

BYLAWS
Washington County Fair Board

Article I. Name

The name of this body shall be the Washington County Fair Board hereinafter referred to as the "Fair Board."

Article II. Purpose and Authority

Section 1. Purpose.

- a. To oversee the planning, preparation and production of the County Fair.
- b. To provide input to the Washington County Board of Commissioners and Fairgrounds Advisory Committee in site planning and development activities related to the Fairgrounds Master Plan and Capital Project Plans.
- c. To encourage participation by local partner agencies and groups interested in the annual Fair.
- d. To maintain open lines of communication and information sharing with the community, Fairground Advisory Committee, other committees and all levels of government interested in the annual Fair.
- e. To explain and/or advocate for the Fair and Fairgrounds to various audiences, stakeholders and venues.

Section 2. Authority. The Fair Board is established by the Board of Commissioners pursuant to ORS 565.210 to 565.290.

Article III. Membership of the Fair Board

Section 1. Number. The Fair Board shall consist of seven (7) members.

Section 2. Appointment. The members of the Fair Board shall be appointed by the Board of Commissioners. The members of the Fair Board serve in accordance with and subject to the provisions of ORS 565.210 to 565.290.

- a. In the event of vacancy before expiration of the appointed term, the Board of Commissioners may appoint the balance of the term, or choose to leave the position vacant. If the appointment is made, the service to fill out that partial term shall not prevent reappointment for two complete terms at the discretion of the Board of Commissioners.

Section 3. Representation.

- a. Fair Board members may represent different geographic areas of Washington County.
- b. One County Commissioner may serve as a member of the Fair Board in lieu of appointing a lay citizen.

- c. Fair Board members will generally represent the following interests: agriculture, livestock, youth/education, exhibitors/vendors, urban agriculture and other interests as determined by the Board of Commissioners.

Section 4. Resignation. Any member may resign membership by submitting such resignation in writing to the County Administrative Office and shall set forth the effective date of the resignation.

Section 5. Term of office. The term of office for members of the Fair Board shall generally be three (3) years. Terms begin upon appointment, and will end on December 31 of the designated year. At the conclusion of a term, a Fair Board member will “hold over” and continue in that position until one of the following:

- a. Board of Commissioners reappoints that member to another term;
- b. Board of Commissioners appoints another person to that position;
- c. Fair Board member chooses not to continue and so notifies the County Administrative Office.

Section 6. Term limits. Fair Board members may serve no more than two consecutive terms, unless otherwise approved by the Board of Commissioners.

Section 7. Removal of members from the Fair Board

- a. The secretary shall notify the County Administrative Office Liaison of any recommendations to remove a member from membership in the Fair Board and the reasons therefore.
- b. Fair Board members may be removed by the Board of Commissioners for cause under the criteria listed in ORS 565.225.

Article IV. Officers and Terms of Office

Section 1. Officers. The officers of this Fair Board shall consist of a president and vice-president.

Section 2. Elected officers; terms thereof. At the first meeting of the Fair Board each year, the Fair Board shall elect a president and vice-president. Officers shall be elected by a majority vote of the Fair Board members constituting a quorum at the meeting. Officers may be reelected. Officers elected by the Fair Board shall serve for a one-year term or until their successors have been duly elected and qualified.

Section 3. Secretary. The secretary shall be the staff person described in Article VIII. The secretary is not a member of the Fair Board and does not have authority to vote.

Section 4. Duties of Officers

- a. The duties of the officers shall be those customarily performed by such officers together with those responsibilities prescribed by these Bylaws of the Fair Board, and such other duties as may be assigned by the Board of Commissioners.

- b. The duties of the President are:
 - a. To preside at all meetings of the Fair Board;
 - b. To establish the agenda in cooperation with the Fair Manager, for all Board meetings and call special Board meetings when necessary;
 - c. To enforce the rules of order and sign all official documents including policies and contracts that exceed the managers authority;
 - d. To vote on matters before the Fair Board. The President may second motions but shall not make motions unless the President first relinquishes the position of Presiding Officer for the purpose of making such motion.
 - e. To be the official spokesperson for the Fair Board to the Board of Commissioners; unless this responsibility is delegated to another member of the Fair Board;
 - f. To see that all directives of the Bylaws and the Board of Commissioners are enforced and/or carried out;
 - g. To be an ex officio member of all committees.
- c. The duties of the Vice-President are to assume the duties of the President in the absence of the President, during which time the Vice-President has the duties, powers, and responsibilities of the President.
- d. In the absence of both the President and Vice President, the President shall appoint a President Pro Tem who shall have, at such time, the authority to sign appropriate documents.

Section 5. Vacancies in an elected office. If there is a vacancy of any Fair Board office, a special election to fill the vacancy shall be held at the next regular Fair Board meeting, provided that notice of such vacancy is provided to all members of the Fair Board three (3) days in advance of the meeting.

Section 6. Vacancies of committee chairs. The president shall fill a vacancy of a committee chair.

Section 7. Removal of an elected officer. Any elected officer of the Fair Board may be removed from office by affirmative vote of two thirds of the voting members attending a regular or special meeting. Following removal, the Fair Board, as its first item of business, shall elect a person from among its membership to fill the office.

Article V. Meetings

Section 1. Regular business meetings. The Fair Board shall meet as needed but will generally meet six times per year.

Section 2. Meeting times. The Fair Board's regular business meeting calendar shall be set annually at the first business meeting of the calendar year. The Fair Board may meet more often as the need arises.

Section 3. Meeting location. Meetings of the Fair Board will generally take place at the Fair Complex. If the meeting is to be held at another location a notice indicating the location shall be provided to each member at least three (3) days in advance of the meeting and posted to the Fair Board Meeting Calendar on the Fair website at least 24 hours in advance of such meeting. All meetings shall be conducted in Washington County.

Section 4. Special meetings

- a. Special meetings for any purpose may be scheduled by majority vote or called by the President.
- b. Notice of a special meetings called by the President shall contain, in addition to the date, time, and place of the meeting, a list of the agenda items to be considered at the meeting. Such notice shall be provided to each member personally or by e-mail, reasonably calculated to be received at least three (3) days prior to such meeting and posted to the Fair Board Meeting Calendar on the Fair website at least 24 hours in advance of such meeting.

Section 5. Executive sessions

- a. The Fair Board may enter executive session in compliance with ORS 192.610 to 192.690.
- b. The President, vice-President, or secretary shall make reasonable effort to obtain advice of County Counsel prior to entering executive session.
- c. During executive session the only members that may be in attendance are the Fair Board, members of the Board of Commissioners, any staff not expressly excluded, members of the press and those additional persons expressly authorized by the Fair Board.
- d. Minutes shall be kept in accordance with Article V, Section 10.
- e. An executive session may be conducted as part of a regular, special, or emergency meeting.
- f. At the start of the executive session, the chair shall inform members of the press in attendance of their rights and responsibilities in attending executive sessions under Oregon law.

Section 6. Quorum and voting requirements.

- a. Quorum. The minimum number of voting members that must be present to have a valid meeting is a majority of the current membership of the Fair Board.
- b. Concurring votes to do business: The minimum number of voting members that must concur on matter in order to do business is a majority vote of the members present.

Section 7. Public Meeting Law. All meetings of this Fair Board shall comply with ORS 192.610 to 192.690 (Public Meeting Law).

Section 8. Voting.

- a. Each member of the Fair Board shall be entitled to one vote on matters before the Fair Board.
- b. No vote shall be made by a proxy.
- c. Votes shall be cast by voice or the showing of hands at the discretion of the President.

Section 9. Notice. Fair Complex staff shall cause notice of a meeting's date, time, location, and proposed agenda to be provided in accordance with these Bylaws and this section. Notice may be via email and/or the Fair website.

- a. Notice of regular and special meetings shall be provided not less than three (3) calendar days prior to such meeting.
- b. Notice of an emergency meeting shall be provided as practical under the circumstances, but notice shall not be less than 24 hours.
- c. The proposed agenda of the Fair Board shall include a list of the principal subjects anticipated to be considered at the meeting, but this requirement shall not limit the ability of the Fair Board to consider additional subjects.

Section 10. Minutes

- a. The secretary, or, if the secretary is absent, another person designated by the President, shall keep minutes of public meetings that comply with ORS 192.610 to 192.690.
- b. Except for executive sessions, the minutes of a meeting shall contain, in addition to the members, the names and title, if any, of every other person who participates in the meeting. The secretary should also include in the minutes the name of any other person whose presence is considered germane to the proceedings.
- c. If an executive session is conducted during a meeting, the minutes shall comply with ORS 192.650 and contain, in addition to any other requirement under ORS 192.650:
 - (1) The names and title, if any, of every person who is present at any time in the meeting room during the executive session;
 - (2) The reference to the authority for calling the executive session as set forth in ORS 192.660 (1) (a) to (k);
 - (3) The time the executive session commenced and ended; and
 - (4) The action taken, if any, after returning to the public portion of the meeting.
- d. The minutes shall be reviewed at the Board's next regular meeting and approved at a time determined by the Fair Board.

Article VI. Committees

Section 1. In order to carry out the work of the Fair Board, committees may be created by the President. The President shall provide to each committee so created a written description of the purpose and scope of activity of such committee. The written description may be in the form of the minutes if the minutes otherwise complies with the contents required by this section.

Section 2. The President may appoint committee chairs and recommend committee members for Fair Board approval. Such committee appointments may be from members of the Fair Board membership or otherwise. Committee chairs shall provide written or oral reports of their committee activities to the Fair Board. Members appointed to a committee who are not members of the Fair Board may vote only at committee meetings.

Section 3. A committee shall meet at such times as shall be designated by the chair of the special committee and shall report back to the Fair Board at the time designated by the Fair Board.

Section 4. Committees are subject to the public meetings laws as well as these bylaws and Policy Resolutions of the Fair Board.

Article VII. Parliamentary Authority

Section 1. Authority. Except as otherwise provided by law and except where the Fair Board directs or acts to the contrary, the parliamentary process of the Fair Board shall be generally governed by Robert’s Rules of Order.

Section 2. Policy Resolutions of the Fair Board. The Fair Board has adopted and may adopt as necessary and from time to time review Policy Resolutions to govern the details of the administration of the Fair Board. Copies of its Policy Resolutions shall be provided in a timely manner to each member of the Fair Board, the Washington County Administrative Office Liaison, and County Counsel.

Article VIII. Staff support to the Fair Board

Section 1. A Fair Complex staff person shall act as secretary to the Fair Board.

Section 2. The secretary shall have the following duties and responsibilities:

- a. To enter and maintain in the books of the Fair Board true minutes of all meetings and executive sessions;
- b. To give all notices required by these Bylaws, or as required by state law; and
- d. To assist the Fair Board on questions of parliamentary procedure for the conduct of Fair Board meetings.

Article IX. Compliance with State and Local County Law and Policy

Section 1. The Fair Board and each of its members shall comply with provisions of state law including, but not limited to: ethics laws (ORS Chapter 244), local budget laws (ORS Chapter 294), public contracting laws (ORS Chapters 279A, 279B and 279C), and public records and meetings laws (ORS Chapter 192). Fair Board members shall be provided will copies of all relevant statutes.

Section 2. The Fair Board and each of its members shall comply with provisions of Washington County policies whose application includes boards, committees, and commissions.

Section 3. Effect of failure to comply with the Public Meeting Laws. A decision made by the Fair Board that is in violation of ORS 192.610 to 192.690 may be cured if the Fair Board reinstates the decision while in compliance with ORS 192.610 to 192.690.

Article X. Recommendations

Section 1. Form of Recommendations. If consideration and approval of a matter before the Fair Board results in a recommendation to the Board of Commissioners, the Fair Board shall make such recommendation on a form that satisfies this section.

Section 2. Contents of the Recommendation. The recommendation shall be in writing and at a minimum contain a description of the matter under discussion by the Fair Board, the date(s) of the discussion on the matter, a brief description of any public comments received that addressed the matter, a recommendation on the matter, sufficient findings of fact to support the recommendation, and the results of the vote on the matter. Each recommendation shall bear the signature of the President.

Section 3. Submission to the Board of Commissioners. Any recommendation adopted by the Fair Board shall be provided to the Board of Commissioners within two weeks (if not sooner required by the Fair Board) of being signed by the chair.

Article XI. Miscellaneous Provisions

Section 1. These Bylaws may be amended by an affirmative vote of a majority of the Fair Board.

Section 2. The Fair Board shall receive legal representation by the Office of County Counsel.

Section 3. The Fair Board will maintain a favorable liaison with County Officials and staff members.