

OREGON COUNTRY FAIR BOARD MEETING MINUTES, MARCH 18, 1984

Legal. Mary updated the issues around zoning and informed the Board that Jill is willing and interested in being the Fair's attorney again. Mary proposed we negotiate a retainer fee and a reduced rate and re-hire Jill in the near future. Motion passed.

Ron presented a letter Jill wrote in response to Jon Silvermoon's recent letter circulated to the Board and others. Jill's letter was read and a portion of the accompanying two-page paper was accepted as the Board's resolution, as follows:

The Board of Directors finds that its authorization to Jon Silvermoon to file a zone change application was expressly conditioned on his advising the Fair's attorney of application and to get her opinion on the matter; that Mr. Silvermoon failed to advise the corporate attorney; that the corporate attorney was unaware of the zone change application, had not reviewed the application, nor given any opinion whatsoever on the matter.

Now, therefore, the Board resolves as follows:

- 1) The zone change application was made outside the scope of Silvermoon's authority to do so;
- 2) The zone change application is detrimental to the Fair's ability to conduct its activities and the Board should authorize actions to rescind it;
- 3) That the Board of Directors, upon being advised of the facts above, in February, 1984 disavows the application for a zone change.
- 4) That the matter of any action to be taken against Mr. Silvermoon, if any, be considered at Board meetings and that the matter of his legal liability, if any, be determined after consultation with the Fair's attorney; provided that the matter of civil sanctions not be addressed by the corporation until the Fair has a better idea of the extent of the damage and monetary loss it has suffered.

This resolution was approved with none opposed and Lucy and Jon abstaining. Jon asked why the Board is passing this resolution. Ron responded that it places the liability where it belongs.

Mary expressed it is an important motion. If an organization is misrepresented by one of its Board members, and it does not disavow that person as an "agent" of the organization, the organization itself is liable for those misrepresentations.

Corrections to minutes of March 4, 1984, Executive session. Page 1, paragraph 6, changed to state "Ron moved that". Page 1 last paragraph, entire new paragraph for Moz. Page 2, paragraph 2, changed to read "Jon stated that he was willing to go along with the statement that he was not acting in full accordance of the authority the Board delegated him if necessary to protect the Fair's ability to continue. He also agreed not to run again or risk being publicly denounced by the Board." (Please see the revised version of minutes of the meeting for clarity.) These corrections were approved 7 to 0 with Mary Lucy and Jon abstaining.

Clearing and Construction Guidelines. Robert Thompson expressed opposition to the minutes of March 4, under "Construction Guidelines." He proposed that "reconstruction" be removed from the application of the Construction Guidelines. Vote 7 in favor, Robert DeSpain opposed.

Bylaws revisions. Before revision discussions began, the Board moved that these proposed changes not be considered binding until reviewed by the attorney. Motion approved unanimously.

The following is an itemization of the specific changes as they occur in the bylaws. Please compare the enclosed draft of proposed changes with the standing bylaws.

- Article III. New proposal defeated, stands as written.
- Article V, S1 Amended
- Article V, S3 Amended
- Article VI, S1 Amended
- Article VI, S5 Amended
- Article VII, S2 Amendment defeated. Existing bylaw upheld 9 to 1, Jon opposed.
- Article VII, S3 Amended, 6 in favor, Lucy and Jon opposed.  
Lucy's amendment to require a consensus vote was defeated,  
2 in favor (Lucy and Jon) and 6 opposed.
- Article VII, S4 Amended
- Article VII, S5 Powers, Amended to delete "amending the bylaws" from a power of the Board of Directors.
- Article VIII, S1 Amended to change "begin" to "continue" in last sentence.
- Article VIII, S2 Amended
- Article VIII, S4 Amended title to "Fair Organizational Meetings."
- Article VIII, S5 Amended; quorum to 6.
- Article VIII, S6 Amendments defeated. Approved as previously written.
- Article VIII, S8 Amendment approved. Executive Sessions. (Notwithstanding Article 8, S7) from time to time certain sensitive issues arise that require an executive session of the Board of Directors. At the discretion of the President or three Board members, an executive session can be held for the purpose of discussing legal or personnel issues. No votes will be taken at these meetings. Minutes will be recorded and distributed at an appropriate time.
- Article IX, S3 Amendment defeated. Ron suggested there be a public announcement in the minutes and Newsletter to inform members their current address must be held by the Fair for them to have all the rights of membership. Approved.
- Article X, Bylaws. (Board approved the idea and asked the attorney for proper wording .) The bylaws may be amended from time to time by a referendum of the membership. The Board of Directors or 25 members (by petition) may initiate the referendum. (The Board voted 8 to 0 to conduct the referendum with proxy votes to be reported at a meeting previously specified for the occasion.

These bylaws and approved amendments will be submitted to the Fair's attorney for review.

Much thanks to Cheryl Jones, Kaz Sussman, Moz Wright, Jon Silvermoon and Frank Sharpy for their work on the Bylaws Revision Committee.

Next meeting will be April 1, 7 pm at 1400 High Street. This meeting is the Annual Board Meeting, open to the membership.

BYLAWS OF THE OREGON COUNTRY FAIR  
A NONPROFIT CORPORATION

ARTICLE I: NAME

The name of the corporation shall be The Oregon Country Fair.

ARTICLE II: PURPOSE

The purpose of the corporation 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 craftspersons, artists, artisans, musicians, and performers, displayed in a traditional fair setting, 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.

ARTICLE III: DATE OF THE FAIR

The Oregon Country Fair shall be held annually at such time and place as the Board of Directors shall determine.

ARTICLE IV: FISCAL YEAR

The fiscal year of the corporation shall be from April 1 to March 31.

ARTICLE V: MEMBERS

S1: Membership:

1. Eligibility and Admission. Any individual who subscribes to the purposes and basic policies of the corporation and who has participated in one of two previous years' Fair as volunteer, worker, performer or booth participant may become a member provided they abide by the terms and conditions of these bylaws, Articles of Incorporation, and any amendments thereto, and act in accordance with the decisions made by the Board of Directors.

(a) there is no membership fee required for general members.

(b) the member shall promptly notify the Secretary of any change of address. The member's right to receive notices pursuant to these bylaws or the Articles of Incorporation shall be deemed to be waived if the address on record with the Secretary is not the member's current address.

2. Charter Members. The Board of Directors may set forth the terms and conditions for charter memberships by Board resolution, including provision for payment of the membership fee. Such resolution shall automatically replace and amend this bylaw provision.

3. Charter Member Loan Repayment. Notwithstanding the foregoing, any membership loans evidenced by a promissory note which remains unpaid at the time of dissolution shall be paid ratably from the assets remaining after other debts of the corporation are paid.



4. Voting. All members who have been members for at least 30 days prior to the date of a membership meeting shall be entitled to cast one vote in person on any issue brought before the membership. Members shall vote to elect the Board of Directors, amend the Articles of Incorporation, and as provided by the Oregon Revised Statutes and by these bylaws.

5. Dividends. No dividends or earnings of the corporation shall be payable to members except that reasonable compensation and reimbursement for expenses incurred on behalf of the corporation may be paid to members who contribute services or who incur authorized expenses on behalf of the corporation; nor shall a member be entitled to receive any assets of the corporation which remain upon dissolution or liquidation after payment of the corporate liabilities and expenses.

S2: Classes of Members: There shall be only one class of members.

S3: Rights of Members: Members of the Oregon Country Fair shall have the power and the right to elect the Board of Directors annually, to recall any director through the process set forth in Article VIII, S3, to receive an annual financial statement, to call special meetings of the membership, and to approve or disapprove (by vote) any proposed amendment to the Articles of Incorporation. Members shall vote to elect the Board of Directors, amend the Articles of Incorporation and amend these bylaws in accordance with Article X. Members have the right to be informed on actions of the Board of Directors and organizational operations and have the right to present proposals and suggestions and advocate their acceptance. Members have the right to know the procedure to question a decision of the Board, coordinators or the staff.

S4: Duration of Membership: Membership of any member shall continue from year to year so long as that member shall participate in the Fair, as set forth in S1 above. Membership may be voluntarily terminated by written notice from the member to the secretary of the corporation. Failure to abide by and observe the rules governing participation in the Fair shall act as a voluntary resignation of membership by any individual.

#### ARTICLE VI: MEMBERSHIP MEETINGS

S1: Annual Meetings: An annual meeting of the members shall be called by the Board of Directors at a date to be fixed by the Board, but in no case later than March 31. The purpose of the annual meeting shall be to elect the Board of Directors, to present the members with a financial statement for the fiscal year then ending, and to consider any other business that the Directors may determine to be appropriate. Agendas for the annual meeting shall be set 30 days prior to the meeting. Members may petition to have items on the agenda by presenting the petition to the secretary at least thirty days before the annual meeting.

S2: Special Meetings: Special meetings of the members may be called from time to time by the Board of Directors or upon the petition of 25 or more members of the corporation. In the case of a special meeting, notice shall be required as set forth in S3 below. The business of the special meetings shall be limited to those matters set forth in the notice.

S3: Notice: Written notice of membership meetings shall be delivered by hand or by mail to all members currently registered in the records of the corporation not less than seven nor more than sixty days before the date set for the meeting. It shall be the responsibility of the member to provide the secretary with a correct mailing address and any change thereof and failure to do so shall terminate the member's right to receive notice. In lieu of personally delivering the written notice, notice may be published in periodicals of general circulation to the greater community for at least two issues in a manner reasonably calculated to give membership in Oregon notice of such meeting.

- S4: Quorum: Those members present at any duly called meeting shall constitute a quorum.
- S5: Voting: All members are voting members. Except as otherwise provided in these bylaws, only members present at meetings shall be entitled to vote. There shall be no proxies and no cumulative voting. Except as otherwise set forth in these bylaws, the majority of votes cast by members present at a meeting shall be required for the adoption of any matter coming before the membership.

#### ARTICLE VII: THE BOARD OF DIRECTORS

- S1: Election of Directors: The business affairs of the corporation shall be managed by a Board of Directors, who shall be elected by the membership present at the annual membership meeting as set forth in Article VI, S5. The term of office shall be for two years, with half of the positions filled each year. For purposes of convenience and identification, positions may be numbered sequentially with even numbered positions elected in even numbered years and odd numbered positions being elected in odd numbered years.
- S2: Number of Directors: The number of directors shall be ten, but the number may vary from time to time at the discretion of the Board of Directors. In no case shall the number of directors be fewer than nine nor greater than twelve. In addition to regular Board members there shall be two alternate directors, one to be elected at the Annual Membership meeting in even numbered years, the other to be elected at the Annual Membership meeting in odd numbered years. The manner of election and term of office shall be provided as in S1 above. Alternate directors shall attend meetings of the Board and shall vote and act as a director whenever there are two regular directors absent from a meeting. If only one director is absent, the alternate director elected in an even numbered year shall serve for an absent director who was elected in the even numbered year, and the alternate director who was elected in the odd numbered year shall serve for the absent director who was elected in the odd numbered year. As otherwise used in these bylaws the term director shall include alternate directors.
- S3: Removal of Directors: A director may be removed from office with or without cause, only by a vote of the membership at the annual and/or special meeting called pursuant to the requirements of notice as set forth in Article VI, S3. The Board may suspend a director with or without cause (requiring 2/3 of the Boards' votes) for a maximum of 60 days or until voted on as provided in Article VI, S3, or until cleared of any charges. If a Board member or alternate misses three meetings in a row, the Board may declare that seat vacant and re-appoint that seat on the Board.
- S4: Vacancies: Vacancies arising from time to time in the Board of Directors may be filled by an act of the Board at any meeting where a quorum is present and where prior notice of such action has been given in the agenda. This appointment shall be for a time not to exceed the date of the next annual membership meeting. This seat shall be filled by vote at that next annual membership meeting. In the order of the votes cast, positions shall be filled: electing five people to the new half of the Board, then replacing the Board vacancy(s), then electing the alternate.
- S5: Powers: The Board of Directors shall be empowered to manage the day to day affairs of the corporation and to produce The Oregon Country Fair and may perform whatever acts appear to be reasonably necessary to that end. Such power includes, but is not limited to creating committees and appointing coordinators for them, entering into contracts, purchasing, leasing or otherwise acquiring real and personal property, borrowing money, hiring employees, investing corporate funds, promulgating and enforcing rules for participation in the Fair and electing corporate officers.

- S6: Duties: It shall be the principal duty of the Board of Directors to produce the Fair. In addition, the Board of Directors shall have such other duties as set out elsewhere in the bylaws.
- S7: Committees: The Board shall establish coordinating committees to perform those duties determined to be necessary and proper to the effective, lawful, and beneficial operation of the Fair and shall appoint a coordinator to organize each committee. The coordinators of those committees need not be directors, but the directors shall have the final responsibility for appointing such coordinators and for assuring that the functions of the committees are properly carried out.

ARTICLE VIII:  
MEETINGS OF THE BOARD OF DIRECTORS

- S1: Annual Meeting: An annual meeting of the Board of Directors shall be held at such time as shall be determined by the secretary, but in any case, within thirty days after the annual meeting of the membership. The purpose of such meeting shall be to review the status of the corporation, to elect officers, and to continue the organization for the production of the current year's Fair.
- S2: Business Meetings: There shall be a regular business meeting of the Board the last Sunday of every month except December, unless otherwise specified by the Board in the agenda. In addition to regular meetings, meetings can be called when deemed necessary with appropriate notice.
- S3: Notice: Written notice for the annual meeting and regular business meetings of the Board shall be delivered by hand or by mail to each director at the address currently entered in the records of the corporation. Such notice shall be given not less than seven nor more than thirty days prior to the date of the meeting and shall set forth the time and place of the meeting. It is the responsibility of the individual director to provide the secretary with a correct mailing address. Attendance of a director at any meeting of the Board of Directors shall constitute waiver of notice.
- S4: Fair Organizational Meetings: In addition to the regular business meetings set out in S2 above, it is anticipated that frequent meetings of the directors may be required during the production of the Fair. For purposes of this paragraph, the production of the Fair includes the two months preceding the Fair, the actual dates of the Fair, and the month immediately following the Fair. Notice for each such meeting is to be given by the secretary with as much dispatch as is reasonably possible under the circumstances, but individual directors shall have an affirmative duty to inform themselves of the meetings or to be easily available to receive notice.
- S5: Quorum: A majority of the directors, but in no case fewer than six, shall constitute a quorum for the transaction of business.
- S6: Voting: A two-thirds majority of all directors present at a meeting at which a quorum is present shall be an act of the Board of Directors. No action shall be taken by the Board of Directors without a meeting.
- S7: Policy of Decision Making: It shall be the express policy of the corporation that all meetings are open to members of the corporation 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.



S8: (Not withstanding Article 8, S7), from time to time certain sensitive issues arise that require an executive session of the Board of Directors. At the discretion of the President or three Board members, an executive session can be held for the purpose of discussing legal or personnel issues. No votes will be taken at these meetings. Minutes will be recorded and distributed at an appropriate time.

#### ARTICLE IX: OFFICERS

- S1: Officers: Officers of the corporation shall be three: a president, secretary and treasurer.
- S2: Election: The officers are to be elected by the Board of Directors at the annual meeting of the Board or in the event that an office becomes vacant at any other time during the year. There shall be no requirement that an officer be a director.
- S3: Secretary: The responsibilities of the secretary shall be as follows: to keep a current book of records containing the minutes of all meetings of the corporation, a copy of the Certificate and Articles of Incorporation, a copy of the bylaws, the names and addresses of the Board of Directors, and a roll of the members; to make such book of records accessible to the members upon reasonable notice; to select a date for the annual directors' meeting and to give notice for all meetings as required by the bylaws; to be responsible for the recording of minutes and to provide each director with a copy thereof; to maintain a current post office box in the name of the corporation; and to work with the registration coordinator prior to each Fair in order to assure accurate and complete membership records. The powers of the secretary shall be such as are consistent with the duties enumerated above.
- S4: Treasurer: The responsibilities of the treasurer shall be as follows: to keep accurate and complete records of the receipts and disbursements of the corporation; to make such records accessible to the members upon reasonable notice; to supervise and effectuate an annual Fair budget and public accountant for the preparation and filing of corporate tax returns and the preparation of an annual financial statement to be presented to the membership at the annual membership meeting. The powers of the treasurer shall be such as are consistent with the performance of the above enumerated duties.
- S5: President: The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and administer all of the business and affairs of the corporation. (S)He shall, when present, preside at meetings of the members or directors, or make provision for a facilitator to preside at said meetings. The president may sign, with the secretary or treasurer, or any other person so authorized by the Board of Directors, certificates for memberships, deeds, mortgages, contracts or other instruments which the directors have authorized to be executed, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

#### ARTICLE X: BYLAWS

The bylaws may be amended from time to time by a referendum of the membership. The Board of Directors or 25 members (by petition) may initiate the referendum.

RETAINER AGREEMENT

THIS AGREEMENT made this \_\_\_ day of \_\_\_\_\_, 1984 between the Oregon Country Fair, herein referred to as Client, and Jill Heiman, herein referred to as Attorney:

Client desires to obtain, and Attorney agrees to provide on-going legal services for the Oregon Country Fair, a non-profit Oregon corporation. The parties agree that the services will be provided on the following terms and conditions:

1. Term: The term of this agreement shall be from April 1, 1984 to March 31, 1985, unless otherwise agreed to by the parties.

2. Services and fees: This agreement covers routine and ordinary legal services required by Client. Nothing herein shall be construed to prevent Attorney from referring matters to another attorney of Client's choosing if Attorney reasonably believes that the matter is beyond the scope of her expertise or, in the case of extensive litigation, that she is unable to assume responsibility for the litigation.

(a) Routine inquiries: Attorney shall provide routine legal advice not requiring research, writing or the use of other law office personnel to client pursuant to a monthly retainer. The retainer shall be \$100.00 per month for the months of April through September and \$50.00 per month for the months of October through March. Payments shall be made by Client on the first day of each month, beginning with April 1, 1984.

Services provided under the monthly retainer shall not include attendance at meetings, conferences or events, unless otherwise agreed.

(b) Other services shall be provided at an hourly rate of \$30.00 per hour for attorney time. Notwithstanding the foregoing, in the event Attorney represents Client in litigation for which a prevailing party attorney fee is awarded by the court, Client shall be entitled to reimbursement, not to exceed the amount of the award, for attorneys fees paid and Attorney shall be entitled to receive any surplus.

(c) Costs, including filing fees, copies and other reasonable expenses incurred by Attorney in providing legal services, shall be paid by Client.

3. Designated representatives: Client shall provide Attorney with a list, as amended from time to time, of the names, addresses and phone numbers of those persons authorized by Client to request Attorney services. Unless otherwise specified in writing by the Board, those persons designated shall be authorized to request services under either section 2(a) or 2(b). Unless otherwise agreed to by the parties, the number of people

600  
300  
900



authorized to request services under section 2(a) shall not exceed four.

4. Billing: Attorney shall provide routine billings to Client. Client agrees to pay the monthly retainer when due whether or not a billing has been received for that month.

OREGON COUNTRY FAIR

ATTORNEY

\_\_\_\_\_  
President

\_\_\_\_\_  
Jill Heiman

\_\_\_\_\_  
Secretary