

BY-LAWS
for the
35-A District Agricultural Association

Article I

SECTION 1 - NAME: The name of this Association is the name established by law, to-wit: 35-A District Agricultural Association.

SECTION 2 - OFFICE: The office for the transaction of the business of the Association is hereby fixed and located at 5007 Fairgrounds Road, in the City of Mariposa, County of Mariposa, State of California. The Board of Directors may change the location of said office within the District.

Article II
Directors

SECTION 1 - POWERS: Subject to the limitations of these by-laws and of 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 2 - ANNUAL MEETING: The annual meeting of the Board shall be held at the office of the Association at 5:30 PM at the January regular meeting.

SECTION 3 - REGULAR MEETINGS: Regular meetings of the Board shall be held monthly at the office of the Association at 5:30 PM on the third Monday, if not a legal holiday. If it is a legal holiday, then the meeting shall be on the next succeeding business day. Notice shall be given in writing at least ten (10) days in advance of the meeting. The regular meeting for the month of December may be canceled by a majority vote of the Board at their regular November meeting.

SECTION 4 - EMERGENCY MEETINGS: Emergency meetings of the Board may be called by the President, or if he/she is absent or unable, or refuses to act, by five directors, and notice of the time and place of the meetings given to the media which have requested notice at least one hour prior to meeting and to all Board members. Emergency meetings may only be called in response to:

- Work stoppages or other activity that severely impairs the public health, safety or both.
- Crippling disaster that severely impairs the public health, safety or both.
- Administrative disciplinary matters concerning consideration of proposed decisions, stipulations, and pending litigation that require immediate action.

SECTION 5: ADJOURNED MEETINGS: Any meeting may be adjourned until a stated day and hour and a 10-day written notice given to the public. In the absence of a quorum, a majority of the Directors at the meeting may so adjourn any meeting.

SECTION 6 - QUORUM: Five directors shall be necessary to constitute a quorum for the transaction of business. The president is a voting member and should vote on all motions. Every act or decision done or made by a majority of the legal votes cast by directors at a duly noticed meeting at which a quorum is present shall be regarded as the act of the Board, except as hereinafter provided regarding amending the by-laws.

SECTION 7 - OPEN MEETING LAWS: All meetings of the 35-A District Agricultural Association are subject to the requirements of the Bagley-Keene Open Meeting Act.

Article III Officers

SECTION 1 - OFFICERS: The officers of the Association shall be President, Vice-President and General Manager (Secretary/Manager/Treasurer). The directors shall select a general manager from among persons who are not members of the Board. The general manager holds office at the pleasure of the Board.

SECTION 2 - ELECTION: The term of office for President and Vice-President shall be for one year and until a successor is elected, unless the officer resigns or shall be removed or otherwise disqualified to serve. Nominations and election of officers shall be held at the November meeting. The newly elected officers take office at the January meeting.

SECTION 3 - REMOVAL AND RESIGNATION: Any officer may be removed with or without cause. Five directors shall be necessary to constitute a quorum for the removal of an officer including the general manager. Dismissal of the general manager must be in accordance with the provisions of the Government Code Section 11126(a) which states: "...As a condition to holding a closed session on the complaints or charges to consider disciplinary action or to consider dismissal, the employee shall be given written notice of his or her right to have a public hearing, rather than a closed session, which notice shall be delivered to the employee personally or by mail at least 24 hours before the time for holding a meeting. If notice is not given, any disciplinary or other action taken against any employee at the closed session shall be null and void. The state body also may exclude from any public or closed session, during the examination of a witness, any or all other witnesses in the matter being investigated by the state body. Following the public hearing or closed session, the body may deliberate on the decision to be reached in a closed session..." .

Any officer may resign at any time by giving written notice to the Board or to the President of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective. Resignation of directors requires written notice to the Governor of the State of California with a copy sent to the Division of Fairs and Expositions.

Any director who misses three consecutive regular meetings of the Board without the permission of the Board is deemed to have resigned as a director.

SECTION 4 - VACANCIES: A vacancy of any office of the Board, other than a Board member (i.e. president, vice president, manager, etc.) because of death, resignation, removal, disqualification, or any other cause, may be filled by the Board for the unexpired portion of the term.

SECTION 5 - PRESIDENT: The President shall preside at all meetings of the Board and be an ex-officio member of all committees. Should the President not be present at any meeting of the Board, the Vice President shall preside. In the absence of the President and 1st Vice President the 2nd Vice President shall preside. In the absence of the President, Vice-President and/or 2nd Vice President, a president pro tem may be chosen to preside at such meeting.

SECTION 6 - SECRETARY: The secretary (general manager) shall keep or cause to be kept at the office of the Association a book of minutes of all meetings of the directors. The minutes shall include the time and place of each meeting held, and note how each meeting was noticed as well as list the names of those directors present at the meeting and give the proceedings thereof.

The secretary shall give, or cause to be given, the required notice for all meetings of the Board and make copies available to all directors within seven (7) days after each meeting.

If the secretary is designated by the President to attend a closed session, the secretary shall maintain a confidential minute book of the closed session recording topics discussed and decisions made at the meeting. This minute book is not a public record.

SECTION 7 - TREASURER: The treasurer (general manager) shall be responsible to keep and maintain or 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. Any surplus shall be classified according to source and shown in a separate account. The treasurer shall be responsible for overseeing and ensuring that proper accounting methods and procedures are followed including the appropriate separation of duties.

The treasurer shall be responsible for the deposit of all moneys and other valuables in the name of and to the credit of the Association with such depositories as may be designated by the Board and are approved by the Department of Food and Agriculture. The treasurer shall disburse the funds of the Association as may be ordered by the Board and shall render to the President and directors, whenever they request it, an account of all transactions as treasurer and an account of the financial condition of the Association.

Article IV Transaction of Business

SECTION 1 - CHECKS, DRAFTS, ETC: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons, and in such a manner as determined periodically by resolution of the Board. The Board shall periodically establish by resolution a minimum dollar amount which will require only one signature and all checks above that amount will require two signatures. The resolution shall state the names and positions of each person authorized to sign and the list of accounts affected.

SECTION 2 - REPORTS TO DEPARTMENT OF FOOD AND AGRICULTURE: The Board shall make such reports to the Department of Food and Agriculture as such Department may direct, including submittal of annual budget and statement of operations. The general manager shall be responsible for and take all necessary steps to ensure the accuracy of any reports submitted to the Department.

SECTION 3 - CONTRACTS, ETC: The Board may authorize any officer or officers to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no director, officer, agent or employee shall have the power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

SECTION 4 - EMPLOYEES: The district is the employer. The general manager is responsible for the employment and management of all employees of the district.

SECTION 5 - EXPENDITURES: Every person who incurs any expenditure in excess of the allotments or other provisions of the fiscal year budget as approved by the department or as subsequently changed by or with the approval of the department, is liable both personally and on his/her official bond for the amount of the excess expenditures.

SECTION 6 - COMMITTEES: The Board may appoint an Executive Committee and such other committees as the Board deems necessary. The Board delegates the President the

responsibility of appointing committees. Meetings of committees comprising more than two (2) members of the Board must be properly noticed and open to the public. Committees shall contain no more than four directors. At the direction of the Board the Executive Committee shall be authorized to act for the Board of Directors on any matter affecting the association which, in the opinion of the Board, is important and requires immediate attention. All such actions shall be reported to the Board of Directors at its next meeting.

SECTION 7 - 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 secretary (general manager) which shall be open to inspection of the public during office hours.

**Article V
Amendments**

SECTION 1 - POWER OF DIRECTORS: These by-laws may be altered, amended or repealed, and new and additional by-laws adopted at any time by an affirmative vote of 2/3 of the directors (six) or more and with the approval of the Division of Fairs and Expositions, Department of Food and Agriculture.

These by-laws were adopted by the Board of Directors at their regular Board meeting on May 19, 1997.

President, Board of Directors

Date: _____

Brian Bullis, General Manager

Date: _____

Approved by:

Director, Division of Fairs and Expositions

Date: _____

Department of Food and Agriculture

Revised 07/15/2015