Board of Directors Meeting
June 1, 2026, 7 pm
(Subject to approval by the Board at the June-ly 2026, Board meeting)
Zoom remote online and live streamed on YouTube
YouTube recording link: https://www.youtube.com/live/r2tacoMTVkQ?si=4bcHhTRlC_EYN2G2

Board Directors present: Anthony “AJ” Jackson (President), Lawrence “LT” Taylor, Felicia Kirsch, Sandra Bauer, Paxton Hoag, Kevin Levy, Trevor Ross (Vice President), Jon Steinhart, John Govsky, John Davis and Teresa Vaughn. Absent Board Members: Zahra Indigo Ronlov. 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), Alex Zabala (Office Manager), Kim Langolf (Event Manager), Mark Malaska, (Senior Event Manager) and Steven Berkson (Facilitator).

Announcements

Sue: Shane Harvy passed away unexpectedly on May 19. On June 14, there will be a memorial at the WOW Hall at 4 pm (doors 3 pm) followed by a reception until 8 pm. Shane gave so much to the Fair. He was dedicated, kind, creative and thoughtful.

Minutes Review

LT moved and Paxton seconded to amend the minutes for his Member Input.

The minutes currently read as follows: "LT: Last month a lot was said about history and precedent about appointments to vacancies. One thing said was that vacancies have been filled several times. He only found one instance 30 years ago. A 1995 vacancy wasn't filled until after the next election later that fall. There weren't enough candidates to fill all the seats, so the Board appointed Reggie DeSoto."

The proposed amendments are <u>bold and underlined)</u>: "LT: Last month a lot was said about history and precedent about appointments to vacancies. One thing said was that vacancies have been filled several times. He only found one instance from 30 years ago. A 1995 vacancy wasn't filled until after **<u>the membership had a chance to fill it at</u>** the next election later that fall. There weren't enough candidates to fill all the seats, so the Board **<u>filled the vacancy by appointment</u>**."

AJ: Is this a clarification or removing something that was misspoken?

LT: It was a verbal slip, and he immediately corrected it at the meeting. He said “appointed” and then immediately corrected himself by saying “nominated.”

Anna: She watched the YouTube video and did the best she could to summarize what LT had said. She now agrees with the revision that LT explained.

The motion passed: 10-0-1; AJ abstained.

The Board approved the minutes of the May 4, 2026, meeting as amended by unanimous consent.

Agenda Review

The Board approved the June 1, 2026 agenda by unanimous consent.

Member Input

(*YouTube video: 0:23:38)*

Jon S.: At the last meeting there was a speech by a member asking the Board to publish every email that the Board receives. The emails the Board receives are confidential, so please don't hesitate to send them. At the moment, there are no plans to share them publicly.

Coyote Connelly: He is a Fair Elder. He requested that the Board and ED allow two Elders to return to Fair Family. They have experienced the loss of active membership. Please demonstrate kindness and compassion. Studies about forgiveness show that people who are more forgiving have fewer health problems. Failure to forgive is a major risk factor for heart disease. We can hold people accountable while forgiving them. Atonement would be possible if we forgive them, healing what is fractured.

Peggy: She has been part of Fair since 1981. She asked where Jon Silvermoon is. He was on and off the Board since the 1970s. He's the archaeologist who saved the Fair when they wanted to put a highway through the Fair land in 1986. In the early 2020s, some of the Board developed a vendetta against him. He endured gaslighting and misrepresentation. In 2023, they attempted to recall him, but he won the recall, which was never published in FFN or the minutes. In 2025, while he was battling cancer, he was kicked out of the Fair. He volunteered for the Fair for decades and they ostracized and disrespected him. Thanks to Ann Rogers, Lawrence Taylor, Sue Theolass, Lisa Parker and Paxton Hoag, who served OCF with integrity and kindness. We deserve a Fair Board that is guided by kindness and integrity. She encouraged people to research the old FB posts and the old Fair minutes. Read "Brigadoon of the Sixties," where Suzi Prozanski writes about Jon Silvermoon's efforts to stop the highway.

AJ: This is not an opportunity for folks to do what we've been asking the Board not to do. He was a victim of Jon Silvermoon. Jon Silvermoon assaulted him in his acting position as President. As the victim, AJ went through a two-year process with Mr. Silvermoon, and he refused to acknowledge his aggression towards AJ. Many people witnessed it, including the Board members who were mentioned earlier.

Steven: We don't talk about personnel matters. People should be able to bring grievances, and we try not to over-censor, but it was hard to find the line with Peggy's comments.

Ann Bennett Roger: Elders had a meeting and asked when the Board might have hybrid meetings. In 2022, a motion was passed about hybrid meetings. Research was conducted, which is in the February 2023 FFN and possibly March too. Standford Graduate School of Business points out that Zoom meetings are not a replacement for face-to-face meetings, especially for creative meetings. We bill ourselves as creative because we do think outside the box. She hopes we can begin developing a hybrid meeting system for the Board.

Lisa Cooley: The subject of the comments that were just made seemed extremely inappropriate.

LT: Regarding the request to make emails public at the last meeting and then tonight's comment about emails remaining confidential, not everyone wants their emails to be kept confidential. Members could specify their preference for confidentiality in their emails.

Jon Steinhart: The entire Stanford paper doesn't really support hybrid meetings as strongly as suggested just from the Abstract. Fair Board meetings are not as creative as they used to be. They are business meetings now. We vote on motions that have already been developed. The paper makes clear that there is no difference between virtual and face-to-face meetings in that case. Board letters and minutes are not newsletters, that's what FFN is for.

Staff Report – Executive Director

(YouTube video 0:38:24)

Kirsten: **Administration**: Staff event cycle schedule: Monday, May 18, to Sunday, July 5 — Alex Zabala will be in the Eugene office on Mondays & Tuesdays, on-site Friday to Sunday (off Wednesday & Thursday). Kirsten, Vanessa and Melissa will be in the Eugene office Wednesdays & Thursdays, on-site Fridays to Sundays (off Monday & Tuesday). Mark and Kim are on-site Wednesdays to Sundays (off Mondays & Tuesdays). Alexis & Jeff are on-site Fridays to Tuesdays (off Wednesdays and Thursdays). Durwin and Korey are on-site Thursdays to Monday (off Tuesdays and Wednesdays).

Monday, July 6 to Sunday, July 12 all staff are on-site all the time. Monday, July 13 to Sunday, July 19 — Alex returns to Monday to Friday. Vanessa and Melissa return to Eugene office on Tuesday for Monday to Friday schedule. Mark, Kim, Alexis and Kirsten on-site for Decon through July 19.

Monday, July 20 — Eugene office staff return to Monday to Friday.

Election Update: We do not have a Membership Secretary yet, but there is an interested candidate. The Board will meet with them soon. The deadline to submit advisory petitions for the October ballot will be July 31 at 8 pm. Deadline to submit Candidate Statements for publication in the voter pamphlet and voter info section in the Fair Family News is August 16 at 8 pm. The last day to sign up as a voting member to vote in the 2026 election will be September 10 at 8 pm. Ballots will be mailed mid-September. The Get Out the Vote Candidates Forum will be September 27 at 4 pm. Send your questions for Candidates to gotv@oregoncountryfair.org by 10 am on Friday, September 25.

If you haven't received your ballot by October 1 at 8 pm, we may not have your correct address, or you may not be on the voting membership list. Contact elections@oregoncountryfair.org as soon as possible to check on your ballot.

The Annual Membership Meeting will be on October 10 at 6:30 pm. The agenda will include the State of the Peach, the Treasurers' report and Board candidate statements. The meeting will be held in person at the Unitarian Universalist Church in Eugene. There will be a YouTube livestream to view the meeting. The Elections Committee will be at the Eugene office from 4 pm to 5:30 pm. Please come to the Eugene office if you need help with a replacement ballot. You can drop off your ballot at the meeting.

BALLOTS ARE DUE BY 8 PM at the Fair office on October 17. Ballots received after this time will not be counted. Eugene office address is 442 Lawrence St., Eugene, OR 97401. Ballots will be counted on October 18, with results posted upon completion. You can now sign up to be a member via Sunshine if you meet the requirements. To sign up, click the Membership button at the top of the screen. If you have more than one credential/identity in the system, please change to your personal identity to initiate membership.

Crew Database: The Volunteer Crew has now closed applications, If you need volunteers on your crew, contact volunteering@oregoncountryfair.org. Sunshine Database closes July 3 at midnight. After that date, we do everything via the Sticker Booth or Inventory Yurt. Wristband books will be printed on Sunday, July 5, at the Eugene office. You can log in through the .net site: https://sunshine.oregoncountryfair.net/login.html. There are training instructions on the .net site: https://oregoncountryfair.net/sunshine-database-training-videos/. Please email sunshinehelpdesk@oregoncountryfair.org if you discover a bug or something isn't working correctly. Contact Booth Reg or your Coordinator if you forgot your username. Coordinators and Booth Reps need to turn on the payment option, located under settings at the top of the screen, when they are ready for their crew or booth mates to pay for inventory assigned to them. You can now email your crew or booth members through Sunshine. Instructions are on the .net site.

Event Management: The 2026 Culture Jam is scheduled for Tuesday, July 28, to Tuesday August 4. The application closed on June 1. We received more than 60 applicants. 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.

Site Management: Main Camp opened Saturday, June 6. The site is closed except for pre-Fair working crews. Non-pre-Fair working crews can schedule up to two work parties during pre-Fair that are eligible for meals at the Kitchen. Please register your work party here: https://docs.google.com/forms/d/e/1FAIpQLSffPl936e0ViQeiQpwh2gYDcGxht4OD8hhxjBA51irExg4ACA/viewform. Gates are open 9 am to 9 pm. The new Kitchen roof looks amazing. Thank you to David Partlow and David Tipton of Construction and all the volunteers that worked on this project. Your efforts will benefit the Kitchen and all the volunteers they feed for many years.

The Board approved a Water System Capital Improvement project in March. It will improve our water delivery system in 2027. Water Crew is creating a head-end tank farm that will prevent our trucked-in water from having to go through our neighbor's land and, in the off season, provide water reserves for fire suppression. Part of the project requires some trees to be cut along Aero Road. We will mill the trees, and they will be used in the venue and benefit the Fair for years to come. We will begin planting trees this spring, summer and fall to mitigate for the trees we need to remove. To ensure that Aero Road remains a visually inspiring section of our property, we will pursue options to create visual barriers. Options could include a fence featuring fun art, new plantings, or other efforts to beautify the area. The new head-end will be plumbed to the current reservoir. Once this is complete, the project will move to replacing pipes in the Eight, in segments over the next five years. We will also be installing fiber optic cables with the water lines to improve internet connectivity for the Fair, which is critical safety and communications infrastructure for operations. We expect to start the project in August 2026.

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

Marketing: Afton Ticket sales update: A total of 11,106 tickets have been sold already! That equates to 1,856 three-day tickets, 2,221 Friday tickets, 2,481 Saturday tickets and 836 Sunday tickets. OCF All-Star Celebration of Bob Weir is playing on Sunday. We are only off-pace by 5 percent, but the big push is coming up. Tickets change to full price tickets on June 16. Tickets may be purchased at the Eugene office. Tickets will be sold on Mondays and Tuesdays only of each week, from noon to 4 pm. The last day to purchase tickets through the Eugene office will be Tuesday, June 23.

2026 Contracts: The LTD contract is finally signed — thanks to Floyd Prozanski for helping get it over the finish line! Verizon has not committed a COW yet. T-Mobile has already. She is confident that they will eventually get one from Verizon.

2026 Permits: Lane County Outdoor Assembly Permit for Far Side is approved. The Lane County Right of Way permit is the only thing pending. It gets renewed for five years.

Treasurer's Report

(YouTube video: 0:46:45)

Hilary: We are going to spend a lot of crew money in the next six weeks (hundreds of thousands of dollars). The Coordinators, especially the new ones, may not know how to spend their funds. The mechanics of spending can be explained by Kirsten, Melissa and Hilary as backup. Many coordinators use reimbursement. There is a form online to submit. Maybe your crew doesn't want to put money out, so ask about a charge account or use a Fair card for large purchases. Maybe QM could provide a runner. We have moved up the reimbursement date to August 31. She wanted to put a plug for trying to find a Membership Secretary. This is a critical time to have a good Membership Secretary with hybrid elections being new. We need that focus, skills and the voice of a Membership Secretary. She hopes we get one and she is happy that there is a candidate.

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.

Elders Committee met March 26, 2026, and the minutes are here: https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/05/Elders_Comm_Mtg_3.26.26.pdf

Path Planning Committee met March 15, 2026, and them minutes are here: https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/04/Path-Planning-Minutes-3-15-26.pdf

Path Planning Committee met April 19, 2026, and the minutes are here: https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/05/Path-Planning-Minutes-4-19-26.pdf

The Board approved the minutes by unanimous consent.

Old Business

(YouTube video: 0:49:38)

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

Teresa moved and Trevor seconded to approve the Grant Ratification and Conflict Disclosure Process.

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.**

Teresa: They spent a few months and a lot of time with committees to get here. The process was to design two core Board responsibilities that can make sure conflicts of interest determinations related to grant making are clear and they can create a system for ratifying funding recommendations developed by the committees. Applicants need to feel free to apply for funds without feeling like their application would be publicly discussed. A clear pathway for communication is set between committees and the Board before ratification. They wanted to distinguish conflict-of-interest considerations from questions of mission alignment. They wanted to provide advanced conflict review while protecting confidentiality. We want to preserve the authority of the committees that have been operating well for 30 years. This proposal includes a consent calendar (next motion). Committees have altered their schedules to work around this motion's extra process. Committees will review applications and make funding recommendations according to established processes. They defined what a conflict of interest is and established the ratification process. The motion also establishes that the Board will not publicly re-evaluate the merits of the funding recommendations.

Paxton: This is too verbose and seems somewhat unnecessary. He is inclined to trust the committees, but he will probably vote yes.

Jon S.: He would like this to be postponed for more work. This wouldn't take effect until 2027. We have time to rework it. The intent is good, but the wording does not accomplish our goals. It says that committees must follow OCF conflict-of-interest standards, but we don't have those. We are trying to establish them for committees. There are timing issues. Disclosure forms need to be reviewed by the Board before discussions happen. The Board needs time to review the disclosures before the deliberations happen; it's not enough for the form to be turned in. This motion cannot supersede the Bylaws, which say the Board can do whatever it wants with committees. We should not process conflicts of interest in secret. George always used to publicly declare his conflict of interest. Why should we have different standards about who needs to publicly or privately disclose? There is a lot of desire to make things more transparent, not less.

Teresa: This should not be postponed. The committees have pre-work that is timely. The motion is verbose but the committees really felt like this language was needed.

LT: The authority of the Board in the Bylaws, specifically VII, section 5, allows the Board to delegate authority to committees.

Sandra: The Bylaws expressly allows the Board to ask committees to do any work that they deem necessary. They did a lot of talking to the philanthropic committees. They had to work backwards from due dates. They must send out RFPs. June-ly would be last time we could pass this and still meet deadlines.

Trevor: We listened to the committees and created something from the ground up. We need to respect their timely needs. We gained their trust by listening to them after they were initially offended.

AJ: He agreed with Trevor. Also, we respected their processes, and the committees came to understand the Board's needs, so respect was garnered in all directions. Compromise was made.

Kevin: He appreciated the process and how the language was chosen. Let's get started and see how it goes. We can tweak later, if needed. It's nice to work with committees and maybe get it right the first time.

John Davis: This is an important conversation and he supports this motion. Hard work was accomplished and he appreciates all the work that has been done.

Jon Steinhart: He sent feedback on this before it became New Business that wasn't dealt with. He would like more time to work on the language, but he can also approve it now. He really wanted the conflict-of-interest piece done. The Bylaws give us the power to delegate, but this motion suppresses the Board's ability to openly discuss items, so he doesn't think it would be enforceable.

Teresa: She wanted to acknowledge Indigo's hard work on this too. Teresa drove all the way to Eugene for a great in-person meeting with Coordinators of these two committees, which Sandra also attended. The in-person meeting set-up mattered in this case.

LT: Listening and being face-to-face to get stakeholder buy-in is what Fair process is all about. When we apply it, we get good results and happy people. That is the role of Fair leadership.

Paxton: The Board needs verbose language in reality, even if the committee might not necessarily need it. When you get into the weeds, you also get seeds and unintended consequences. He prefers simpler, but he will vote for this to help the process now.

John Govsky: Let's pass this and we can make a motion to amend it soon if needed.

Sandra: Regarding Jon S.'s comment about not being able to change in an open meeting means the Board doesn't get input. The Bylaws don't say decisions need to be made at an open Board meeting. The Board has plenty of opportunities to give guidance to committees; it's baked in.

The motion passed: 10-0-1; Jon S. abstained.

(YouTube video: 1:14:21)

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).

Teresa moved and AJ seconded to adopt the following Special Rule of Order establishing the use of a Consent Calendar.

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.

Teresa: Steven Berkson offered amended language. This would offer routine and non-controversial actions to be approved efficiently without discussion. We already basically do this with committee reports. Things on the consent agenda would be items such as agenda review, work group reports, minutes approval, administrative matters and committee appointments. The consent calendar would be presented to the Board and any Board member could remove an item from the consent calendar to be considered separately. If there are no objections, the entire consent agenda would be approved in a single vote.

Teresa moved and Jon S. seconded to replace original motion with Steven .B's proposed language:

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- 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

The Member Input portion of the meeting shall always come before the Consent Calendar. The facilitator shall ask if there are any objections to any items included on the consent calendar. Any Board member may, at that time, object to any item on the consent calendar. Any items to which a Board member objects shall be removed from the consent calendar and placed in an appropriate place on the agenda for separate consideration. Individual committee and workgroup reports may be removed from the consent calendar without removing all other such reports. Once all objections have been heard, the remaining items are automatically adopted by unanimous consent.

Member Input:

Ann Bennett Rogers: Will this disenfranchise members by doing away with member input?

Jon Pincus: He shares Ann's concern and wonders what would happen if a member objects to something on the consent agenda. Misuse is entirely possible, even though he doesn't think that is the intent.

Lisa Cooley: She prefers the original motion over the revised.

Steven: He spoke as a member, not facilitator. A lot of the items listed do not get member input, but the concern about disenfranchisement is valid. The member comments will go before the consent calendar to give opportunities for members to object to something being on the consent calendar.

Board discussion:

Teresa: There is history for this on the Board. A consent calendar was passed in 2010, per Indigo.

Trevor: This encourages members to look at the agenda and reach out if they want to take something off the consent agenda. This is a good policy and very efficient. This mirrors county commissioners.

Motion to amend passed by unanimous consent.

AJ: Do we know how much time we will save or other significant impact by doing this?

John Govsky: He is familiar with consent agendas and they do make things a little more efficient. Would there be opportunity during member input for a member to request a Board member pull something off the consent agenda?

Steven: It increases efficiency significantly because it combines a lot of things that are consented to eventually. His revision streamlined the process. Member comments would just need to be before the consent agenda section.

Paxton: He believes this disenfranchises membership. He would rather have more voices and discussions than less. It is efficient for the Board, yes, but that's a mistake. We need to work on communicating with the membership more than we're doing. Right now, we are making executive decisions that are not always popular with the membership. He was involved in the original consent calendar, and he didn't think it worked very well. We need to interact with membership more and this limits that.

Teresa: This came from membership. Committees suggested that their items be on a consent calendar. She appreciates the idea of not disenfranchising people, so let's move member comments before the consent agenda to give members power. It only takes one Board member to pull something off the consent calendar.

Trevor: This balances input and the ability to do basic work. All it takes is one to remove it. Real issues will be debated. It's a way to do routine business and leave time to work on the harder issues.

John Govsky: He agrees with Paxton that we need to interact more with members, but that's precisely how we figure out how to be more efficient in some ways so we can be more intentional with other issues and not get bogged down with the process stuff such as amendments to amendments and Robert's rules of order.

Sandra: The philanthropic committees want their items on a consent agenda because there are concerns about openly discussing grants. The work is mostly done pre-meeting. It's more professional that way. When having people come and ask for grants, there are reasons to be protective about applicants.

Jon Steninhart: This lets us get administrative stuff out of the way easily, like John G. said. Regarding what Paxton said, he talks to a lot of members because of his other volunteer work for Fair. He talked to about a dozen on that day and one said they would pay attention to the Board meeting that night. We have an issue getting people involved, and not how we conduct our meetings. Thanks Teresa, Sandra and Indigo and those that put a lot of work into this. This leaves us more time to discuss important issues.

Kevin: If it's saving time on the front end, it creates more time for engagement. We should try it and if it doesn't work, we could change it.

Teresa moved and Jon S. seconded to add to No. 4 that The Member Input portion of the meeting shall always come before the Consent Calendar.

AJ: That alleviates his concern.

The amendment passed by unanimous consent.

LT: He shares Paxton's concern about the members. The democratic system is self-correcting even if there is (unlikely) malfeasance. Consent agenda items are not always non-controversial.

Motion passed: 10-1; Paxton opposed.

(YouTube video 1:43:33)

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)

Paxton moved and Sandra seconded to appoint Bethany Fandino, Anne Olivia Eldred, Warren Brown, and Miranda Marris to the Elections Committee.

Kirsten: Prior to the departure of the Membership Secretary, these candidates were approved by the Elections Committee. She has met with them, and they still want to be appointed.

John G.: Thanks to people willing to serve the Fair. That is where the real work happens.

Paxton: He is glad to see people wanting to be involved in committee work. Elections Committee can be a lot of work.

Jon S.: He agrees with John G. that volunteering is a great way to learn how the sausage is made.

LT: He approves of the three members that were endorsed by the Elections Committee. One candidate is not a member of the Fair and while not opposed, was neither fully endorsed, if he is reading the letter correctly. The Bylaws don't require membership for committee participation, but they should.

LT moved and Teresa seconded to separate out Miranda Marris.

Member Input:

Lisa Cooley: She knows a couple of the people. Just because you're not a member doesn't mean you haven't been involved. She has had folks on her crew for 20 years that aren't members, so she approves of them all.

AJ: What is this person's connection to the Fair? Are they an active part of the community?

Kirsten: Miranda was in the committee's letter of recommendation, which told the Board that it was up to them.

Sandra: She read the letter of interest from Miranda out loud. Miranda lives in Portland and recently moved from New England. 2025 was her first year at Fair and she said it was transformative. She hasn't volunteered for Fair before, but she wanted to get involved and saw the call for committee members. She has many years of administrative experience.

Kevin: Let's let interested people volunteer. The more, the merrier.

LT: What are the fundamental, minimal qualifications for joining a committee? We have a clear endorsement from Elections Committee for three members, so we need to separate.

Paxton: He supports separation.

Jon S.: He gave Miranda points for seeing that there was a call-out for committee members. We need more people paying attention, like she is. He doesn't support separating her out because it doesn't seem like it will change the vote. Our last Membership Secretary didn't have a lot of Fair experience before taking on an Officer position with a lot of responsibility. It worked out fine. He is glad somebody is paying attention and willing to volunteer.

John Davis: He is always encouraging people to get involved. People think the "inclusive" event is very exclusive. The more the merrier. If it doesn't work out, there are ways to make changes.

Sandra: She didn't want to separate her. Nothing says she must be a member. She reads the letter from the Elections Committee differently. She thought they were recommending her, but just adding the caveat that the Board needed to decide whether her limited experience with Fair was a barrier.

AJ: He didn't want to separate her out. We don't want to disenfranchise volunteers, per the earlier discussion. We want to welcome volunteers with open arms.

John Govsky: We should look back on this discussion when we discuss term appointments for committee members because we are voting on a lifetime committee appointment for someone we don't know much about. That said, he wants to make it easy to volunteer, so he won't support separating her out.

Motion to separate out Miranda failed: 3-8; Jon S., Trevor, Sandra, John D., Felicia, Kevin, John G. and AJ opposed.

Jon S.: He would be happy to amend this to three-year appointments.

Paxton: He also thinks it would be wise to have committee members be members of the Fair.

LT: He looks forward to changing the Bylaws and he would like to consider each committee appointment separately.

Motion passed 11-0.

(YouTube video 2:04:27)

Revise the September 28, 2025, Amended and Restated Bylaws as follows (Jon Steinhart, Sandra Bauer, Felicia Kirsch, Kevin Levy, John Davis & AJ Jackson)

Jon S. moved and AJ seconded to revise the September 28, 2025, Amended and Restated Bylaws as follows:

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~~

~~i. vote in at least one membership meeting or action by written ballot every three years; or~~

i. comply with these Bylaws or other rules, resolutions, and policies of the OCF; or

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.

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 s~~ent 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. 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.~~

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: T**he Board shall consist of no less than nine and no more than 12 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 appoint 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 30 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 or 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; t~~o 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-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

Jon S.: These are mostly technical fixes to make it easier for the Fair to deal with membership and voting in the electronic age. He doesn't see a lot of substantive policy differences. The biggest change is being able to remove members from voting rolls if they haven't voted or attended Fair in years, even if we don't have good contact information for them. If you need to change your address, per the current Bylaws, you send mail to the Membership Secretary. With the new language, this option is not precluded, but it adds that members can update their addresses online themselves. One item changes our notice provision, saying notice will be given by posting things on the Fair website. That is basically what we do now. ORS 65 has language about notifying people by putting it in a publication that we send to members. We haven't done that in years. The most we get now is an email about the FFN being posted online. There is nothing saying we cannot send members mail or that we won't try to contact them, but it tightens up our legal obligation. It also removes proxy language that is no longer necessary. It primarily allows us to conduct most of our membership and elections business online. He is planning to propose an amendment at the next meeting. A member found a minor mistake in the Bylaws that he will propose fixing.

Hilary: She is glad we're going to electronic voting, but she is concerned about the timing of implementation disenfranchising people who don't vote or with whom we cannot communicate. In Chela Mela she handles Sunshine data for 160 people and there can be a loop with bad emails being sent from the database. Jeffrey Rames and Jon S.'s crew did a lot of work to clean up the membership roll, but data entry can cause errors. We need to make sure we have good emails before we say that they can be dropped. They might not even realize their email is bad.

Member Input:

Ann Bennett Rogers: She is concerned that things can be posted on the .net site seven days in advance. There is no internet at Fair, so how can one check? Thanks for all the work you're doing, especially with the Bylaws.

Lisa Cooley: Hilary asked the question she wanted to ask. How can we get correct emails unless it's from Sunshine to their phone?

Sue Theolass: She is concerned about communicating about what's happening by making the membership going to the .net page. She knows many people who lack stable internet, computers and cell phones. It seems like it disenfranchises.

Lisa Parker: She thinks it's a good idea to clean up the Bylaws to be in step with hybrid elections. She doesn't think we need to be in a big hurry to change the Bylaws. She supports getting rid of the proxy language. Changing the notice requirement is more than housekeeping. It's a major policy change that interests membership and requires more discussion.

Steven: We need to be more inclusive by push rather than pull. Communication has to be reasonable. All crew members must use email and log onto the website. If things aren't necessary, people don't do it. We need to make the system work.

LT: This is a revision, not amendment. He supports all except the notice requirement for reasons Hilary and Lisa stated. Our Fair attorney used to be a Fair member. We should have a transition period, perhaps.

Jon S.: We have vetted the emails in the system. Hilary is discussing someone that is not using an email anymore, but the address is still valid. If emails bounce, there will be a red triangle next to the address indicating that it's bad. The Bylaws currently say that it's the individual's responsibility to update contact information. It's not our responsibility to contact people who cannot be reached. We have built more tools to contact people than we had before. You cannot do everything for everybody. We can think about it at the next meeting.

Jon S. moved and LT seconded to postpone the motion to the June-ly meeting.
Motion passed 11-0.

New Business

(YouTube video: 2:21:43)

Beginning with the 2026 Fair, the membership eligibility language in the Bylaws V.2.a will be defined as having a wristband or worker day pass associated with the individual by the end of July following the Fair in the Fair's database. Otherwise, the Fair year will not count toward an individual's membership eligibility, membership maintenance, Elders eligibility, or any other service-related benefit. (Sandra Bauer, John Davis, Trevor Ross, Jon Steinhart, AJ Jackson, Zahra Indigo Ronlov, Felicia Kirsch and Kevin Levy)

Next Board Meeting: Sunday, June 28, 4 pm via Zoom