

Late Distribution

#7

Date: 1/29/10 Time: 4:25 p.m.

Fw: El Dorado County Fair Board By-laws provided
michael owen
to:
suzanne.allendesanch
01/29/2010 04:25 PM
Show Details

--- On **Fri, 1/29/10**, michael owen <mnocpa@yahoo.com> wrote:

From: michael owen <mnocpa@yahoo.com>
Subject: El Dorado County Fair Board By-laws provided
To: jody@eldoradocountyfair.org, bosone@edcgov.us, bostwo@edcgov.us,
bosthree@edcgov.us, bosfour@edcgov.us, bosfive@edcgov.us,
suzanne.allendesanchez@edcgov.us, kitty.miller@edcgov.us
Date: Friday, January 29, 2010, 4:21 PM

Honorable El Dorado County Board of Supervisors

It has come to my attention that there is a question regarding the authority of the Fair Board President to make recommendations to the Board of Supervisors for appointment on behalf of the fair board. According to the El Dorado County Fair Association By-Laws Article IX, Section 1 "The President shall have the power to make appointments to all standing committees." Attached are our current By-Laws, Article is on page 6.

I ask that the item be left on the agenda as stated and not to be pulled.

With respect, I thank you,
Michael N. Owen
President, El Dorado County Fair Association

REVISED JANUARY 8, 1992
APPROVED, BOARD OF SUPERVISORS, MARCH 31, 1992

EL DORADO COUNTY FAIR ASSOCIATION

BY LAWS

Know all men by these presents:

That we the undersigned Directors of the El Dorado County Fair Association, acting under power granted by the State of California pursuant to the General Non-Profit Corporation law of the said State as set forth in the Articles of the Corporation dated the 21st day of January, 1952, do hereby enact the following By-Laws for the future government of the Association.

ARTICLE I

Section 1: **Legal Name** – The legal name of this Association shall be “The El Dorado County Fair Association.”

ARTICLE II

Section 1: **Seal** – The Association shall have a common seal consisting of a circle having on its circumference the words “El Dorado County Fair Association”, enclosing the figure of a bearded miner pushing a wheelbarrow.

ARTICLE III

Section 1: **Location** – The Association shall have its principal office at the El Dorado County Fairgrounds, Placerville, State of California, but may have offices and transact business at such other places as the Board of Directors may, from time to time, selected, and provided in Article V, Section 2.

ARTICLE IV

Section 1: **Membership Requirements** – Membership in this Association shall be open to any person who is 18 years or older regardless of race, religion, creed or color and is a resident of El Dorado County and who upon payment of the annual membership dues may be elected to membership by the majority vote of the Board of Directors of this Association.

Section 2: **Approval of Members** – Each applicant for membership in the Association shall be voted on by a written and signed ballot or voice vote.

Section 3: **Qualifications of Members** – Qualifications for membership shall be limited to those persons who have shown by demonstration that they have or may have a present and continuing dedication to the ideas and success of the Fair and who may, by such demonstration, be considered as Directoral Candidates for the future government of this association.

Section 4: **Boundaries of Members** – Insofar as it is possible or desirable, the membership shall be generally representative of the various centers of population and/or communities of interest contained within the boundaries of the County of El Dorado, subject to the ultimate determination of the Board of Directors.

Section 5: **Supporting or Sustaining Membership** – The Board of Directors may form a supporting or sustaining membership in this Association whose members may not vote on any issue before the Association at any time.

Section 6: **Annual Dues** – Annual dues of this Association shall be set forth by the Board of Directors. Dues shall be paid in the following manner.

- A. **Date Payable** – Annual dues for all members shall be due and payable January 1 of each year and will be considered delinquent if not paid before the start of the Annual Meeting.
- B. **Penalty for Delinquency** – Newly elected members failing to pay dues within 30 days after their election to membership in the Association shall be considered delinquent and will forfeit all rights and privileges to participate in any activities of this association.
- C. **Deposit of Dues** – All dues will be paid to the Secretary/Manager for deposit into the Association's bank account.

Section 7: **Voting Requirements** – No member may vote at any meeting of this Association unless all fees, dues or levies, then currently incumbent upon the membership have been settled and the member has evidence thereof.

Section 8: **Annual Meeting** – There shall be held an Annual Meeting in January each year prior to the regular Board of Directors Meeting. This Annual Meeting shall be held at the Association Fairgrounds. Notice of such meeting shall be delivered by the mail service of the United States of America in behalf of every member of record in the Association at least 15 days in advance of such meeting.

Section 9: **Cumulative and Proxy Voting** – Cumulative and proxy voting before the house of the membership are hereby prohibited.

Section 10: **Removal of Association Members** – An Association Member may be removed from membership by a majority vote of the Directors at a Regular or Special Board Meeting provided that due notice of such action has been given prior to the meeting.

ARTICLE V

Section 1: **Corporate Powers and Quorum of Board** – The Corporate Powers of this Association shall be vested in a Board of Directors consisting of eleven persons, six of whom shall constitute a quorum necessary for the transactions of business, except that less than a quorum may adjourn from time to time. The concurring vote of a majority of all Directors shall be required for any action of the Board of Directors.

Section 2: **Corporate Powers and Limitations** – All acts and exercises of the Corporate Powers assumed by the Board shall be subject to all the statutory provisions of the State of California and the obtaining of consent in support of any activity from the appropriate political authority where the same is applicable and/or provided for by statute or ordinance of the State of political subdivision thereof, and to the limits described in these By-Laws enacted or amended pursuant to the Articles of Incorporation of this Association.

ARTICLE VI

Section 1: **Qualifications of Directors** – The Board of Directors of this Association shall number eleven persons, who shall be qualified members in good standing of this Association. They shall serve until replaced.

Section 2: **Directoral Seats** – The Directoral Seats in the Board shall be comprised as follows:

Five (5) County Seats – Which shall be filled by nominees of each individual member of the Board of Supervisors, one nominee to each District. The method of selection of the same shall be as may be determined by the Supervisors. A County nominee shall become a member in the Association under the same terms and conditions as any other member, except that his membership shall be terminated at the conclusion of the tenure of the nominating Supervisor, unless he be reappointed by his Supervisorial nominator or elected as per Article IV, Section 2.

Persons so nominated shall serve at the pleasure of the Board of Supervisors.

Six (6) Association Seats – Which shall be reserved for occupancy by members of the Association who are in good standing. The method of their election shall be by the majority vote of the membership present and eligible to vote at the Annual Meeting. Their term of office shall be four (4) years. Beginning with the Annual Meeting in October, 1982, the three (3) seats open for election shall be elected for a term of three (3) years. The three (3) Directors whose seats are open for election in 1983 shall be elected for a term of four (4) years. Thereafter, all Association Directors' terms shall be four (4) years and will expire at the Annual Meeting. Each Director's position shall be nominated and elected by written and signed ballot or voice vote.

Section 3: **Terms of Office** – If the Office of an Association Director falls vacant prematurely the Board shall, by majority vote, appoint from the Association Membership, a successor who shall serve until the next Annual Meeting of the Association, when the membership by their majority may approve or disapprove of the appointee's fulfilling of the unexpired term. In the case of a vacancy, occurring among the County Directorships then the Supervisorial Nominator must be contacted for a replacement.

Section 4: **Eligibility for Re-Election** – All Association Directors shall be eligible for re-election. The eligibility of a County Director shall cease upon the termination of his nominating Supervisor's tenure in office. A County Director shall serve at the pleasure of the Board of Supervisors.

Section 5: **Removal of Directors:**

A. Causes of Removal – Causes for removal of a Director are:

- (1) **Non-attendance** – Non-attendance at three (3) consecutive meetings of the Board of Directors without acceptable reason.
- (2) **Erratic attendance** – Erratic attendance at Board Meeting, that is: Less than 80% of all Board Meetings and Committee Meetings held within any given 180 day period without acceptable reason.
- (3) **Determination of acceptable cause** – Acceptable cause will be determined by the Board of Directors.

- B. Status of Removed Director** – If any Director is removed for cause, he or she shall revert back to Association status only. Either 1 or 2 of the above will constitute automatic removal from Directorship of the individual concerned. Written notice of said action shall be sent to said individual by the Secretary/Manager from the Association Office within 72 hours of the Board’s action removing said Director.

Section 6: Removal of Directors – (for causes other than provided for in Article VI, Section 5).
A Director may be removed from office by majority vote of the Board of Directors at a Regular or Special Meeting, provided that due notice of such action has been given prior to the meeting to all members of the Board of Directors. “Due Notice” shall be deemed to have been given when information concerning the pending action has been mailed via the U. S. Postal Service at least ten days prior to the meeting called wherein such action is being contemplated.

Section 7: Limitations of Directors – Persons holding the office of Director in this Association are limited in power to the exercise of their vote and the expression of their opinion during a duly constituted and authorized meeting of the Board of Directors. No Director may have Executive and Administrative powers in this Association unless it be exercised under the jurisdiction and direct supervision of the Secretary/Manager, who shall be the Principle Executive of this Association at all times.

Section 8: Board Meetings:

- A. Notifications of Meetings:** Public notice of all regular Board Meetings, in the form of a tentative agenda, will be mailed to local media no later than ten (10) calendar days prior to each meeting. Such notice shall also be mailed to each Director and anyone who requests to be notified. Persons requesting notification must renew their requests annually. The final agenda shall be posted at the Main Office of the El Dorado County Fair Association, 100 Placerville Drive, Placerville, California, no later than 72 hours prior to the meeting.
- B. Mailing of Information to Directors:** All other information shall be mailed to each Director at least seven (7) calendar days prior to each meeting. The agenda that is sent to each Director shall include information about items available at the time of mailing, such as: minutes of committee meetings if they have not already been mailed, updated financial reports and any pertinent correspondence.
- C. Request to Appear before the Board:** Any item requiring action must be presented to the Manager by 5:00 p.m. five (5) calendar days prior to the regularly scheduled meeting.
- D. Procedures:**
- (1) Quorum:** Action may result when a majority of the Directors vote “yes” on a motion. A majority of the full Board is also required to make or change policy.
 - (2) Voting:** The president is a voting member and should vote on all motions.
 - (3) Agenda Approval:** The agenda requires Board approval prior to the conduct of the business of the Association. Any changes in the agenda shall be included in the motion to approve and shall only include altering the order in which the items are to be considered, or to add items or reports not requiring action. No items requiring action can be added.
- E. Executive Sessions:** An Executive Session may be called as a part of the agenda of any regular meeting to discuss the following topics.

- (1) **Personnel:** GOVERNMENT CODE SECTION 11126(a) – Matters concerning the employment of the Manager or, at the Manager’s request, matters concerning employees of the Association. Discussion of personnel under contract shall not be conducted in Executive Session.
 - (2) **Security:** GOVERNMENT CODE SECTION 11126 (e) – A threat to the security of Association Facilities or services.
 - (3) **Confidential Gifts or Donations:** - GOVERNMENT CODE SECTION 11126 (g) – Gifts or donations to the Association made by individuals requesting, in writing, confidentiality.
 - (4) **Pending Litigation:** - GOVERNMENT CODE SECTION 11126 (q) - To discuss legal matters which, if discussed in open session, may be detrimental to the public interest.
 - (5) **Other Topics for Executive Session** - Other less common topics, which may be discussed in Executive Session, are covered in the California Fair Director’s Handbook.
 - (6) **Miscellaneous** – An Executive Session may be called by the President or, in his/her absence, the Vice President, at the request of the Manager or any Director. Immediately following the close of the Executive Session, or at the beginning of the next meeting, an announcement detailing the action taken, but not their discussion leading up to the action, shall be made by the President. Minutes of all Executive Sessions shall be kept by the Manager or a Director selected by the Board. These records are not public documents, but shall be made available to the Directors, the Division, or to the courts, if required.
- F. **Emergency Board Meetings** – Emergency meetings of the full Board may be called only when Board action is required as a result of:
- (1) **Public Safety Threat:** An event that may severely impair public health and safety. (EXAMPLE: Bomb threat, strike, flood, fire, etc.)
 - (2) **Administrative Matters:** Administrative matters requiring immediate attention. (EXAMPLE: Litigation.)
 - (3) **Requests:** Emergency meetings may be requested by the Manager or by any Director. The Manager shall call the meeting by first notifying the President or, in case of his/her absence, the Vice President and other Directors. In instances where quorum cannot be obtained, the Executive Committee is empowered to meet and act on the Board’s behalf in a public meeting.
 - (4) **Notification:** One hour prior to any Emergency Meeting, the President shall notify any newspaper, television or radio stations who have made prior written request of notification. Following the meeting the minutes shall be posted at the Main Office for not fewer than 10 (ten) days. This applies unless the meeting was an Executive Session.
- G. **Special Board Meeting:** Special Board Meetings may be called by the President or three Directors, as provided for in the By-Laws. Only one topic may be discussed.

ARTICLE VII

Section 1: **Time and Date of Meetings** – At least one Regular Meeting of the Board shall occur without call every month on the first Wednesday after the first Monday at 7:00 p.m. at the Board of Directors Room on the Fairgrounds or at a time and place that may be determined by a majority of the Board of Directors.

Section 2: **Special Meetings** – The president may call Special Meetings of the Board at any time. Upon the written request of 3 (three) Directors, he must call a Special Meeting. All directors will be sent written notification within 1 (one) working day of such written request, with at least 5 (five) working days advance notice from time of mailed announcement before meeting is held.

ARTICLE VIII

Section 1: **Officers** – The Officers of this Association shall be a President, a Vice President and a Treasurer elected from within the Board of Directors. All Officers shall be bona fide Director of this Association who shall be elected annually by the Board of Directors by written and signed ballot or voice vote at the annually scheduled January meeting.

Section 2: **Term of Office** – The term of office of elected officers of this Association shall be for 1 (one) year, beginning and ending with the January Board of Directors meeting.

Section 3: **Secretary/Manager** – In addition, there shall be an office of Secretary/Manager, who shall not be a Director.

ARTICLE IX

Section 1: **President** – The President shall preside at all meetings of the Association's membership and of the Board of Directors. The President shall have the power to call special meetings of the Association or Board of Directors. The President shall have power to make appointments to all standing committees.

Section 2: **Vice President** – The Vice President shall preside at all meetings where the president is absent and shall be the Western Fairs Association Director.

Section 3: **Treasurer** – The Treasurer shall be Chairman of the Budget and Finance Committee.

Section 4: **W.F.A. Director** – The Western Fairs Director shall attend all scheduled meetings of the Western Fairs Association on behalf of the Association. In the event he is unable to attend such meetings, he shall be responsible for co-opting a substitute. The W.F.A. Director shall make reports to the Board on the proceedings of W.F.A.

Section 5:

- (A) **Secretary/Manager** – The Secretary/Manager shall be the confidential employee of the Board of Directors and shall act: as the Secretary of the Corporation; be exempt from Civil Service; be the Chief Executive, Administrative, Fiscal and Personnel Officer of the Association; keep or cause to be kept the Official Book of Minutes of all proceedings of the Association; be the Custodian of the Seal and official records of the Association, subject to the laws of the State of California and the United States of America; have charge of and direct all of the affairs of the Association, subject to the policies set forth by the Board of Directors; be the sole appointive authority for the Association's

employees, subject to the general intent of the personnel policies of the County of El Dorado and within the guidelines set forth in Schedule A, B, and C of the Annual Budget of the Association after approval of the Board of Directors, the Board of Supervisors and the State of California and as such budget may from time to time be legally amended; have authority to disburse the funds of the Association in accordance with Board Policy and the State approved budget and as such budget may from time to time be legally amended.

- (B) **Remuneration** – The Board of Directors shall set the remuneration of the Secretary/Manager who shall serve at the pleasure of the Board.
- (C) **Appointment** – The Board of Directors shall appoint its Secretary/Manager by a two-thirds majority vote of all directors.
- (D) **Removal** – The Board of Directors may remove its Secretary/Manager by a two-thirds majority vote of all the Directors.

ARTICLE X

Section 1: **Amendments to By-Laws** – Amendments to these By-Laws may only be accomplished by the majority vote of the membership of this Association in a meeting of the membership convened for the purpose, after notice of 15 days has been duly given by the agency of the Postal Service of the United States of America. A copy of the proposed amendments shall accompany the notice of Special Meeting or shall be publicly displayed at least 15 days prior to the Annual Meeting.

ARTICLE XI

Section 1: **Legal Notice Requirements** – Whenever it is a legal requirement that due notice be given before a proceeding of this Association occurs, the first order of business at that proceeding will be the recording in the minutes of that notice.

By: _____
Earl McGuire, President, Board of Directors
EL DORADO COUNTY FAIR ASSOCIATION