



## **PLACER COUNTY FAIR ASSOCIATION BY-LAWS**

(Revised: 1/2008)

### **ARTICLE I**

Corporation powers of this Association shall be vested in a Board of nine (9) Directors, who shall be members in good standing.

### **ARTICLE II**

The Association shall have a common Seal consisting of a circle having on its circumference the words "Placer County Fair Association, Incorporated April 27, 1938, California."

### **ARTICLE III**

The Association shall have its principal office in the City of Roseville, County of Placer, State of California, but may have offices and transact business at such other places as the Board may, from time to time, appoint.

### **ARTICLE IV - BOARD OF DIRECTORS**

The Board shall consist of not less than nine (9) members. Five (5) Directors shall constitute a quorum for the transaction of business at any Directors' meeting. In the event there are fewer than nine (9) Directors, four (4) Directors shall constitute a quorum. All members of the Association may be present at and enter into the discussion of business matters at any or all Directors' meeting. The privilege of holding office and voting at meetings of the Board shall belong only to duly elected Directors who are residents of Placer County and at least 18 years of age. Each Director shall be allowed only one (1) vote. All Directors shall serve three (3) year terms. The Directors' terms shall be staggered to provide that no greater than three (3) expire in any one (1) year. Directors shall be elected at the annual Association meeting. Where less than nine (9) members remain in office due to a vacancy or vacancies, then the remaining Directors in office shall fill the vacancy or vacancies by appointment to bring the membership to nine (9), and such members shall hold office until the next annual Association meeting, at which time a person will be elected to fill the un-expired term. An appointed Director, if elected at the annual Association meeting, will fulfill the un-expired term. If not elected, or an appointment has not been made, the lowest vote getter of those elected will serve out the un-expired term.

The Board shall have power to appoint and remove at their pleasure all officers, agents and employees of the Association, and shall prescribe their duties and fix their compensation, if any. The Board shall have power to conduct, manage and control the affairs and business of the Association, and to make rules consistent with the laws of the State of California for the guidance of the officers and management of the affairs of the Association.

The Chief Executive Officer shall keep the Seal of the Association and affix the same to such papers and instruments as may be required in the regular course of business; shall make service of such notices as may be necessary or proper; shall supervise and control the keeping of the books and accounts of the Association; and shall discharge such other duties as pertains to the office, or prescribed by the Board. Directors are prohibited from serving on two fair boards simultaneously.

## **ARTICLE V – OFFICERS**

Officers shall be elected at the first regular Board Meeting following the Annual Association meeting. The officers of the Association shall be a President, Vice-President, Treasurer, and a Secretary, and such other officers as the Board elects to designate. When duties do not conflict, one person may hold more than one of these offices.

## **ARTICLE VI – PRESIDENT**

The President shall preside over all meetings of the Association and Directors. The President shall call a special or emergency meeting at any time deemed necessary as prescribed by the laws of the State of California. A five-day notice of such special meeting shall be given by mail to members of the Board and shall be noticed.

## **ARTICLE VII – VICE-PRESIDENT**

In the case of absence of the President, or his inability to act, the Vice-President shall act as President.

## **ARTICLE VIII – TREASURER**

The Treasurer shall cause to be deposited all funds of the Association in such banks or bank as may be designated by the Board, review all financial records on a monthly basis, and recommend fiscal policies to the Board. Such funds shall be paid out only on the checks of the Association.

## **ARTICLE IX – SECRETARY**

The Secretary shall keep a full and complete record of the proceedings of the Board and Association.

## **ARTICLE X – MEETINGS OF THE ASSOCIATION**

The Association shall hold its annual meeting for the election of Directors, and other business, between January 1 and February 28 of each year, with the actual date to be set by the Board.

Special or emergency meetings may be called at any time by the President, Board, or at the written request of 50% of the current voting members of the Association.

Quorum shall consist of fifteen (15) members. Notices of all meetings of the Association shall be mailed to each member of the Association at least ten (10) calendar days before such meeting.

## **ARTICLE XI – COMMITTEES**

The Board shall have the power to appoint committees from the Association as deemed necessary for the performance of certain functions, provided however, its authority to act must be authorized by the Board. Any action taken by any such committee shall be presented for ratification by the Board.

## **ARTICLE XII – MEMBERSHIP**

Membership in the Placer County Fair Association is open to all people who support the goals, purposes and activities of the Association regardless of race, religion, color, national origin, ancestry, physical handicap, political affiliation, medical condition, marital status, or sex.

Membership in the Placer County Fair Association, a non-profit and non-stock corporation, organized and existing under the laws of the State of California, may be obtained by inquiring in person or in writing to the Placer County Fair Association main office at 800 All America City Boulevard, Roseville, California, 95678. The application shall state the full name of applicant, address, telephone number, birth date, and shall contain a specific statement of the applicant's interest in the Fair. The application shall be accompanied by a check or money order in the amount of \$20.00, payable to the Association, which shall constitute the first annual payment of membership dues. Association membership is valid from the day a completed application and payment of dues is received by the Association through the subsequent Annual Association Meeting. Membership dues must be paid by May 5<sup>th</sup> of that year in order to have voting privileges at the following Annual Association Meeting. The Association shall have the power, by majority vote of the Board, to suspend or terminate, for good cause, any Association member.

Association membership privileges shall include:

- a) Participation in Association business.
- b) Voting privileges at the Annual Association Meeting (if completed membership application and payment are received at the Association main office by May 5<sup>th</sup> of the preceding year).
- c) Gate admission for member only to the Annual Fair.

Lifetime Honorary membership privileges shall include:

- a) Exemption from payment of annual dues.
- b) Participation in Association business.
- c) Voting privileges at the Annual Association Meeting.
- d) Gate admission for a party of four (4) to the Annual Fair or other Association event.

2. **VOTING MEMBERSHIP**: Any resident of Placer County who has reached the age of 18 years by January 1 of the year in which they wish to cast a ballot at the Annual Association meeting. Lifetime Honorary membership shall be granted to all past and present members of the Board and to persons deemed by the Board to have rendered distinguished service to the Fair as long as they remain residents of Placer County. Proxy voting is prohibited at all Association meetings, including Board meetings.

NOTE: Voting is limited to voting members in good standing as of May 5<sup>th</sup> preceding such Annual Meeting. Billing for said dues are to be mailed, in statement form, on or before January 15<sup>th</sup>. The words “Dues must be received by May 5<sup>th</sup> to maintain voting privileges at the Annual Association Meeting” are to be printed in bold print at the top of the statement.

3. **NON –VOTING MEMBERSHIP**: A non-voting member of the Association need not reside in Placer County. Non-voting membership is also available to Placer County residents and non-residents alike who have not attained the age of 18 years as specified in Section 2.

### **ARTICLE XIII - DELEGATES**

Delegates of the Association authorized to attend fair conventions and meetings shall be designated by the Board, allowing a specified amount of expense.

### **ARTICLE XIV - RULES OF ORDER**

In all matters of procedure, Roberts’ Rules of Order shall prevail.

### **ARTICLE XV - AMENDMENTS**

Any member of the Board may propose amendments to these By-Laws. To be effective, the Amendment must receive a majority vote of the Board. There shall be a waiting period of not less than four weeks from the time the proposed amendment is received until a vote is held. All Directors and members must be notified in writing of the proposed Amendment to the By-Laws fifteen (15) days prior to the time the vote is held.

Amendments may be proposed by the Association members or Board in writing to the Association membership at least thirty (30) days prior to the Annual Meeting. To become effective they must receive a majority vote of the members in attendance at the Annual Association Meeting who constitutes a quorum.

All amendments shall take effect immediately upon passage, unless otherwise stated.