

## OREGON STATE FAIR COUNCIL

### BYLAWS

(Adopted 4/17/14; Amended 4/16/15)

**Section 1: DEFINITIONS.** As used in these bylaws:

- a. "Corporation" means the State Fair Council, a public corporation created under ORS 565.456.
- b. "Council" means the State Fair Council established under ORS 565.460.
- c. "Director" means the Corporation's State Fair Director appointed pursuant to ORS 565.470(1).
- d. "Meeting" is given the same meaning as under the Public Meetings Law, defined by ORS 192.610(5).

**Section 2: TERM, DUTIES, AND POWERS OF COUNCIL CHAIR AND VICE CHAIR.**

The Chair and Vice Chair shall serve for one year beginning on January 1 of each year. The Chair shall conduct all regular and special meetings, in accordance with Robert's Rule of Order unless inconsistent with these bylaws, and perform such other duties as the Council may assign. The Vice Chair shall have the duties of the Chair in the event of the Chair's absence or disability.

**Section 3: DIRECTOR.**

The Director shall submit such reports or recommendations to the Council as it may from time to time require in order to formulate corporate policy. The Director or designee will give notice of Council meetings, including notice to such members of the public and news media as have requested notice, and shall be responsible for keeping minutes, including executive session minutes, of all Council meetings. The Director or their designee shall be the custodian of the minutes and the records of the Council. The Director will perform such other duties as may be assigned. In the absence of the appointed Director to the Council at the time and place of Council meetings, the Council Chair shall designate a Pro Tem Director.

**Section 5: REGULAR MEETINGS.**

The Council shall hold regular meetings, which must occur at least once every three months. The Council Chair shall determine the date, time and location of meetings. Any Council meeting may be changed to another date, time, or place with the consent of a majority of the Council, as long as public notice is provided that is reasonably calculated to give actual notice of the time and place of the meeting to interested persons.

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### **Section 6: SPECIAL MEETINGS.**

Special meetings of the Council may be called at other times and places by the Council Chair or by a majority of the members of the Council. Notice of the date, time, and place of all special meetings of the Council shall be given to the members of the Council, to the public, and to those members of the news media that have requested notice. Notice of a special meeting will be provided at least twenty-four (24) hours before the scheduled meeting.

### **Section 7: TELEPHONE CONFERENCE MEETING.**

Any regular or special meeting of the Council may take place by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at the meeting. In the event of any such meeting, except to the extent of discussions held in executive sessions, the Director shall be responsible to make available to the public at least one place where the public can listen to the meeting. Notice of any meeting held by telephone conference will be provided in the same manner as if the meeting was held in person at a fixed location.

### **Section 8: ACTION WITHOUT A MEETING.**

No action of the Council shall be taken without a meeting where a quorum of the membership is present, except as provided for in Section 9: Executive Committee of the Council.

### **Section 9: EXECUTIVE COMMITTEE OF THE COUNCIL.**

There shall be an Executive Committee of the Council composed as follows: the Chairperson, Vice-Chair person and immediate past Chairperson plus two at large members selected by the Chairperson. If there is no immediate past Chairperson as a current Council member the Chair will appoint a third voting member of the Council. The Chair may also appoint a non-voting Advisory Member of the Council to the Executive Committee. Executive Committee membership shall not exceed five voting members of the Council. The Executive Committee shall exercise such powers and perform such duties as may be directed by the Council and as may be delegated by the Council from time to time, and the Executive Committee shall be authorized to exercise the powers of the Council when the Council is not in session except for the following powers: the selection of a Director, amendment of the by-laws of the Council, alteration or repeal of any decision of the Council. When

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meeting to act on behalf of the Council, at least four voting Executive Committee Members must be present in person or via telephone conference to constitute a quorum. When taking action on behalf of the Council an affirmative vote of at least four voting Executive Committee Members is required, regardless of the number of Committee Members present in person or via telephone conference.

### **Section 10: COMMITTEES OF THE COUNCIL.**

Other committees or subcommittees consisting of at least two voting Council members may be appointed from the membership of the Council by the Chair. Committee or subcommittee members shall serve at the pleasure of the Chair. Committees and subcommittees shall have authority to review and report to the full Council with respect to matters that may be assigned to them by the Chair or Council. Subcommittees will not take votes on matters before them but should try to reach a consensus on recommendations to forward to the Executive Committee of the Council or to the full Council. If the Executive Committee, or any other committee or subcommittee holds a meeting to enable it to make a decision or recommendation to the Council on policy or administration, the committee or subcommittee will comply with the requirements of the Public Meetings Law, ORS 192.610 to 192.710.

### **Section 11: MINUTES.**

Minutes shall be kept of all Council, committee, or subcommittee meetings, including Council executive sessions meetings. The minutes shall show the names of the Council members present, a statement of each matter brought before the Council, and a record of the vote of each Council member thereon, if a vote is taken. Minutes of matters discussed in executive session that are exempt from public disclosure shall be kept separately and clearly labeled confidential.

### **Section 12: FISCAL YEAR.**

The fiscal year of the Corporation shall begin on the 1<sup>st</sup> of January in each year, and shall end on the 31<sup>st</sup> of December in the same year.

### **Section 13: CONFLICT OF INTEREST.**

Any contract or transaction between the Corporation and one or more of its Council members or between the Corporation and any firm of which one or more of its Council members are members or

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employees is not voidable by the corporation solely because of the Council member's interest in the contract or transaction if all of the material facts of the contract or transaction and the Council member's interest are disclosed to the Council and a majority of the Council members who have no direct or indirect interest in the contract or transaction vote to authorize, ratify, or approve the contract or transaction. Any Council member with a direct or indirect interest in a contract or transaction with the Corporation shall abstain from voting on such contract or transaction. The presence of a Council member with a direct or indirect interest in a contract or transaction with the Corporation at a meeting where the contract or transaction is discussed or where a vote is taken on the contract or transaction does not affect the validity of any vote on the contract or transaction.

### **Section 14: INDEMNIFICATION.**

**(a)** The Corporation shall indemnify any person who was or is a party or is threatened with being made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that the person is or was a Director of the Corporation, against expenses, including attorney's fees, court costs, defense costs, judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person in connection with such action, suit, or proceeding acted in good faith, in the normal course of his or her duties on behalf of the Corporation, and in a manner the person reasonably believed to be in the best interests of the Corporation, and with respect to any criminal action or proceeding, had not reasonable cause to believe such action was unlawful.

**(b)** The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, in the normal course of his or her duties on behalf of the Corporation, and in a manner which the person reasonably believed to be in the best interests of the Corporation, or with respect to any criminal action or proceeding, any presumption that the person had reasonable cause to believe that the conduct of the person was unlawful.

**(c)** Any indemnification under this Section 14 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director is proper in

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the circumstances because the person has met the applicable standard of conduct set forth in Section 14(a). Such determination shall be made by the Council.

**(d)** The Council may vote to indemnify any of its own members pursuant to and consistent with the terms of this Section 14. However, the Council will not do so unless, before it votes to indemnify any or all of its own members, such indemnification has been recommended by the Director after the Director has consulted with an attorney with expertise in issues related to public corporations. The Director shall recommend to the Council whether to indemnify any or all of its own members based solely on the considerations set forth in this Section 14.

**(e)** The Council may, in its sole discretion, agree to indemnify an employee of the corporation who is not the Director when: (1) the circumstances are such that the employee would be indemnified under this Section 14 had the employee acted as the Director; and (2) the Council determines that indemnification is appropriate and in the best interest of the corporation. Such indemnification shall be subject to all the terms and conditions of this Section 14.

**(f)** Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals) or threat thereof, may, at the Council's discretion, be paid by the Corporation in advance of final disposition of such action, suit, or proceeding, if the Director acknowledges in writing that he or she will repay such expenses if it is ultimately determined by the Council, in its sole and absolute discretion, that the person is not entitled to be indemnified by the corporation.

**(g)** The indemnification and advancement of expenses provided by this Section 14 shall not be deemed exclusive of or in any way to limit any other rights to which any person indemnified or advanced expenses may be or may become entitled as a matter of law, or otherwise. However, no person shall be indemnified under this Section 14 if such indemnification would amount to duplicative recovery.

Indemnification and advancement of expenses provided by this Section 14 shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the estate, heirs, executors, administrators, and conservators of such a person.

**(f)** If any part of this Article shall be found, in any action, suit, or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

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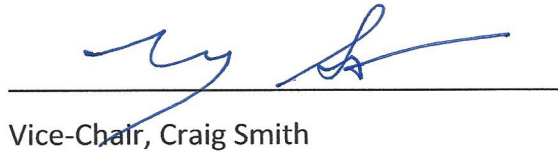
**Section 15: AMENDMENTS TO BYLAWS.**

The Council, or any Council member, may propose amendments to the bylaws. The Director shall cause such proposed amendments to be printed and distributed to each member of the Council not less than seven (7) days before the meeting at which the amendments are to be considered. The Council may then adopt such proposed amendments, provided that not less than six (6) Council members shall vote for such adoption.

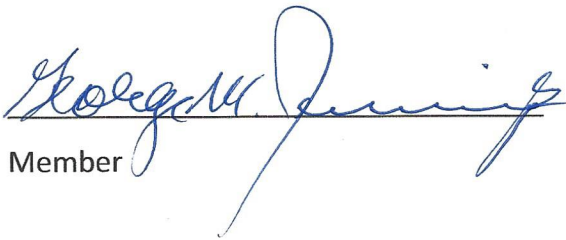
DATED this 16th day of April, 2015



Chair, Gene Derfler



Vice-Chair, Craig Smith



Member



Member



Member



Member