

# MARION COUNTY FAIR BOARD

## BYLAWS

### 1. **MARION COUNTY FAIR BOARD**

1.1 **Name.** The board will be called the Marion County Fair Board, hereinafter referred to as “Fair Board.”

1.2 **Bylaws.** The Marion County Fair Board bylaws represent the organizational document for the governance and management of the Marion County Fair.

### 2. **MISSION STATEMENT**

2.1 The Marion County Fair has been a proud tradition since the 1860's. The mission statement of the Marion County Fair is: “To promote the diverse agricultural and cultural heritage of Marion County through active participation of its citizens.”

### 3. **PURPOSE OF BOARD**

3.1 **Authority.** The Marion County Fair Board is an agency of Marion County existing under the provisions of the ORS 565.210-565.330 and 565.610-650, and is subject to most laws applicable to public bodies.

3.2 **Purpose.** The purpose and objective of the Fair Board is to provide a showplace for educational activities, healthful competition, recognition of and positive activities for Marion County’s youth, family activities and entertainment, displays of methods and products of agriculture, business, commerce, history and tourism. The Fair Board is charged with the responsibility of organizing, promoting, and managing the fair.

3.3 **Relationship with Marion County.** The operational relationship between the Marion County and the Fair Board is described in the Fair Management Agreement dated June 27, 2001, and any subsequent amendments or modifications approved by both parties.

3.4 **Powers.** The Marion County Fair Board is charged with responsibility of conducting the Marion County Fair, which includes issuing licenses, granting permits, holding exhibitions, shows, activities, entertainments, public gatherings or commercial activities upon the site designated by the Fair Board to host the Marion County Fair. The Fair Board may engage in all other businesses activities that may be undertaken by a fair board allowed under the state law and consistent with county policies.

3.5 **Goals.** The Fair Board’s goals are articulated in its business plan and discussed annually at a joint meeting of the Fair Board and Marion County Commissioners. Adopted goals represent guiding policy for the Fair Board and its management.

#### 4. **MEMBERSHIP**

4.1 **Member Appointments.** The Marion County Board of Commissioners will appoint Fair Board members consistent with ORS 565.210(2). The Fair Board will consist of no less than three and no more than seven voting members. Consistent with ORS 565.210(4), no more than one member of the Board of Commissioners may serve as a member of the Fair Board. Fair board members should represent all regions of Marion County and have a variety of backgrounds. Membership should consist of individuals with expertise in agriculture, business, administration, fund-raising, event organization, and marketing.

4.2 **Key Volunteer Appointments.** The Fair Board may make recommendations to the Marion County Board of Commissioners regarding the appointment of Key Volunteers to work with the Fair Board. The role of a Key Volunteer is to provide leadership and oversight to designated fair projects. Key Volunteers will regularly attend monthly fair board meetings, participate in Fair Board discussions resulting in the board's decision and policy making, and provide monthly updates and concerns to the Fair Board on assigned fair projects. Although Key Volunteers do not have a formal vote on Fair Board business, they will actively serve with the Fair Board to coordinate and oversee the implementation of the Marion County Fair. Key Volunteers will be considered first for member appointments when the Fair Board has an opening on the board. Key Volunteers serve at the pleasure of the board of commissioners. The Fair Board will review their status as a key volunteer every three years.

4.3 **Term.** Consistent with ORS 565.210(2), Fair Board members serve a three-year term. The Marion County Board of Commissioners may reappoint Fair Board members to serve subsequent terms.

4.4 **Bond.** Consistent with ORS 565.210(3), each Fair Board member will furnish a good and sufficient bond in favor of the county, conditioned upon the faithful performance of the duties of their office. The bond will be in the amount of fifty thousand dollars per Marion County Advisory Board Member requirement. The bond will be approved by the Marion County Board of Commissioners and will be filed with the Risk Management. The premium payment for the bond will be authorized by Marion County Risk Management and will be paid by the Fair Board via fair administration staff as an expense of the fair.

4.5 **Resignation.** A Fair Board member may resign at any time by delivering written notice to the Fair Board chair.

4.6 **Duties.** The duties and responsibilities of the Fair Board are currently defined in ORS 565.210 through 565.330 and 565.610 through 565.650. Under ORS 565.230, the Fair Board is entrusted and charged with the entire business management, financial and other affairs of the

county fair. Members will complete tasks assigned by the chair, and will carry out assignments from committees to which they have been appointed. Members are expected to attend, and participate, in all scheduled meetings. More than two absences in any 12 month period may be considered good cause for removal of a member from the Fair Board. Attendance through telephone or electronically by conference call in a manner consistent with section 7.2 of these bylaws may be allowed but for no more than two meetings in any 12 month period. Members are to notify the fair board chair if they will not attend a scheduled meeting. Fair Board members are expected to be knowledgeable about the essential business matters confronting the Fair Board including budgets, policy guidelines, and legal obligations. Fair Board members and staff are expected to assist each other in orientation and education related to fair responsibilities.

## 5. TERMINATION

5.1 **Member removal.** Consistent with ORS 565.225, the Marion County Board of Commissioners may remove a member for inefficiency, neglect of duty, misconduct in office, incompetence, incompatibility, and dereliction of duty or other good cause, as defined by county ordinance. A member of the Fair Board shall not be removed by the county commissioners until after the member receives a copy of a statement containing the cause for removal and a hearing on the removal is held. The statement shall be given to the member at least ten days prior to the hearing, at which the member must have an opportunity to be heard in person or by counsel. When the county commissioners remove a member of the fair board, a record of the proceedings, together with the cause for removal and findings thereon, shall be filed in the office of the county clerk.

## 6. MEETINGS

6.1 **Public meeting laws.** The Fair Board is a public body subject to the public meetings law as stated in ORS 192.640. All meetings, other than executive sessions allowed by law, will be open to the public.

7.1.1 **Regular meetings.** The Fair Board meets monthly. Regular meetings may be canceled or changed to another specific place, date and time provided that actual notice is given.

7.1.2 **Notice.** The Fair Board will provide for and give public notice, reasonably calculated to give actual notice--to board members, interested persons, news media that have requested notice, and general public notice--of the time and place for holding regular meetings. The notice will also include a list of the primary subjects anticipated to be considered at the meeting.

7.1.3 **Special meetings.** Special board meetings may be called by the Fair Board chair or manager by notifying all fair board members and the general public through a news media notice not less than 24 hours prior to the time of the special meeting. Special meetings may be held during the Marion County Fair, provided that the Fair Board provide notice of dates, times, and places of special meetings held

during the Marion County Fair season not less than 24 hours prior to the commencement of the meeting.

- 7.1.4 **Emergency meetings.** The Fair Board chair or manager may call an emergency meeting with less than 24-hour notice as needed to address an emergency. Appropriate notice to Fair Board members and other interested persons including the news media is required. The notice must cite the actual emergency.
- 7.1.5 **Executive sessions.** An executive session may be called as part of the agenda of any regular meeting to discuss the following topics, if an emergency exists and is so declared by motion, and the motion is approved. No executive session may be called without the approval of Marion County Legal Counsel.
- (1) **Personnel.** Matters concerning the employment of fair staff where disciplinary action may result.
  - (b) **Security.** Threats to the security of fair property or services.
  - (c) **Confidential gifts or donations.** Gifts or donations to the fair made by individuals requesting, in writing, anonymity.
  - (d) **Pending litigation.** Legal matters which, if discussed in open session would be detrimental to the county's interest.
  - (e) **Purchase or sale of real property.**
  - (f) **Discussion of labor negotiations.**
- 7.2 **Place of meetings.** All board meetings must be held within Marion County at a location with sufficient space for members and public attendance. Fair Board members may attend either in person or electronically by conference call so long as persons in attendance and on the telephone can both hear and communicate with each other. Member attendance by conference call is limited to no more than two meetings in any 12 month period. Meetings of the Fair Board may be held entirely by electronic means subject to the requirements of ORS 192.670.
- 7.3 **Quorum.** The majority of the appointed membership of the Fair Board will constitute a quorum for the transaction of all business at meetings.
- 7.4 **Decision making procedure.** Each Fair Board member will be entitled to one vote on all issues presented at meetings at which the member is present. A majority vote is the primary decision-making method and is necessary to execute fiduciary and statutory obligations. Majority is defined as a majority of the appointed membership.
- 7.5 **Minutes.** Consistent with ORS 565.220 and the Fair Management Agreement, fair staff is designated to serve as secretary to the fair board. The secretary will cause minutes to be prepared and shall be the custodian of Fair Board records. Minutes will include a description of the members present, 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.

7.6 **Agendas.** Items may be placed on a meeting agenda by any board member, fair staff, fair manager, or the Marion County Board of Commissioners. The agenda will be distributed to members at least five (5) days prior to a regular meeting. Strategic Plan items will be regularly incorporated onto the agenda, as appropriate.

7.7 **Public Comment.** Each regular meeting will begin with an opportunity for public comment. Discussion and input by guests and the general public are welcome at Fair Board meetings. Actions requested by individuals appearing before the Fair Board may be held, at the chair's discretion, for a future agenda.

## 8. **STRATEGIC PLAN**

8.1 **Requirement.** By December 31 of each year, the Fair Board will create a strategic plan to serve as a guide for the preparation and implementation of the annual fair.

8.2 **Purposes.** The strategic plan will serve the following purposes:

8.2.1 Provide direction to the fair board and its staff, event coordination contractor(s) as well as other volunteers and interested parties working on the fair each year.

8.2.2 Provide a job description for fair board members and Marion County.

8.2.3 Outline tasks for each fair board member, staff, and event coordination contractor(s).

8.2.4 Provide an overall time line with deadlines for completing tasks.

8.2.5 Provide a work plan for individual committees to use as a guideline when developing committee work plans.

8.3 **Review and revision.** The Fair Board will continuously review and may update the strategic plan as necessary to allow the board to adapt to new opportunities.

## 9. **OFFICERS**

9.1 **Chair and vice chair appointment.** The Fair Board will annually appoint a chair and vice chair by majority vote. The chair and vice chair will be elected by the Fair Board at the regular meeting during the month of November. The Fair Board tradition is to rotate the assignments of chair and vice chair amongst the members of the Fair Board on an annual basis. From time to time, a member may be asked to serve additional terms as chair or vice chair.

- 9.2 **Chair responsibilities.** The Fair Board chair will act as leader of the convened meeting and as the parliamentarian. The chair will enforce fair board directives, guidelines and membership rules and will guide the conduct of public meetings.
- 9.3 **Vice chair responsibilities.** In the absence of the chair, the vice chair will assume the chair's responsibilities. If neither the chair nor vice chair is available for a publicly-convened meeting, then the assembled quorum of the meeting will select a temporary chairperson to conduct the meeting.
- 9.4 **Treasurer appointment.** The Fair Board will appoint a treasurer. The treasurer should have experience and expertise in governmental budgeting and finance. The treasurer will serve as the liaison between the fair board and Marion County concerning all fair financial matters.

10. 9.5 **Treasurer responsibilities.** The treasurer will work with fair and county staff to prepare an annual budget. **COMMITTEES AND ASSIGNMENTS**

10.1 **Appointments.** The chair may make appointments to committees and make assignments as necessary to carry out the purposes of the Fair Board. The chair may also appoint chairpersons of each fair committee.

10.2 **Standing committees.** Standing committees for the Fair Board will include: Entertainment, Special Events, and Marketing. When the Fair Board employs, or contracts for fair event coordination or marketing services, all committees shall include the event or marketing coordinator(s) as described in Section 10.3 of these bylaws.

10.3 **Committee responsibilities.** Standing committees include the following responsibilities:

10.3.1 **Entertainment.** The entertainment committee is responsible for identifying and recruiting stage and walk around entertainment acts. The entertainment chair will work closely with the special events chair and the event coordinator(s) to incorporate special events into the entertainment schedule.

10.3.2 **Special Events.** The special events committee is responsible for organizing activities and events during the fair. The special events chair will work closely with the entertainment chair and the event coordinator(s) to identify new opportunities for special events each year.

10.3.3 **Marketing.** The marketing committee is responsible for all marketing efforts reaching out into the community. The marketing chair will work closely with all committees, as well as the marketing and events coordinator(s) to assure that fair entertainment, special events, and other fair attractions are included in marketing strategies.

- 10.4 **Liaison responsibilities.** The chair will appoint members to serve as liaisons for the following:
- 10.4.1 **Food and Commercial Booths.** The food and commercial booth liaison is responsible for the recruitment and oversight of all food and commercial vendor booths participating in the fair. This liaison will work the Fair Board members and event coordinator (s) to assure booths are located in areas most advantageous for the vendors and those attending the fair. The food and commercial booth liaison is responsible for assuring vendors have needed items (e.g., electricity, tables, and chairs) and will communicate key information to vendors prior to and during the fair.
  - 10.4.2 **4-H/FFA/Open Class (Livestock).** The 4-H/FFA liaison works with livestock exhibitors; this includes ensuring the livestock area layout is completed and pens are ready when exhibitors arrive. The 4-H/FFA liaison is responsible for communications between 4H/FFA staff, the Fair Board, and the event coordinator(s). The liaison also ensures that the established Biosecurity Guidelines are followed.
  - 10.4.3 **Open Class.** The Open Class liaison organizes open class events, including promotion, entry forms, awards, and exhibitor information and communications. The Open class liaison works with the entertainment chair and the event coordinator(s) to coordinate event scheduling.
- 10.5 **Budgets.** Committee chairs and liaisons are responsible for providing a budget to the treasurer to support their work by December 31 of each year.
- 10.6 **Work plans.** Each committee and liaison will create a work plan for its assigned area consistent with the strategic plan by December 31 of each year.
- 10.7 **Special committees.** The Fair Board chair may appoint special committees and task groups as needed to accomplish the fair's strategic plan.
- 10.8 **Community members.** The Fair Board may recruit and appoint community members to serve as volunteers on standing committees, special committees and task groups.
11. **ADMINISTRATION**
- 11.1 **Authority.** All administrative activities are subject to the provisions of the Fair Management Agreement.
  - 11.2 **Personnel.** Employees working at the fair are Marion County employees and subject to applicable bargaining unit agreements, state laws, county personnel policies and the annual budget established by Marion County. Job descriptions, qualifications, salary

ranges, and benefits are determined pursuant to personnel policies and executed by the Marion County Business Services Department. The County Chief Administrative Officer will provide and/or delegate as appropriate the supervision of fair staff. Marion County staff will solicit input from Fair Board members in staff recruitment and annual performance appraisals.

11.3 **Fair Operations.** Fair employees are responsible for coordinating overall fair management, including the day-to-day running of the fair office during the fair, and serve as the point of contact for fair information. Fair staff will assist in coordinating Fair Board, liaison, and committee assignments and ensuring that committees and liaisons meet their goals and deadlines. In addition to secretarial duties articulated in section 6.5 of these bylaws, fair staff will work with the appropriate county staff members to maintain financial and other records and reports, execute contracts, prepare and review entry forms, and assure the daily gate receipts and money counts are completed correctly and that daily deposits are made. Fair staff will keep the Fair Board informed of activities and financial conditions of the fair on a regular basis. Fair staff will prepare for the Fair Board all reports required to present to Marion County as described in the Fair Management Agreement.

11.4 **Staff attendance at meetings.** Fair staff may attend fair board meetings, but shall not have a vote therein. The staff may take part in discussions of all matters coming before the board.

## 12. **CONFLICT OF INTEREST**

12.1 **Statutory authority.** The Fair Board will adhere to ORS 244.020, 244.040(1), and 244.120-130 defining conflict of interest and establishing protocols for members of public bodies in Oregon. Fair Board members are expected to declare a conflict of interest prior to consideration of any matter causing a potential or actual conflict.

12.2 **Potential conflict definition.** As defined in Oregon law, a potential conflict of interest exists when a Fair Board member takes an action that reasonably could be expected to have a financial impact on that member, a relative, or a business with which the member or member's relative is associated.

12.3 **Actual conflict definition.** As defined in Oregon law, an actual conflict of interest exists when an action is reasonably certain to result in a special benefit or detriment to the Fair Board member, a relative, or a business with which the member or the member's relative is associated.

12.4 **Potential conflict protocol.** With a potential conflict, the Fair Board member may participate in an action after declaring the conflict and announcing its nature.

12.5 **Actual conflict protocol.** With an actual conflict, the Fair Board member will declare the conflict and announce its nature. The member must then refrain from taking any official action, except when the member's vote is necessary to achieve a quorum. When a vote is necessary to achieve a quorum, the member may vote, but may not participate in any discussion or debate on the issue out of which the actual conflict arises.

### 13. **PUBLIC STATEMENTS**

13.1 **Designated spokespersons.** A unified voice is very beneficial when controversial situations call for public statements from the Fair Board. The designated spokesperson for the Marion County Fair shall be the Fair Board chair or Fair Manager. The Fair Board shall designate a third spokesperson, should both chair and manager be unavailable. Refer questions concerning controversial fair matters to the spokespersons.

13.2 **Comments to media.** When acting in their official capacity, designated spokespersons will discuss only those matters which have been adopted by motion or resolution, or are included in the adopted strategic plan, and which represent the majority viewpoint of the fair board, even if those viewpoints are distinctive from their own personal opinions. So far as it is practical, board consensus on issues discussed by the spokespersons should be obtained prior to scheduled public interviews or press releases.

13.3 **Open discussion.** Open discussion of issues is vital in any progressive organization. However, disagreements among Fair Board members may occur. Therefore the Fair Board has adopted following the "Ground Rules For Effective and Efficient Meetings" during all board meetings. This is not meant in any way to limit the freedom of speech of individual board members. When conflicts occur, the adopted "Conflict Resolution- Key Actions" will be utilized. However, comments made by members should clarify whether the member is speaking as an individual or whether the member is speaking on behalf of the board in an official capacity. If the board member's perspective differs from consensus, as articulated in adopted board resolutions or motions, then those differences should be identified as the individual's views and not those of the Fair Board.

### 14. **REVISION OF BYLAWS**

14.1 **Bylaw amendments.** These bylaws may be amended or appealed, or new bylaws may be adopted, by the Fair Board after written notice of the proposed amendments and notice thereof has been given to the membership of the Fair Board at least three days prior to the date of the meeting at which the amendments are to be considered.

**ADOPTED BY THE MARION COUNTY FAIR BOARD,**  
this \_\_\_\_\_ day of September 2018.

**APPROVED BY THE MARION COUNTY BOARD OF COMMISSIONERS**

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

Date: \_\_\_\_\_