

FIRST AMENDED BIG HORN COUNTY FAIR BOARD BY-LAWS

ARTICLE I

- 1.1 **NAME**. The name of this organization shall be the Big Horn County Fair Board, hereinafter referred to as the Board.
- 1.2 **CREATION**. As soon as the original Board has been appointed they shall organize by electing a chairman, secretary and treasurer of the Board. As soon as they organize they shall file without fee a certificate showing their organization with the County Clerk and the Secretary of State. Upon filing the certificate, the Board is a body corporate, empowered to sue and be sued under the name of Board of Trustees of Big Horn County. (See Wyo. Stat. § 18-9-102(b)). The Board has perpetual existence and it is not necessary to file any certificate other than that filed upon the original organization, pursuant to Wyo. Stat. § 18-9-102(c).

ARTICLE II

- 2.1 **MISSION STATEMENT**. It is the mission of the Big Horn County Fair Board to: advise in the management of the facilities and grounds suitable for year round use by the Big Horn County communities; promote and support diverse county and community uses of the fair facilities; produce a wholesome, entertaining, and educational fair for all members of the Big Horn County area.

ARTICLE III

3.1 **MEMBERSHIP**.

3.1.1 The number of members of the board shall be composed of five (5), seven (7), or nine (9) competent citizens of Big Horn County in any given term, appointed by the Big Horn County Board of Commissioners. The number of members shall be based on the number of qualified applicants in any given application year. Members shall serve five (5) year terms which shall be staggered. At the first meeting in January of 2021, the Board shall designate three members whose original terms shall be three (3) years, and one member whose original term shall be four (4) years, in order to stagger the terms of future Board members so there will be no more than three (3) new members coming onto the Board in any given calendar year barring exceptional circumstances. Terms of each member shall commence on the first of the month, following the date of their appointment. A member may be appointed to serve successive terms pursuant to Wyo. Stat. § 18-9-102(a).

3.1.2 If a member of the Board ceases to be a resident of Big Horn County, their membership on the Board shall terminate automatically. Vacancies created under this term shall be filled by the County Commissioners for the balance of the unexpired term created by this vacancy.

3.1.3 Members of the Board shall make reasonable efforts to attend regularly scheduled meetings each calendar year and shall work together to develop a schedule for volunteer hours, with a minimum number of hours to be determined by the Board, during the week of the Big

Horn County Fair or they are required to resign. If a Board member cannot attend a regularly scheduled meeting, they shall give at least twenty-four (24) hours' notice to the Fair Manager in order to ensure a quorum will be present. Consistent failure to attend meetings or volunteer and be available for Big Horn County Fair related events may result in the termination of a Board member. Vacancies created under this term shall be filled by the County Commissioners for the balance of the unexpired term created by this vacancy.

3.1.4 The County Commissioners may remove any member of the Board for cause without a public hearing unless the trustee requests that the action be taken during a public hearing. Vacancies created under this term shall be filled by the County Commissioners for the balance of the unexpired term created by this vacancy.

3.1.5 When Board members are acting in their capacity as a Board member, or as a representative of the Big Horn County Fair, they shall conduct themselves in a professional manner with a level of appropriate public decorum. Failure to abide by these conditions may result in the Board member's termination from the Board.

ARTICLE IV

4.1 **OFFICERS.** Pending completion of paragraph 1.2, the Chairman shall preside over all meetings of the Board. The Chairman shall decide all points of order or procedure. The Chairman will not be a voting member of the Board, unless there is a tie between other members. The Chairman, along with the Fair Manager, will be responsible for signing checks from the Board's bank account. In the event, the Chairman is unavailable, another board member may sign checks along with the Fair Manager, consistent with the language in Paragraph 5.2 of these Bylaws.

4.1.2 The Secretary shall act as the Chairman, in case of the Chairman's absence. The Secretary shall be responsible for keeping the minutes of the Board meetings. The Secretary shall also be responsible for any correspondence which directly affects the Board and shall keep records of such correspondence.

4.1.3 The Treasurer shall keep track of all approved vouchers and for reconciling with the fair budget. The Treasurer shall keep up to date on all financial transactions, work with the Fair Manager to make sure the Board is in compliance with their budget from Big Horn County and the Fair Board's bank account is properly balanced.

4.1.4 No officer or member of the Board shall be personally liable for any action or procedure of the Board, pursuant to Wyo. Stat. § 18-9-102(c).

ARTICLE V

5.1 **FISCAL YEAR.** The fiscal year of the Board shall commence July 1 and end June 30 of every calendar year.

5.2 **FUNDS.** Funds of the Board shall be deposited with one or more of the governing bodies to the agreement or in a separate account(s) established at a bank or banks or other depositories

insured by the FDIC and designated by the Board from time to time. Fund shall be withdrawn or disbursed in accordance with a resolution of the Board and appropriate public laws. All checks must be signed by the Chairman and Fair Manager. If the Fair Manager is unavailable to sign checks, either the Big Horn County Treasurer or County Clerk may sign on their behalf. In the event the Chairman is unavailable, checks may be signed by the board Treasurer, or the Secretary should both the Chairman and Treasurer be unavailable. Non-officer board members shall not be authorized signatories on the checking account. Any authorized signers must be on the signature card located at the banking institution where the checking account is held. Vouchers paid by the Big Horn County Clerk, out of the Fair's annual budget, shall be timely submitted to the County for payment. With the exception of checks for the payment of premiums, no checks in excess of \$3,000.00 may be written without express approval of the Board.

5.2 **EXPENSES.** The Board shall expend monies from the budget of the Big Horn County fair, as provided by Big Horn County, in accordance with Wyo. Stat. § 18-9-101(a)(iv), and shall only expend monies for the purposes specified in Wyo. Stat. § 18-9-101. Any major improvement projects to the grounds or infrastructure of the Big Horn County Fairgrounds, or any project outside of general maintenance, may not be expended without the express approval of the Big Horn County Commissioners.

5.3 **COMPENSATION.** Each member of the Board shall serve without compensation and the Board Treasurer shall give bond in such amount and such securities as approved by the County Commissioners conditioned upon the faithful performance of their duties as the Board Treasurer and accounting for all Board monies.

ARTICLE VI

6.1 **MEETINGS.** Regular meetings of the Board shall be held at 6:00 p.m. on the second Monday of the month, at the Big Horn County Fair Office in Basin. The Fair Manager shall be responsible for scheduling at least six (6) regular meetings a year.

6.1.2 Meetings are to be advertised in a local newspaper of general circulation in accordance with Wyoming state law. The purpose of the Board is to conduct business. Any deliberation or action shall be taken openly as provided by Wyo. Stat. § 16-4-401, subject to the provisions in Wyo. Stat. § 16-4-404(c) and 16-4-406, *et seq.*, and are subject to such rules and administrative procedure as heretofore or subsequently adopted by the Board.

6.1.3 Robert's Rules of Order shall be the suggested parliamentary procedure of the Board. A majority of the Board, based on the number of Board members serving any given term, shall constitute a quorum for the transaction of business.

6.1.4 At any time there is an even number of members in attendance at a meeting, and such members are equally divided on a question, the Chairman (or acting Chairman, if the Chairman is absent) shall have the deciding vote on such questions.

6.1.5 All members are to receive written advance notice of special meetings, at least twenty-four (24) hours in advance of a special meeting.

6.1.6 An agenda shall be established for the order of business for each meeting consisting of: Call to Order; Reading and Approval of Minutes from Prior Meeting; Financial Report; Fair Manager Report; Participants from Outside Organizations; Special Committee Reports; Unfinished Business; New Business; Approve Vouchers; and, Adjournment.

ARTICLE VII

7.1 **CONTRACTS.** All contracts or agreements to which the Board shall be party to shall be signed by the Chairman of the Board, unless otherwise directed by the Board or otherwise required by law.

ARTICLE VII

8.1 **LEGAL.** The Board may retain independent legal counsel to assist and advise the Board at compensation as agreed upon by the Board, in the event of litigation.

ARTICLE IX

9.1 **AMENDMENTS.** These Bylaws may be amended at a Board meeting by a majority vote of the members present, subsequent to notification of the proposed change at least five (5) days prior. Any amendments must be consistent with Wyoming state law.

Approved and Amended this 26th day of July, 2022.



Warren Adams, Board Chairman



Tracy Haley, Board Secretary



Kelli Mercer, Board Treasurer