Solano County Fair Association

Bylaws

SOLANO COUNTY
FAIRGROUNDS & EVENT CENTER

TABLE OF CONTENTS

Article I. PRINCIPAL OFFICE AND NAME 1
Section 1.01 Name 1
Section 1.02 Office 1

Article II. OBJECTIVES AND PURPOSES 1
Section 2.01 Purpose 1

Article III. DEDICATION OF ASSETS 1

Article IV. DIRECTORS 2
Section 4.01 Powers 2
Section 4.02 Number of Directors: 2
Section 4.03 Term of Office and Appointment of Directors: 2
Section 4.04 Board Member Evaluations 3
Section 4.05 Qualifications of Directors 3
Section 4.06 Director Emeritus 3
Section 4.07 Vacancies 4

Article V. MEETINGS 6
Section 5.01 Governing Rules. 6
Section 5.02 Types of Meetings. 6
Section 5.03 Meeting Protocols 7

Article VI. COMMITTEES 7
Section 6.01 Establishing Committees 7
Section 6.02 Executive Committee: 7
Section 6.03 Budget and Finance Committee 8

Article VII. OFFICERS 8
Section 7.01 Election of Officers 8
Section 7.02 Removal of Officers 8
Section 7.03 Resignation of Officers 8
Section 7.04 Vacancies in Office 8
Section 7.05 Responsibilities of Officers 9

Article VIII. RECORDS AND REPORTS 10
Section 8.01 Maintenance of Articles and By-Laws 10
Section 8.02 Maintenance of Other Association Records 10
Section 8.03 Inspection by Directors 10

Article IX. AMENDMENTS 10
Section 9.01 Amendments to the Articles of Incorporation 10
Section 9.02 Amendments to the Bylaws 10
Article X. CERTIFICATION 11

SOLANO COUNTY FAIR ASSOCIATION
BY-LAWS

Adopted Wednesday, November 19, 2025

Article I. PRINCIPAL OFFICE AND NAME

Section 1.01 Name

The name of this Association is the name established by law, to wit: Solano County Fair Association.

Section 1.02 Office

The office for transaction of the business of the Association is hereby fixed and located at 900 Fairgrounds Drive, in the City of Vallejo, California. The Board of Directors may change the location of said office within the County.

Article II. OBJECTIVES AND PURPOSES

Section 2.01 Purpose

The Association is organized to ensure a positive experience for the public by providing a year-round multi-purpose venue that showcases and celebrates the wide variety of resources and activities available to our diverse communities. The Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Internal Revenue Code §501(c)(3).

Article III. DEDICATION OF ASSETS

The properties and assets of this nonprofit Association are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Association, on dissolution or otherwise, shall ensure to the benefit of any private person or individual, or to any Director or Officer of this Association. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Association shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, and which has established its exempt status under Internal Revenue Code §501(c)(3).

Article IV. DIRECTORS

Section 4.01 Powers

(a) General Association Powers. Subject to the limitations of the By-Laws, the most recent agreement with Solano County for management and/or operation of the Fairgrounds Property, 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.

(b) Specific Powers. Without prejudice to their general powers, the Directors shall have the power to:

(i) Select and remove the Officers of the Association; prescribe any powers and duties for Officers that are consistent with the law, with the Articles of Incorporation, and with these By-Laws.

(ii) Conduct business within or outside the State of California; and designate any place within Solano County for the holding of any meeting;

(iii) Adopt, make, and use a corporate seal and alter the form of the seal;

(iv) Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other debt.

Section 4.02 Number of Directors:

There shall be fifteen (15) Directors. All Directors are appointed by a member of the Board of Supervisors of Solano County except as outlined in Section 4.5. Three Directors are appointed by each County Supervisor from residents of their respective districts and serve for a term of four (4) years. They shall serve without compensation.

Section 4.03 Term of Office and Appointment of Directors:

(a) **Term of Office**. Each Director will serve a four (4) year term

(b) **Nominations and Appointments for expiring board terms** No later than February 1st of each year, the Secretary will submit to the Board of Supervisors a list of Director positions that are expiring in that year, along with a list of nominees for each expiring term, which shall be prepared by the Board of Directors. The submitted list is advisory only. The members of the Board of Supervisors are not bound by, or restricted to, utilizing the submitted list and may appoint anyone from their respective supervisorial districts if the nominee meets the qualifications outlined in Section 4.04 and the timeline specified in Section 4.05. The Secretary will likewise submit a list of nominees for any midterm vacancies in accordance with Section 4.05).

Section 4.04 Board Member Evaluations

In January of each year, the Board of Directors will conduct a review of the performance of each Director whose term is expiring that year. The Director being reviewed shall remove themselves from any discussion or voting on their evaluation. Evaluations will be sent to the Board of Supervisors on February 1 of each year along with the list of nominations as described in Section 4.03(b).

Section 4.05 Qualifications of Directors

Each supervisorial district of Solano County is represented by no more than three (3) Directors. Any resident of Solano County who is 18 years of age or older may be elected or appointed to serve as a Director so long as their primary residence is located within the supervisorial district in which a vacancy occurs. Spouses or domestic partners may not serve on the Board of Directors concurrently.

Section 4.06 Director Emeritus

Definition: There shall be a category of board member known as a board member emeritus who is nominated and elected by the board of directors. Board members emeritus shall be selected from those board members who have served on the board of directors with distinction and excellence.

A board member emeritus shall be entitled to receive all written notices and information which are provided to the board of directors, to attend all board meetings, to participate in meetings of the committees in which they serve and encouraged to attend all other events conducted by the organization. A board member emeritus shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

Eligibility: In order to be considered for designation as a board member emeritus, a person must be a current or former member of the organization's board of directors who has:

- served the organization's board of directors with distinction
- held an important leadership role and made significant contributions
- engaged in major volunteer or advocacy activities in his or her service on the board
- completed the term(s) for which he or she was appointed
- Participated in one or more of the organization's activities (e.g., events, volunteerism, fundraising, government relations, networking, etc.)

Election: Annually, with the recommendation of the board nominating committee, the executive committee of the board will consider potential candidates and may nominate one or more individuals for a board emeritus position. The executive committee will present the nomination(s) along with supporting statements to the organization's board of

directors for its consideration. A simple majority vote of directors at a meeting at which a quorum is present is sufficient to approve an appointment.

Section 4.07 Vacancies

(a) **Fully Seated Board**. It is the intent, and a critical need of the Solano County Fair Association, to have every board seat filled. Any board seat declared vacant shall be filled following procedures outlined in Section 4.06

(b) **Notice of Vacancy**. The Board of Directors will declare a board term vacant when any of the conditions exist as cited in this Section. Once a vacancy has been declared the Board will direct the Secretary of the Board to deliver to the appropriate member of the Solano County Board of Supervisors a formal Notice of a Vacancy which will include the unexpired service time remaining on the vacant term, if any, as well as a list of nominees which shall be established by the Board of Directors.

(c) **Events Causing Vacancy**. A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:
  (i) The death, resignation, removal of any Director as set forth in Section 4.07(e).
  (ii) The Director is no longer a resident of Solano County; therefore, the director's status is terminated immediately.
  (iii) The Director is no longer a resident of the district they were appointed to represent. The Director shall have 90 days from the date of change of residence to obtain an appointment by the Supervisor in their new district of residence.
  (iv) The failure of a member of the Solano County Board of Supervisors to appoint a Director within a reasonable time.

(d) **Resignation of Director**. A Director may resign, which resignation shall be effective upon receipt of actual notice by the President of the Board, the Chief Executive Officer, or the Secretary, unless the notice specifies a later effective date for the resignation.

(e) **Removal of a Director**. A Director who has failed in a material and serious degree to observe the rules of conduct for Directors as set forth in these bylaws, Director's Handbook and/or other Board Policy, as amended by the Board from time to time, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association may be removed in accordance with the following procedures:
  (i) If a Director, that has been appointed by a member of the Solano County Board of Supervisors is found, upon a good faith determination by the majority of the members of the entire Board of Directors at a regular meeting or at a special meeting set for that purpose, to have failed in a material and serious degree to observe the standards of conduct set forth above a request for suspension or removal will be delivered to the respective member of the Board of Supervisors for their action.
  (ii) A Director elected by the Board of Directors may be removed or suspended by the Board upon a good faith determination by the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a

regular meeting, that the Director has failed in a material and serious degree to observe the standards of conduct set forth above.

(f) Failure to Attend Meetings:

(i) Any Director who fails to attend three consecutive regular monthly Board meetings without an approved excuse will be automatically removed from the Board. To qualify as an excused absence, advance notification must be provided to the CEO or President prior to the scheduled meeting.

(ii) Upon the third consecutive unexcused absence, the Secretary will inform the Director that they have been automatically removed from the Board, and will immediately notify the authority appointing that Director that a vacancy exists and needs to be filled.

(g) Filling of Vacancies

(i) **Expiring Board Terms** Pursuant to Section 4.03, the Board, through the Secretary, will submit to the Board of Supervisors a list of Director positions expiring within that calendar year, along with a list of nominees to fill any upcoming vacancy. If within 90 days of the expiration of a board term, the Solano County Board of Supervisors has not made an appointment to fill the vacancy created by an expired term, the Board of Directors will, at their next regular monthly meeting select a new Director to fill the vacancy. To the extent possible, the new board member will be selected from the list of nominees provided to the Board of Supervisors. Directors may submit additional candidates at the time of the meeting. Special consideration shall be given to: (i) special expertise required by the Board of Directors, and (ii) any input provided by the respective member of the Solano County Board of Supervisors.

1) Expiring Board Terms Notwithstanding the provisions of California Government Code section 1302, If within 90 days of the expiration of a board term, the Solano County Board of Supervisors has not made an appointment to fill a vacancy created by an expiring board term, the Board of Directors will, at their next regular monthly meeting select a new Director to fill the vacancy . To the extent possible, the new board member will be selected from the list of nominees provided to the Board of Supervisors as provided for in Section 4.3(b). Directors may submit additional candidates at the time of the meeting.

2) Special consideration shall be given to: (i) special expertise required by the Board of Directors, and (ii) any input provided by the respective member of the Solano County Board of Supervisors.

(ii) **Filling of Midterm Vacancies**. When a Board position becomes vacant prior to its expiration, the Secretary will send a Notice of a Vacancy and request to appoint a director to the member of the Board of Supervisors in the supervisorial district where the vacancy exists.

The Notice will contain the provisions of this Section concerning the failure to timely fill a vacancy. If, within ninety (90) days of the SCFA's transmission of a Notice of a Vacancy, the noticed member of the Solano County Board of

Supervisors has not made an appointment to fill the vacancy, the Board of Directors will select a new Director at the next regular meeting.

To the extent possible, the new board member will be selected from the list of nominees provided to the Board of Supervisors. Directors may submit additional candidates at the time of the meeting. Special consideration shall be given to: (i) special expertise required by the Board of Directors, and (ii) any input provided by the respective member of the Solano County Board of Supervisors.

Service time performed as a Midterm Replacement Director will not count as service time when calculating term limits as defined in Section 4.03.

(h) **Compensation of Directors**

Directors shall not be compensated. The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director or member of a committee in carrying out his or her duties.

Article V. MEETINGS

Section 5.01 Governing Rules.

All meetings shall be noticed and conducted in accordance with the Ralph M. Brown Act and Roberts Rules of Order Newly Revised.

Section 5.02 Types of Meetings.

(a) Regular Meetings

The Board of Directors shall hold a minimum of nine (9) regular monthly meetings on the third Wednesday of each month, at 6:00 PM at the Corporation's principal office or such other time and place as shall be determined by the Board, provided, however, that should such day fall on a legal holiday, said meeting shall be held at the same time and place on the first following day that is not a legal holiday for purposes of transacting regular business. Notice of these meetings shall be in accordance with Section 4.09.

(b) Special Meeting

Special meetings may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other Directors.

(c) Emergency Meetings

Emergency Meetings may only be held to address a work stoppage, crippling disaster or other event that severely impairs public safety. Notice requirements and rules regarding the posting of minutes of such meetings are governed by the Ralph M. Brown Act.

(d) Annual Meeting

Section 3.09 The Board of Directors shall hold an annual meeting in August of each year for purposes of electing officers, designating committees, addressing board vacancies.

Section 5.03 Meeting Protocols

(a) Quorum

A simple majority of the seated members of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn a meeting. No business shall be acted on by the board at any meeting at which a quorum is not present.

(b) Seated Member – Defined

After their appointment or election, a member shall be considered seated for purposes of determining a majority only after he or she has attended a scheduled and properly noticed meeting of the Board of Directors and has been formally recognized by the Chair.

(c) Majority Vote

Except as otherwise required by law or the Articles of Incorporation, the act of a simple majority of directors present at a meeting at which a quorum is present shall be the act of the board.

(d) Tie Vote

In the event of a tie vote on any issue, the Chair shall cast the deciding vote provided the Chair did not vote on the underlying question. In the event of a tie vote in which the Chair participated in voting on the underlying question, the motion will fail

Article VI. COMMITTEES

Section 6.01 Establishing Committees

The Board of Directors or the President in their discretion may establish committees as necessary to assist in performing its work. Committee members shall be appointed by the Chair/President.

Section 6.02 Executive Committee:

The Executive Committee will be comprised of the President, Vice President, Treasurer, Immediate Past President and up to three (3) additional Directors. The Executive Committee shall annually, and at other times as warranted, review the performance and compensation of the Chief Executive Officer The Executive Committee shall bring compensation recommendations to the full board for approval.

Section 6.03 Budget and Finance Committee

The Treasurer shall serve as the chair and work with the Board President to appoint committee members, This committee shall work with the CEO to prepare an annual operating budget for the Association and report to the board any financial irregularities or concerns. It shall develop procedures for generating accurate and timely financial reports, review audit findings, develop fiscal policies for consideration by the Board of Directors and review monthly financial statements and make recommendations to the full board at its monthly meetings.

Article VII. OFFICERS

The Association shall have the following Officers: President, Vice President, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution. The Board may authorize the Chief Executive Officer to also serve as the Secretary.

Section 7.01 Election of Officers

The Officers of the Association shall be elected by the Board at an annual meeting, and each shall hold office, beginning at the first Board meeting immediately following the election, for a period of two years, or until their successor is elected, unless they resign, are removed from office or are otherwise disqualified to serve on the board. Officers may serve more than one two-year term in any office, but may not serve consecutive terms in the same office.

Section 7.02 Removal of Officers

Any officer may be removed for cause by an affirmative vote of at least 2/3 of a quorum of the members of the Board of Directors present at any regular or special meeting.

Section 7.03 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Board of Directors, the Chief Executive Officer, and/or the Secretary of the Association. Any resignation shall take effect on the date of receipt of that notice or at any later time specified in that notice.

Section 7.04 Vacancies in Office

(a) Should the President of the Board of Directors resign or become unable or ineligible to complete his/her term, the current Vice President will become President and will complete the current term of the President. A Nominating Committee will be convened and recommend to the Board of Directors a replacement for the Vice President position. The Vice President shall be replaced by a vote of the Board of Directors and shall complete the term of office of the previous Vice President.

(b) Should the President and Vice President resign become unable or ineligible to complete his/her term, the Treasurer will assume the Presidency until a special

meeting of the Board of Directors is convened in which a special election to replace the President and Vice President will be held. Once the new President and Vice President are elected, the Treasurer will resume his/her regular position.

(c) Should the Treasurer resign or become unable or ineligible to complete his/her term, the President will assume the Treasurer's duties until a special meeting of the Board of Directors is convened to hold a special election to replace the Treasurer.

(d) Should the Board appoint one of its members to serve as Secretary, and said Secretary resigns or becomes unable or ineligible to complete his/her term, the Chief Executive Officer shall resume the duties of Secretary until a special meeting of the Board of Directors is convened to hold a special election to replace the Secretary.

Section 7.05 Responsibilities of Officers

(a) **The President**. The President of the Board shall be elected by a majority vote of the Directors at each annual meeting. The President shall preside at all meetings of the Board of Directors and shall appoint all Board committee members. The President shall be an ex-officio member of all Board committees, including the Executive Committee, and shall have such other powers and duties as may be prescribed by the Board of Directors. All Board committee members shall serve at the pleasure of the President.

(b) **Vice President**. In the absence or disability of the President, the Vice President shall perform all **of** the duties of the President, and when so acting shall have all of the powers and be subject to all of the restrictions on the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws.

(c) **Secretary**. The Secretary shall attend to the following:

(i) **Board Minutes**. Keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, the minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding all such meetings the names of those present at such meetings, and the proceedings of such meetings as required by law.

(ii) **Notices**. Give or cause to be given, notice of all meetings of the Board of Directors. in accordance with the Ralph M. Brown Act and these bylaws. Directors shall be given as much advance notice of such meetings as is practicable

(d) **Treasurer**. The Treasurer shall attend to the following:

The Treasurer will serve as the Chairperson of the Finance Committee and shall present the financial report at the monthly Board meetings. The Treasurer will perform additional financial analysis as directed by the Board.

Article VIII. RECORDS AND REPORTS

Section 8.01 Maintenance of Articles and By-Laws

The Association shall keep at its principal executive office the original or a copy of its Articles of Incorporation and By- Laws as amended to date.

Section 8.02 Maintenance of Other Association Records

The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the Association. The minutes shall be kept in written, typed or digital form, and the accounting books and records shall be kept in written, typed or digital form or in any other form capable of being converted into written, typed, or printed form.

Section 8.03 Inspection by Directors

Every Director shall be given the opportunity, at any reasonable time and with reasonable notice to inspect all books, records, and documents that fall within their purview and duties as Board Members, as well as the physical property of the Association and each of its subsidiary corporations. All such requests will be made to the Chief Executive Officer.

Article IX. AMENDMENTS

Section 9.01 Amendments to the Articles of Incorporation

Any amendment to the Articles of Incorporation may be adopted by a majority vote of the entire Board of Directors. Any proposed amendments must be submitted to the board for consideration at least ten (10) days prior to any action being taken.

Section 9.02 Amendments to the Bylaws

These By-Laws may be amended by a majority vote of the entire Board of Directors with the following provisions:

(a) All proposed amendments must be submitted to the board for consideration at least ten (10) days prior to any action being taken.

(b) Action may be taken on proposed amendments at the first regular meeting following submission only upon unanimous consent of the directors; otherwise, action will be taken on proposed amendments at the second regular meeting following submission of the proposed amendments

(c) No amendment shall be made to these Bylaws that would cause the corporation to cease to qualify as a tax-exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Any amendment made that would disqualify the organization as a tax exempt corporation shall be deemed null and void.

(d) Any amendment that affects voting rights requires ratification by a two-thirds (2/3) vote of a quorum of the Board of Directors.

Article X. CERTIFICATION

I hereby certify that this is a true and correct copy of the By-Laws of the Solano County Fair Association, as amended on November 19, 2025 and constitutes a complete copy of the Bylaws of the corporation

Joseph Joyce,
President

Thomas B. Keaney, Sr.
Chief Executive Officer