

Solano County Fair Association

By-Laws

Amended February 11, 2015

Article I

Section 1 – Name: The name of this Association is the name established by law, to wit: Solano County Fair Association.

Section 2 – 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.

Article II

Section 1 – 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 section 501 (C) (3) of the Internal Revenue Code.

Section 2 – Appointment: All Directors are appointed by a member of the Board of Supervisors of Solano County. Three Directors are appointed by each County Supervisor, and serve for a term of four (4) years or a term designated by the Board of Supervisors. They shall serve without compensation while members thereof.

Section 3 – Powers: Subject to the limitations of the By-Laws, the Solano County 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

Section 4 – Meetings: All meetings shall be conducted in accordance with the Ralph M. Brown Act and newly revised edition of Roberts Rules of Order.

Section 5 – Regular Meetings: The regular meeting will be held on the third Wednesday of each month. If there is a conflict of the date of the Regular Meeting, it may be rescheduled at the discretion of the President or designee.

Section 6 – Annual Meetings: The annual meeting shall be held in August of each year, and may coincide with the August Regular Meeting.

Article III

Section 1 – Officers: The officers of the Association of the Board of Directors shall be President, Vice President, and Treasurer. The Chief Executive Officer / General Manager (CEO/GM), or his/her designee, serves as Secretary of the Association.

Section 2 – Election: 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

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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/General Manager of the Association.

Section 3 – Removal And Resignation: Any officer may be removed for cause 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.

Any officer may resign at any time by giving written notice to the President or the Board of the Association. Any such resignation shall take effect at the date of receipt of such notice. The acceptance of such resignation shall not be necessary to make it effective.

Any director who misses three (3) consecutive unexcused regular meetings from the Board shall be deemed to have resigned from the Board. A Director may be removed for cause by the Solano County Board of Supervisors upon recommendation of the Board of Directors.

Section 4 – Vacancies: A vacancy on the Board because of death, resignation, removal, disqualification or any other cause shall be filled by appointment by the Solano County Supervisor of the district involved for the unexpired portion of the term. If an office becomes vacant, the election will be held at the next regular meeting or at a special meeting called by the Board.

Section 5 – President: The President shall preside at all meetings of the Board. Should the President not be present at any meeting of the Board, the Vice President shall preside at that meeting. In the absence of the President and Vice President, The Treasurer shall preside. In their absence, the Immediate Past President shall preside.

Section 6 – Vice President: The Vice President shall perform duties of the President in his/her absence. He/She shall perform duties as are assigned by the President. The Vice President shall serve as a full voting member on all committees.

Section 7 – Treasurer: The Treasurer shall be the Chairman 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.

Section 8 – Chief Executive Officer/General Manager (CEO/GM): The Board of Directors shall hire the CEO/GM and prescribe such powers and duties as may be consistent with the law or with the By-Laws. The CEO/GM will be evaluated at least once per year by the Executive Committee.

The CEO/GM shall keep or cause to be kept at the office of the Association a book of minutes of all meetings of the Directors with the time and place of meetings, whether regular, special or emergency and if special or emergency, how authorized and noticed, giving the names of those present at the meeting and the proceedings at the meeting.

The CEO/GM shall give or cause to be given the required notice for all meetings of the Board shall furnish copies of the minutes of each meeting to the Directors.

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The CEO/GM shall cause to be kept and maintained adequate and correct accounts of properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and capital. The CEO/GM shall deposit or cause to be deposited all monies and other valuables in the name of and the credit of the Association with such depositories as may be designated by the Board. The CEO/GM shall disburse the funds of the Association as ordered by the Board, shall render to the President and Directors an account of all financial transactions and of the financial condition of the Association.

Section 9 – Executive Committee: The Executive Committee will be comprised of the President, Vice President, Treasurer, Immediate Past President and up to three (3) additional Directors.

Article IV

Section 1 – Committees: The President has the responsibility of appointing the Chair and members of standing committees. The President may appoint such ad hoc committees, chair and members, as he or she deems necessary.

Section 2 – Inspection of By-Laws: The Association shall keep in its office the original or a copy of the By-Laws, as amended or otherwise altered to date, certified by the CEO/GM, which shall be open to inspection by the public during office hours.

Article V

Amendments

Section 1 – Power of Directors: The By-Laws may be altered, amended or repealed, and new and additional By-Laws adopted at any time by an affirmative vote of a majority of a quorum of the Board.

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 February 11, 2015.

Stephen L. Pierce
Chief Executive Officer / General Manager