

BY-LAWS
of
ALBANY COUNTY FAIR BOARD

Adopted: October 12/ 2020

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 such 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. Each term shall commence at the January regular meeting. A member may be appointed for two (2) consecutive terms and shall be eligible for reappointment until two (2) years of the expiration of his/her tenure or last term.

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, and Secretary-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-Treasurer. The Secretary-Treasurer shall be custodian of and shall maintain the records and books of the Fair Board, and 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 Secretary-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 "Secretary-Treasurer Ex-Officio." The Secretary-Treasurer Ex Officio shall perform other duties usual to the office.

7.01.04. Liaison Appointments. The Fair Board will elect annually at the January regular meeting one of the members to serve a one (1) year term as the Fair Board's representative to the Albany County Fair Foundation Board of Directors.

7.02. Fair Board Executive Directors's Duties. The Fair Board shall employ a Fair Board Executive Director who shall report to the Fair Board. This position 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 duties of this position shall be agreed upon by the Board and contained in the appropriate personnel files. These duties may also be changed from time to time as the need arises.

7.03. Fair Board Facilities Manager Duties. The Fair Board shall employ a Fair Board Facilities Manager who shall report to the Executive Director. The Fair Board Facilities Manager shall be responsible for managing, supervising and maintaining all buildings, fences and grounds

of the Fairgrounds. The full description of duties for this position shall be contained in the appropriate personnel file and changed from time to time as the need arises.

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 6:30 PM, 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 e-mail 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 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 e-mail 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 Executive Director 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 the County Clerk of Albany County and upon the request of an individual.

8.07. 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.

8.08. 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 8.09 herein. No member shall vote on any matter or issue when that member has a personal or financial interest in the matter or issue.

8.09. 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 participate 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.

8.10. 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- REGULATIONS

9.01 County Fair Regulations: the Board will adopt and maintain regulations related to the operation of the County Fair and Junior Livestock Sale, and all shows and events conducted as a part of the Fair. These regulations will be revisited for potential changes in the fall of each even numbered year and any changes will be discussed in public meeting. Should the need arise, the board may, by majority vote, choose to take up a change to any regulation in a non even numbered year in the event that the Board believes that it is urgent and in the best interest of the Fair.

ARTICLE X - PUBLIC RECORDS

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

10.02. 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

11.01. 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 and on behalf of Fair Board, and such authority may be general or confined to specified instances.

11.02. 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.

11.03. 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

12.01. 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

13.01. 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 Clerk. The Fair Board does not have the authority to incur debt of any kind, or obligate the County in any way.

13.02. 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.

ARTICLE XIII. INDEMNIFICATION AND LIABILITY

14.01. 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.

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

14.03. 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.

14.04. 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

15.01. 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

16.01. These By-Laws 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 By-Laws are proposed to be altered, amended or repealed.

ARTICLE XVI – CONFLICT

17.01. 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, Mark Wade, Secretary-Treasurer 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 the ____ day of _____, 2019, that 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 _____, 2019 in Albany County, Wyoming.

Mark Wade, Secretary-Treasurer
Albany County Fair Board