

RESOLUTION 2019-27

RESOLUTION TO AMENDING RESOLUTION NO. 2002-119 CREATING BYLAWS OF THE LEWIS AND CLARK COUNTY FAIR BOARD

WHEREAS, On December 17th, 2002, Lewis and Clark County Board of Commissioners approved the creation of the Lewis and Clark County Fair Board through the adoption of Resolution No. 2002-119; and

WHEREAS, On February 27, 2019, the Fair Board presented amendments to Resolution No. 2002-119 to the entirety of the Lewis and Clark County Fair Board, and was approved unanimously; and

WHEREAS, On February 27, 2019, the Fair Board presented amendments to the Lewis and Clark County Fair Board By-Laws to the entirety of the Lewis and Clark County Fair Board, and was approved unanimously; and

WHEREAS, the amendments to Resolution 2002-119 include the following:

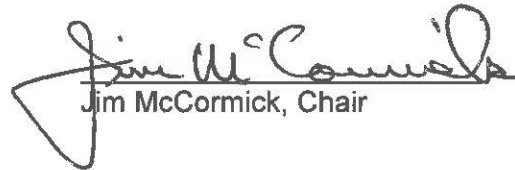
- (a) The Lewis and Clark County Fair Board shall be comprised of not more than eleven (11) voting members to be appointed by and serve at the will of the Lewis and Clark County Commission

WHEREAS, the amendments to the Lewis and Clark County Fair Board shall be represented in the new bylaws attached as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners that the amendments to Resolution 2002-119 and the bylaws attached as Exhibit A are approved.

Dated this 28 day of March, 2019.

LEWIS AND CLARK COUNTY
BOARD OF COMMISSIONERS


Jim McCormick, Chair

ATTEST:


Paulette Dehart, Clerk of the Board



Exhibit A

LEWIS AND CLARK COUNTY FAIRGROUNDS FAIR BOARD BYLAWS

ARTICLE I – LOCATION

The headquarters of the Fair Board will be located on the Lewis and Clark County Fairgrounds.

ARTICLE II –ADVISORY BOARD TO THE LEWIS AND CLARK COUNTY BOARD OF COMMISSIONERS

Neither the Fair Board nor any member or director may profit by its establishment. In the event of dissolution or liquidation of this Fair Board, whether voluntary, involuntary, or by operation of law, any disposition of assets of the Fair Board shall be to the Lewis and Clark County government, to carry out the objectives and purposes of this Fair Board. None of the assets of the Fair Board shall be distributed to any member.

ARTICLE III – PURPOSES

The purposes of the Lewis and Clark County Fairgrounds Fair Board are as follows:

- a. The Fair Board is organized to advise in the development, operation and maintenance of the Lewis and Clark County Fairgrounds.
- b. The Fair Board shall be responsible for evaluating the financial operations of the Fairgrounds in accordance with the approved budget adopted each fiscal year.
- c. The Fair Board shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- d. The Fair Board shall have the authority to advise on the acquisition by gift or purchase, ownership, lease, management, receipt of income, sale, conveyance, improvement, remodel, repair and to deal with or otherwise dispose of real property and buildings, structures, or appurtenances thereon and personal property of all kinds and nature, all reasonably acquired and held to carry on the objectives and purposes of the Fair Board in compliance with applicable regulations and/or policies of the State of Montana and/or Lewis and Clark County.
- e. The Fair Board shall do everything reasonably necessary, suitable, proper, convenient or incidental to the aforesaid purposes, and to possess all proper powers, rights, privileges permitted by these by-laws and approved by the Fair Board and the Lewis and Clark County Board of Commissioners.

ARTICLE IV – MEETINGS

Section 1. Place.

Meetings of the members of the Fair Board shall be held at a place designated by the Board of Directors upon written notification of the members.

Section 2. Monthly Meeting.

The monthly meeting of the Fair Board members shall be held the fourth Wednesday each month at 11:30 p.m. in Helena, Montana subject to change by a majority of the Fair Board. A financial report shall be presented to the Fair Board of the Fairgrounds revenues and expenses, which will be available for review at the Fairgrounds headquarters following the monthly meeting.

Section 3. Special Meetings.

Special meetings of the Fair Board may be called by the Chairman of the Fair Board, the Vice Chairman (acting in the absence of the Chairman), or by a majority of the Board of Directors. Fifteen days notice of the time and place of said meeting shall be given to each member of the Fair Board, subject to change by a majority of the Fair Board.

Section 4. Quorum.

Any six (6) Fair Board members present at a regularly scheduled meeting or duly authorized special meeting of the Fair Board shall constitute a quorum for the transaction of business. If no quorum exists, the record will reflect a lack of quorum and no meeting shall take place.

Section 5. Rules of Order.

The meetings of the Fair Board shall be conducted in accordance with Roberts Rules of Order.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Number

The Fair Board shall consist of the Eleven (11) directors. All 11 directors will be appointed by the Lewis and Clark County Board of Commissioners. They will constitute 100% of the voting members of the Fair Board. The Lewis and Clark County Board of Commissioners may from time to time name At Large members (without voting rights) to the Fair Board. Both voting members and At Large members will serve on the Fair Board for the term specified by the Lewis and Clark County Board of Commissioners.

Section 2. Authority.

The Fair Board, upon ratification by a majority of the Fair Board and approval by the Lewis and Clark County Board of Commissioners, may change the rules and regulations governing the rights established for this Fair Board. The Fair Board may call any meeting of the Fair Board to transact all of the business of the Fair Board.

Section 3. Powers.

The property and business of the Fair Board shall be under the management and control of the Lewis and Clark County Board of Commissioners. The Fair Board will act as an advisory board to the Board of Commissioners and shall have the specific authority enumerated in these Bylaws.

Section 4. Quorum

A majority 6 of the Fair Board at any meeting shall constitute a quorum for the transacting of business. Dispersion of Fair Board funds shall require approval of a majority of those Board members attending the meeting.

Section 5. Fair Board Meetings.

Meetings of the Fair Board may be called by the Chairman, Vice-Chairman (acting in the absence of the Chairman) or by a majority of the Fair Board upon three (3) days notice in writing to each member.

Section 6. Committees.

The Fair Board delegates the authority to appoint such committees as deemed expedient to the transaction of business for the Fair Board to the Chairman of the Lewis and Clark County Fair Board.

ARTICLE VI – OFFICERS

Section 1. Election and Appointment of Officers.

The officers of the Fair Board will consist of two (2) members, a Chairman and a Vice-Chairman to be elected by the 11 member Fair Board. Officers will serve a one-year term. A Fair Board member may serve as many one-year terms as an Officer of the Fair Board as they are elected to serve by the Fair Board.

Section 2. Officer Vacancies.

In case of vacancies among the officers of the Fair Board, those vacancies may be filled for the unexpired term by appointment of a member of the Lewis and Clark County Fairgrounds Fair Board who has received a majority vote of the Fair Board present at any regular or special meeting of the Fair Board.

Section 3. Officer Attendance.

If a Fair Board Officer misses 50 percent of the meetings of the Fair Board in any given year, the Board may declare that directorship vacant and appoint a replacement for the unexpired term of the Fair Board member.

Section 4. Chairman.

The Chairman shall give general direction in the affairs of the Fair Board. The Chairman shall preside at the meetings of the Fair Board. The Chairman shall perform such other duties as are usual to the office.

Section 5. Vice-Chairman.

The Vice-Chairman shall perform the duties of the Chairman in the absence of the Chairman and will perform other duties as directed by the Chairman.

ARTICLE VII – STOCK

This Fair Board shall have no capital stock.

ARTICLE VIII – COMMITTEES

The Chairman shall have authority to appoint those committees he/she shall deem expedient to the transaction of business for the Fair Board. The Chairman may, at his/her discretion, appoint a council to advise on concerns of the Fair Board, selecting amongst persons with valuable experience and expertise. Members of this special council may come from any work background, but shall not have a vote at the Fair Board meetings unless otherwise a voting member.

ARTICLE X – DIRECTORS AND MEMBERS LIABILITY

There shall be no personal liability of a member of this Fair Board to the Fair Board for monetary damages for breach of fiduciary duty as a director except: (a) for acts or omissions that constitute willful misconduct, recklessness or a knowing violation of law: (b) used 35-1-409, MCA: (c) for a transaction from which a director derives an improper personal benefit: In addition, in accordance with 27-1-732, MCA, no officer, director, or volunteer of the Fair Board shall be individually liable to any person for any action or omission made in the course and scope of his or her official capacity on behalf of the Fair Board, other than willful or wanton misconduct.

ARTICLE XI – AMENDMENTS

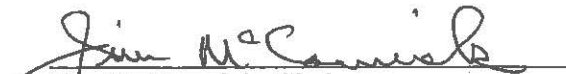
These by-laws may be amended with a majority vote of the Fair Board present at any meeting or properly called special meeting and the approval of the Lewis and Clark County Board of Commissioners.

Bylaws Adopted and Effective: March 28, 2019

I hereby certify that the foregoing bylaws are a true and correct copy of the bylaws of the Lewis and Clark County Fairgrounds Fair Board as adopted by a majority vote of the Lewis and Clark County Fair Board (who constitute 100% of the membership of this Fair Board) and approved by the Lewis and Clark County Board of Commissioners.



Phil Porrini, Chairman
Lewis and Clark County
Fair Board



Jim McCormick, Chairman
Board of Commissioners
Lewis and Clark County