

50th DISTRICT AGRICULTURAL ASSOCIATION

NOTICE OF MEETING

Meeting of the Board of Directors
To be Held

November 18, 2021 at 3:00 P.M.

In the Board of Director's Meeting Room

&

VIA Zoom Meeting:

<https://us04web.zoom.us/j/9504683247>

1-408-638-0968 - ID 950-468-3247#

Antelope Valley Fairgrounds
2551 W. Avenue H, Suite 102
Lancaster, CA 93536
(661) 948-6060 ext. 110
Contact: Jennifer Murad
Website:www.avfair.com

Board of Directors:

Sandy Smith, President	1-15-2022
Ron Emard, Vice President	1-15-2022
Bob Forshay, Director	Felipe Reina, Director
1-15-2021	1-15-2022
Lilia Galindo, Director	Michael Dutton, Director
1-15-2021	1-15-2023
Donita Winn, Director	Vacant Director
1-15-2020	1-15-2020
Vacant Director	
1-15-2023	

PUBLIC PARTICIPATION:

Members of the public are encouraged to provide comments to the Board and may suggest items to be placed on the agenda for discussion at the next Board meeting. While the Board values the participation of the public, the Board President reserves the right to limit the time for public comment to a maximum of five (5) minute per speaker in order to proceed with the agenda. Public comment for placement on a future agenda is within the discretion of the Board President.

All meeting notices, agendas and materials considered by the Board during a meeting will be available to the public during the meeting and on the Board's website at www.avfair.com.

AMERICANS WITH DISIBILITIES ACT:

All Board meetings must be accessible to the physically disabled. Any persons needing a disability-related accommodation or modification in order to attend or participate in any Board or Committee meetings or other Antelope Valley Fair activities may request assistance by contacting CEO, Dan Jacobs, at the Antelope Valley Fair Office, 2551 West Avenue H, Suite 102, Lancaster, California, 93536 or by calling Dan Jacobs at (661) 948-6060.

BOARD MEETING AGENDA

1. CALL TO ORDER:
2. PLEDGE OF ALLEGIANCE:
3. ATTENDANCE: (Directors - Motion to excuse absences required)
4. GUESTS: (Self-introduction)
5. PUBLIC COMMENT: Non-agenda items (Limited to 5 min.)
6. APPROVAL OF AGENDA: (Motion required)
7. COMMITTEE REPORTS:
 - A. Joint Committee on Governance: (Mercy-AVFA; Parris-JPA; B. Smith FAVF; S. Smith (Emard, alternate) 50th DAA)
 - B. FFA Outreach: (Winn, Reina, Smith)
 - C. Executive Committee:
8. CONSENT CALENDAR: (Motion required)
 - A. MINUTES OF BOARD MEETING: October 28, 2021 *pg. 4-6*
 - B. STANDARD AGREEMENTS: None
9. ORGANIZATIONAL INFORMATION: (Receive & file)
 - A. Minutes of Board Meetings for Other Organizations
 - B. Financials from Other Organizations
10. CORRESPONDENCE: None

11. NEW BUSINESS:

- A. Discussion and action, if any, regarding 50th DAA bylaws *pg. 7-12*

12. OLD BUSINESS:

- A. Director Orientation Booklet
B. Open Discussion Regarding JPA
C. Elections

13. OTHER ITEMS:

14. MANAGER'S REPORT:

15. CLOSED SESSION: None

16. DIRECTOR'S COMMENTS:

17. ADJOURNMENT: (Motion)

18. FOR YOUR INFORMATION:

- 50th DAA – 4th Thursday of every month – 3:00 pm
- Next Meeting – January 27, 2021

50th District Agricultural Association
Antelope Valley Fairgrounds
2551 W. Avenue H, Suite 102, Lancaster, CA 93536
(661) 948-6060 • www.avfair.com

BOARD MEETING MINUTES

Thursday, October 28, 2021 at 3:00 p.m.

Antelope Valley Fairgrounds – In Person and VIA ZOOM Meeting
2551 W. Avenue H, Lancaster, CA 93536

BOARD OF DIRECTORS

Sandy Smith(President), Ron Emard (Vice President),
Bob Forshay, Felipe Reina, Lilia Galindo,
Donita Winn, Michael Dutton

PUBLIC PARTICIPATION

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BOARD MEETING MINUTES
Thursday, September 23, 2021 - 3:00 p.m.

All matters notice on this agenda may be considered for action. Items listed on the agenda may be considered in any order at the discretion of the Board President. Any item not so noticed will not be considered or discussed.

1. CALL TO ORDER: President Smith at 3:04pm
2. PLEDGE OF ALLEGIANCE: Director Emard
3. ROLL CALL OF DIRECTORS: Directors Present, Directors Excused

Present: President Smith, Directors Emard, Winn, Forshay, Galindo, and Dutton
Absent: Director Reina joined at 3:13pm
4. INTRODUCTION OF GUESTS: None
5. PUBLIC COMMENT: In accordance with state law, the Board will not comment or otherwise consider Public Comment matters unless such items have been properly noticed for a future meeting.
None
6. APPROVAL OF AGENDA: Upon motion by Director Forshay, seconded by Director Dutton to approve the agenda as presented. Roll call vote was taken –motion carried via the following vote:
Yay—Smith, Emard, Reina, Dutton, Winn, Galindo and Forshay
Nay—None
Abstain—None
7. COMMITTEE REPORTS:
 - A. Joint Committee on Governance: None
 - B. School Outreach: Director Dutton reported that he has spoken to the Littlerockers 4-H and they are interested in partnering with the 50th DAA. Discussion continued about restarting the outreach program. D. Jacobs also reported on potential livestock show date changes for 2023.
 - C. Executive Committee: None
8. CONSENT CALENDAR: Upon motion by Director Winn, seconded by Director Reina to approve the agenda as presented. Roll call vote was taken –motion carried via the following vote:
Yay—Smith, Emard, Reina, Dutton, Winn, Galindo and Forshay
Nay—None
Abstain—None
 - A. Minutes of Board Meeting: September 23, 2021
 - B. Standard Agreements: None
9. ORGANIZATIONAL INFORMATION: Received and filed
 - A. Minutes of Board Meetings:
 - B. Financials:
10. CORRESPONDENCE: President Smith reported that she received notice that Christine Vana has left the Department of Food and Agriculture as council.

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11. NEW BUSINESS:

A. Open discussion regarding JPA – Director Galindo asked when a new representative to the JPA would be elected – the determination was January. Discussion about election dates/times and bylaws continued. Discussion moved into item 11B.

B. Elections – D. Jacobs stated the annual meeting/elections are held in October, and it is in the bylaws as such. Director Forshay motioned to postpone the election to November, seconded by Director Galindo, discussion continued and the motion was modified to codify the annual director elections to November annually, roll call vote was taken –motion carried via the following vote:

Yay—Smith, Emard, Dutton, Winn, Galindo and Forshay

Nay—Reina

Abstain—None

Director Winn asked what the process is to change bylaws – D. Jacobs responded that it takes a 2/3 vote and if passes, then sent on to CDFA for approval. Discussion continued on bylaw changes versus policy changes.

12. OLD BUSINESS:

A. Director Orientation Booklet – Director Winn has put together a list and will send it out to the board for review at the November meeting.

13. OTHER ITEMS: None

14. MANAGERS REPORT: Director Dutton appreciated the reports that were sent out in advance of the meeting. Jacobs gave an update on potential 2022 fair dates; AVAQMD moving into the Administration Office and update on emergency operations center and microgrid project.

15. CLOSED SESSION: None

16. DIRECTORS COMMENTS:

Director Winn reported that many people miss the fair and people are anxious to return.

Director Dutton states he is still trying to find his place in the board.

Director Emard thanked all for attending the meeting.

President Smith looks forward to everyone being in the same room again, and hopes to see everyone together soon.

17. ADJOURNMENT: Upon motion by Director Forshay, seconded by Director Emard, the meeting adjourned at 3:46pm. Motion carried unanimously. Roll call vote was taken –motion carried via the following vote:

Yay—Smith, Emard, Reina, Dutton, Winn, Galindo and Forshay

Nay—None

Abstain—None

Sandy Smith, President

Dan Jacobs, Secretary

BYLAWS FOR THE
50TH DISTRICT AGRICULTURAL ASSOCIATION
LANCASTER, CALIFORNIA

ARTICLE I

SECTION 1 – NAME: The name of this Association is the name established by law, to-wit: 50th District Agricultural Association, an agency of the State of California.

SECTION 2 – OFFICE: The office for the transaction of the business of the Association is hereby fixed and located at 2551 W. Avenue H, in the City of Lancaster, County of Los Angeles, State of California. The Board of Directors may change the location of said office within the District.

ARTICLE II

DIRECTORS

SECTION 1 – POWERS: Subject to the limitations of these bylaws and of the statutes of the State of California, including the approval of the Department of Food and Agriculture as required by law, all powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors.

SECTION 2 – ANNUAL MEETING: The Annual Meeting of the Board shall be held at the office of the Association at the 4th Thursday of October of each year, if not a legal holiday, then on the next succeeding business day.

SECTION 3 – REGULAR MEETINGS: Regular meetings of the Board shall be held monthly, on the 4th Thursday, at the office of the Association at 3:00 p.m., if not a legal holiday. If it is a legal holiday, then the meeting shall be on the next succeeding business day. Notice shall be given in writing at least ten (10) days in advance of the meeting.

SECTION 4 – EMERGENCY MEETINGS: Emergency meetings of the Board may be called by the President, or if he/she is absent or unable, or refuses to act, by five Directors, and notice of the time and place of the meetings given to the media which have requested notice at least one hour prior to meeting and to all board members. Emergency meetings may only be called in response to:

(a) Work stoppages or other activity which severely impairs the public health, safety, or both.

(b) Crippling disaster, which severely impairs the public health, safety, or both.

(c) Administrative disciplinary matters concerning consideration of proposed decisions, stipulations, and pending litigation which require immediate attention.

SECTION 5 – ADJOURNED MEETINGS: Any meeting may be adjourned until a stated day and hour and a 10-day written notice given to the public. In the absence of a quorum, a majority of the Directors present at the meeting may so adjourn any meeting.

SECTION 6 – QUORUM: Five Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the legal votes cast by Directors at a duly noticed meeting at which a quorum is present shall be regarded as the act of the Board, except as hereinafter provided regarding amending the bylaws.

SECTION 7 – OPEN MEETING LAWS: All meetings of the District Agricultural Association are subject to the requirements of the Bagley-Keene Open Meeting Act.

ARTICLE III

OFFICERS

SECTION 1 – OFFICERS: The officers of the Association shall be President, Vice President, Secretary, Treasurer and Manager. The Directors shall select a Secretary, a Manager, and a Treasurer from among persons who are not members of the Board. One person may be the Secretary, the Manager and the Treasurer. The Manager holds office at the pleasure of the Board. If the Manager is not acting as the Secretary and/or Treasurer of the Association, the Board shall fix the salary and duties of Secretary and/or Treasurer.

SECTION 2 – ELECTION: The term of office for President and Vice President shall be for one year and until a successor is elected, unless the officer resigns or shall be removed or otherwise disqualified to serve. If the Manager, who sits at the pleasure of the Board, serves as the Secretary and/or Treasurer, the term of those offices shall be at the pleasure of the Board. If the Manager does not serve as the Secretary and/or Treasurer, those offices shall be for a period of one year and until a successor is elected, unless the officer resigns or shall be removed or otherwise disqualified to serve.

SECTION 3 – REMOVAL AND RESIGNATION: Any officer may be removed with or without cause. Five Directors shall be necessary to constitute a quorum for the removal of an officer including the Manager. Dismissal of the Manager must be in accordance with the provisions of the Government Code Section III26 (a), which states: "...As a condition to holding a closed session on the complaints or charges to consider disciplinary action or to consider dismissal, the employee shall be given written notice of his or her right to have a public hearing, rather than a closed session, which notice shall be delivered to the employee personally or by mail at least 24 hours before the time for holding a ...meeting. If notice is not given, any disciplinary or other action taken against any employee at the closed session shall be null and void. The state body also may exclude from any public or closed session, during the examination of a witness, any or all other witnesses in the matter being investigated by the state body. Following the public hearing or closed session, the body may deliberate on the decision to be reached in closed session..."

Any officer may resign at any time by giving written notice to the Board or to the President of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective. Resignation of Directors requires written notice to the Governor of the State of California.

Any Director who misses three consecutive regular meetings of the Board without the permission of the Board is deemed to have resigned as a Director.

SECTION 4 – VACANCIES: A vacancy in any office, other than a Board member, because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board for the remaining portion of the term.

SECTION 5 – PRESIDENT: The President shall preside at all meetings of the Board and shall be an ex-officio member of all committees. Should the President not be present at any meeting of the Board, the Vice President shall preside. In the absence of the President and Vice President, the senior Director shall preside. In the absence of the President, Vice President, and/or the senior Director, a president pro tem may be chosen to preside at such meeting.

SECTION 6 - SECRETARY: The Secretary shall keep or cause to be kept at the office of the Association a book of minutes of all meetings of the Directors. The minutes shall include the time and place of each meeting held, and note how each meeting was noticed as well as list the names of those Directors present at the meeting and give the proceedings thereof.

The Secretary shall give, or cause to be given, the required notice for all meetings of the Board and shall mail copies of all minutes to all Directors within seven (7) days after each meeting.

If the Secretary is designated by the President to attend a closed session, the Secretary shall maintain a confidential minute book of the **closed session**

recording topics discussed and decisions made at the meeting. This minute book is not a public record.

SECTION 7 – TREASURER: The Treasurer shall be responsible to keep and maintain or cause to be kept and maintained adequate and correct accounts of properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and capital. Any surplus shall be classified according to source and shown in a separate account. The Treasurer shall be responsible for overseeing and ensuring that proper accounting methods and procedures are followed including the appropriate separation of duties.

The Treasurer shall be responsible for the deposit of all moneys and other valuables in the name of and to the credit of the Association with such depositories as may be designated by the Board and are approved by the Department of Food and Agriculture. The Treasurer shall disburse the funds of the Association as may be ordered by the Board and shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and an account of the financial condition of the **Association**.

ARTICLE IV

TRANSACTION OF BUSINESS

SECTION 1 – CHECKS, DRAFTS, ETC.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons, and in such a manner as determined periodically by resolution of the Board. The Board shall periodically establish by resolution a minimum dollar amount which will require only one signature and all checks above that amount will require two signatures. The resolution shall state the names and positions of each person authorized to sign and the list of accounts affected.

SECTION 2 – REPORT TO DEPARTMENT OF FOOD AND AGRICULTURE: The Board shall make such reports to the Department of Food and Agriculture as such Department may direct, including submittal of annual budget and statement of operations. The Manager shall be responsible for and take all necessary steps to ensure the accuracy of any reports submitted to the Department.

SECTION 3 – CONTRACTS, ETC.: The Board may authorize any officer or officers to enter into a contract or execute any instrument in the name of and upon behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Director, officer, agent, or employee shall have the power or authority to bind the Association by any

contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

SECTION 4 – EMPLOYEES: The district is the employer. The Manager is responsible for the employment and management of all the employees of the district.

SECTION 5 – EXPENDITURES: Every person who incurs any expenditure in excess of the allotments or other provisions of the fiscal year budget as approved by the department or as subsequently changed by or with the approval of the department, is liable both personally and on his official bond for the amount of the excess expenditures.

SECTION 6 – COMMITTEES: The Board may appoint an executive committee and such other committees, as the Board deems necessary. The Board may delegate to the President the responsibility of appointing committees. Meetings of committees shall be open to the public when any meeting comprises more than two members of the board and proper notices shall be given before the meeting to the public.

SECTION 7 – INSPECTION OF BYLAWS: The Association shall keep in its office the original or a copy of the bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to the inspection of the public during office hours.

ARTICLE V

AMENDMENTS

SECTION 1 – POWER OF DIRECTORS: These bylaws may be altered, amended, or repealed, and new and additional bylaws adopted at any time by an affirmative vote of five Directors or more and with the approval of the Division of Fairs and Expositions, Department of Food and Agriculture.

These Bylaws were adopted by the Board of Directors at their regular Board meeting on:

October 25, 2012

Vice President, Board of Directors
50th District Agricultural Association

Date

Secretary/Manager
50th District Agricultural Association

Date