

MEMBERS PRESENT: Moz Wright, Ron Chase, Robert Thompson, Brian Rohter, Jim Parrott, George Braddock, Robert Aurnague-DeSpain, Frank Sharpy, Santos Arvaez.

APPROVAL OF MINUTES: The Board minutes of January 27, 1985, were unanimously approved by the Board.

ANNOUNCEMENTS: Jim Guthrie presented a letter of resignation which was regrettably accepted by President Robert Aurnague-DeSpain on behalf of all the Board of Directors.

Santos had made a recent trip to the Fair site and suggested anyone visiting the site in the future bring along trash bags. The lack of vegetation in the winter has made all the leftover trash very noticeable.

BYLAW COMMITTEE: Frank Sharpy resumed his presentation on the amended Bylaw Articles needing Board approval. All Articles were approved by the Board of Directors with the exception of Article VI, Section 5, Article VII, Section 5, and Article XI, which were tabled. Written proposals and discussion on these Articles will be on the agenda for the April Board Meeting.

Robert Aurnague-DeSpain suggested amending Article VIII, Section 1, to allow the election of the corporate officers in September or October so their term of office would be the same as the Operational Management Team's since the President is a standing member of that Team. No agreement could be reached among the Board members on this issue so no Bylaw change was made.

ELECTION COMMITTEE PROPOSAL: The following procedure was taken from the Election Committee's recommendations concerning the election process.

ELECTION OF THE BOARD OF DIRECTORS

A. Qualifications of Voters: All members are eligible to vote.

B. Conduct of Elections:

(1) Elections shall be conducted by an election panel consisting of three (3) members chosen by consent of the Board of Directors. Preparation of ballots, counting votes, conduct of the election at the Annual Meeting, care of the ballots before and after the election, resolution of post-election disputes and all other functions described herein shall be the responsibility of the election panel.

Candidates for the Board of Directors may not be on the election panel.

(2) Nominees for the Board of Directors may submit their names and a brief statement to the election panel, which will prepare a "voter pamphlet" containing these statements. Nominations will also be accepted from the floor at the Annual Meeting and each candidate shall have a brief opportunity to speak at the Annual Meeting.

Votes shall be cast by numbered ballots for which each voter shall sign a register. Members will not be required to show identification to vote, but should both print and sign their name in the register.

(Each ballot will have the following directions on it:

The Board of Directors consists of ten (10) directors and two (2) alternate directors. At this election, BLANK directors and BLANK alternate director(s) positions are open. There are BLANK positions open. Each member has one vote to cast.

(Each ballot should be filled in with appropriate number.)

(4) All members have a reasonable right to expect privacy in their votes. The voter register shall be sealed immediately following the election and may not be reopened except in the case of a challenge to the election, as described below.

All ballots shall be placed in a sealed container immediately following the election and delivered to a representative of the OUR Credit Union and placed in the locked file drawer there for 30 days, after which time they will be destroyed.

The candidates receiving the most votes shall be elected to the Board of Directors.

C. Challenge of the Election:

The election may be challenged by any member in writing to the election panel within 30 days from the Annual Meeting.

If the election is challenged, the election panel shall call a meeting of all candidates or their representatives, a member of the Operational Management Team, a representative of the Board of Directors, the Fair's attorney, and the election panel itself. This group shall decide how the challenge can best be resolved or if the challenge has a basis in fact, and make a recommendation to the Board of Directors.

Any newly elected Director whose election is challenged is declared to have a conflict of interest and may not vote in any Board action to resolve the challenge. In this case the remainder of the Board of Directors constitutes a quorum.

In the case of a challenge, the voter register and sealed ballots may not be reopened except by or upon the recommendation of the group convened by the election panel.

No Fair member can be excluded from the meeting of the group convened by the election panel.

The Board of Directors approved this election process (8 in Favor, 1 Opposed) for this year. If this process is workable any necessary bylaw changes will be considered after the election.

ELECTION PANEL: Those candidates chosen by the Board of Directors to serve as the Election Panel are: Deni Schadegg, Wally Slocum, Palmer Parker.

COORDINATOR APPROVAL: Robert Aurnague-DeSpain moved the following Fair members be approved by the Board as Co-coordinators of their prospective crews:
Security: Steve Cole
Traffic: John Winslow, Carey Wallis, Jerry Robinson
Recycling: Gary Herron, Dick Stuart
Entertainment: David Paul Black

The motion was seconded and passed; Aye 6, Opposed 0, Abstained 3.

ANNUAL MEETING COMMITTEE: Moz Wright and Brian Rohter presented the Annual Meeting agenda. The agenda was approved by the Board and will be included as part of the Annual Meeting Announcements that will be mailed to all Fair members we have a current address for somewhere in our files. The Annual Meeting is to be held Sunday, March 31, 1985, at 3pm at the WOW Hall, 8th and Lincoln, Eugene, Oregon.

NEW BUSINESS

PURCHASE: Robert Aurnague-DeSpain moved the Board approve the allocation of \$2500 to cover the cost of replacing 3 generators and a water pump for the fire truck which were stolen from the Fair site. The motion was seconded and passed unanimously. An insurance claim has been filed which should eventually recover our loss.

HIGHWAY: On Jim Sahr's behalf, Robert Aurnague-DeSpain moved the Board approve writing a letter to the National Geographic Society and the Smithsonian Institute inviting them to come to the Fair as our guests and inspect our archeological findings. A letter will be drafted and Board approved before mailing, John Stamp, our Archeological Resourcer, said. The motion was seconded and passed.

RECALL PETITION: Steve Gorham, a Fair member from Salem, presented the Board of Directors and the Secretary with two (2) petitions signed by over 25 working Fair members. The petitions asked that a vote to recall two (2) present directors, George Braddock and John Parrott, be placed on the agenda for the Annual Meeting.

It was decided that there would be a recall debate in order to allow both sides to present their positions prior to the voting if they so desired.

A recall vote by personal ballot will follow the debate. The results will be announced after the regular general election of the Board of Directors whose terms expire this March.

Brian Rohter moved the Board of Directors show a vote of confidence for George Braddock and John Parrott. The motion was seconded. Those in Favor 1, Opposed 6. The motion failed for lack of support.

Next Meeting: ANNAUL MEETING and ELECTION
March 31, 1985
Sunday at 3pm
WOW Hall, 8th and Lincoln, Eugene, Oregon

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