

A regular monthly meeting of the Board of Directors of the 39th District Agricultural Association will be held in the Frogeteria Building, Frogtown®, Angels Camp, California at 4:00PM on Wednesday September 10, 2008

The contact person regarding this meeting is Ray Malerbi, P.O. Box 489, Angles Camp, California 95222 (209) 736-2561 ext. 106

Policy Statement

The Board shall serve as the policy-making body for the 39th District Agricultural Association and shall have full responsibility for the year-round management and operation of all facilities of the 39th District Agricultural Association.

Public Comments

Any member of the public wishing to address the Board on any matter listed for consideration on this agenda shall fill out a Speakers Form and provide it to the Board's Recording Secretary. All speakers will be recognized by the Board President and be allowed a maximum of three minutes to address the Board. Public comments will be taken as agenda items appear. If comments are unrelated to a noted agenda item the comments will be taken under Special Presentations.

AGENDA

1. CALL TO ORDER
2. PLEDGE OF ALLEGIANCE
3. ROLL CALL AND DIRECTORS ABSENT
 - a. Approval of absences
4. INTRODUCTION OF GUESTS
5. SPECIAL PRESENTATIONS
 - a. Public Comment Unrelated to a Specific Agenda Item: Any member of the public may make comments on any subject not referenced on the agenda. Board discussion or action may not be taken until noticed for the following Board Meeting pursuant to Board Policy 104.00
6. MINUTES OF MEETINGS:
 - a. Board – August 13, 2008 – review and anticipated approval
7. Rules Recommendations for Board approval from the Junior Livestock Committee - may be taken individually or as a whole.
 - Limit the number of dairy goats an exhibitor can bring, no more than one entry per class, limited to four per division.

- Change the weight range on market rabbits, 3.00 - 5.5 lbs, a pen of 3 may not weigh less than 10.5 lbs.
- Add market classes for single rabbit fryers, weight range 3.5-5.5lbs
- Increase the maximum weight on market lambs from 145 - 155lbs.
- Eliminate the pay to weight on steers from 1350 lbs
- Recommend that the bottom wt. on steers be increased to 1150lbs for the 2010 Fair.
- Allow exhibitors whose animal are injured or die after the show and before the auction to substitute an animal, owned by said exhibitor in the same division that is market ready. The exhibitor will rotate to the end of the sale order.
- County Bred and Bred by exhibitor will become a class and must be pre-entered by the exhibitor.
- Expand junior horse/ gymkhana eligibility to all bordering counties
- Intact male goats are not permitted to be used in Showmanship Classes.

8. 2009 FAIR PLANNING

- a. Update of recommended 2009 Fair Plan
- b. Follow up discussion and comments

9. FINANCIAL REPORT

- a. July Financial Report – review and anticipated request for approval
- b. 2009 Budget – review and anticipated request for approval

10. NEW BUSINESS

- a. Request by Director Downum for Committee assignment clarification
- b. Friends of the Calaveras County Fair and Jumping Frog Jubilee
 1. 501(c) (3)
 2. by-laws
 3. Current board members
 4. Nomination and election of at large members

11. UNFINISHED BUSINESS

- a. Request by Director Aschwanden for “Fixed Cost” breakdown
- b. Request by Director Erickson for Directors’ expense breakdown

12. CORRESPONDENCE

13. MARKETING MANAGER’S REPORT

14. CEO’S REPORT

15. MATTERS OF INFORMATION

16. ADJOURNMENT

If a quorum is not present, those members in attendance will meet to discuss issues that the staff has brought before them for consideration. No action will be taken.

Bylaws of
Friends of the Calaveras County Fair
And Jumping Frog Jubilee Foundation
Angels Camp, CA

ARTICLE I

Name and Classification

Name - The name of this Association shall be the Friends of the Calaveras County Fair & Jumping Frog Jubilee Association.

Classification – The Friends of the Calaveras County Fair & Jumping Frog Jubilee Association will function as an unincorporated association.

ARTICLE II

Purposes and Powers

The Association is to exclusively carry out charitable and benevolent purposes. In pursuit of such purposes the Association may:

- 2.1 Administer money donated to the Association for charitable and benevolent purposes.
- 2.2 Distribute money for such purposes in accordance with the terms of gifts, bequests or devises to the Association for charitable and benevolent purposes and in accordance with determination by the Board of Directors of the Association pursuant to these Bylaws.
- 2.3 Distribute money to or the benefit of the 39th District Agricultural Association Board of Directors or any other tax exempt program, corporation, organization, sub-committee or entity which promotes the charitable and benevolent purposes for those attending or participating in events associated with Association; and
- 2.4 Do and perform such acts as may be necessary or appropriate to carry out the foregoing purposes of the Association, and in connection therewith to exercise any of the powers consistent with the Association's status as an by an organization (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and (ii) to which contributions are deductible under Section 170(c))(2) and Section 2055(a)(2) of the Internal Revenue Code of 1986.
- 2.5 The Association's Board of Directors may appoint an Executive Director to conduct the day to day operation of the Association.

ARTICLE III

Restrictions

- 3.1 No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Association may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes.
- 3.2 No substantial part of the activities of the Association shall consist of carrying propaganda or otherwise attempting to influence legislation, except to the extent permissible under Section 501 (h) of the Code. The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

- 3.3 The Association shall not carry on any other activities not permitted to be carried out by (a) an association exempt from federal income tax under Section 501(c)(3) of the Code or (b) an association to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

Membership

- 4.1 The Association shall have no members.

ARTICLE V

Board of Directors

- 5.1 The affairs of the Association shall be managed by a Board of not less than five members (5), nor more than nine (9) directors, who shall be selected in accordance with the Bylaws of the Association.
- 5.2 Three (3) board members shall be the Executive Committee of the Board of Directors of the 39th District Agricultural Association; one (1) board member shall be the President of the Calaveras County Fair Junior Livestock Committee or the President's designee; one (1) board member shall be the President of the Calaveras County Fair Frog Jump committee, or the President's designee; four (4) members shall be elected by the Board of Directors of the 39th District Agricultural Association from the community at large.
- 5.3 The Executive Committee of the Board of Directors of the 39th District Agricultural Association, the President of the Calaveras County Fair Junior Livestock Committee and the President of the Calaveras County Fair Frog Jump Sub-committee shall service during their term of office in their respective organizations.
- 5.4 At large members shall be elected to four (4) year terms except for the first appointments which shall be as follows: two (2) members named to a two (2) year term and two (2) members named to a (4) year term.
- 5.5 Removal of a board member for cause requires a two-thirds (2/3ds) vote of the full Board.
- 5.6 The officers of the Association's board shall consist of a President, Vice President, Secretary and Treasurer which will be elected by the full Board for a two (2) year term. The election shall take place in December of the year terms expire.
- 5.7 The Executive Director, if appointed by the Board, will act as an ex-officio member of the Board to offer advice regarding the operation of the Association. The Executive Director shall have no vote in any matters coming before the Board.

ARTICLE VI

Meetings

- 6.1 The board of directors of this Association shall meet on a regular basis, but no less than six (6) times a year.
- 6.2 All meetings shall be in compliance with applicable Open Meeting Laws (i.e.: The Brown Act, Bagley-Keene Open Meeting Act).
- 6.3 Robert's Rules of Order, newly revised, shall be authority on all questions of parliamentary law, unless in conflict in these bylaws or with the laws of the State of California.

6.4 In order to assure compliance with state regulations, public notice of all Board meetings, (in the form of a complete agenda) will be posted.

6.5 The presence of a simple majority of current number of Board Members constitutes a quorum. Action may result when a simple majority of a quorum votes "yes" on a motion.*

ARTICLE VII

Finance

7.1 The Association's finances shall be held in one or more accounts in recognized financial institutions.

7.2 The Association shall approve an annual budget.

7.3 An annual audit of the financial accounts and records of the Association shall be done annually by a professional outside auditor.

ARTICLE VIII

Dissolution

8.1 This Association may be dissolved at any time by the affirmative vote of at least two-thirds (2/3rds) of its Board of Directors at any meeting for which thirty (30) days written notice of consideration of such action shall be duly given.

8.2 Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX

Amendments

9.1 These Articles may be amended or restated only by a vote of at least two-thirds (2/3rds) of its Board of Directors.

9.2 The purposes and powers of the Association may only be amended by a unanimous vote of the directors.

ARTICLE X

Registered Agent

10.1 The name and address of the initial registered agent of the Association is Mr. Timothy Folendorf, Post Office Box 2, Angels Camp, California 95222

ARTICLE XI

Principal Office

11.1 The principal office of the Association is:

Friends of Calaveras County Fair and Jumping Frog Jubilee Association, Post Office Box 489, 101 Gun Club Road, Angels Camp, CA 95222

ARTICLE XII

Limitations of Liability

12.1 No director or uncompensated officer of the Association shall be personally liable to the Association or its members for monetary damages for conduct as a director or uncompensated officer; provided that this Article shall not eliminate liability which may not be eliminated under the California Nonprofit Association Act. The provisions of this Article are intended to be in addition to and not in limitation of any other provisions of the Bylaws or any agreement of the Association or any law that eliminates or limits the liability of directors, officers and others acting on behalf of the Association.

ARTICLE XIII

Incorporators

The initial Directors and Officers of this Association are:

Tim Folendorf – President
Steve Kautz – Vice President
Bob Trinchero – Secretary
Jim Holt – Treasurer
Ryan Sullivan – Director at Large
4 vacancies

DATED: July 14, 2008

Tim Folendorf

Steve Kautz