

**BYLAWS FOR THE  
22ND DISTRICT AGRICULTURAL ASSOCIATION  
DEL MAR, CALIFORNIA**

**Article I**

**SECTION 1 - NAME:** The Name of this Association is the name established by law, to-wit: 22nd District Agricultural Association, an agency of the State of California.

**SECTION 2 - OFFICE:** The office for the transaction of the business of the Association is hereby fixed and located at the Fairgrounds, in the City of Del Mar, County of San Diego, State of California. The Board of Directors may change the location of said office within the District.

**Article II  
Directors**

**SECTION 1 - POWERS:** Subject to the limitations of these bylaws and of the statutes of the State of California, 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.

**SECTION 2 - REGULAR MEETINGS:** Regular meetings of the Board will normally be held monthly at the office of the Association at 1:30 p.m. on the second Tuesday, if not a legal holiday. The May meeting will be held the last Tuesday of the month. If a scheduled meeting falls on a legal holiday, then the meeting shall be held on the next succeeding business day. Regular meetings will not normally be held during the months of June or July. At each November Board meeting, dates for the following year will be determined and approved. Notice shall be given in writing at least ten (10) days in advance of the meeting.

**SECTION 3 - EMERGENCY MEETINGS:** Emergency meetings of the Board may be called by the President, or, if he/she is absent or unable or refuses to act, by five Directors. Notice of the time and place of an emergency meeting shall be given to all board members, and to media that have requested notice of meetings, at least one hour prior. Emergency meetings may only be called in response to:

- (a) Work stoppages or other activity that severely impairs the public health, safety, or both.
- (b) Crippling disaster that severely impairs the public health, safety, or both.
- (c) Administrative disciplinary matters concerning consideration of proposed decisions, stipulations, and pending litigation that require immediate attention.

**SECTION 4 - ADJOURNED MEETINGS:** Any meeting may be adjourned until a stated day and hour and a 10-day written notice given to the public. In the absence of a quorum, a majority of the Directors present at the meeting may so adjourn any meeting.

**SECTION 5 - QUORUM:** Five Directors shall be necessary to constitute a quorum for the transaction of business. In the event there are seven or fewer Directors appointed to the Board, then a simple majority will constitute a quorum. Every act or decision done or made by a majority of the legal votes cast by Directors at a duly noticed meeting, at which a quorum is present, shall be regarded as the act of the Board, except as hereinafter provided regarding amending the bylaws.

### **Article III Officers**

**SECTION 1 - OFFICERS:** The officers of the Association shall be President, Vice President, Secretary, Treasurer and Manager. The Directors shall select a Secretary, a Manager, and a Treasurer from among persons who are not members of the Board. One person may be the Secretary, the Manager, and the Treasurer. The Manager holds office at the pleasure of the Board. If the Manager is not acting as the Secretary and/or Treasurer of the Association, the Board shall fix the salary and duties of Secretary and/or Treasurer.

**SECTION 2 - ELECTION:** The term of office for President and Vice President shall be for one year and until a successor is elected, unless the officer resigns or shall be removed or otherwise disqualified to serve. If the Manager, who sits at the pleasure of the Board, serves as the Secretary and/or Treasurer, the term of those offices shall be at the pleasure of the Board. If the Manager does not serve as the Secretary and/or Treasurer, those offices shall be for a period of one year and until a successor is elected, unless the officer resigns or shall be removed or otherwise disqualified to serve.

**SECTION 3 - REMOVAL AND RESIGNATION:** Any officer may be removed with or without cause. Five Directors shall be necessary to constitute a quorum for the removal of an officer including the Manager. Dismissal of the Manager must be in accordance with the provisions of the Government Code Section 11126(a), which states: "... As a condition to holding a closed session on the complaints or charges to consider disciplinary action or to consider dismissal, the employee shall be given written notice of his or her right to have a public hearing, rather than a closed session, which notice shall be delivered to the employee personally or by mail at least 24 hours before the time for holding a ... meeting. If notice is not given, any disciplinary or other action taken against any employee at the closed session shall be null and void. The state body also may exclude from any public or closed session, during the examination of a witness, any or all other witnesses in the matter being investigated by the state body. Following the public hearing or closed session, the body may deliberate on the decision to be reached in a closed session ..."

Any officer may resign at any time by giving written notice to the Board or to the President of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Any Director who misses three consecutive regular meetings of the Board without the permission of the Board is deemed to have resigned as a Director.

**SECTION 4 - VACANCIES:** A vacancy in any office, other than of a board member, because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board for the unexpired portion of the term.

**SECTION 5 - PRESIDENT:** The President shall preside at all meetings of the Board and shall be an ex-officio member of all committees. Should the President not be present at any meeting of the Board, the Vice President shall preside. In the absence of the President and Vice President, the senior Director shall preside. In the absence of the President, Vice President, and/or senior Director, a president pro tem may be chosen to preside at such meeting.

**SECTION 6 - 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. The minutes shall include the time and place of each meeting held, and note how each meeting was noticed as well as list the names of those Directors present at the meeting and give the proceedings thereof.

The Secretary shall give, or cause to be given, the required notice for all meetings of the Board and shall mail copies of all minutes to all Directors within twenty-one (21) days after each meeting.

If the Secretary is designated by the President to attend a closed session, the Secretary shall maintain a confidential minute book of the closed session recording topics discussed and decisions made at the meeting. This minute book is not a public record.

**SECTION 7 - TREASURER:** The Treasurer shall be responsible to keep and maintain, or cause to be kept and maintained, adequate and correct accounts of properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, revenues and expenses, gains, losses, and capital expenditures. The Treasurer shall be responsible for overseeing and ensuring that proper accounting methods and procedures are followed including the appropriate separation of duties.

The Treasurer shall be responsible for the deposit of all moneys 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 are approved by the Department of Food and Agriculture. The Treasurer shall disburse the funds of the Association as may be ordered by the Board and shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and an account of the financial condition of the Association.

#### **Article IV Transaction of Business**

**SECTION 1 - CHECKS, DRAFTS, ETC.:** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons, and in such a manner as determined periodically by resolution of the Board. The Board shall periodically establish by resolution a minimum dollar amount which will require only one signature and all checks above that amount will require two signatures. The resolution shall state the names and positions of each person authorized to sign and the list of accounts affected.

**SECTION 2 - REPORT TO DEPARTMENT OF FOOD AND AGRICULTURE:** The Board shall make such reports to the Department of Food and Agriculture as such Department may direct, including submittal of the statement of operations. The Manager shall be responsible for and take all necessary steps to ensure the accuracy of any reports submitted to the Department.

**SECTION 3 - CONTRACTS, ETC.:** The Board may authorize any officer or officers to enter into any contract or execute any instrument in the name of and upon 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 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 4 - EMPLOYEES:** The district is the employer. The Manager is responsible for the employment and management of all the employees of the district.

**SECTION 5 - EXPENDITURES:** Directors shall be personally responsible for all expenditures of committees of which they are chairpersons that exceed the budgets for such committees as approved by the Board.

**SECTION 6 - COMMITTEES:** The Board may appoint an executive committee and such other committees as the Board deems necessary. The Board may delegate to the President the responsibility of appointing committees. Meetings of committees shall be open to the public when any meeting comprises more than two members of the board and proper notice shall be given before the meeting to the public.

**SECTION 7 - INSPECTION OF BYLAWS:** The Association shall keep in its office the original or a copy of the bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to the inspection of the public during office hours.

**Article V  
Amendments**

**SECTION 1 - POWER OF DIRECTORS:** These bylaws may be altered, amended, or repealed, and new and additional bylaws adopted at any time by an affirmative vote of five Directors or more.

These Bylaws were adopted by the Board of Directors at their regular Board meeting on December 12, 2017

  
\_\_\_\_\_  
President, Board of Directors  
22nd District Agricultural Association

12/29/2017  
Date

  
\_\_\_\_\_  
Secretary-Manager  
22nd District Agricultural Association

12/29/2017  
Date