

OREGON COUNTRY FAIR

P. O. Box 2972
Eugene, OR 97402

503-343-4298

BOARD OF DIRECTORS MEETING
October 2, 1989

PRESENT: Kathryn Madden, Dahinda Meda, Palmer Parker, Frank Sharpy, Wally Slocum, Mary Wagner, John Winslow

NOT PRESENT: Bedo Crafts, Zak Schwartz, Tom Wenk, Moz Wright

ANNOUNCEMENTS

DON'T MISS THE ANNUAL MEETING - OCTOBER 22, 5 P.M. AT THE WOW HALL.

Thanks, Dick.

SEPTEMBER MINUTES

Corrections: (1) Under "Announcements," item #5, the archaeology report was submitted to the State Historic Preservation Office, not the National Forest Service; (2) under Membership, Dahinda is on the committee to update the By-Laws. *Mary moved and Palmer seconded that the September minutes be approved as corrected. The motion passed, 7-0. And dissension was repeatedly spelled wrong - hey, who wrote those minutes, anyway?*

COMMITTEE REPORTS

Treasurer

Lucy Lynch distributed a financial report to the Board. Major income in September included \$5,155.40 in bus revenues; major outgoes included \$19,524 for busses, and \$70,000 paid back to the OUR account. There will be a complete financial report at the Annual Meeting, October 22.

General Manager

(1) Arna reported that she, John Anthony, Ulee Yanov, (Water Crew Coordinators), Dennis Todd (Construction Coordinator) assessed how to put in the water line. They decided to run two partial spurs of the line that they can later connect. The water crew will be able to deliver water by carts to everyone in the Fair unless the line breaks down. The permit for the water system costs \$2,000 and needs to be paid this year. The Board will have to approve the expenditure at some point.

(2) Arna received a letter from Byron Inman of the State Highway Department, who said they will accept responsibility for repairing the new highway entrance if it doesn't hold up during the winter.

Caretaker

John compiled a four page list of people who left ladders up, refrigerators in dangerous conditions, and/or straw in their booths. He proposed that those with refrigerator violations should be notified now so they can come out and remedy the situation. Those who left ladders up should have a notice posted on their booth. There was much discussion about how to penalize the offenders. Probation? Fines? Nasty letters? Bamboo shoots under their fingernails? Mary suggested that as per the guidelines, a clean-up fee be as-

sessed for the folks who left refrigerators and ladders in hazardous condition. Wally suggested that the Fair take care of the problems and assess a fine to the booths, because there are too many of them to come out to the Fair now to take undo their no-nos. Kathryn said we need to specify in the Guidelines that people cannot leave straw in their booths. Arna said we shouldn't fine people for things we did not tell them they would be fined for. She suggested that she and John work out a plan for booths to deal with the problems and write to the booths about the plan. Mary asked that the plan include a way to remove any hazards before main camp opens.

John said a work party was held at the site on September 23. The topsoil which had been buried under blackberries for years was accessed and the dips and bumps at Main Stage were leveled out. The crew rototilled W C Fields stage, up E. 13th and through to Sallie's Alley and fertilized and seeded the whole thing. John thanked the following for their help: Dean and Cheryl Felders, Janine Alea, David Hoffman, Jim Dunsmuir, Palmer Parker, Frank Sharpy, Barbara Morris, Rebecca Harris, Bernie Bradvica, Dahinda Meda, and Gregory Howard.

John and Arna talked about ameliorating (isn't that a nice word?) the problems caused by flooding by having cleaned because it is filling up with vegetation and small trees and the water backs up. John said it would cost \$12,00-1,500 and that it could be done in June before Main Camp opens.

Personnel Committee

The Personnel Committee reported on the evaluation process of the General Manager (Arna Shaw) and the Caretaker (John Winslow). Evaluations were very favorable and the Personnel Committee recommends that both be rehired. The Personnel Committee wants to fine tune the job descriptions and bring them back to the Board next month for approval.

General Manager: The Committee would like to make a few changes in the GM's job description. The Personnel Committee recommends that the OM Team structure be changed and would like to continue working with Arna to come up with a satisfactory arrangement. The Committee suggests that two Board members act as liaisons with the GM to provide a system of checks and balances. These Board members would have no decision making powers but would act as conduits of information between the GM and the Board. The Committee also suggests that the GM set up at least three formal business meetings with the major operational coordinators between March and the opening of Main Camp.

Mary suggested that the final decision on rehiring be saved until the November Board meeting when there is a new Board, which would be working with these two employees. Arna felt that the old Board had more experience upon which to base a decision.

Frank asked what the process for decision making would be during the last two weeks before the Fair. There was much concern and discussion about people from out of town who had on-site decision making authority right before the Fair. Arna said she tries to take advantage of any information available to her, including that from people with experience in putting the Fair together. Kathryn said the Committee has not yet discussed this issue and would like to work on it further.

Palmer moved that the Board of Directors rehire Arna Shaw as General Manager for the period October 1, 1989 to October 1, 1990. Wally seconded the motion, which passed 7-0.

The Personnel Committee suggests that the GM's job description include the authority to write checks within a certain amount without a second signature. They recommend the treasurer continue to reconcile statements and prepare budget reports to the Board and prepare payroll and taxes.

Regarding the GM's salary, the Committee has not reached a consensus on a recommendation yet and suggests she be paid in October at the same rate she has been paid for the last six months. If there is to be an adjustment in the amount they recommend, that adjustment should be made in November.

Mary moved and Frank seconded that the OCF pay Arna \$1500 for the month of October, with her annual salary to be determined at the November Board meeting and that any adjustments necessary for her

pay year be worked out by Arna and Lucy over Arna's pay year. The motion passed 7-0.

The Personnel Committee will work further on the issue of off-season and on-site decision making.

Caretaker: Evaluations of John Winslow were very favorable and the Personnel Committee recommends rehiring John at the same salary he is receiving now. The Committee would like more time to reorganize the job description and bring it to the November Board meeting for approval. The Committee recommends that no paid employee sit on the Board of Directors.

Palmed moved and Mary seconded that the Board of Directors rehire John Winslow as Caretaker at his previous salary for the period October 1, 1989 to October 1, 1990, and that a salary not be determined until a job description is approved. The motion passed, 6-1-0 (John abstained).

DRUG PARAPHENALIA REDUX



Regarding last month's discussion of drug paraphenalia being sold at the Fair in light of the new anti-drug paraphenalia law, Wally pointed out that a prosecutor may say that all our crafts are juried and are there by the Fair's permission so the Fair is responsible. Arna said she went to a meeting with our Veneta neighbors who complained of our tolerance of drugs on the property. Mary would like to get in touch with the people who sell paraphenalia and help them work out a solution as soon as possible. Dahinda suggested before the Board decides on a policy, the OM Team get feedback from the Crafts Guild and the people who would be selling the questionable items.

BOARD ELECTIONS

Palmer moved and Mary seconded that Lucy Lynch be appointed Director of Elections for the 1989 election of the Board of Directors. The motion passed, 7-0.

WOW HALL

The WOW Hall asked the Fair donate \$2,250 to the Hall to help meet its deficit. Arna reminded the Board there is only \$10,000 for contingency spending. Dahinda pointed out that the Board budgeted \$500 for donations and had spent only \$275 so far and suggested giving the WOW Hall matching funds from this budget. Kathryn felt she would need to see the Fair's new budget before making a decision.

Dahinda moved and Wally seconded that the Board make a donation of \$225.00 to the WOW Hall with the stipulation that the WOW Hall match the \$225. The motion passed, 6-0-1 (Kathryn dissentingly against). Kathryn would like to donate money also to the Veneta school which just burned down, but this motion leaves us with nothing left to donate.

VIDEO PROPOSAL

Brad Mowreader proposed the Fair form a video archive library, which would be "the systematic collection of what has already been filmed and the establishment of an indexed and cross referenced library made available to the [F]air family or those who apply through the [B]oard." Brad said the storing of tapes would be relatively inexpensive; buying the tapes and a fireproof safe and doing the recording would be more costly. Brad would be willing to store the tapes and allow people access to them. He further recommends the Fair buy a camera and "begin actively collecting this valuable resource." Brad asked the Board for \$500 for tapes and a safe to begin the video archive. The proposal will be addressed by the Budget Committee.

ART COMMITTEE

Jim Guthrie said a number of artists would like to produce a large raised copper sculpture for the Main Stage area. Jim would like to make a proposal at the next meeting for the Board to consider expending funds for this project.

ARTICLES OF INCORPORATION

At the last two meetings, Prem Denesh pointed out that the Fair's Articles of Incorporation do not specify voting rights for members. Mary and Russell Poppej, the Fair's attorney, have drafted a proposed Articles of Amendments, which are enclosed with these minutes. The changes are: (1) Article 2 says the Corporation is a public benefit corporation; (2) Article II defines the voting rights of members. Mary said the Articles should also be amended so that no Director is personally liable for the corporation unless that Director has been deliberately negligent. Prem also proposed changes: Article VIII would read "The corporation shall have one class of members entitled to vote annually for the election of the Board of Directors, and any other matter which, under the terms of Chapter 1010 Oregon Laws of 1989, requires a vote of the members. A two-thirds vote of the members shall also be required to dissolve the corporation, or to sell, lease, exchange, or otherwise dispose of all or substantially all of the corporation's real property. A member shall be one as described in the bylaws, and no part of the description of a member in the bylaws may be established, altered, or repealed, except by a two-thirds vote of the members. One shall not be a member until the requirement for membership has been established by the corporation. No part of the net earnings of the corporation shall inure to the benefit of any member except as set forth in Article V. No part of this article may be repealed, altered, or otherwise added or changed, except by a two-thirds vote of the members." Dahinda moved and John seconded that the Board adopt the draft amendment to the Articles of Incorporation as presented by Mary Wagner and Russell Poppe. The other concerns as to membership and voting rights of members will be referred to the By-Laws Committee. The motion passed, 7-0. Mary suggested that Russell Poppe be asked to draft the limitation of liability provision.

NEXT MEETINGS

IT'S THE BIG ONE! THE ANNUAL MEETING AND ELECTION OF BOARD OF DIRECTORS. DON'T MISS IT. OCTOBER 22, 5 P.M., WOW HALL, 8TH & LINCOLN STREETS, EUGENE



BOARD OF DIRECTORS - November 6, 1989, 7 p.m. EWEB Community Room. Dahinda will facilitate. Annual Board of Directors meeting - election of officers: President, Treasurer, Secretary. Please attend this meeting if you are interested in one of these positions.

minutes by



BOOO!

