

AMENDED BYLAWS OF THE OREGON COUNTRY FAIR

A NONPROFIT CORPORATION

ARTICLE I. NAME, OFFICE, MAILING ADDRESS

The name of the corporation shall be The Oregon Country Fair. Its registered office shall be at 442 Lawrence Street in Eugene, Oregon and its mailing address shall be P. O. Box 2972, Eugene, Oregon 97402, or such other office or mailing address as established by the Board.

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 crafts persons, artists, artisans, musicians, and performers, displays in a traditional fair setting, psycho-spiritual 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 Oregon Country Fair annual fair event shall be held at such time and place as the Board of Directors shall determine.

ARTICLE IV. FISCAL YEAR

The fiscal year of the Fair 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 membership.
2. Eligibility and Admission. Any individual who subscribes to the purposes and basic policies of the Fair, who is registered with the Fair and who has participated in one of the two previous years as a recognized and verified volunteer, worker,

performer, booth participant, or elder may be deemed a member provided that they abide by the terms and conditions of these Bylaws, the 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) It is the responsibility of each member to register with the Fair and to promptly notify the Secretary of any changes 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.

3. Charter Members. The Board of Directors may set forth the terms and conditions for charter memberships by Board resolution, including provision for payment of membership fee. Charter members shall have the same rights, duties and liabilities as other members.

4. Dividends, Earnings. No dividends or earnings of the Fair shall be payable to members, nor shall members have any interest in the assets of the Fair by virtue of being members. The Fair may pay reasonable compensation for services rendered and authorize reimbursement for expenses incurred on behalf of the Fair.

Upon dissolution or liquidation of the Fair, all assets remaining after payment of the debts and liabilities of the Fair shall be distributed to such other organization exempt from tax under section 501 (c) (3) of the Internal Revenue code. Charter members who have loaned money to the Fair, as evidenced by a promissory note, shall have the right to receive payment for the unpaid balance due, payable from the assets of the Fair first after other debts and liabilities have been paid.

5. Termination of Membership.

(a) Membership of each member shall continue from year to year and shall be automatically renewed as long as the member continues to meet the conditions for membership as provided in Section 2 of this Article and provided that membership is not sooner terminated.

- (b) Voluntary termination: A member may resign from the Fair at any time by delivering a written notice of withdrawal to the Secretary of the Fair.
- (c) Involuntary expulsion, termination or suspension: A member may be expelled, terminated or suspended from membership for failure to comply with these bylaws or other rules, resolutions and policies of the Fair, or for actions contrary to the interest of the Fair. In the case of involuntary expulsion, termination or suspension of membership, the member shall be given not less than 15 days advance written notice from the Fair specifying the reasons for the proposed action. The notice shall specify a time and place at which the member will be provided an opportunity to be heard, orally or in writing as the member may choose, which time shall be not less than five days before the effective date of the expulsion, suspension or termination. The notice shall be given by first class and certified mail sent to the last address of the member shown on the Fair's records. The hearing may be held by the Board or its designee, which shall make findings and then decide the issue of termination or suspension of membership.
- (d) Expulsion of a member from the Fair property, or expulsion, termination or suspension of volunteer position or status does not constitute expulsion, termination or suspension of membership. Members who are excluded from the property 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 annual fair from which such member has been excluded or not allowed to participate in such member's previous assignment as a volunteer, worker, performer or booth participant due to exclusion, suspension or termination of such individual by the Fair.

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 shall be entitled to cast one vote on any

issue brought before the membership. Members shall vote to elect the Board of Directors, recall a director, amend the Articles of Incorporation, and on all other matters for which a membership vote is required by the Oregon Revised Statutes 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 receive, upon request, an annual financial statement and shall have the right to inspect the corporate minutes and records upon reasonable notice. Members shall also be entitled to be informed on Board actions and corporate operations.
- (c) Board Actions: At any Board meeting to take action, except as otherwise provided by these bylaws, members may be present. A member may also present proposals and suggestions to the Board and advocate their acceptance, in writing or at a Board meeting. In the event a member wishes to be heard at a Board meeting, the member shall schedule the matter to be discussed with the Secretary of the Fair. As far as practical, the matter shall be addressed not later than two Board meetings from the time the member notifies the Secretary. A member may ask the Board to reconsider its decisions or the decisions of coordinators or staff by scheduling the matter with the Secretary as provided above.

ARTICLE VI. MEMBERSHIP MEETINGS

1. 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 October 30. 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 55 days prior to the meeting. Items may be placed on the agenda for the annual meeting upon the petition of 25 or more of the members, by presenting the petition to the Secretary at least 55 days before the annual meeting, or at such earlier time as the Board of Directors may designate.

2. Special Meetings. Special meetings of the members may be called from time to time by the Board of Directors and shall be called by the Secretary upon petition of 100 or more of the members of the Fair. The time and place of any special meeting shall be set by the Secretary; provided, however, that all such meetings shall take place in Lane County, Oregon in a reasonably expeditious and timely manner, in no event more than ninety (90) days from the date the petition is filed with the Secretary. In the case of a special meeting, notice shall be required as set forth in (3) below. The business of any special meeting shall be limited to those matters set forth in the notice.

3. Notice. Written notice of membership meetings shall be delivered by hand or by mail to all members currently registered in the records of the Fair 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 the greater community for at least two issues in a manner reasonably calculated to give membership in Oregon notice of such meeting.

4. Quorum. Two hundred members present in person or by absentee ballot at any duly called meeting shall constitute a quorum, except that at the annual meeting, where those members present in person or by absentee ballot shall constitute a quorum.

5. 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 of Directors may make provisions for absentee balloting from time to time as is appropriate. There shall be no cumulative voting. Except as otherwise set forth in these bylaws, the majority of votes cast shall be required for the adoption of any matter coming before the membership.

6. Membership Lists. Members who desire to send written communications to other members concerning any special or annual membership meeting, may request the Fair to send such communication to all members entitled to vote at the meeting. The request shall be in writing and shall be delivered to the principal offices of the Fair not earlier than two business days

after the first notice of the meeting, and not less than five business days before the scheduled date of the meeting. The request must be accompanied by payment, in cash or certified check, of the anticipated costs of mailing the communication, as determined by the General Manager of the Fair. Costs may include postage, copying costs, envelopes and the actual anticipated cost of staff time to mail the notice.

7. Absentee Ballots. (Proxies). Subject to such limitations and rules as may be established by the Board of Directors or the Elections Committee, a member may cast an absentee ballot by appointing the Secretary of the Fair as proxy to vote an absentee ballot for the member. Such proxies shall be referred to as absentee ballots, shall be personally signed by the member, shall be effective only for the particular meeting for which given, and shall specify with particularity the member's votes. Absentee ballots must be submitted on forms approved by the Elections Committee. Absentee ballots shall be available for all matters for which binding membership votes are required under Article V, section 6(a), and for such advisory votes as the Board of Directors may designate from time to time. An absentee ballot is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An absentee ballot is revocable by the member, and is revoked if the member casting the absentee ballot:

(a) Attends any meeting and votes in person; or

(b) Signs and delivers to the Secretary or other officer or agent authorized to tabulate absentee votes either a writing stating that the absentee ballot is revoked or a subsequent absentee ballot.

8. Elections Committee. The Board may appoint an elections committee and make other provisions to ensure fair and accurate elections at both special and annual meetings.

ARTICLE VII. THE BOARD OF DIRECTORS

1. Powers. The activities, affairs and property of the Fair shall be managed and directed, and its powers exercised by and vested in, the Board of Directors.

The Board is authorized to perform whatever acts appear reasonably necessary or convenient to further the interest of

the Fair. Such powers include, but are not limited to, creating committees, appointing coordinators for committees, entering into contracts; the purchase, lease and other acquisition of real and personal property, borrowing money, hiring employees and consultants, investing funds and promulgating and enforcing rules for participation in the annual fair event and the corporation.

2. Numbers, Elections, Term.

- (a) Number: 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.
- (b) Alternate Directors: 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. 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. Alternate directors may make motions, second motions, and participate in all Board discussions, whether or not a regular board member is absent. As otherwise used in these bylaws the term director shall include alternate directors.
- (c) Election: Votes for directors may be sequentially numbered in order of preference. Members may vote for as many directors as they prefer, but only those votes assigned a number equal to or less than the total number of vacancies existing at the close of balloting shall be counted. Each vote shall count as only one vote, regardless of preference ranking, and only one vote per member may be assigned to any individual candidate. Members who do not sequentially number their ballots in order of

preference may only vote for up to the number of vacancies existing at the close of balloting. Non-sequentially number ballots which reflect votes for more than the number of vacancies existing as of the close of balloting shall be disqualified.

Incumbent directors whose positions are not scheduled to be filled at an election, may run for election to the Board of Directors at such election, provided, however, 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 such candidate's incumbent director or alternate position. The resignation shall be effective at the commencement of the first meeting of the board of directors following the annual meeting.

- (d) Term: Each director shall serve for two years, or until his or her resignation or removal, whichever occurs first.
- (e) Votes: In order of membership votes cast, the votes shall be counted first to fill the regular two year Board positions, then to fill any vacant regular positions, then to fill the alternate position regularly scheduled for election, and finally to fill the other alternate position, if vacant. Tie votes shall be resolved by drawing straws.

3. 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-3. The Board may suspend a director with or without cause (requiring 2/3 of the Board's votes) for a maximum of 60 days or until voted on as provided in this article, or cleared of any charges. The director in question shall be excluded from such a vote. If a Board member or alternate misses three meetings in a row, the Board may declare that seat vacant.

4. Vacancies. Whenever the number of directors or alternate directors shall for any reason be less than the number authorized, the vacancies may be filled by a majority vote 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 person holding the alternate director position for the vacant director position shall be appointed to such vacancy unless such person declines such appointment, in which case the other alternate director shall be appointed to fill the vacancy, unless such alternate also declines the appointment. The requirement for appointment of alternates to fill vacancies in this Section shall not apply to any alternates who were appointed, rather than elected, to their positions.

The term of office of any director appointed under this section shall be until the next annual membership meeting, at which time the seat shall be filled by a vote of the membership, except for an alternate who has been elected for the same term as the position being filled, who shall serve out the term of the position being filled. Vacancies occurring during an annual membership meeting before the balloting is closed shall be filled at that meeting.

5. Committees and Coordinators. The Board may appoint committees and delegate such authority to the committees as the Board deems necessary, proper or convenient for the effective, lawful and beneficial operation of the Fair. 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 the committee function is properly performed.

The Board shall appoint such employees, coordinators and other personnel as may be necessary to oversee the operation and planning of the activities of the Fair. Coordinators need not be directors. Coordinators may be removed by the Board with or without cause.

ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS

1. 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 Fair, to elect officers, and to continue the organization for the production of the current year's annual outdoor fair, as well as any other activities of the Fair.

2. Regular Business Meetings. There shall be a regular business meeting of the Board the first Monday of every month, unless otherwise specified by the Board agenda. In addition to regular meetings, meetings can be called when deemed necessary with appropriate notice.

3. Special Meetings. Special meetings of the Board may be called by the President or by Board resolution.

4. Notice. Written notice for the annual meeting and regular or special 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 Fair. 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. A director may waive notice of any meeting of the Board of Directors by submitting a written waiver of notice to the Secretary. Attendance of a director at any meeting of the Board of Directors shall constitute waiver of notice.

5. On-Site Meetings. In addition to regular business meetings set out in VIII-2 above, it is anticipated that frequent meetings of the directors may be required during the production of the annual fair event. For purposes of this Section, the production of the annual fair event includes the two months preceding the event, the actual dates of the annual fair event, and the month following the fair event. Notice for each such meeting is to be given by the Secretary with as much dispatch as is reasonably possible under the circumstance, but individual directors shall have an affirmative duty to inform themselves of the meetings or to be easily available to receive notice.

6. Quorum. A majority of the directors, but in no case fewer than six, shall constitute a quorum for the transaction of business.

7. Voting. A two-thirds majority of all the Directors present and voting 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. 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 Fair that, except as provided in Section 9, all meetings are open to members of the Fair 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.

9. Closed Sessions. Closed sessions may be held at the discretion of the President and two of the Board of Directors or five Board members. These sessions shall be closed to all except the Board, consultants, witnesses, and such other persons as the Board may invite. All or any portions of the Board retreats may be held in closed session. No votes shall be taken at these meetings. Minutes may be recorded and distributed at an appropriate time. Notice shall be given to all Board members in accordance with Section 4, unless waived.

10. Conflict of Interest. Any Board member who has a conflict of interest on any matter brought before the Board (i.e. the matter under consideration will have a direct or indirect financial effect on the director, a relative of the director or a member of the director's household) must, before discussion or vote on the issue, fully disclose the conflict. The member shall not be counted for purposes of a quorum, but may vote unless the issue is within the scope of Article X.

ARTICLE IX: OFFICERS

1. Officers. Officers of the Fair shall be three: a President, Secretary, and Treasurer. At the Board of Directors' discretion, any officer position may be shared by one or more persons.

2. Election/Term. The officers are to be elected by the Board of Directors at its annual Board meeting or in the event that an office becomes vacant at any other time of year. There shall be no requirement that an officer be a director. Each officer shall serve until the next annual Board meeting or until their death or resignation.

3. 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 Fair, 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 act as a proxy for members electing to appoint a proxy in accordance with Article VI, Section 7, to select a date for the Director's 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 Fair; and to work with the registration coordinator prior to each Fair in order to assure accurate membership records. The powers of the Secretary shall be such as are consistent with the duties enumerated above.

4. Treasurer. The responsibilities of the Treasurer shall be as follows: to keep accurate and complete records of the receipts and disbursements of the Fair; to make such records accessible to the members upon reasonable notice; to supervise and effectuate an annual Fair 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. 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 Fair, subject to the control of the directors. (S)He 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 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.

6. Removal. Any officer may be removed with or without cause by a vote of the Directors at any meeting where prior notice has been given to the Board that the matter will be discussed.

7. Resignation. Any officer may resign by delivering written notice to the Secretary.

8. Vacancies. Any vacancy in an office may be filled for the unexpired portion of the term by the Board.

ARTICLE X: TRANSACTIONS WITH DIRECTORS OR OFFICERS

1. No director or officer of the Fair shall be interested, directly or indirectly, in any contract relating to the operation conducted by it, nor in any matter which may render financial benefit to the director or officer, nor in any contract for furnishing supplies or services to the Fair unless:

(a) the contract is fair to the Fair and is authorized by two thirds of the directors present and voting at a meeting at which the presence of such director is not counted for a quorum and at which the vote of such a director is not necessary for authorization, and

(b) the material facts of the transaction and the nature of the director's or officer's interest have been fully disclosed to the Board prior to discussion and consideration of the matter.

2. A director or officer of the Fair has an indirect interest in a transaction if:

(a) Another entity in which the director or officer, a relative of the director or officer, or a member of the director's or officer's household has a material interest or in which the director or officer, relative or household member is an employee or general partner is a party to the transaction; or

(b) Another entity of which the director or officer, relative or household member is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Fair.

3. For purposes of subsection (1) of this section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of two thirds of the directors on the board of directors who have no direct or

indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this section by a single director. If two thirds of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action if the transaction is otherwise approved as provided in this section.

ARTICLE XI: AMENDMENT

These bylaws may be amended by an act of the Board of Directors at any regularly scheduled meeting of the Board, provided notice of the intent to amend was made at the prior Board meeting.

AMENDED BYLAWS ADOPTED THIS _____ day of September, 2006.

Secretary
