.

Budget Committee met on [11/5/2025](#). Click the date to jump to the minutes.

Budget Committee met on [10/29/2025](#). Click the date to jump to the minutes.

Budget Committee met on [10/22/2025](#). Click the date to jump to the minutes.

Budget Committee met on [10/15/2025](#). Click the date to jump to the minutes.

Craft Committee met on [1/14/26](#). Click the date to jump to the minutes.

Path Planning Committee met on [1/18/26](#). Click the date to jump to the minutes.

Path Planning Committee met on [12/14/25](#). Click the date to jump to the minutes.

The Board approved the minutes by unanimous consent.

Old Business

Approve 2026 Capital Improvement Projects (AJ Jackson, Sandra Bauer and Jon Steinhart)

Sandra moved and Jon Steinhart seconded to approve 2026 Capital Improvement Projects.

Hilary: The Budget Committee is recommending capital projects in three categories: First, regular capital projects with a one-year window for completion (which may be renewed, if not completed). Second, long-term capital projects that are approved for completion within a five year window. These projects are large and complex and require a staff person to administer. Amounts not spent can carry forward for five years, with no further Budget Committee or Board review. And third, Green Ticket projects. These projects fulfill an aspect of the original Green Ticket program, which include sustainability, philanthropy, and educational. These are funded by a pool of money generated by setting aside \$1 from each daily admission ticket.

This year the Budget Committee started with a list of more than a million dollars' worth of requests. The largest of those were in the long-term category, so not all proposed for 2026. The list was daunting. Some of the projects were withdrawn, some changed. The Budget Committee worked with staff to research, discuss, and prioritize the projects.

Full committee members did a ranking that was based on safety, and wider organizational goals. Projects tend to fall into broad categories: infrastructure repairs, infrastructure upgrades, and event projects. We started with a cash flow analysis that set a target for \$1.5 million of reserves; this is similar to what we previously called the rainy-day fund. As we have discussed in the Financial Planning Committee, and with the Board, we hope to build that reserve up over time to about one year's worth of receipts. Covid taught us that a rainy day can come in an unanticipated form. We are not planning that there will be large-scale aid coming from the outside with all disruptive events.

The cash flow that we are presenting now shows the cash at the beginning of the year, and what restrictions are on those funds. Then it uses approved budget numbers for operations, and the recommended capital totals to show 2026 projected cash flow. The big caveat is that we know that the actual numbers will come in differently. In general, (with two exceptions in the last 34 years) we have had actual results that far exceed the net income in our budgets. Typically, we have had more income and fewer expenses than we budget. While we have experienced some soft ticket sales since Covid, we do have a history of underspending. We also have in Kirsten an ED who is very conscientious about managing the budget.

Often the Budget Committee runs across proposals that show functions that are siloed — that is sometimes we have duplicative projects or inefficiencies from lack of coordination. This year, we were particularly struck by the power proposals. We received a proposal to extend grid power deeper into the event space. Not only do we have a grid intertie connecting our small array to the grid, but our power provider also uses carbon neutral fuels. We supported the project. While there are issues related to how much power we have access to, and how we use it wisely, we think this project is timely.

We also started with two projects for solar. They were quite different. One required a costly rehab to a metal building at the Hub for mounting. The other required mounting on the banks of the Long Tom, then storing the panels for 11 months. Meanwhile, we have a significant number of booths that are using a local vendor to rent lithium batteries for their supplemental power needs (and at least one stage); this vendor has a vision of a charging station in the parking lots and a rental battery exchange program. We still have generators and battery carts being used in the event; with some of the battery carts using old deep cell batteries.

The Budget Committee felt like we have lots of balls in the air with power, but we are not juggling. We are very interested in the development of a coordinated approach to our path toward carbon neutrality. I'd like to see a plan to expand our array and extend our grid power to stages and operating areas combined with wider use of lithium batteries that are charged by solar (or by our clean grid power) and used more widely. Leaving crews to all make individual power solutions has given us very mixed results. We have pressed pause on those projects to urge a more coordinated and cost-effective approach.

We also talked about the size of the audiences we can host at various stages. We have lots of stages, and no ability to host all of our guests at a show at any given time. I think that if we want to make our entertainment accessible and impactful, we need to think about how to present our artists to more people.

Kirsten: She wanted to emphasize that some of the projects won't happen until after the event, after money comes in. We can adjust according to revenues. If we sense sluggishness, we will hold back. Greenlighting doesn't mean that they will all be funded. It's based on current year's revenue.

Jon Steinhart: He sat in at all the Budget Committee meetings, and he was impressed by how well they function.

Paxton: He is impressed with all the Budget Committee minutes being available. They helped him understand the process. This is a huge project.

The motion passed: 11-0.

(YouTube video: 1:02:30)

Appoint Felicia Kirsch to the OCF board seat vacated by George Braddock (Sandra Bauer, Anthony Jackson, Kevin Levy, Jon Steinhart, Teresa Vaughn, John Davis, Trevor Ross, John Govsky)

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.

Sandra moved and Teresa seconded to appoint Felicia Kirsch to the OCF board seat vacated by George Braddock.

Sandra: She highly recommended they appoint Felicia Kirsch to the vacated Board seat. Felicia has a lot of business experience and support from membership. She is impartial and brings a lot to the Board that they could use.

Member Input:

Heidi Doscher: The Bylaws say that the Board can appoint someone to an empty position, but she urged the Board to consider that there is no urgency to fill the position. It seems unnecessary since there are still 11 Board members. It is her opinion that it looks disrespectful to George and to Felicia. She would only have eight months on the Board and then she must run for election again. It takes time to get used to the Board.

Ryan Werthwein: He has known Felicia and her family for 18 years. She and her husband helped him get his first pass to Fair 15 years ago working Zumwalt Security. Felicia stands out as one of the strongest contributors to efficiencies and team morale. She helps the crew execute a very high level of service under demanding conditions. Her experience running a restaurant demonstrates that she knows how to manage complex situations and steward resources responsibly. She helps keep Fair communities as a value in all of her decisions. Her appointment would ensure continuity, stability and momentum.

Carolyn Gsell: She echoes what Ryan said. Also, if you bring Felicia on the Board, she would only be on until October, when she would have to run again. The membership could decide in October if they want her to continue. This isn't disrespecting anyone.

Sue Theolass: No disrespect to anybody, especially Felicia, however, this feels icky. The last two Board members who resigned occurred when the Board didn't have alternates. There wasn't even a discussion about whether someone else would be appointed. After serving on the Board for a long time, it doesn't seem to be in the best interest of the Fair.

Jonathan Pincus: Thanks to Felicia for stepping forward. His comments have nothing to do with the value of her candidacy. He wrote the Board a note earlier today. He won't repeat the points in it, but the bottom line is that if this organization is to continue as a democratically governed organization, we should only place someone on the Board in an emergency. That's what the Bylaws section is about. This should remain a membership choice.

Kristine Jensen: She spoke on behalf of Arna Shaw, a former Board member and general manager. She opposed the motion. Our Bylaws state that the Board may appoint new members when the Board drops below 12 members but only needs to do so when there are fewer than nine members. Having 11 members is acceptable according to our Bylaws. When Tom Horn resigned, she was on the Board and they decided to keep the Board at 11 members. They discussed appointing the next highest vote-getter but decided against it for two reasons. That person hadn't been elected, and they thought appointing her would go against the membership's wishes. The other reason was political. Many Board members disliked that person's views and did not want her on the Board. Many of those members are still on the Board and are advocating for this appointment. So, what has changed? This still goes against the wishes of the membership who didn't elect her. Is it the politics of this that is the change driving this motion? She hasn't heard a good argument for this other than the Board can do this, so they will. That is not a good reason. No disrespect against the candidate. She can run again in the next election.

Jeffrey Rames: Membership should always choose who sits on the Board. It's a fairness and access issue. For the Board to choose one person to sit on the Board is not fair. Everybody should have access to this vacant position, and that's what elections are for. What about the incumbency this would create? A lot of Board members just went through the elections process. He ran that election. If they seat someone, it gives an advantage to the person who gains incumbency. The precedent is incredibly important. Membership held onto this right very tightly. It's the membership's Fair, their Board, not the Board's Board. Boards over the last 30 years did not do this because they respected the membership's right to choose their own Board. This Board is disrespecting the membership here. This reeks of a power grab.

Michael Connelly: He is an Elder and he opposed the motion. There is no pressing need to fill this seat. This Board has worked well when other Board members have resigned, bringing them to as few as nine Directors. We waited until the next general election. The retreat is where the Board gets to know each other and learn legal responsibilities. Felicia would not have had the advantage of this. In Fair Family News, our well respected and highly praised Membership Secretary, Jeffrey Rames, who was responsible for Board elections, eloquently and professionally laid out rationale for rejecting this motion. He was willing to exercise his free speech without fear of retaliation or censure. Our Fair family's access to our Board will not be controlled by the Board. It should and will be controlled by the membership. Please use common sense, fair play, good conscience and reject this ill-conceived motion.

Jen-Lin: She was a former Recording Secretary in the 1990s and early 2000s and a current Elections Committee member since the mid-1990s. She looked at the Fair's history, and they have had six people resign mid-term. Not once did the Board raise the question about filling the seat. That respected the membership's right to choose. As a member of the Elections Committee, she holds the membership's trust by not voicing an opinion or endorsing a specific candidate. This is not about Felicia, and she hopes that she will run next year. That said, she didn't earn this seat in the last election. There used to be a 10-member Board and two alternates. Now there is a 12-member Board. Having one less Board member does not prohibit the work. This would not create a change in the balance of power. Please vote no. This should not set a precedent.

(YouTube Video: 1:23:36)

John Alexander: Please see his detailed input on this motion in last month's minutes. Please oppose this motion. There is a lack of precedent for this use of the Bylaws. You should first develop a supporting policy or procedure. The Bylaws Committee has already called for a formal review of this specific section, saying it is flawed. To honor OCF's representative democracy and the will of our membership, please reject this motion until a transparent policy about applying this Bylaw section is established and the Bylaws Committee completes its review of this issue. This is not about who or what, it's about process. Felicia is an excellent candidate, but he also ran for the Board seat in the last election, and he wonders if this motion would be here if he were the next highest vote earner.

Jeya Aerenon: This is about process. This is not about Felicia as a person. She liked what John Alexander and Coyote had to say.

Heather Kent: Felicia would likely be an asset to the Board. She voted for her. This is not about that. This is politics. We're not supposed to talk about that at Country Fair. We are supposed to go along with the illusion that we're above politics. We have elections, which include politics. To John Alexander's point, if the vote count had been switched, the people who want to appoint Felicia would not want to appoint John Alexander. How long are we going to indulge in the parsing of language? We spend so much time talking about talking. It appears we have lost a Membership Secretary over this. After his letter in last month's Fair Family News, he is now gone. I imagine there was a lot of conversation that the membership was not privy to.

Board Discussion:

Teresa: She supports this motion. She is trying to stay grounded in Bylaws, our judgement and our fiduciary duty. This motion is not about personalities, it's about whether we use a tool that our Bylaws explicitly allow us to use. She sits on many other Boards, and this is a common practice. She has been stunned by the reactions. This is standard nonprofit governance. We should ask ourselves whether this candidate would bring a helpful perspective to the Board. She believes she would. There are only a few meetings left before the membership votes on the seat. It enhances member choice. Leaving the seat vacant reduces capacity and perspective. Regarding precedent, alternates were people who did not win the seat. A Vice President was appointed that was not elected by the membership. There hasn't been consistency in the application of the idea of precedent. We can refer this to the Bylaws Committee, which sounds like it is planning to take it on anyway. She respects them deeply, having previously been their liaison. We cannot allow the volume or tone of opposition to determine Board decisions. Disagreement becoming pressure means that it becomes even more important that we return to principle. We follow the Bylaws, evaluate the merits, and then act in what we believe is the best interest of the organization. This organization was built on creativity and experimentation, so "this is how it's always been done" is not in that spirit. Using a tool in our Bylaws is an expression of our values. There are no power grabs or an agenda identified. Appointing one person does not create a power base. No coordinated agenda has been identified. She doesn't know what people are worried about. We are filling an empty seat with a qualified individual, so the Board can function as intended. This is a moment to lead with principle, not precedent. Apologies to Felicia for the awkwardness.

Indigo: Officer positions are Board-elect positions, not membership-elect positions. So that is an apples to oranges example. She would love for Felicia to run in the fall. She objects to the process. The Bylaws Committee is reviewing this provision. She looks forward to what they come up with. We only need three Board members to have a functioning Board. The membership did not elect the proposed individual, so this feels like overreach. Just because we can do something does not mean that we should. We will need to elect a new Membership Secretary because of this issue. There is much discussed via the BoD Gmail that never reaches the light of the membership. When she was on the Board for 10 years, they didn't have that. The Board email creates a lot of background dialogue that is not transparent. This is a problem. The Board chooses to operate like that. She wonders if someone were to vacate a seat, would John Alexander be placed into that Board seat as the next highest vote getter? If someone is voted onto the Board by the Board without the retreat orientation, they are at a disadvantage and they would have a steep learning curve. Who might run if we had a special election? Maybe Felicia would get the seat, or maybe someone else would run and get it. There have been a lot of conversations shut down. This is a highly dysfunctional Board in her opinion.

AJ: He has a lot of opinions, and he usually argues point for point, but not tonight. Someone once told him that people willing to step up in a time of need in this organization have always been celebrated. It concerns him that there is such an intensity to not do this. When he first joined the Board, the membership had voted for him and then he was voted in as Vice President. The Board decided after the election to appoint another VP because he was too inexperienced. Someone that had not just been re-elected was appointed as VP. He didn't hear any of these arguments at that point. Some of the same people against this motion were some of the ones that voted in favor of the co-VP being voted for after the election where they were not re-elected. That person was then re-elected the next year. It did create incumbency in that case but there was no argument against it. He didn't agree with that at the time. Some argued that it stabilized the Board at that time. This whole conversation is difficult because it leaves the membership listening to us and wondering where the truth lies. He firmly stands with colleagues who think this motion is good for the organization. He has never met Felicia, but he does his research. She brings more to the table than he did when he joined the Board. Let's look at the possibilities, as he goes on his third year as the President of the organization. Why are people fighting so hard against adding another person to this decision-making process?

Paxton: When we had alternates, they were full Board members and they ran through the elections process, they just couldn't vote unless somebody didn't show up. We don't have to do this, we are choosing to do this. He views this as not listening to the membership, which is the feedback that he's heard from a lot of long-term Fair family, even tonight. He thinks they are better off going through the regular process and not vote this candidate in, even though he looks forward to working with her in the future if she gets elected. The Board retreat is where we all get together after the election and learn to work together. That would be missing from this situation. It requires special legal and financial orientation, which we get at the retreat.

Sandra: She finds it very odd how much vitriol has been behind this. When people say this doesn't follow process, it's not true. This *is* the process to fill a vacant Director position. If you don't like the Bylaw, that's a different discussion. Tonight, we follow the Bylaws we have, not the Bylaws people might prefer. The next vote-getter argument is not complete. Felicia went through

the election process and got a lot of support from membership. Business acumen is really important. George had that in spades. Knowledge of budget is key. The argument that this would be disrespectful to George is out of place. He recommended Felicia. She represents a different age demographic, which we badly need. It's often hard to get younger folks on the Board, but Felicia is willing and able. All perspectives are necessary and she fills a demographic that we don't have on the Board.

(YouTube Video: 1:51:50)

Kevin: Felicia still wants this and she is the next vote-getter, which makes sense. She was next in line. We want to do what is best for the organization, and it's tough when we disagree about something we all care so strongly about. Maybe she wouldn't even run after spending time on the Board. As for orientation, there is legal orientation that we spent a day on at the Retreat as well as the connecting time. Maybe it would motivate us to mentor her and do some more in-person meetings.

LT: It's sad that we are in this position. This is about politics, like Heather said. Arna's statement was that a significant deciding factor to not fill Tom Horn's vacancy was political animosity between the obvious choice then and the Board majority at that time. He and Heather don't agree on much, but they agree with standing on principles. Any comments about the vacancy from a year ago are about the numbers and facts, not his personal relationship with the fifth-place candidate. It's slander to suggest that he would place his fiancée above his duty to the Board. This is supposedly not about factions, but talking about standard nonprofit practice is the definition of the political divide. The OCF BoD isn't a typical nonprofit Board. In the last election, a lot of comments were made to support four of the candidates. The membership had a choice last year and they chose two candidates that were endorsed by the majority of the Board right now. Two were not. The split between the fifth and sixth place was three votes, both receiving 47 percent of the vote. There probably wasn't a lot of crossover. The membership is split. The Board is skewed to one side, which is an artifact of prior elections. We should not establish a new practice at this point. We have always selected Committee Members, and the Board has never selected Board members. The conversation about Vice President being appointed (elected) at the Board retreat might have been a breach of confidentiality. We've heard from a lot of folks who have been involved with this organization for many years, and they are consistently objecting to this entire process. This isn't about Felicia at all. The mention of her business acumen being important for our Board is not relevant. There is a failure to recognize the true cost of this. The loss of our Membership Secretary does seem related to this motion. It is unfortunate that the membership is not privy to all of the discussions of the Board.

(YouTube Video 2:09:10)

John Davis moved and AJ seconded to call the question.

The motion failed: 0-11; Sandra, Paxton, AJ, John Davis, Jon Steinhart, John Govsky, Trevor, Teresa, LT, Kevin and Indigo opposed.

Trevor: He appreciates everyone's passion and the conversations that are being had. This is a hard job with a steep learning curve. An appointment at this juncture seems prudent and necessary. That past Boards have not chosen or neglected to use the appointment provisions of the

Bylaws is moot — desuetude aside. We are here today with the loss of a member who gave much to this organization. George's passing is a chasm of loss to his family, this organization, and this Board of Directors. To carry on without appointment leaves us less whole. Our Bylaws are clear, both in appointment and removal of its Directors. While there is an argument to wait until the elections to fill the gap democratically, would the same argument stand for our power of removal? Both powers reside in the hands of the elected Directors. What is being asked of us leaves only one hand, the authority to remove. Personally, I view our appointment powers as a positive to an organization built on inclusion and love.

Jon Steinhart: One of his biggest worries with the Fair is this rhetoric that division could destroy the organization. Each Board should get to make its own decisions, so he has tried to avoid motions that tell future Boards what to do. He respects history but as a unique group of people, we get to choose. There has been a lot of cherry picking of facts. Nobody has spoken against Felicia. The Board has received a lot of emails in support of her, and people have spoken in her favor tonight. The choice seems to be voting for Felicia or voting against the Bylaws. We need more people to do work on the Board! There is a lot of work, and we could use some help. The process is in line with the Bylaws. He is surprised to hear that the Bylaws Committee is reviewing this because the Board may not have assigned that to them. This would not be disrespectful to George. He supported her. Jon spoke to the new leader of the Ritz, and he thought George would have been supportive of this. Some people have missed retreats and there is a separate orientation. He isn't worried about the democracy factor either. We were elected and given authorities, including this provision of the Bylaws. He was on the Board when Tom resigned, and he doesn't remember any discussion about replacing him. If Felicia has incumbent advantage and she gets re-elected, that is great for the organization. When previous people were on previous Boards, they regularly had unannounced closed meetings, which probably did the same thing as the confidential mailing list. John Alexander isn't up here because nobody made a motion to appoint him. The Bylaw doesn't say who we must select.

Teresa moved and Sandra seconded to call the question.

The motion passed: 10-1; Paxton opposed.

The motion to appoint Felicia passed with a simple majority: 7-4; Paxton, John Govsky, LT and Indigo opposed.

POSTPONED UNTIL NEXT MONTH: All expenditures by Board-appointed Committees, Work Groups, and Task Forces must be approved by the Board of Directors (Jon Steinhart, Kevin Levy, John Davis, Sandra Bauer and George Braddock)

New Business

(YouTube video: 2:22:14)

Approve 2026 Logo Items (AJ Jackson, Sandra Bauer and Kevin Levy)

Board Work Session on Bylaws and Membership: March 9 at 7 pm via Zoom

Next Board Meeting: April 6 at 7 pm via Zoom