

SOLANO COUNTY FAIR ASSOCIATION

By-Laws

Adopted Wed 9/19/18

ARTICLE 1: PRINCIPAL OFFICE AND NAME

Section 1.1 – Name:

Name: The name of this Association is the name established by law, to wit: Solano County Fair Association.

Section 1.2 – Office:

Office: The office for transaction of the business of the Association is hereby fixed and located at 900 Fairgrounds Drive, in the City of Vallejo, California. The Board of Directors may change the location of said office within the County.

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ARTICLE 2: OBJECTIVES AND PURPOSES

Section 2.1 – Purpose:

Purpose: The Association is organized to ensure a positive experience for the public by providing a year-round multi-purpose venue that showcases and celebrates the wide variety of resources and activities available to our diverse communities. The Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Internal Revenue Code §501(c)(3).

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ARTICLE 3: DEDICATION OF ASSETS

The properties and assets of this nonprofit Association are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Association, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of this Association. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Association shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Internal Revenue Code §501(c)(3).

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ARTICLE 4: DIRECTORS

Section 4.1 – Powers:

- (a) **General Association Powers.** Subject to the limitations of the By-Laws, the Solano County Management Agreement, the statutes of the State of California, including the approval of the Department of Food and Agriculture as required by law, all powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors.
- (b) **Specific Powers.** Without prejudice to their general powers, the Directors shall have the power to:
- i. Select and remove the Officers of the Association; prescribe any powers and duties for Officers that are consistent with the law, with the Articles of Incorporation, and with these By-Laws.
 - ii. Conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting;
 - iii. Adopt, make, and use a corporate seal and alter the form of the seal;
 - iv. Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

Section 4.2 - Number of Directors:

There shall be fifteen (15) Directors. All Directors are appointed by a member of the Board of Supervisors of Solano County except as outlined in Section 4.5(g)i and Section 4.5(g)iii. Three Directors are appointed by each County Supervisor from residents of their respective districts and serve for a term of four (4) years. They shall serve without compensation while members thereof.

Any current member of the Solano County Board of Supervisors has the right to attend and participate, as a non-voting Director, at all open session meetings of the Solano County Fair Association.

Section 4.3 - Nominations, Appointments and Term of Office of Directors:

- (a) **Nominations and Appointments for expiring board terms.** On, or prior to, February 1st of every year, the Board of Directors will submit a list of nominees for each Board term that is expiring on August 1st of that calendar year, to the respective member of the Board of Supervisors for their consideration. The submitted list is advisory only. The members of the Board of Supervisors are not bound by, or restricted to, utilizing the submitted list and may appoint anyone from their respective supervisorial districts if the nominee meets the qualifications outlined in Section 4.4 and the timeline specified in Section 4.5(g)i.

- (b) **Nominations and Appointments for mid-term replacement Directors.** If the Board of Directors has determined that a vacancy(s) on the board exists, the Secretary of the board will notice the appropriate member(s) of the Solano County Board of Supervisors of said vacancy(s). The board will, if requested by the member of the Solano County Board of Supervisors, submit a list of nominees. The submitted list is advisory only. The members of the Board of Supervisors are not bound by, or restricted to, utilizing the submitted list and may appoint anyone from their respective supervisorial districts if the nominee meets the qualifications outlined in Section 4.4 and the timeline specified in Section 4.5(g)iii.
- (c) **Term.** Each Director will serve a four (4) year term and be limited to three (3) terms or a maximum of twelve (12) years of services, except where agreed upon by mutual waiver approved by a majority of the Board of Supervisors and a majority of the Board of Directors, with the Director in question recusing himself or herself from the matter.

Section 4.4 - Qualifications of Directors:

Each supervisorial district of Solano County is represented by no more than three (3) Directors. Any resident of Solano County who is 18 years of age or older may be elected or appointed to serve as a Director so long as their primary residence is located within the supervisorial district in which a vacancy occurs. Whether elected or appointed, a Director's status as a Director immediately terminates once the Director is no longer a resident of Solano County.

Section 4.5 – Vacancies:

- (a) **Fully Seated Board.** It is the intent, and a critical need of the Solano County Fair Association, to have every board term seated. Any board term declared vacant shall be filled following procedures outlined in Section 4.5 (g)
- (b) **Notice of Vacancy.** The Board of Directors will declare a board term vacant when any of the conditions exist as cited in Section 4.5(c). Once a vacancy has been declared the Board will direct the Secretary of the Board to deliver to the appropriate member of the Solano County Board of Supervisors a formal Notice of a Vacancy which will include the unexpired service time remaining on the vacant term.

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- (c) **Events Causing Vacancy.** A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:
- i. The death, resignation, removal of any Director as set forth in Section 4.5 (e).
 - ii. The Director is no longer a resident of Solano County.
 - iii. Should a Director's primary residence remain in Solano County, but relocate to another Solano County supervisorial district, the Board of Directors shall declare a vacancy and follow the procedures set forth in Section 4.5 (g) ii.
 - iv. The failure of a member of the Solano County Board of Supervisors to appoint a Director pursuant to the provisions of Section 4.5 (h)i and/or Section 4.5 (h) ii.
 - v. An increase of the authorized number of Directors.
- (d) **Resignation of a Director.** A Director may resign, which resignation shall be effective upon receipt of actual notice by the President of the Board, the Chief Executive Officer, or the Secretary, unless the notice specifies a later effective date for the resignation.
- (e) **Removal of a Director.** A Director elected by the Board of Directors may be removed or suspended by the Board upon a good faith determination by the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, or by a committee or person authorized by the Board to make such a determination, that a Director has failed in a material and serious degree to observe the rules of conduct for Directors as set forth in the Director's Handbook and/or other Board Policy, as amended by the Board from time to time, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.
- i. If a Director, that has been directly appointed by a member of the Solano County Board of Supervisors, is found, upon a good faith determination by the majority of the members of the entire Board of Directors to have failed in a material and serious degree to observe the standards of conduct cited in Section 4.5 (e) a request for suspension or removal will be delivered to the respective member of the Board of Supervisors for their action.
- (f) Any Director who does not attend three successive regular monthly Board meetings will automatically be removed from the Board unless:
- i. The Director's absence was formally approved by the President.
 - ii. The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

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(g) **Filling of Vacancies.** It is the intent, and a critical need of the Solano County Fair Association, to have every board term occupied.

- i. **Expiring Board Terms** If, by September 1st, a member of the Solano County Board of Supervisors has chosen to not make an appointment to fill the expiring board term, the Board of Directors will at their regular monthly meeting in October, or earlier at a special meeting if the majority of the Board agrees, select a nominee to fill the vacancy following the qualifications outlined in Section 4.4. It shall be in the discretion of the Board of Directors to determine any additional criteria as well as the procedure for the election to fill expiring board terms, but special consideration shall be given to: (i) special expertise required by the Board of Directors, and (ii) any input provided by the respective member of the Solano County Board of Supervisors.
- ii. **Midterm Replacement Directors.** After the Board of Directors have declared a board term vacant the Board of Directors will direct the Secretary of the Board to send a Notice of a Vacancy as outlined in Section 4.5 (b) to the appropriate member of the Solano County Board of Supervisors. The respective member of the Solano County Board of Supervisors, after receiving the Notice of a Vacancy, will appoint a midterm replacement Director pursuant to the provisions of Section 4.3 (b).
- iii. If, within ninety (90) days of the delivery and receipt of the Notice of a Vacancy, and the noticed member of the Solano County Board of Supervisors has chosen to not make an appointment to fill the vacancy, the Board of Directors will select a nominee to fill the vacancy pursuant to the provisions of Section 4.4. It shall be in the discretion of the Board of Directors to determine any additional criteria as well as the procedure for the election of replacement Directors, but special consideration shall be given to: (i) special expertise required by the Board of Directors, and (ii) any input provided by the respective member of the Solano County Board of Supervisors.
- iv. Service time performed as a Midterm Replacement Director will not account for as service time when calculating term limits as defined in Section 4.3 (c).

Section 4.6 – Meetings:

All meetings shall be conducted in accordance with the Ralph M. Brown Act and *Roberts Rules of Order Newly Revised*.

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Section 4.7 Annual Meeting.

The Board of Directors shall hold an annual meeting on the third Wednesday of August of each year, at 6:00 PM at the Association's principal office, provided, however, that should such day fall on a legal holiday, said meeting shall be held at the same time and place on the first following day that is not a legal holiday for purposes of electing officers, designating committees, addressing board vacancies, and transacting regular business. Notice of these meetings shall be in accordance with Section 4.9.

Section 4.8 Monthly Meeting.

The Board of Directors shall hold a minimum of six (6) regular monthly meetings on the third Wednesday of each month, at 6:00 PM at the Corporation's principal office or such other place as shall be determined by the Board, provided, however, that should such day fall on a legal holiday, said meeting shall be held at the same time and place on the first following day that is not a legal holiday for purposes of transacting regular business. Notice of these meetings shall be in accordance with Section 4.9.

Section 4.9 – Notice:

Notice of any meeting of the Board of Directors shall be in accordance with the Ralph M. Brown Act.

Section 4.10 – Quorum:

A majority of the seated members of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.11. After their appointment or election, a member shall be considered seated only after he or she has attended a scheduled and properly noticed meeting of the Board of Directors and has been formally recognized by the Chair. Every act or decision done or made by a majority of the Directors present and voting at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law.

Section 4.11 – Adjournment:

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 4.12 - Compensation of Directors:

Directors shall not be compensated. The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director or member of a committee in carrying out his or her duties.

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ARTICLE 5: COMMITTEES

Section 5.1 - Committees:

The Board of Directors may establish committees. It shall be the President's responsibility to appoint the Chair and members of the committees. The President may establish Ad Hoc Committees, and appoint the Chair and members, as he or she deems necessary. Committee Chairs must be sitting members of the Board of Directors. The other members of a committee (excluding the Executive Committee) may be selected for their subject matter experience/expertise and are not required to be sitting members of the Board of Directors.

Section 5.2 - Executive Committee:

The Executive Committee will be comprised of the President, Vice President, Treasurer, Immediate Past President and up to three (3) additional Directors. The Executive Committee shall annually review the Chief Executive Officer and the compensation of the Chief Executive Officer. The compensation review shall also occur when such Chief Executive Officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all the employees of this Association. Based on its review, the Executive Committee shall recommend just and reasonable compensation amounts to the Board.

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ARTICLE 6: OFFICERS

Section 6.1 – Officers:

The Association shall have the following Officers: President, Chief Executive Officer, Vice President, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution. The Board may authorize the Chief Executive Officer to also serve as the Secretary.

Section 6.2 - Election of Officers:

The Officers of the Association shall be elected by the Board at its annual meeting and each shall hold office, beginning at the September board meeting, for a period of one year or until their successor is elected, unless he or she resigns, is removed or is otherwise disqualified to serve. The provisions of this section do not apply to the Chief Executive Officer/Executive Director of the Association.

Section 6.3 - Removal of Officers:

Any officer may be removed for caused by an affirmative vote of at least 2/3 of a quorum of the members of the Board of Directors present at any regular, special or emergency meeting.

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Section 6.4 - Resignation of Officers:

Any Officer may resign at any time by giving written notice to the Board of Directors, the Chief Executive Officer, or the Secretary of the Association. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 6.5 - Vacancies in Office:

Should the President of the Board of Directors die, or be unable to complete his/her term, or resign from the Board of Directors, the current Vice President will become President and will complete the current term of the President. A Nominating Committee will be convened and recommend to the Board of Directors a replacement for the Vice President position. The Vice President shall be replaced by a vote of the Board of Directors and shall complete the term of office of the previous Vice president.

Should the President and Vice President die, or for health reasons be unable to complete his/her terms, or resign from the Board of Directors, the Treasurer will assume the Presidency until a special meeting of the Board of Directors is convened in which a special election of officers will be held.

Section 6.6 - Responsibilities of Officers:

- (a) **The President.** The President of the Board shall be elected by a majority vote of the Directors following the seating of Directors at each annual meeting. The President shall preside at all meetings of the Board of Directors and shall appoint all Board committee members. The President shall be an ex-officio member of all Board committees, including the Executive Committee, and shall have such other powers and duties as may be prescribed by the Board of Directors. All Board committee members shall serve at the pleasure of the President.
- (b) **Chief Executive Officer.** The Chief Executive Officer shall be the Executive Director the Association and shall be in charge of all day-to-day Association activities. The Chief Executive Officer shall have such other powers and duties as may be prescribed by the Board of Directors or these By-Laws. The Chief Executive Officer shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Association's business, and shall see that all directives and resolutions of the Board are carried out. The Chief Executive Officer shall be empowered to act, speak for, or otherwise represent the Association between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these By-Laws.
- (c) **Vice President.** In the absence or disability of the President, the Vice President shall perform all of the duties of the President, and when so acting shall have all of the powers and be subject to all of the restrictions on the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws.

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(d) **Secretary.** The Secretary shall attend to the following:

- i. Board Minutes. Keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, the minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.
- ii. Notices. Give or cause to be given, notice of all meetings of the Board of Directors required by the By-Laws to be given

(e) **Treasurer.** The Treasurer shall attend to the following:

- i. The Treasurer may be the Chairperson of the Finance Committee and shall present the financial report at the monthly Board meetings. The Treasurer will perform additional financial analysis as directed by the Board.

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ARTICLE 7: RECORDS AND REPORTS

Section 7.1 - Maintenance of Articles and By-Laws:

The Association shall keep at its principal executive office the original or a copy of its Articles and By-Laws as amended to date.

Section 7.2 – Maintenance of Other Association Records:

The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the Association. The minutes shall be kept in written, typed or digital form, and the accounting books and records shall be kept in written, typed or digital form or in any other form capable of being converted into written, typed, or printed form.

Section 7.3 – Inspection by Directors:

Every Director shall be given the opportunity, at any reasonable time or with reasonable notice to inspect all books, records, and documents of every kind and the physical properties of the Association and each of its subsidiary corporations.

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ARTICLE 8: FISCAL YEAR

The fiscal year of the Association shall end on December 31.

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ARTICLE 9: AMENDMENTS

These By-Laws may be adopted, amended, or repealed by a majority vote of the entire Board of Directors.

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ARTICLE 10: CONSTRUCTION AND DEFINITIONS

Section 10.1 - Construction and Definitions:

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these By-Laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

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CERTIFICATION

I hereby certify that this is a true and correct copy of the By-Laws of the Solano County Fair Association as amended on Wednesday, September 19, 2018.



Dennis Yen, President



Stephen Hales, Chief Executive Officer