

BY-LAWS
of
ALBANY COUNTY FAIR BOARD

Adopted: September 11, 2017

ARTICLE I – NAME

1.01. The name of the Board shall be the Albany County Fair Board. The official abbreviation of its name shall be ACFB.

ARTICLE II – PURPOSE & MISSION

2.01. The purpose of the Albany County Fair Board, pursuant to Wyo. Stat. § 18-9-101(a)(iii), is to control, maintain and manage the Albany County Fairgrounds and the operation of the annual Albany County fair and other events held at the Albany County Fairgrounds.

2.02. The mission of the Fair Board is to:

2.02.01. Economically develop, maintain and manage facilities for the benefit of the public which are safe, convenient and provide diverse educational and recreational opportunities in an attractive environment.

2.02.02. Promote the Albany County fair, rodeo, FFA, 4-H, expositions and celebrations.

2.02.03. Support, strengthen and encourage mutual cooperation with the Albany County Extension Office, Albany County Fair and Wyoming State fair.

2.02.04. Promote other events at the Albany County fairgrounds for entertainment.

ARTICLE III – OFFICES

3.01. The principal office of the Albany County Fair Board shall be located at the Albany County Fairground, whose address is 3510 S. 3rd Street, Laramie, Wyoming 82070 and may have such other offices, either within or outside the State of Wyoming, as the Albany County Fair Board may determine from time to time.

ARTICLE IV - REGULATIONS

4.01. The regulations of the business and conduct of the affairs of the Albany County Fair Board shall be determined by these bylaws, and by rules and regulations which the board may adopt from time to time.

ARTICLE V - MEMBERS

5.01. Composition, Qualifications and Term of Office. The Albany County Fair Board shall consist of five (5) members appointed by the Albany County Board of Commissioners, each to a five year term and all members shall be qualified electors of Albany County.

5.02. Quorum. A quorum shall be a majority of the members of the Albany County Fair Board.

5.03. Removal. The Albany County Board of Commissioners may remove a member for cause as outlined in Section 5.07 herein.

5.04. Vacancy. All vacancy appointments on the Albany County Fair Board shall be made by the Albany County Board of Commissioners. In the event a vacancy should occur prior to the expiration of member's term, the successor shall be appointed within thirty (30) days of notification to the Albany County Board of Commissioners. The successor shall serve the unexpired portion of the departing member's term on the Albany County Fair Board and the unfinished term shall not count toward the two-term maximum contained in Article 5.01.

5.05. Committees. The Albany County Fair Board may form committees or ad hoc committees to the Fair Board to address issues relating to the operation, maintenance or management of the Albany County Fairgrounds or the annual Albany County Fair and events. The committees shall make regular reports. Directorship on a standing committee shall be for one year by appointment of the Albany County Fair Board. Special committees may be authorized and appointed by Albany County Fair Board for special, limited purposes and shall serve only until completion of the assignment.

5.06. Compensation. Members shall not receive any salary or compensation for their services on the Fair Board. No member nor any person from whom the Fair Board may receive property or funds, shall receive pecuniary profit from the operations of the Fair Board, provided, however, that (a) reasonable compensation may be paid to agents and employees hired by the Fair Board for services rendered in effecting one or more purposes of the Fair Board, or receive compensation for competition in open class (b) members engaged in the performance of their duties shall be entitled to per diem and mileage allowance authorized for state employees, or otherwise authorized pursuant to W.S. § 16-1-106(b and (c) member may receive apparel and any other similar items under two hundred dollars (\$200.00) per year.

5.07. Vacancies and Removal of Members of the Albany County Fair Board. Members may be removed, with cause as outlined in Sections 5.03 herein for the following reasons: The Albany County Fair board shall meet in executive session in discussing any of the

reasons listed in 5.07.01 through 5.07.05 and in determining whether a recommendation for removal is forwarded to the Albany County Board of Commissioners.

5.07.01. If a member ceases to be a qualified elector of Albany County consistent with Sections 5.01 respectfully herein.

5.07.02. If a member is convicted of a felony or found guilty/adjudicated of a crime of dishonesty during said tenure as member of the Albany County Fair Board.

5.07.03. If a member fails to attend three (3) or more consecutive meetings unless there is a two-thirds (2/3rds) majority vote by the Fair Board that good cause exists to excuse the non-attendance.

5.07.04. If a member of the Fair Board substantially fails to perform the member's duties as determined by a two-thirds (2/3rds) majority vote by the Fair Board.

5.07.05. If a member of the Fair Board fails to comply with any policy established by the Fair Board on disclosure of conflicts of interest and ethics,

5.08. Resignation. Resignation of a member of the Fair Board shall be by written notice, conveyed to the Chairperson of the Fair Board and the Albany County Board of Commissioners.

5.09. Conflict of Interests. Any Fair Board member who has a pecuniary interest in a matter pending before the Board, or who is likely to derive direct and tangible personal or professional benefit from particular resolution of the matter, shall declare a conflict of interest and shall not vote on any issue connected with the matter, and his/her presence at the meeting shall be disregarded for the purposes of obtaining a quorum for voting on that issue. The Fair Board member that declares a conflict shall remove him/herself from the meeting room for that issue in which he/she has a conflict in order to not influence the vote with his or her presence.

ARTICLE VI – POWERS AND DUTIES

6.01. Fair Board shall adopt policies, by-laws and regulations that are consistent with the State statute as it deems necessary to carry out the business of the Fair Board.

ARTICLE VII – OFFICERS & EMPLOYEES

7.01. At the Fair Board's regular January meeting, the Fair Board shall elect from its members a Chairperson, Vice-chairperson, Secretary and Treasurer. Each officer shall serve a one (1) year term. Each officer may be re-elected for one consecutive term to the same office. Any officer of the Fair Board may be removed from that office by a motion and a unanimous vote of the remaining members of the Fair Board. A vacancy in any office may be filled by the remaining members of the Fair Board for the unexpired portion of that term of office.

7.01.01. Chairperson. The Chairperson shall preside at all meetings of the Fair Board and shall decide all points of order and procedure. The Chairperson may call a special meeting of the Fair Board. The Chairperson shall perform all duties incident to the office of Chairperson and other duties as may be prescribed by the Fair Board from time to time. The Chairperson shall be entered as a signer upon the accounts of the Fair Board and a surety bond purchased to cover exposure.

7.01.02. Vice-Chairperson. The Vice-Chairperson shall have the powers and shall exercise the duties of the Chairperson, whenever the Chairperson is absent, incapacitated or otherwise unable to serve or act for any other reason. The Vice-Chairperson shall exercise the powers and perform the functions that are from time to time assigned by the Chairperson or the Fair Board. The Vice Chairperson shall be entered as a signer on the accounts of the Fair Board and a surety bond purchased to cover exposure.

7.01.03. Secretary. The Secretary shall be custodian of and shall maintain the records and books of the Fair Board, and shall perform other duties as the Fair Board may require. The Secretary shall be entered as a signer on the accounts of the Fair Board and a surety bond purchased to cover exposure. . The board shall delegate the creation and retention of records and financial statements to a responsible member of the Fair Board staff, who shall be identified as "Secretary Ex-Officio." The Secretary-Ex Officio shall perform other duties usual to the office.

7.01.04. Treasurer. The Treasurer, elected annually by the Fair Board shall be responsible for the financial statements of the Fair Board and perform such duties as may from time to time be directed by the Fair Board. The Treasurer shall be entered as a signer on the accounts of the Fair Board and a surety bond purchased to cover exposure. The board shall delegate the creation and retention of records and financial statements to a responsible member of the Fair Board staff, who shall be identified as "Treasurer Ex-Officio." The Treasurer -Ex Officio shall perform other duties usual to the office.

7.02. Fair Board Business Manager's Duties. The Fair Board shall employ a Fair Board Business Manager who shall report to the Fair Board. The Fair Board Business Manager shall be responsible for the day to day management of the Albany County Fairgrounds and the operation of the annual Albany County fair and events. The Fair Board Business Manager duties shall include but not limited to:

7.02.01. Attend Fair Board meetings, and prepare notices, agenda and minutes of all meetings.

7.02.02. Perform financial duties including but not limited to payroll of fair board employees, payment of invoices, deposit checks, maintain check registers, reconcile bank statements and present a financial report at each meeting. Maintain a clear accounting of all

transactions, assigning each to the appropriate budget category to provide clear tracking of all money. Prepare annual budget for Fair Board's approval.

7.02.03. Maintain website for Fairgrounds and information systems.

7.02.04. Act as liaison between the public and Fair Board on all information regarding fairground events and fair.

7.02.05. Develop programming and events to provide a broad spectrum of quality entertainment, recreational opportunities and for Fair Board sponsored events including marketing material of events and promote events of Fairgrounds including marketing of events

7.02.06. Coordinate activities with 4-H, FFA and UW Extension to develop the Fair Schedule; coordinate all acts, entertainment, activities, shows and exhibits.

7.02.07. Oversee fundraising and donations to Fairgrounds including but not limited to maintaining records.

7.02.08. Solicit, review and accept or reject booth vendor applications. Make sure vendors have paid all applicable fees and deposits and have proper insurance. Make sure all events are served adequately by food vendors. Layout, assign and oversee vendor and booth locations. Ensure that all events are adequately served by food vendors.

7.02.09. Attend Fair and accept and coordinate all fair entries and prepare call sheets for fair events, such as open class exhibits, horse show, dog show, youth talent contest, pig wrestling, and demolition derby.

7.02.10. Oversee all contracts of Fairgrounds and any other duties assigned by the Fair Board.

7.03. Fair Board Grounds Manager Duties. The Fair board shall employ a Fair Board Grounds Manager who shall report to the Fair Board. The Fair Board Grounds Manager shall be responsible for managing, supervising and maintaining all buildings, fences and grounds of the Fairgrounds. The Fair Board Grounds Manager duties shall include but not limited to:

7.03.01. Manage and supervise ground maintenance employees.

7.03.02. Rental of Fairground facilities and collection of payments.

7.03.03. Maintenance, repair, and/or replacement of fixtures, furniture and equipment of fairgrounds.

7.03.04. Custodian of fairground facilities, stalls, barns and grandstands.

7.03.05. Scheduling of events at fairground.

7.03.06. Any other duties assigned by the Fair Board.

7.04. Other Staff. The Fair Board is empowered to employ such other persons as it deems necessary and shall have the authority to contract for services needed to carry out its duties.

ARTICLE VIII - MEETINGS

8.01. Meetings of Fair Board. The Fair Board may meet on the second Monday of each month at the Albany county fairgrounds located at 3510 S. 3rd Street, Laramie, Wyoming 82070. Meetings may be held in other locations as deemed appropriate by the Fair Board after being duly noticed. Additional meetings may be called by the Chairperson, or upon the oral or written request via email of a majority of the members of the Fair Board, upon a date and time specified in the additional meeting request. General coordination, scheduling duties and setting of agendas of meetings of the Fair Board shall be managed by the Fair Business Manager. The Chairperson of the Fair Board may, upon notification to the members of the Fair Board, cancel or reschedule a meeting if a quorum cannot be in attendance. All meetings of the Fair Board and its committees shall be conducted in accordance with the Robert's Rules of Order to the extent applicable.

8.02. Open Meetings. All meetings of the Fair Board are public meetings, open to the public at all times, except as otherwise provided herein or allowed by Wyoming law. Notice and conduct of all meetings shall comply with the requirements of W.S. § 16-4-401, et seq. Additionally, notice of meetings of Fair Board and committees of the Fair Board shall be posted on the Albany County Fairground's or County website and members of committees shall receive electronic notice of meetings or notice via telephone.

8.03. Quorum. Three (3) members of the Fair Board that are physically or telephonically present as outlined in Section 8.08 herein, shall constitute a quorum for the transaction of business at any meeting of the Fair Board, and if less than a quorum is present, then a majority of those present may adjourn the meeting to a later date without further notice. No action shall be taken in the absence of a quorum except to adjourn the meeting to a subsequent date and/or site.

8.04. Agendas. Agendas for the Fair Board shall ordinarily be electronically transmitted through email to members of the Fair Board at least two (2) days prior to the scheduled meeting date. The agenda shall be made public before the meeting. Matters which are not listed on the agenda may be added at the beginning of the meeting unless there is an objection by a majority of the members.

8.05. Order of Business. The order of business at meetings of the Fair Board shall be as follows:

- 8.05.01. Call to order
- 8.05.02. Roll Call - Establishment of Quorum
- 8.05.03. Agenda - Additions & Deletions
- 8.05.04. Approval of Minutes
- 8.05.05. Public Comments
- 8.05.06. Correspondence & Reports
- 8.05.07. Old Business
- 8.05.08. New Business
- 8.05.09. Adjournment

8.06. Minutes. The Fair Board Business Manager or his/her designee shall record minutes of each regular, special and emergency meetings of the Fair Board and shall transcribe and distribute the minutes to the members of the Fair Board for their approval. The minutes of the Fair Board shall be provided to Clerk of Albany County and upon the request an individual.

8.06. Recessed Meeting. The Fair Board may recess any regular, special or recessed meetings to a place and time specified in the order of recess. Only matters appearing on the agenda may be acted upon in a meeting recessed to another location or time.

8.07. Voting Members. Each of the five (5) members of Fair Board shall be voting members and decisions for the Fair Board shall be made by a majority vote of the five (5) members of the Fair Board. All members, including the Chairperson, shall be entitled to one vote. All votes shall be cast in person or telephonic as outlined in Section 8.08 herein. No member shall vote on any matter or issue when that member has a personal or financial interest in the matter or issue.

8.08. Telephone Voting. A member of the Fair Board may attend meetings telephonically or by other acceptable means of telecommunication. In advance of the meeting in which a member of the Fair Board desires to vote by telephone conference or similar communications equipment, the member of the Fair Board shall notify the Fair Board Business Manager so that the Fair Board Business Manager may make arrangements for the member to participating by telephone conference or similar communications equipment. A member of the Fair Board who desires to vote by telephone conference or similar communications equipment must be present by means of the telephone conference or similar communications at the beginning and during the debate leading up to the vote on any particular issue.

8.09. Electronic voting. For purposes of soliciting electronic votes in connection with an item on an agenda of a meeting of the Fair Board at which a quorum was present and discussion occurred, the requisite number of votes that would have been required at such meeting to pass an action shall be required to pass an action via this electronic voting provision. Only those members of the Fair Board in attendance of the meeting shall be permitted to vote with respect to this section. Such procedure shall be initiated by the electronic distribution of all related materials for consideration by the members of the Fair Board who were present. The

deadline for receipt of electronic votes with respect to any such vote shall be determined by the Chairperson of the Fair Board and as announced prior to adjournment of such meeting.

ARTICLE IX - PUBLIC RECORDS

9.01. Requests. All public records requests shall comply with the requirements of W.S. § 16-4-201, et seq.

9.02. Expenses. Costs associated with providing copies of public records under this section shall be the same as periodically determined by the Albany County Board of Commissioners.

ARTICLE X. CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FACILITIES

10.01. Contracts. The Fair Board may authorize the Chairperson and Secretary of the Fair Board or any officer or agent to enter into any contract or execute and deliver any instrument in the name of the and on behalf of Fair Board, and such authority may be general or confined to specified instances.

10.02. Checks, Drafts, Etc. All checks, drafts, or other orders for the payments of money, notes, or other evidence of indebtedness shall be issued in the name of the Fair Board.

10.03. Deposits. All funds of Fair Board not otherwise employed shall be deposited by the Fair Board from time to time to the credit of Fair Board in such banks, trust companies, or other depositories as the Fair Board may select.

ARTICLE XI. FISCAL YEAR

11.01. The fiscal year for the Fair Board shall begin on the first day of July of each year and shall end on the thirtieth day of June of the following year

ARTICLE XII. BUDGET, GRANTS AND GIFTS

12.01. Budget. Each year, the Fair Board shall establish a budget for the ensuing year. Deficit spending shall not be permitted. The Fair Board will develop an annual budget in compliance with County budget standards and processes. These processes must comport with the applicable provisions of Wyo. Stat. § 16-4-101 et seq. All budget reports will be distributed to the County Treasurer. The Fair Board does not have the authority to incur debt of any kind, or obligate the County in any way.

12.02. Grants & Gifts. The Fair Board may request funds, if needed from available grants. The Fair Board may receive gifts, cash or in-kind donations of any kind. All County

grants and or expenditures of grant funds will be approved by the County prior to submission or disbursal. All financial reporting of County grants will be through the County Treasurer or entity designated by the County. County will administer the County grant funds or gifts.

ARTICLE XIII. INDEMNIFICATION AND LIABILITY

13.01. Non-liability. Pursuant to the provisions of W.S. § 1-23-107 and 16-1-106(b), the members of the Fair Board shall not be individually liable for any actions, inactions or omissions of the Fair Board, except for any act of member which is found by a Court of competent jurisdiction to constitute an intentional tort or illegal act.

13.02. Contracts. All contracts entered into by the Fair Board shall provide for immunity from liability as provided in W.S. § 1-39-104(a).

13.03. Immunity. Nothing herein, nor any action taken by the Fair Board, shall modify, limit, or in any way alter the governmental immunity afforded to Fair Board and/or its members, or any other person acting on behalf of any of them, to the full extent that each such agency may otherwise enjoy governmental immunity under the Wyoming Governmental Claims Act or other Wyoming law.

13.04. Liability. The County shall not be liable for the acts or omissions of the Fair Board and the Fair Board shall be solely liable for the consequences of its acts and omissions. The Fair Board shall be a governmental entity for all applicable purposes under Wyoming law, including but not limited to, application of the Wyoming Governmental Claims Act. The Fair Board shall timely perform all of its duties and obligations and discharge all liabilities incurred by it in lieu of any such performance or discharge that the Fair Board would otherwise be required to undertake by virtue of agency's participation in the Fair Board.

ARTICLE XIV – DISSOLUTION

14.01. In the event of the termination of the Fair Board by the Albany County Board of Commissioners, the assets hereof shall be applied and distributed as provided under applicable Wyoming statutes.

ARTICLE XV - AMENDMENT

15.01. These bylaws may be altered, amended, or repealed, by the Fair Board at any special or regular meeting by a majority vote, provided that notice of the proposed alteration, amendment or repeal shall have been provided to the members in writing not less than ten (10) days prior to the meeting at which the Bylaws are proposed to be altered, amended or repealed.

ARTICLE XVI – CONFLICT

16.01. In the event that a conflict between these By-Laws and Wyoming State statutes establishing the Fair Board is found to exist, then State law shall prevail.

STATE OF WYOMING)
) ss.
COUNTY OF ALBANY)

I, _____, Secretary of the Albany County Fair Board, do hereby certify that a meeting of the members of the Fair Board called for that purpose and held on _____, and the attached By-Laws of the Albany County Fair Board were duly adopted by the affirmative vote of a majority of the voting members.

IN WITNESS WHEREOF, I have hereunto subscribed my hand this ____ day of _____, 2017 in Albany County, Wyoming.

Roger Newkirk, Secretary
Albany County Fair Board