

**BYLAWS**  
**OF THE 32<sup>nd</sup> DISTRICT AGRICULTURAL ASSOCIATION**

**Adopted by the**  
**32nd District Agricultural Association Board of Directors**  
**December 11, 2008**

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THE 32<sup>nd</sup> DISTRICT AGRICULTURAL ASSOCIATION**

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**ARTICLE I - OFFICES**

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- Section 1:     **Name:** The name of this organization is the name established by law, to wit: the 32<sup>nd</sup> District Agricultural Association, an agency of the State of California, and shall be referred to in these bylaws as the “Association.”
- Section 2:     **Principal Office:** The principal office for the transaction of the business of the Association is fixed and located at 88 Fair Drive, in the city of Costa Mesa, County of Orange, State of California. The Board of Directors may change the location of the principal office.

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**ARTICLE II - MEETINGS**

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- Section 1:     **Policy:** It is public policy of the State of California that public agencies exist to aid in the conduct of the people’s business and the proceedings of public agencies be conducted openly so that the public may remain informed. The conduct and actions of the Board of Directors, its members, and its committees, are conducted in compliance with all pertinent statutes, including but not limited to the Bagley-Keene Open Meeting Act, as they may be amended from time to time.
- Section 2:     **Notices of Meetings:** In compliance with the Bagley-Keene Open Meeting Act (Govt. Code, §§ 11120, *et seq.*), and all other applicable open meeting laws, all regular, annual, and special meetings of the Board of Directors shall be held with a ten-day written notice, including a binding written agenda with descriptions of items to be considered and covered.
- Section 3:     **Regular Meetings:** Regular meetings of the Board will be held at monthly no less than 8 months per year. The Board may provide by resolution the time and place, within the County of Orange, State of California, for an alternate location for the holding of its regular meetings. All meetings shall be noticed in accordance with all applicable statutes, codes, and regulations.
- Section 4:     **Annual Meeting:** The annual meeting of the Board shall be held at the office of the Association at 10:00 a.m. on the third Thursday of August of each year, if not a legal holiday, and if a legal holiday, then the annual meeting shall be held, at the discretion of the Board of Directors, on the preceding or next succeeding business day. The annual meeting shall be noticed in accordance with all applicable statutes, codes, and regulations.
- Section 5:     **Special Meetings:** Special meetings of the Board of Directors may be called at any time by (a) a majority of the members of the Board of Directors or (b) the Chair of the Board of Directors or, if the Chair is unable to call a meeting, by the Vice-Chair of the Board of Directors. Special meetings may be called only for the purposes set forth in, and in compliance with Government Code section 11125.4, as it may be amended from time to time.
- Section 6:     **Emergency Meetings:** In the case of an emergency involving matters upon which prompt action is necessary due to the impairment of public health or safety or the disruption or

threatened disruption of public facilities, the Association may hold an emergency meeting of the Board of Directors with a one-hour minimum notice in compliance with, and for the purposes described in, Government Code section 11125.5, as it may be amended from time to time.

Section 7: **Closed Sessions:** Closed sessions of the Board of Directors shall be noticed in the same manner as all regular and annual meetings of the Board of Directors, and will include a specific agenda, the reason(s) for the session and the statutory authorization justifying the reason and need for the closed session.

Section 8: **Recessed and Adjourned Meetings:** Any meeting may be recessed or adjourned until a stated day and hour. In the absence of a quorum, a majority of the Directors present at the meeting may so adjourn any meeting. Notice of the new date and time of the recessed or adjourned meeting shall be given in the manner required by Article II, Section 2 of these bylaws.

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### ARTICLE III – BOARD OF DIRECTORS

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Section 1: **Powers:** Subject to the limitations by these bylaws and of the statutes of the State of California and 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, pursuant to Food and Agricultural Code section 3312.

Section 2: **Parliamentary Authority:** Except as otherwise provided by law, ***Robert's Rules of Order, current edition***, may be invoked by the Chair or a majority vote of the Directors present at any meeting of the Board.

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### ARTICLE IV – OFFICERS

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Section 1: **Elected Officers:** At the annual meeting of the Board of Directors, the directors shall elect one of their members to be the Board Chair, and another to be the Board Vice-Chair. The term of office of each shall be one year and until his or her successor is elected.

Section 2: **Appointed Officers:** At the annual meeting of the Board of Directors, the directors shall also appoint a secretary, a manager, and a treasurer from among persons who are not members of the board. The manager shall be referred to as the “President/Chief Executive Officer” (CEO) of the Association. One person may be the secretary, the manager and the treasurer. The secretary, CEO and treasurer are state officers. The Board shall fix the term of office, bond, salary, and duties of the CEO, with the approval, if required, of the State of California.

Section 3: **Resignation:** An officer may resign at any time by giving written notice of resignation to the Board Chair and/or the Vice-Chair. The resignation is effective when notice is received by either officer, unless the notice specifies a later effective date. The acceptance of the resignation shall not be necessary to make it effective.

Section 4: **Removal:** Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of no less than six directors whenever, in its judgment, the best interest of the Association would be served thereby.

Dismissal of the individual holding the confidential-exempt position of CEO must be in accordance with the provisions of Government Code section 11126, as it may be amended from time to time. Government Code section 11126 states:

Nothing contained in this article shall be construed to prevent a State agency from holding Executive Sessions during a Board or Special Meeting to consider the appointment, employment, or dismissal of a public officer or employee or to hear complaints or charges brought against such officer or employee by another public officer, person, or employee unless such officer or employee requests a public hearing. As a condition to holding an Executive Session on the complaints or charges to consider disciplinary action or to consider dismissal, such officer or employee shall be given written notice of his/her right to have a public hearing rather than an Executive Session, which notice shall be delivered to him/her personally or by mail at least 24 hours before the time of holding a Board or Special Meeting. If notice is not given, any disciplinary or other action taken against any officer or employee at such Executive Session shall be null and void. The State agency also may exclude from any such public or private meeting, during the examination of a witness, any or all other witnesses in the matter being investigated by the State agency. Following the public hearing or Executive Session, the agency may deliberate on the decision to be reached in an Executive Session.

Section 5: **Vacancies:** A vacancy in any elected or appointed office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 6: **Board Chair:** The Board Chair shall preside at all meetings of the Board and the Executive Committee, should the Board choose to have one. If the Chair is not present at any meeting of the Board, the Vice Chair shall preside in the Chair's absence. In the absence of the Chair and Vice Chair, the Director with the greatest tenure on the Board of Directors shall preside. The Chair is a voting member of the Board on all actions taken by the Board. The Chair may also serve as a voting member of any committee when a quorum is need to conduct its business. The Chair may sign, in conjunction with the Secretary or any other officer of the Association authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed with the exception of cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association.

Section 7: **Vice-Chair:** The Vice-Chair shall act on the Chair's behalf in the absence of the Board Chair or in the event of Chair's inability or refusal to act and when so acting, shall have all the powers of and be subject to all of the restrictions of the Board Chair.

Section 8: **Secretary:** The Secretary shall keep or cause to be kept at the office of the Association a book of minutes of all meetings of the Directors, including meetings of any Board committees, with the time and place of holdings, whether annual, regular, special, or emergency meetings; and, if special or emergency meeting, how the meeting was authorized and the notice for the special or emergency meeting. The minutes of all meetings shall contain the names of those present and the proceedings at the meetings. The Secretary shall

give or cause to be given the required notice for all annual, regular, special, and emergency meetings as required by law, and shall mail or deliver copies of all minutes to all directors. The Secretary shall maintain an accurate register is kept of the post office address and e-mail or electronic address of each Director which shall be furnished to the Secretary or his/her designee by such Director. The Secretary shall also perform all duties incident to the office of Secretary and such other duties as from time to time, may be assigned to him/her by law or by the Board of Directors.

Section 9: **Treasurer:** The President/CEO shall serve as the Treasurer of the Association, and shall keep and maintain or cause to be kept and maintained in accordance with generally accepted accounting principals as they pertain to governmental agencies adequate and correct accounts or properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. The Treasurer shall deposit or cause to be deposited all monies 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 approved by the California Department of Finance. The Treasurer shall disburse the funds of the Association as ordered by the Board and shall render to the Chair and Directors whenever requested, an account of all transactions as Treasurer and an account of the financial condition of the Association.

Section 10: **Chief Executive Officer:** The Board of Directors shall employ a professional manager/chief executive officer (CEO), referred to as the “President/CEO” with such duties, for such a length of time as may be determined by the Board, and at such compensation as is determined by the State of California Department of Food and Agriculture (CDFA). The CEO shall manage the day-to-day affairs of the Association in accordance with the CDFA’s requirements, these Bylaws, and the then in-effect Governing Policies of the Board of Directors. The CEO shall attend all meetings of the Board, unless excused by action of the Board.

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**ARTICLE V – COMMITTEES**

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Section 1: **Committees:** The Board may, in its discretion, appoint advisory committees as the Board deems necessary. The Board may delegate to the Chair the responsibility of appointing committee members. Any Board created committee must comply with all the provisions of the Bagley Keene Open Meeting Act (including, but not limited to, Government Code sections 11121.8, 11123, 11124.1, and 11125) if that committee has three or more Board members.

Section 2: **Quorum:** A majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 3: **Open Meetings:** Meetings of committees shall, if required, be noticed and held in compliance with the Bagley-Keene Open Meeting Act and California Food and Agricultural Code § 3964.5.

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**ARTICLE VI – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

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- Section 1: **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instruments 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 of the Association shall have any 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 2: **Checks, Drafts, etc.:** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 3: **Deposits:** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks; trust companies or other depositories as the Board of Directors or its designated officer(s) may select subject to the approval of the Department of Finance.
- Section 4: **Gifts:** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association, subject to the approval of the Department of Food and Agriculture.

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#### ARTICLE VII – FISCAL YEAR

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The fiscal year of the Association shall begin on the first day of January and end of the last day of December.

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#### ARTICLE VIII – AMENDMENTS TO AND INSPECTION OF BYLAWS

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- Section 1: **Amendments:** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the full Board of Directors at any regular meeting or at any special meeting, if required written notice has been given of intention to alter, amend or repeal, or to adopt new Bylaws at such meeting.
- Section 2: **Inspection:** The Association shall keep in its office the original or a copy of these bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to the inspection of the public during normal office hours.

These Bylaws adopted this 11th day of December, 2008, by the Board of Directors.

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Julie Vandermost, Board Chair