

**Board of Directors Bylaws and Membership Work Session
March 9, 2026, 7 pm**

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

Zoom remote online and live streamed on YouTube

YouTube recording link: https://youtu.be/FgkEjNeO_5g

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

Agenda Review

The Board approved the March 9, 2026, agenda by unanimous consent.

Jon Steinhart: The Fair has really grown, and a lot of things don’t scale well to our size. These changes follow other changes that were made about online elections. There are also some other minor things that need to be fixed. His team that does software needs to understand what the Bylaws mean in order to do the programming in the database. These changes would make their lives easier. (Editor’s note: **Wording to be changed appears in red type**; and **suggested changes are in green type**.)

(YouTube video: 0:19:36)

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.”

Member Input:

Jonathan Pincus: We still have members that are not fully in the electronic age. Revisions need to include the ability to allow members to have rightful functions in writing. Changing the wording to including the electronic options is fine, but eliminating the written option is not inclusive. Elders Committee should have a chance to review and discuss the termination proposal. Please don’t vote tonight. Three minutes is not enough time. He will be writing his comments to the Board as well.

Steven: There is no voting tonight.

Kirsten: Frank Gipson was the attorney who looked at this. He is one of several OCF attorneys.

Lisa Parker: She is the Chair of the Bylaws Committee. She cannot stay for the whole meeting, but she wanted to say that the Bylaws Committee was not included in any of this work. She was

expecting some Bylaws housekeeping once electronic voting began. However, she is concerned that the effect of most of these changes will remove the ability to vote by paper ballot via USPS. That was one reason she supported moving to electronic voting — there was a promise not to disenfranchise any members. For the purpose of the term “written,” email counts as written communication, so we don’t need to get into the weeds on that. Her overall hope is that the Board will review these recommended changes. Some are appropriate, but some are concerning. She hopes that Board assigns a review to the Bylaws Committee. In addition to the issues they pointed out to the Board in 2023 after they completed a comprehensive review, they sent a document to the Board with suggested ideas for the Bylaws Committee to look at.

Steven Berkson: Speaking as a member, not Facilitator, he does not think it’s best to reference the database. Instead, just say “registered with the OCF” and then describe a policy elsewhere to elaborate. What if the database crashes or we change systems? Bylaws should be more general, and policies can cover the rest.

LT: Agrees with Steven.

Heidi: She wanted to answer the question posed on the page: Being registered with OCF means that they have submitted membership information and have requested to be a voting member.

Aaron Kenton: It could say “Fair’s membership system” instead of database.

Ann Bennett Rogers: She agrees with Heidi. She is surprised that the Bylaws Committee was not involved in any of this discussion.

John Govsky: It’s not necessary to reference the database in the Bylaws. It could be in a policy. It’s too micro.

(YouTube Video: 0:30:25)

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 is an **other Fair camping pass**?*

Suggest removing.

Member Input:

Paxton: Other Fair Camping passes are photo IDs and some of the photo IDs do not have wristbands.

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.

How do we know?

Suggest “is recorded as having received a wristband or worker day pass in the Fair’s database system.”

Member Input:

Heidi: This has been the responsibility of the Membership Secretary, when we have one.

Steven Berkson: Speaking as a member, this could be in a policy and does not need to be in the Bylaws.

Aaron Kenton: “Fair’s recordkeeping system” would cover all eventualities.

Ann Bennett Rogers: She agrees with Steven Berkson.

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**.

The mechanics of being an elder don’t need to be here.

Suggest “listed as an elder in the Fair’s database system.”

Member Input:

LT: Lisa informed him that the attorney who looked at this when the last rewrite went in suggested to add the “in accordance with OCF Elders policy,” even though it wasn’t super clear.

(YouTube 0:33:52)

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.”

Member Input:

Heidi: Not everyone can use the Fair’s database system.

Jon Steinhart: Other than that, we should change the language to something about “each prospective member” because if you can’t be a member until you file an initial form, you can never become a member, so we need to clean this up.

Steven Berkson: Speaking as member again, he agrees with Jon and rather than fill out a form, we could say “register with the Fair, in accordance with OCF policy” and the details could be specified outside the Bylaws.

Jonathan Pincus: “Prospective member” works. If we send people emails, why wouldn’t we notify people if their membership is terminated or expiring? In the electronic age, it’s fairly easy.

For the few that can only do written communication, it's a small enough number to not be too burdensome.

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 "and to keep their contact information, including an email address up-to-date on that system."

Member Input: Aaron Kenton: Each member should be responsible for signing up and maintaining their membership. Thanks to Jon for pulling this together. The Board should be able to do this work swiftly without taking up a lot of committee time.

(YouTube Video 0:37:38)

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

Member Input:

Heidi: The attorney suggested this language the last time they did the review. It was basically adding that email can be a valid preferred contact method.

Ann Bennett Rogers: She was the liaison to the Bylaws Committee at the time this was added, and it's really important to be able to address folks in very rural areas where there may not be a street address.

Steven Berkson: Speaking as member, each member should have a responsibility in accordance with OCF policy and then address it in policy.

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 section 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.

Member Input:

Heidi: She is not sure these are necessary. They’ve never had anyone resign and then reapply.

John Govsky: Everyone doesn’t understand that email constitutes written notice. Maybe we should say that email is an option.

Paxton: He doesn’t agree with the suggestions. Keeping multiple options is ideal.

Steven Berkson: Speaking as a member, he would again say that individuals can resign in accordance with Fair policy and make policies easy to find. We need to work on how transparent our website postings are.

LT: He agrees with Steven. That concept about how Bylaws work, generalities vs. specific application, is precisely why things go through the Bylaws Committee.

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.

Member Input:

Michael “Coyote” Connelly: When elders fall into the potential for suspension, probation or termination, a tribunal of elders should make the decision on their status or future. Senior citizens are a kind of different culture. Some of our behaviors are inappropriate. We may have cognitive or social deterioration. We need to assess the individual because membership for elders at Fair is a very important identity. If we look at the definition of family, we don’t terminate members from a family because they have a disorder. Tribes don’t put their elders out on ice flows because they have become inappropriate. We need to be more compassionate in dealing with elders. Shunning and banishing them is not compassionate. There are other ways to achieve atonement and remain part of the family.

Steven Berkson: Speaking as a member, the language “contrary to OCF” is squishy. It should be about the things that get a person kicked out that are a danger or cause harm.

Jon Steinhart: Coyote may not understand that this would not change the conditions for losing membership. Even if you are an elder, your membership will go away if you haven't voted in three years. Elder status is not tied to membership. All this does is mean that we don't have to track people down to try to find them via TV and radio ads (per ORS 65) to clean up the membership list.

Paxton: You don't have to take out radio and TV ads to try to track people down.

Aaron Kenton: This has made her think about whether it's possible to have a volunteer person or staffer who puts information into the database for electronically challenged people. It is critical that our electronic system be up to date.

(YouTube Video 0:48:53)

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 is 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."

(YouTube video 0:50:55)

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.

Most of our voting is done by electronic ballot now.

*Suggest removing "**written**" or replacing with "**electronic**."*

Member Input:

Heidi: We still need the written ballot option. Written ballot does include electronic.

Jon Steinhart: He does not understand why we need paper ballots for folks that are unwilling. It creates more work for us. He understands helping people who are unable, but not unwilling.

Ann Bennett Rogers: He agrees with Heidi. There are people that are concerned about security in electronic voting. Some folks younger than 40 years old request a paper ballot.

Steven Berkson: Speaking as a member, electronic ballots qualify as written ballots.

Kevin: We should leave the written ballot option. The database could go down or we have an emergency. It doesn't hurt to have it there. The last election still had some mail-in ballots.

Jon Steinhart: His understanding was that in the last election there were 15 paper ballots sent out, at least one was to an unwilling person. Another 35 or 40 were sent out because emails bounced back.

Steven: This is not about whether there are written ballots or not. The question is whether electronic ballots qualify as written ballots.

Joe Pittaluga: He agrees with what Steven said. State law requires that paper ballots be an option.

Jonathan Pincus: He would like the Board or the Bylaws Committee to give more definition to "interest of the Fair." He has seen the Board take actions that were not in the best interest of the Fair. That is a vague term.

Paxton: He fully supports having paper ballots along with electronic. The full transition will take some time.

LT: Statutory requirement for notice in ORS 65 says that notice may be oral or written, in person, by mail, newsletter etc. and then *if not possible, it may* be done via TV or radio. Mass media is not required by statute.

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."

Member Input:

Paxton: Everything should not be on the onus of the members. We have a lot of volunteers, and we don't want to discourage them from participating.

LT: Shall be entitled to be informed and may inform themselves is a big difference. It's an entitlement vs. an option.

Jon Steinhart: We are going to electronic means because the electronic options scale a lot better now that we have 20,000 members. Even if things only take a minute, multiply that by the members and it becomes too much work to manage.

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.

Member Input:

Heidi: This language probably is needed to make the process clear. Email is included in written. We need to leave it there.

Steven Berkson: Speaking as member: the language could be modified to "by whatever means or various means provided by the Board."

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.

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.

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."

Jon Steinhart: We don't send out paper FFN anymore. Since it's only online, this language may not count anymore.

Heidi: She believes that in addition to written notice, they also send an email to those who are registered as voting members. And she believes that this is to satisfy the ORS.

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?

Member Input:

Heidi: She believes this means that there would have to be at least 200 people voting to have a quorum.

Teresa: Thanks to Jon for all of this. Reviewing Bylaws is an amazing task that she has done with other organizations. She would like this to go to the Bylaws Committee. She counts on asking them questions because they have deep knowledge.

Paxton: He would like to see something dealing with the proxy issue. It was a long and complex discussion when it originally happened. All of these discussions need to go to the Bylaws Committee. They have done this work for decades.

Jon Steinhart: There are two definitions of proxy. One is to designate someone to vote for you. In the previous work, there used to be a theory that the Membership Secretary needed to be the proxy for every voter, about which there was some disagreement. Having a proxy might be nice if he couldn't vote, but now that voting is online, he is not sure how much that matters.

Steven: Speaking as member, this should be changed to be "200 members participating in the balloting or vote." All decisions of the membership are not made at a meeting but are done by a vote that can reach out to all members.

Paxton: At the time we did it, proxy was required by state law. Things have changed since then. He likes Steven's re-wording.

(YouTube Video 1:07:42)

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?

Member Input:

Paxton: It needs discussion at the Bylaws Committee

Jon Steinhart: All members shall be entitled to vote. You don't have to be at the meeting to vote. We should remove "present."

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.

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 allowing for email requests.

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.**

Does this make sense if done by email?

Does there need to be a frequency limit to avoid swamping the staff?

Member Input:

Heidi: The last time someone requested to send written communication, it went via email.

Kirsten: It did cost a little office time but no postage.

Aaron Kenton: Based on the slide, the cost is the issue. The frequency limit is interesting.

Profanity should not be allowed, but one or two people should not be able to prevent a member from contacting other membership.

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.

Member Input:

LT: ORS 65:212, use of electronic mail. Everybody must have their email in or we can't take action, at least exclusively via electronic means.

Steven: Speaking as member, we have hybrid, not online elections. He is in favor of removing the proxy language. He is dubious that it was ever required. When he was attending the Bylaws Committee meetings on this, the attorney said the proxy language was not required. We should say that if you're not the proxy for a person, you are actually providing an alternative means for balloting. The issue should be to empower the Membership Secretary to provide an alternative means of balloting to those people who could demonstrate that they can't use the means of balloting provided by the Board. So, the Board could do online or paper ballots for who demonstrate a need.

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

Member Input:

Paxton: Having been a part of the original conversation, he would love to see it brought to the Bylaws Committee. Laws have changed.

Heidi: She would also love to see the Bylaws Committee look at this. When we started having absentee ballots, their lawyer insisted it be included to comply with ORS. It may not be necessary anymore.

LT: We should include the Elections Committee in these types of conversations that directly impact elections.

Next Board Meeting: April 6, 7 pm via Zoom