

BYLAWS OF

FRIENDS OF THE BIG FRESNO FAIR
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I – NAME

The name of this corporation (Corporation) shall be FRIENDS OF THE BIG FRESNO FAIR.

ARTICLE II – PLACE OF BUSINESS

The principal office for the transaction of business of this Corporation shall be located in the County of Fresno, State of California.

ARTICLE III – PURPOSE

Proposed BYLAWS

The purpose for which this Corporation is formed shall be the solicitation, accumulation and disbursement of funds for agricultural and youth-related educational programs and exhibits of the 21st District Agricultural Association (“the BIG FRESNO FAIR”).

In addition, this Corporation may also disburse funds to support the beautification and long term operation, viability and development of the BIG FRESNO FAIR and its activities.

- A. For the beautification and long-term development of the BIG FRESNO FAIR and its activities;
- B. Youth related, educational programs and exhibits;
- C. Compensation to employees of the BIG FRESNO FAIR, and;
- D. Such other programs, services, exhibits and events deemed by the Board of Directors as compatible with the mission of this organization.

ARTICLE IV – NONPARTISAN ACTIVITIES

This Corporation has been formed under the California Nonprofit Corporation Law for the public purposes described above, and it shall be non-profit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

This Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article III above.

ARTICLE V – DIRECTORS

A. Powers and Duties. The Board of Directors shall have the following powers and duties.

1. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of incorporation and these Bylaws, the business and affairs of this Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

2. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the members of the Board of Directors (the "Directors") shall have the power to:

- a. Select and remove all officers, agents, and employees of the Corporation, prescribe such powers and duties for them, and determine their compensation;
- b. Conduct, manage and control affairs and business of the Corporation and to make appropriate rules and regulations;
- c. Create such committees as it may deem appropriate to carry out purposes of the Corporation;
- d. Arrange for the raising of funds;
- e. Authorize an annual audit and/or review of the Corporation finances performed by a certified public accountant;
- f. Meet at such times and places as required by these bylaws; and
- g. Indemnify any trustee, officer or other agent of the Corporation who is a party to or is threatened to be made a party to any proceeding against the Corporation, for expenses, judgments, fines, settlements, and other amounts as permitted in the California Nonprofit Corporation Law, as amended.

3. Duties. The duties of the Board of Directors shall be directing the management and administration of the affairs of this Corporation.

B. Number, Qualification and Election of Directors.

1. Number of Directors. There shall be between Nine (9) and Eleven (11) Directors.

2. Qualification of Directors. At all times at least two (2) of the Directors shall have served on the board of directors of the Big Fresno Fair. The remaining Seven (7) to

- Nine (9) Directors shall be selected on the basis of their concern for and involvement in their community.
3. Election of Directors. Directors shall be elected by and serve at the pleasure of the Board of Directors and may be removed, for cause, by a majority vote of the Board of Directors of this Corporation,
- E. Terms of Office. The terms of office for each director shall be three (3) years or until their successor is elected, whichever shall occur last.
1. Term Defined. The term shall include the calendar year in which the Director is elected, regardless of the date of election and the following two (2), calendar years.
 2. Staggered Terms. Terms may and should be adjusted by the Board of Directors to ensure only three (3) members' terms expire at the end of any calendar year.
- F. Vacancies. A vacancy on the Board of Directors shall be deemed to exist upon the occurrence of any of the following:
1. Removal of a Director by vote of the Board of Directors pursuant to section V.B.3, herein above.
 2. The death or resignation of any Director.
 3. The position of any Director may be considered vacant by the Board of Directors whenever a Director has been absent for three (3) regular meetings within a twelve (12) month period. Immediately following the second absence, the Vice President will notify such Director of this provision and that Director's attendance problems.
 4. The declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of any court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 5230 and following of the California Nonprofit Corporation Law; or
 5. The increase of the authorized number of Directors.
- G. Filling Vacancies. In the event a Director's position becomes vacant for any reason, a successor shall be elected by a vote of the Directors then in office, even though less than a quorum, or by the sole remaining Director, to fill the vacancy thus created until the term is expired.

ARTICLE VI – OFFICERS

- A. Eligibility. All Directors of this Corporation shall be eligible to hold any office in this Corporation.
- B. Election of Officers. The Board of Directors of this Corporation shall elect the officers of this Corporation.
- C. Term of Office. The term of office for each officer shall be two (2) years or until their successor is elected, whichever shall occur last. The term shall include the calendar year in which the Director is elected, regardless of the date of election and the following calendar year.
- D. Election. The election of Officers shall take place at the first, regularly scheduled meeting of every even, numbered year.
- E. Officers. The officers of this Corporation and their duties shall be:
 - 1. President. Subject to the control of the Board of Directors, the President shall:
 - a. Have general supervision of the affairs of the Corporation;
 - b. Preside at all meetings of the Board of Directors;
 - c. Have such other powers and duties as may be prescribed from time to time by the Board of Directors; and
 - d. Have the power of the Board of Directors during time of emergency.
 - 2. Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, and in so acting shall have the powers of the President. The Vice President shall keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business, prepare and maintain the official minutes of the Corporation, make service of such notices as may be necessary, and supervise the keeping of the records of the Corporation. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.
 - 3. Treasurer. The Treasurer shall be responsible for keeping the Corporation's books, for issuing and signing checks, for establishing various funds deemed appropriate by the Board of Directors and for supervising the implementation of an annual audit and/or accountant's review, if ordered by the Board of Directors. The treasurer shall also be responsible for filing required and appropriate forms and documents with all

governmental agencies, including but not limited to annual Internal Revenue Service and California Franchise Tax returns.

4. Vacancies. Vacancies of offices shall be filled by the Board of Directors.
5. Uniqueness. No person shall hold more than one (1) office at the same time.

ARTICLE VII – REGULAR MEETINGS

- A. Meeting Schedule. The Board of Directors shall meet at least once each calendar quarter at a time and place to be determined by the Board of Directors, to conduct the Corporation's business.
- B. Quorum. A quorum for any meeting of the Corporation's Board of Directors shall consist of a majority (51% or more) of the currently serving Directors.
- C. Notice. Written notice stating the place, day and time of any meeting of the Board of Directors shall be delivered personally to each Director or mailed to each Director, postage pre-paid, at the address of the Director as shown on the records of the Corporation. Such notice shall be mailed at least ten (10) days before the day of the meeting or personally delivered at least five (5) days before the day of the meeting.
- D. Meeting Place. Regular and special meetings of the Board of Directors shall be held at any place within the State of California that has been designated in the notice of the meeting.
- E. Action by Written Consent. Any action by the Board of Directors may be taken without a meeting if all Directors individually consent in writing to the action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors.
- F. Meetings by Conference Telephone. Directors may participate in a meeting through use of conference telephone so long as all Directors participating in such meetings can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meetings.
- G. No Action. No action shall be taken on any matter presented at a meeting, without first being placed on the Agenda or the manager's "update."
- F. Restrictions. No action may be taken on the following matters unless the general nature of any proposal acted upon was stated in the notice of the meeting:
 1. Removal of a Director;

2. Election of a Director to fill a vacancy;
3. Amendment of the Articles of Incorporation;
4. Amendment of these Bylaws, or;
5. Winding up and dissolving the Corporation.

ARTICLE VIII – SPECIAL MEETINGS

Special meetings of the Board of Directors of the Corporation for any purpose may be called by the President of the Board of Directors, or by any two Directors.

ARTICLE IX – AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the Directors at any properly noticed Directors' meeting.

ARTICLE X – MISCELLANEOUS

- A. Fiscal Year. The fiscal year of the Corporation shall be March 1 through the last day in February.
- B. Parliamentary Procedure. All meetings of this Corporation shall be run in accordance with *Robert's Rules of Order, revised*, unless this would conflict with a provision of these Bylaws.
- C. Establishing Priorities. The Board of Directors shall meet with the Chief Executive Officer of the BIG FRESNO FAIR on a regular basis to establish priorities for the disbursement of funds. The Board of Directors shall follow the wishes of the Chief Executive Officer in prioritizing its disbursements of funds.
- D. Non-voting Members. This Corporation may offer non-voting "memberships" to the general public but shall not have any Voting members. Except as otherwise expressly provided in these Bylaws, pursuant to Section 5310(b) of the California Corporations Code, any action which would otherwise require approval by the members of the Corporation, shall only require the approval of the Board of Directors.

Adopted by majority action of the Board of Directors, at a properly noticed meeting, on September 25, 2012.

ATTACHMENT 11.1

FRIENDS OF THE BIG FRESNO FAIR

Statement of Programs

The Friends of the Big Fresno Fair will sponsor a variety of programs at the Big Fresno Fair.

Fair Livestock Support Program: This program could be utilized to improve the livestock exhibits program during the run of the Big Fresno Fair. Support may include but not be limited to, reinstatement of the Open Livestock Program through an offering of premiums, support in added premiums paid to participants in the Junior Livestock Program. The program could also be used to develop innovative livestock displays and programs to educate the public. A premium is traditionally a cash award for an exhibitor or participant of the fair who has entered projects, goods or animals under specifications set forth by the fair to be officially judged. This program could be embodied in a "Champions Club."

Premium Support Program: This program could be utilized to improve the overall exhibits program during the annual fair by offering additional premiums. It could also be utilized to enhance the fair through the offering of special exhibits and special contests designed to involve more ethnic participation in the premiums area.

Special Fair Education Program: The Special Fair Ed Program runs Monday through Friday during the run of the Big Fresno Fair. Docents are stationed in the various buildings to take classrooms on educational tour and help teachers with lesson plans. Children learn about the community, agriculture, livestock, home arts junior exhibits, fur & feathers, etc. Curriculum is provided to all teaches who request it to be utilized prior to and after their classroom visit

Other special programs: Solicitation and expenditure of funds for landscaping, improvements to enhance the public's experience and general beautification of the fair grounds will be encouraged. When deemed appropriate by the Board of Directors, on advise from the Fair manager, cash grants may be made to employees of the Big Fresno Fair for extraordinary effort on behalf of this organization.

ATTACHMENT 11.3

FRIENDS of THE BIG FRESNO FAIR

Statement of Fundraising Activities

The Friends of the Big Fresno Fair (Friends of the Fair) will hold fundraising events throughout the year. An annual meeting will be established, featuring a keynote speaker, as a fund raising event. Friends of the Fair Board members will solicit funds by directly contacting leading agriculturalists and agriculture-related businesses or any other businesses thought to have an interest in the agricultural aspects of the Big Fresno Fair. Other agriculturally-related associations will be asked to solicit funds from their members for this corporation. The general public will have an opportunity to donate funds to the Friends of the Fair.

The Friends of the Fair membership program would raise funds through the solicitation of annual membership dues from the corporation's members which will be non-voting members.