

**BYLAWS OF THE
LANE COUNTY FAIR BOARD**

1. DEFINITIONS

- 1.1 “County Board” means the Board of County Commissioners (BCC), elected by the voters of Lane County.
- 1.2 “County Department” is the Department of Public Works, a County department responsible for the management of the Events Center, including its use, on behalf of Lane County by establishing the Lane Events Center as a Division.
- 1.3 “County Fair” or “fair” means the annual Lane County Fair event, including the time set for the public use and reasonable time for set up and tear down, unless stated otherwise.
- 1.4 “Events Center” means the ground and all other property owned, leased, used or controlled by the County located at 796 W. 13th Avenue, Eugene, Oregon, including but not limited to the Convention Center, Administration Building, Auditorium, the Wheeler Pavilion, Exposition Halls, Livestock Building, Arena, and various other buildings and related structures. The Events Center comprises the facilities and property referred to in the Lane Manual and commonly referred to as the Fairgrounds.

2. IDENTITY AND ORGANIZATION

- 2.1 The Bylaws of the Lane County Fair Board (“Fair Board” or “Board”) represent the organizational document for the governance and management of the County Fair.
- 2.2 The Fair Board is a public agency existing under the provisions of the Oregon Revised Statutes, Chapter 565. The purpose and objective of the Fair Board is to manage, develop, promote and operate the County Fair and the Events Center during the County Fair for the benefit of the citizens of Lane County.
- 2.3 The operational relationship between the BCC and the Fair Board is described in the Amended and Restated Agreement (“Agreement”).
- 2.4 The Fair Board has all the corporate and municipal powers necessary to carry out its duties and authority under the state law.
- 2.5 The Fair Board will discharge its day-to-day operational and management responsibilities described in these Bylaws by delegation to an appointed director (the “County Fair Director”), who will act as the executive officer of the County Fair.
- 2.6 The Fair Board operates as a policy board relative to the Lane County Fair, providing guidance in direction to its appointed County Fair Director.

- 2.7 According to Section 7 of the Agreement between Lane County and the Lane County Fair Board, the BCC has established the Department of Public Works as the County Department to manage the use of the Events Center at times other than during the County Fair by creating the Lane Events Center as a Division of Public Works. The County Department's responsibility is to maximize the use of the Events Center to the fullest extent possible for the pleasure, recreation and benefit of the public outside the County Fair and to maintain and preserve the Events Center. As deemed appropriate by the Fair Board, it may report concerns and recommendations to the County (acting as an advisory body created by the Board of County Commissioners (BCC) and as proscribed in Lane Manual 3.505) on ways to more fully utilize the Events Center and to meet both the County's and the Fair Board's interests. The Fair Board will not exercise authority over the Events Center at times other than during the County Fair without the express approval of the BCC.
- 2.8 Fair Board has shared goals with the BCC with respect to the operation of the County Fair and the Events Center. These goals will be discussed at a minimum on an annual basis at the joint meeting of the Fair Board and BCC. Any goals adopted thereafter by the Fair Board represent guiding policies for the following year for the County Fair and its management. All must be consistent with the Agreement.
- 2.9 The Fair Board has the maximum flexibility consistent with state laws and the Agreement in order to fulfill its responsibilities described in these Bylaws.

3. MEMBERSHIP AND VOTING

- 3.1 The BCC appoints Fair Board members consistent with the Oregon Revised Statutes. The BCC also appoints a Commissioner to act as liaison to the Fair Board. The Commissioner liaison has the ability to be a voting member in case of ties or when needed to constitute a quorum.
- 3.2 Fair Board members shall serve four-year terms as specified in Lane Manual 3.5 and in the Amended and Restated Agreement. A member shall serve no more than two full consecutive terms. Each member of the Fair Board shall furnish a good and sufficient bond in favor of the County, conditioned upon the faithful performance of the duties of their office. The bond must be in the amount of ten thousand dollars or 20 percent of the total revenues received by the fair in the last fiscal year ending prior to the appointment of each member, whichever is a lesser amount. Lane County will pay the premium for the bond as an expense of the County Fair. The bond is subject to the approval of the BCC and must be filed with the Lane County Clerk.
- 3.3 The majority of the members of the Fair Board constitute a quorum for the transaction of all business at meetings. All acts of the Fair Board require an affirmative vote of a majority of the entire Fair Board.
- 3.4 Each member is entitled to one vote on all issues presented at meetings at which the member is present.

- 3.5 Regular Meetings. The Fair Board will meet monthly or as the Fair Board deems warranted. In addition, the Fair Board will meet annually with the BCC as provided in the Agreement. Notwithstanding the foregoing, the Fair Board may reset, expand, or continue the date of any regular meeting.
- 3.6 Special Meetings. Special Fair Board meetings may be called by the President or by the County Fair Director, by notifying all Fair Board members and the general public by public notice, that they have requested a meeting, not less than 24 hours prior to the time of the special meeting. Notwithstanding the foregoing, in cases where urgent circumstances require a special meeting to be held sooner than 24 hours, special meetings may be held following notice that is appropriate and reasonable under the circumstances, but the minutes for such a meeting must describe the emergency justifying less than 24 hour notice.
- 3.7 Place of Meetings. The Fair Board will hold its meetings at the Events Center unless the Fair Board determines otherwise, in which case meetings will be held at the nearest practical location. With the consent of a majority of the Fair Board, a member may attend the meeting of the Fair Board by telephone, so long as all other members of the Board can hear each other and hear the proceedings of the meeting at all times. Meetings of the Fair Board may be held entirely by electronic means subject to the requirements of ORS 192.670.
- 3.8 Public Meetings. All meetings of a quorum of the Fair Board, other than executive sessions allowed by law, are open to the public. The Fair Board shall provide for and give public notice, reasonably calculated to give actual notice to interested persons including news media that have requested notice, of the time and place for holding regular meetings. The notice must include a list of the primary subjects anticipated to be considered at the meeting, but the Fair Board may, nevertheless, consider additional subjects not included in the notice.
- 3.9 Except as otherwise provided by law or except where the Fair Board determines to the contrary, the Fair Board intends to conduct its meetings in accordance with Roberts Rules of Order.
- 3.10 Fair Board members are to be knowledgeable about the essential business matters confronting the Fair Board, including but not limited to budgets, profit and loss statements, audits, policy guidelines, and legal obligations. Board members and staff are expected to provide assistance in orientation and education to other Board members as necessary.
- 3.11 The President and Vice President of the Fair Board act as the parliamentarians and enforce Board directives, guidelines and membership rules.
- 3.12 A Board member may resign at any time by delivering a written notice to the President, Vice President or County Fair Director.

3.13 Meeting Attendance and Expectations. It is expected by the Board of County Commissioners and the Lane County Fair Board that members are and shall remain interested in the promotion and development of the annual Fair and their responsibilities as Fair Board Members described in the Agreement. Any member who misses two (2) consecutive or three (3) total meetings in a calendar year may be removed from the Fair Board and replaced, at the discretion of the BCC if the County Board determines the proposed removal complies with ORS 565.225 and Lane Code 2.300. In the case of illness a member may request from the Fair Board an excuse from this policy that can only be approved by a majority vote of the remaining members. This request is to be made and voted upon no later than the next scheduled meeting of the Fair Board. In the case of a member being removed from the Fair Board the Lane County Board of Commissioners will fill the vacant position according to the standards set forth in the Agreement and ORS Chapter 565.

3.14 Honorary Board Members. Previous Board Members in good standing may be appointed by the Fair Board to serve as advisors and on committees. They will have no voting rights and serve at the will of the Fair Board for a length of time not to exceed one (1) year. Honorary Board Members may be appointed for additional one (1) year terms based upon need and majority vote of the Fair Board.

4. OFFICERS

4.1 The Fair Board shall elect a President and Vice President at its first meeting of the calendar year and members must serve for one (1) year before being eligible for President or Vice President

4.2 County Fair Director. The Fair Board shall select a County Fair Director who is not a member of the Fair Board. Initially, the Fair Board will appoint the same individual currently serving as the Lane County Events Center Manager as its County Fair Director, with future changes subject to the Agreement. The County Fair Director serves at the pleasure of the Fair Board with respect to County Fair activities and has the authority and duties described in these Bylaws, subject to any limitations provided by state law, County regulation and the Agreement.

4.3 Minutes. Unless the Fair Board designates one of its members to serve as its secretary, the County Fair Director will designate an individual to serve as the secretary of the Fair Board. The secretary's duties include attending all meetings of the Fair Board, preparing minutes, serving as the custodian of the Fair Board records. Minutes must include a description of the members present, the motions, proposals, resolutions, and orders proposed and their disposition, the results of all votes and a vote by each member by name, the substance of any discussions on any matter, and reference to any document discussed at that meeting.

4.4 Manner of Action. The Fair Board will take all formal actions by vote. The Fair Board will adopt all of its rules and policy by Board order or resolution. The Board may direct specific activities of the officers and management using resolutions,

orders or other motions approved by the majority of the Fair Board members and recorded in the Fair Board's minutes.

- 4.5 The Fair Board President acts as leader of convened meetings and performs the responsibilities of Parliamentarian and guide the conduct of public meetings. In the absence of the President the Vice President assumes the same responsibilities. If neither the President nor Vice President is available for a publicly convened meeting then the assembled quorum of the meeting shall select a temporary chairperson to conduct the meeting.
- 4.6 The President or Vice President shall from time to time meet with the County Fair Director to review upcoming issues before the Fair Board. Items may be placed on the Agenda by any Fair Board member or by the County Fair Director.
- 4.7 The Fair Board tradition is to rotate the assignments of President and Vice President amongst all the members of the Fair Board on an annual basis. From time to time for special reasons determined by the majority of the Fair Board a member may be asked to serve additional terms as President or Vice President.
- 4.8 The President, or Vice President in the President's absence, will represent the Fair Board at public meetings or other necessary appearances. When in the official capacity as the President or Vice President, the member speaks on behalf of the Fair Board and represents the majority viewpoint of the Fair Board even if those viewpoints are different from their own personal viewpoints.

5. **AUTHORITY OF COUNTY FAIR DIRECTOR**

5.1 General Authority. The County Fair Director carries out the policies and directives of the majority of the Fair Board. The County Fair Director should also be responsive to individual members concerns and viewpoints to the extent not inconsistent with the direction given by a majority of the Fair Board. Subject to the provisions of these Bylaws, Fair Board direction, and Lane County policies, rules and regulations, the County Fair Director has the following duties and general powers to act on behalf of Fair Board and County Fair.

- 5.1.1 To enter into and execute all contracts, procurement of goods, services and supplies in accordance with state public contracting requirements and Lane County public contracting rules made applicable to the Fair Board by the Agreement.
- 5.1.2 To manage the business affairs of the Fair Board and to commit the institution, perform necessary audits, and any other responsibilities normally attributed to management consistent with state laws, county ordinances and rule, and promulgated rules and regulations of the Fair Board.

- 5.1.3 To supervise, direct, assign job duties, and other related management functions having to do with personnel management of county employees performing work relating to the County Fair.
- 5.1.4 Subject to applicable state law, county requirements and the policies adopted by the Fair Board, to manage the collection, investment and disbursement of revenues, incomes, funds and accounts of the fair, sign all checks, drafts or warrants and authorize and approve all ordinary expenditures, to organize the financial accounting and reporting system for the fair, create and submit general budgets, and make recommendations for capital improvements that may be forwarded on by the Fair Board to the Board of County Commissioners for their consideration.
- 5.1.5 To exercise all appropriate executive powers in the organization, direction and in management of such security as the County Fair Director deems beneficial to preserve the peace at the Events Center during the County Fair and surrounding community and enhance the safety of persons and property upon the Events Center during the County Fair.
- 5.1.6 To create and submit to the Fair Board for adoption and approval: procedures, policies and rules as requested by the Fair Board, and to create administrative policies and procedures without prior Fair Board approval, but subject to Fair Board review and amendment, for any other matters that the County Fair Director deems convenient or desirable to the efficient management of operations at Events Center with respect to the County Fair.
- 5.1.7 To present to the Fair Board an annual budget and upon request, a monthly profit and loss statements for the Fair Board's review and comment. In addition, the County Fair Director shall maintain an adopted business plan approved by the Fair Board on annual basis. These documents must be consistent with the policy guidelines of the Fair Board and the Agreement.
- 5.2 Attendance at Fair Board Meetings. The County Fair Director and such other officers as the Fair Board designates, may sit with the Board but have no vote in the proceedings. The County Fair Director may take part in discussions of all matters coming before the Fair Board.
- 5.3 Reports. The County Fair Director shall prepare and keep all records and reports with respect to the County Fair and shall keep the Fair Board apprised of activities and financial conditions of the fair on a regular basis. The County Fair Director shall prepare for the Fair Board all reports required to present to the County by the Agreement.

6 MISCELLANEOUS.

- 6.1 Amendment to Bylaws. These Bylaws may be amended or repealed, or new bylaws may be adopted by the Fair Board after written notice of the proposal has

been given to the Fair Board members at least three days prior to the date of the meeting at which the proposed change to the Bylaws are to be considered.

ADOPTED BY THE LANE COUNTY FAIR BOARD, this ___ 2nd ___ day of ___ May ___, 2019.

LANE COUNTY FAIR BOARD



President



Member



Member

Member



Member

