

Board of Directors Meeting

June 28, 2026, 7 pm

(Subject to approval by the Board at the August, 2026, Board meeting)

Zoom remote online and live streamed on YouTube

YouTube recording link: <https://www.youtube.com/live/RbAloMTmgto?si=URO5SH5DyGb0Mift>

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 Davis and Teresa Vaughn. Absent Board Members: John Govsky and Zahra Indigo Ronlov. Other Board Officers present: Hilary Anthony (Treasurer), Anna DiBenedetto (Recording Secretary) and RedLeaf Westwood (new Membership Secretary). Staff present: Kirsten Bolton (Executive Director), Vanessa Roy (Marketing Manager), and Steven Berkson (Facilitator).

Board Statement read by Teresa Vaughn: The Board recognizes that silence in the face of harmful language can itself cause harm. We should not allow the use of racial slurs to pass without comment or accountability. The use of the N-word or other racial slurs has no place in our organization or our community discourse. Words carry history and power. Regardless of the speaker’s intent or identity, language that has been used to demean, dehumanize, or intimidate others can cause real harm and undermines the respectful and inclusive community we seek to build. We believe it is possible and necessary to have honest conversations about race, equity, and justice without resorting to language that wounds or alienates others. We reaffirm our commitment to treating every person with dignity and respect and to addressing these issues openly, consistently, and with integrity.

Member Input

Coyote Connelly: Regarding the Board statement that was just read, a public listening session and open Board work session would have been a preferred process before finalizing such an important statement. More perspectives are needed to make the statement more inclusive. Process over outcome is generally best. Fair family favors consensus-based decision making on high stakes issues. It’s about reaching decisions that everyone can agree on.

Agenda Review

Sandra moved to remove the Agenda from the consent calendar.

Sandra moved and Jon S. seconded to move the appointment of RedLeaf Westwood as the Membership Secretary from New Business to Old Business.

The Board approved the June 28, 2026, agenda as amended by unanimous consent.

Consent Calendar

1. Approval of the minutes of the June 1, 2026, meeting.

2. Committee and Working Group Reports:

Elders Committee met April 23, 2026, and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/05/ELDERS-COMM-MIN-04-23-26.pdf>

Elders Committee held a retreat on May 9, 2026, and the minutes are here: https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/05/Elders_Spring-Retreat_Mtg_050926.pdf

Please submit all committees meeting minutes in writing by Tuesday the week before the Board meeting. Please only submit approved minutes. Email them to vanessa@oregoncountryfair.org to be posted on the .net site and included in the Board packet.

Staff Report – Executive Director

(YouTube video 0:08:53)

Kirsten: We are 12 days from opening day of OCF 2026. The excitement is building. Everyone is working hard to make this another spectacular Fair. I want to give heartfelt thank yous to all our volunteers, artists, entertainers and restaurateurs for their dedication and contributions. It takes all of us to make the magic happen every year.

Administration: The weather forecast for this year's Fair is looking amazing, mid-70s to lower 80s. The Sunshine Database closes July 3 at midnight. Wristband books will be printed on Sunday, July 5, at the Eugene office.

Election Update: The deadline to submit advisory petitions to be placed on the October ballot will be July 31 at 8 pm. The deadline to submit Candidate Statements for publication in the voter pamphlet and voter info section in the Fair Family News will be August 16 at 8 pm. [OCF Board Candidate Eligibility & Application Info](#). The last day to sign up as a voting member to vote in the 2026 election will be September 10 at 8 pm. [Voting Member Eligibility and Responsibilities](#) Ballots will be mailed in 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 member list. Contact elections@oregoncountryfair.org as soon as possible to check on your ballot.

The Annual Membership Meeting will be held October 10 at 6:30 pm. The agenda will include the State of the Peach, the Treasurer's 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** on October 17 by 8 pm at the Fair office. Ballots received after this time will not be counted. The 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 Database, 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.

Event Management: Ticket sales are going well. They are at about 50 percent sell-out for all three days, which is on par with this time last year. Tickets changed to full price of \$60 on June 16 but three-day passes are still \$150. Tickets are no longer available for purchase through the Eugene office.

Transportation: Please carpool or take the bus, if you can. LTD has service to and from the Fair Friday, July 10, through Sunday, July 12. The first bus leaves at 10 am. It runs every 15 minutes from Valley River and the Downtown station. The last bus back to Eugene is at 7:30 pm each day. The worker shuttle, provided by First Student, departs only from Valley River Center. It runs Friday, July 10 through Sunday, July 12. The first bus is at 6:15 am and the last bus is at 12 pm. It runs every 30 minutes.

Site Management: Reminder that if you pack it in, then pack it out.

EAB Update: The Sapling Stewardship Program flagged saplings across the site. Please do not place tents or other items on top of flagged saplings. These are our future shade and need to be protected. If you want to flag saplings in your campground, please go to Quartermaster for flagging. There is a book at Quartermaster if you would like help identifying and flagging trees in your campground. Reminder: If you are traveling from the greater Portland area, please wash your car before coming onto site. Ash Borer Beetles travel on vehicles and in camping gear. Do not bring firewood to the site. If you need some, contact the Management team.

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 put to use in the venue to 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 with 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 the internet connectivity for the Fair, which is critical safety and communications infrastructure for operations. We expect to start the project in August.

Verizon will not be installing a COW. They assert their system has been improved and will be able to meet the minimum requirement to connect to 911. If you experience loss of coverage, please call Verizon and the FCC to complain. T-Mobile is installing a COW. It is likely they won't bring one next year as they were approved to build a cell tower in Elmira. Hopefully the major carriers, AT&T and Verizon, will co-locate at this new tower and coverage will improve for everyone during the Fair.

2026 Permits: All permits are approved and ready to go.

Treasurer's Report

(YouTube video: 0:16:45)

Hilary: This is the time of the year when big money comes in and goes out. Coordinators need to get crew reimbursements turned in by August 31, which is a month earlier than usual. Thanks in particular to the income-collecting crews, including Registration, Inventory, Commemorative Sales, Ice, Admissions, Parking, General Store and IT team. She has talked to at least two coordinators who are treating the new database like the old one and bringing checks and cash to the Inventory Yurt instead of training crews how to use the database. Turning off payments when Yurt appointments are made is not wise. It will create more work upstream (such as at wristband registration), so please get your crew trained on Sunshine so payments can be submitted there. This will also help with data collection. It is hard and there is a lot of work still to come on verifying emails and such, but it's important that we start using Sunshine, even though it will require extra training.

Old Business

(YouTube video: 0:20:00)

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 Sandra 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~~ 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.~~

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:** The 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 appointed to fill the second such position, and so on. Tie votes shall be resolved by drawing straws.

d. Incumbent Directors whose positions are not scheduled to be filled at an election may run for election to the Board at such election provided that upon submission of a candidate statement, acceptance of a nomination, or public announcement of candidacy, whichever occurs first, the incumbent candidate shall be deemed to have irrevocably resigned their incumbent Director position. The resignation shall be effective at the commencement of the first Board meeting following the annual membership meeting.

e. **Term:** Each Director shall serve for three years or until their resignation or removal, whichever occurs first. These three-year terms shall be staggered, with one third of total seats to be filled by a vote of the membership each year. The term of office of newly elected Directors shall be effective when the election is certified by the Membership Secretary and the Treasurer(s).

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 3 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; ~~to act as a proxy for members electing to appoint a proxy in accordance with Article VI, Section 7;~~ to certify the results of the Annual Election and any other action by ~~written~~ ballot, and to be a member of the Elections Committee.

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

5. **President.** The President shall be the principal executive officer of the OCF, subject to the control of the Board. The President shall, when present, preside at meetings of the members, or make provision for a facilitator to preside at said meetings. The President may sign, with a Secretary or Treasurer or any other person so authorized by the Board, certificates for memberships, deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed; and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board. The President shall be a duly elected Director.

6. **Vice President.** In the event of the death, resignation, or removal of the President, the Vice President shall become President for the unexpired portion of the President's term. The Vice President shall also have all the authority and powers of the president during any period of

timetime 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

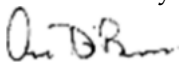
c. A person who is related to the Director or Officer, or a business associate of the Director or Officer, is a party to the transaction.

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.: The gist of the changes is to make it easier to do membership stuff online. Last year it was a heavy lift, and these changes will make it easier this year.

Member Input:

Lisa Parker: She has no objection to most of the proposed changes, but there is one she requested the Board remove from the motion and take up later. It's an item of big consequence to the members. Not enough discussions have been had about impacts and unintended consequences. This is the section on voting. Under Rights of Membership: under Notice, it currently says "Written notice of membership meetings and Annual Elections or other actions by written ballot shall be posted on the OCF's web site and 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." The amended version would simply say that "Notice of membership meetings and Annual Elections or other actions by ballot shall be posted on the OCF'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." This basically means that an action by ballot could be scheduled with only seven days' notice to the membership and that notice would be an announcement on the .net site. She is concerned and wants the Board to consider amending this motion to remove that.

Jon Pincus: Voting on Bylaws or actions that concern membership should not be decided on while a large portion of the membership is busy prepping for the Fair, which is less than two weeks away. He agrees with what Lisa Parker said. Jon P.'s connectivity was not good, so we could not hear the rest of his comments.

(YouTube video 0:28:00)

Board Discussion:

Felicia Kirsch: The members might be concerned about something like this happening that they can't be a part of.

Jon S. moved and Sandra seconded to correct Article VII, Section 3 (Removal of Directors) where it references Article VI, Section 2. It should say Article VI, Section 3.

The motion was approved by unanimous consent.

Sandra moved and LT seconded to add email notice to the Notice section of the Bylaws. This was the section that Lisa P was talking about. Notice shall also be sent to each member using their email address in the OCF's Membership Database.

Felicia Kirsch: The amendment is good and she will vote for it, but she feels uncomfortable about the membership feeling left out.

Paxton: He will vote against it because discussion with membership should continue.

LT: He agrees with Paxton. Sandra's amendment is an improvement, but we still need to send paper notices via USPS for those without email. Members who are trying to make comments are

hampered by bad service, shown by members who tried to offer comments today. Article VI, Section 4 is not necessary to the conduct of the upcoming election. The ideal course of action would be to postpone the entire discussion. This is about more than the feelings of the membership and their ability to participate, it also has to do with their right to participate in these important discussions about the Bylaws. Our commitment to the democratic process requires us to put this off.

LT moved and Paxton seconded to table this motion until the next meeting.

Member Input:

Heather Kent: All you need to do is remember Jon Pincus' attempt to participate earlier. That should be all you need to postpone until the next meeting.

Kevin: Do we need to do this for elections? Do we have a time crunch? If not, he is fine to table.

Jon S.: Yes, we are on a timeframe to get through all the issues before the election. This motion has been available for three months and comments could have been made to the Board during that time. Only two were received. He left the Fair site just so he could be at the meeting.

Trevor: He wonders similarly to Kevin whether this is necessary to do now. There have been three months to make comments, and he hasn't seen membership resistance, but he wants to respect the volunteer members who do this work every year.

John Govsky: If we remove the section Lisa Parker mentioned and pass the rest, would that be enough to have an efficient election?

Paxton: He doesn't view this as time sensitive. We could go another month. He was at Human Intervention training on site today and he received some comments about it, so he would rather have more time.

Kevin: If we amend this, does that restart the clock?

Steven: If you remove the membership section, and then reintroduce that motion, it would be a new Bylaws change, so the process would restart. If you postpone the entire motion until August, it remains on the agenda intact. The membership section could be amended in August.

Jon S.: This section is not an issue for him. He needs to write a bunch of software to make this work, but he won't do that work unless he is sure that we are going in that direction, which would create a time crunch if not passed until August. He is opposed to tabling the motion. He would be OK removing the first set of changes as long as we keep the last set where it is the responsibility of the member to keep the Membership Secretary updated. Members need to be responsible to provide contact information, but they no longer have to send paper to the Membership Secretary; they can update their own information. He would prefer to amend the first section under #4.

Hilary: If Jon S. can get through his software writing, the new language is so vague that she believes people would have to be in the database to be contacted. She doesn't think the default method should be defaulting to the database.

Jon S.: The section creating the new expiration category for members who don't vote or don't participate is the section that concerns him. There are a large number of people whose membership has expired already or is about to expire (approximately 1,400). They need to be notified so they can have time to (re)apply if they are interested. He is not interested in doing the legwork if it's going to require the Fair to do radio, TV and newspaper ads for anyone that we

can't easily contact. These changes are needed so we can properly expire members from the voting roll who have not met membership requirements.

Felicia: If we table this tonight, will we have enough time to pass Bylaws before the next election?

Steven: Yes, but the consequence would be that Jon S. would have less time to do the work. It would still be before the election.

John Govsky: Do we have to vote on tabling before we can vote on the amendment?

Steven: Yes. You must reject tabling to modify the motion.

Kevin: Thanks, Jon S., for his hard work. If we have deadlines, we need to stick with them.

Trevor: Regarding his comments about member participation, he wanted to add that people on subcommittees have been participating in the conversation about this.

Motion to table failed: 2-8; Sandra, Felicia, AJ, Jon S., John Govsky, Trevor, Teresa and Kevin opposed.

Hilary: She is really concerned about disenfranchisement. It's not just about the notice, it's about II(c), the part Jon S. just talked about. It doesn't specify how people can update their membership information. She is worried it will default to the database. She believes it should also specify that they can update the Membership Secretary and specify their other options.

Jon S.: The change of membership language is just removing explicit wording that the *only* way to update contact information was via written mail to the Membership Secretary. This should not disenfranchise anyone. This gives an easier, less expensive way for people to update their contact information.

Jon S. moved and LT seconded to amend the motion in Article VI, Section 4 (Notice) and remove all changes except for the last two sentences. Also, still remove the word written everywhere.

Motion to amend was passed by unanimous consent.

Motion passed as amended: 8-2; Paxton and LT opposed.

(YouTube video 1:02:09)

Move that beginning with the 2026 Fair the membership eligibility language in the Bylaws V.2.a 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)

Jon S. moved and Sandra seconded to move that beginning with the 2026 Fair, the membership eligibility language in the bylaws V.2.a 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.

Jon S.: This puts a deadline after Fair to verify a person's participation. A lot of resources are spent trying to verify whether someone meets eligibility requirements for Elders or membership for that year. People might say that everyone who could verify their participation that year is

dead. This doesn't affect many people because you cannot get a wristband without being on the books now. Information is live updated at Sticker Booth and Inventory Yurt. This mostly affects people with worker day passes (mostly at Food Booths). Food booths can get a large batch of worker day passes without giving names. This would ensure that those people's names are put in the system. We probably won't do bulk worker day passes in the next few years anyway. This is important to verify who members and elders are.

Member Input:

Hilary: She would love to change the Bylaws to disallow worker day passes to qualify a person for Elders or membership. She doesn't think this should be done through Bylaws. She does think a cut-off date is important, but we need processes in place to get the outliers. We are still doing heavy lifting getting people using the system. They just got Registration into it last year. They have a lot of no-shows and name changes. Some purchases happen at the last minute too (i.e. late SOs). She believes we need to have our systems in place to capture who was there. Having people follow up after Fair is a big challenge. The Inventory Yurt is going to enter last-minute names into the database this year, which will be an improvement, but we shouldn't put Bylaws in place before we have the systems working.

Board Discussion:

Jon S.: This is not a Bylaws change.

Paxton: He agrees with Hilary; this is not the best way to do this. We need to look at Worker Day Passes. This is a process that should be developed through Elections.

LT: He agrees with Hilary and Paxton. Revisiting the question of whether a Worker Day pass should qualify a person for membership is needed.

Teresa: Is this a Bylaws change? Jon S. says that it's not, but she sees the word Bylaws in the motion.

Jon S.: This is not a Bylaws change. This is an external policy for how we interpret the Bylaws. It defines the verification process to receive a wristband or worker day pass.

John Govsky: A lot of policies seem forced on us because they are forced upon Jon S. as he refines the database. We need a better process to decide these policy changes.

Jon S.: Fundamentally, the Bylaws have a lot of language that people haven't tested. He is the guinea pig who tests things in his non-Board volunteer role. It should be objective. A lot of our policies are not clear, so this is an attempt to clarify something.

The motion passed: 7-3; Paxton, LT and Teresa opposed.

(YouTube video 1:15:15)

Appoint RedLeaf Westwood as the Membership Secretary (Jon Steinhart, Zahra Indigo Ronlov, Lawrence "LT" Taylor, Sandra Bauer, John Davis, Teresa Vaughn, Kevin Levy, AJ Jackson and John Govsky)

Jon S moved and Sandra seconded to appoint RedLeaf Westwood as the Membership Secretary.

Member Input:

Hilary: She is concerned that the motions that were just passed should have had the involvement of a Membership Secretary before they were passed. Accommodating the database programming needs has rushed decisions. She welcomes our qualified candidate, and she is sorry those motions just passed.

Board Discussion:

LT: He supported moving this motion up because we need a Membership Secretary right away. He met the candidate and he strongly supports her regarding her qualifications and her character. He echoed what Hilary said that we have had a couple of short-term Membership Secretaries. The new Secretary will be tasked with maintaining the independence and integrity of that Officer position against pressures. He hopes and trusts that RedLeaf will maintain the appropriate authority of the Membership Secretary. He wished her well.

Jon S.: He has known RedLeaf since the '90s. They both worked on Security. She has been a Crew Leader for a long time and instead of retiring she is stepping up for this important role, and he looks forward to supporting her.

Paxton: He echoed Jon S.'s comments and also agrees with Hilary that we should have included a Membership Secretary in the discussions that we just had.

Trevor: He is excited about this appointment. Based on Hilary's comments that this has been upside down, he is on board with reversing things to make them right, if needed. We may have accelerated things for technology. We can change if there are unintended consequences.

RedLeaf Westwood: She is very interested in this whole process. She will have a learning curve, but she believes she will be helpful to the organization and trusts it will be enjoyable work. She is not a person that gives up easily and looks forward to meeting folks in person.

The motion passed: 10-0.

The next Board Meeting will be Monday, August 3, 2026, at 7 pm via Zoom