

# CONVERSE COUNTY FAIR BOARD BYLAWS

## Repealed and Adopted as Amended April 18, 2023

### ARTICLE I. Name and Authorization

The Converse County Fair Board, hereinafter referred to as Board, was created to promote the Converse County Fair to benefit the youth of Converse County by organizing and operating the annual County Fair event in collaboration with other agencies including but not limited to the University of Wyoming Extension Office and local FFA Chapters in Converse County.

### ARTICLE II. Purpose and Objectives

**Section 1. Purpose.** The purpose of these Bylaws is to create an operational framework for the Board to ensure efficient organization and operation and of the annual Converse County Fair, and to further ensure exceptional service is provided to the youth and citizens of Converse County.

**Section 2. Objective.** The objective of these Bylaws is to provide the Board with the written instrument from which all operational and financial determinations shall be based.

### ARTICLE III. County Fair Board

**Section 1. Governing Authority.** The Board is an independent board working under the direction and authority of the Commission.

**Section 2. Organization.** The Board shall consist of five (5) to seven (7) members serving three (3) year terms and must be officially appointed by and serve at the pleasure of the Board of Converse County Commissioners ("Commission").

**Section 3. Terms.** The initial Board terms shall be staggered by drawing lots for one member serving a one-year term; two members serving two-year terms; and two members serving three-year terms. All terms shall expire the last day of September.

**Section 4. Quorum.** A simple majority of Board members shall constitute a quorum, who shall be authorized to conduct business on behalf of the Board with a simple majority rule for all votes.

**Section 5. Vacancies.** Any vacancies in appointed positions on the Board, including for reason of resignation, removal, disqualification, death, or otherwise, shall be by the Commission at their earliest convenience during a regular or special meeting.

**Section 6. Appointment of Officers, Reimbursements.** The Board shall promptly meet, organize, and elect from its membership a chairman, vice chairman, secretary, and treasurer, who shall each serve for a one (1) year term. Thereafter, election of officers shall be held at the first regular Board meeting each November or as soon as possible thereafter. Members of the Board shall receive no compensation but shall be reimbursed for Board-authorized travel.

**Section 7. Duties of Officers.** Officers shall perform the duties prescribed in these bylaws and shall assume such additional duties as may be prescribed by the Board.

**Section 8. Chairman.** The Chairman shall be the principal executive officer of and subject to the control of the Board. The Chairman, or in the Chairman's absence, the Vice Chairman, shall preside over all meetings of the Board. If both the Chairman and Vice Chairman are absent and a quorum of the Board is present, the Secretary shall preside over the meeting. The Chairman may sign contracts if approved by the Board and shall have spending authority for Board-approved expenditures in an amount of less than \$15,000. Board-approved expenditures which are \$15,000 or greater shall also require consensus of the Commission.

**Section 9. Vice Chairman.** The Vice Chairman shall perform the duties of the Chairman in the absence or inability of the Chairman to discharge the duties of the office, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform other such duties from time to time as assigned by the Chairman or the Board. The Vice Chairman shall report to the Chairman unless the Chairman or Board otherwise order. In the event the Chairman is unable to complete his term for any reason, the Vice Chairman shall assume the Chairman duties until the next election of officers occurs.

**Section 10. Secretary.** The Secretary shall be responsible for the recording and dissemination of the minutes and all record retention of the organization; shall attend the dissemination of all other notices to other organizations; and shall perform other duties as the Board may prescribe from time to time. The Secretary shall provide a copy of all meeting minutes to the Commission as soon as possible after each

Board meeting.

**Section 11. Treasurer.** The treasurer shall be responsible to maintain, in the manner prescribed by the Board, adequate and accurate accounts of all business transactions of the Board, including accounts of its assets, liabilities, receipts, disbursements, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all monies as designated by the Board, and shall provide the Board with a monthly financial report subject to the Board's approval.

**Section 12. External Agreements and Contracts.** The Board shall ensure that all external agreements and contracts to which the Board is a party receive a legal review by the County Attorney or designee; contain adequate insurance requirements in the best interest of the public; and are duly approved by the Board.

**Section 13. Resignation.** Each Board member shall have the right to resign at any time upon written notice thereof to Chairman and the Commission. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and acceptance of such resignation shall not be necessary to make it effective.

**Section 14. Removal From the Board:** A Board member may be removed by the affirmative majority vote of the Commission.

**Section 15. Ex-Officio Members.** The Converse County 4-H Extension Educator; the Douglas Chapter FFA Advisor; and the Glenrock Chapter FFA Advisor shall serve as ex-officio non-voting members of the Board.

#### **ARTICLE IV. Board Meetings**

**Section 1. Regular Meetings.** All meetings shall be public meetings and shall be held at a time and place determined by the Board. In instances that a regular meeting falls upon a legal holiday, the meeting may be held on the next available business day. Additional meetings may be called by the Chairman or at the verbal or written request of at least three additional members of the Board. The notice of such additional meeting shall be served to each Board member via hand delivery, email, regular mail, or fax. The person(s) authorized to call such additional meetings may also establish a reasonable place and time for the meeting is to be conducted. In the event there is no business to conduct, the Chairman may cancel a regular meeting upon notice to all Board members by phone, hand delivery, email, mail, or fax.

**Section 2. Remote Meetings.** A remote meeting option may be offered when a board member(s) is unable to attend a meeting in person. Such meetings must be noticed on the board website and social media page at least eight (8) hours prior to the meeting.

**Section 3. Notices.** Public notices of meetings shall be given as required by the Wyoming Public Meetings Act and all other applicable laws.

**Section 4. Voting.** Each Board member shall have one vote.

**Section 5. Proxy.** Board members shall not be allowed to vote by written proxy.

**Section 6. Public Records.** All records of the Board shall be public records subject to inspection pursuant to the Wyoming Public Records Act.

**Section 7. Robert's Rules of Order.** Robert's Rules of Order shall be used as a guideline to govern the conduct of the Board in all applicable business.

**Section 8. Attendance.** Board members are expected to attend all meetings of the Fair Board. If a member has three (3) consecutive unexcused absences from Board meetings, the member's seat on the Board shall be considered relinquished and open for a new appointment. A board member shall be considered excused if notice is provided to the Chairman prior to the meeting that will be missed.

**Section 9. Exceptions to Serve.** Board members may serve or continue to serve on the Board regardless of whether the Board member has a child(ren) in a 4-H program as all 4-H program(s) are the sole responsibility of and under the direction of the University of Wyoming Extension Educator.

#### **ARTICLE V. Board Code of Conduct**

**Section 1. Purpose of Code.** The Commission shall require the Board to adhere to the Converse County Board Policies and Procedures, as adopted by the Commission, and the core principals as stated in Article V., Section 5 herein, which shall establish the ethical framework for Board members.

**Section 2. Conflicts of Interest.** Board members shall not perform any official act which may result in a

conflict of interest, including but not limited to direct or indirect financial interest or benefit.

**Section 3. Representation.** Board members shall conduct business as representatives of Converse County, the City of Douglas, and the Towns of Glenrock, Rolling Hills, and Lost Springs.

**Section 4. Ethics.** All Board members must perform their designated functions in a manner that reflects the highest standards of ethical behavior.

**Section 5. Core Principals.** The Code consists of six (6) core principles as follows:

- A. **Honesty:** Be truthful in all endeavors and be honest and forthright with each other and the general public.
- B. **Public Service:** Ensure all actions taken and decisions made are in the best interest of the citizens of Converse County.
- C. **Respect:** Treat all individuals with dignity; be fair and impartial; affirm the value of diversity in the workplace and in Converse County; appreciate the uniqueness of everyone; and create a work environment that enables all individuals to perform to the best of their abilities.
- D. **Responsibility:** Take responsibility for your actions; conduct all actions with impartiality and fairness; report any concerns, including violations of laws, policies, and procedures; seek clarification when in doubt; and ensure that all decisions are unbiased.
- E. **Stewardship:** Exercise financial discipline with assets and resources, which consist of public funds; make accurate, clear, and timely disclosures to the public; maintain accurate and complete records; and demonstrate commitment to protecting entrusted resources.
- F. **Trust:** Build regard for one another through teamwork and open communication; and develop confidence with the public by fulfilling commitments and delivering on promises.

**Section 6. Public Trust.** The holding of office of Board members is a public trust, and Board members shall carry out their duties for the benefit of the people of Converse County. Board members shall promote public confidence by avoiding conflicts of interest, impropriety, and the appearance of impropriety.

## **ARTICLE VI. Cooperation With 4-H Educator**

**Section 1. Annual Memorandum of Understanding.** The Board shall be a Party to an annual Memorandum of Understanding (MOU) between and duly adopted by the Board, the Commission, and the University of Wyoming.

**Section 2. Requirements of MOU.** The MOU shall determine the responsibilities of all Parties, including all open class and 4-H youth events and associated duties to ensure the success of the County Fair.

## **ARTICLE VII. Fair Manager**

**Section 1. Position Requirements.** The Board may hire a Fair Manager subject to the control of the full Board. Duties of this position shall be as approved by the Board with concurrence from the Commission, and the Board shall ensure the position duties and requirements adhere to all Fair Labor Standards Act requirements, IRS Rules and Regulations, and Wyoming law.

## **ARTICLE VII. Wyoming State Fair**

**Section 1. Cooperation with Wyoming State Fair.** The Board shall cooperate with and adhere to the rules, policies, and procedures of the Wyoming State Fair at all times.

**Section 2. Camping During County Fair.** All camping on the Wyoming State Fairgrounds during County Fair shall be authorized by and conducted as determined by the Wyoming State Fair.

## **ARTICLE IX. Fiscal Year**

The fiscal year for the Board shall commence on June 30 and end on July 1 of the following year.

## **ARTICLE X. Treasury Funds and Audits**

**Section 1. Funds.** The funds of the Fair Board shall be deposited and administered as designated by the Board.

**Section 2. Audits.** The Board shall be responsible to ensure an independent annual audit is conducted on all accounts. Audits shall be conducted as required by the Governmental Accounting Standards Board (GASB).

**ARTICLE XI. Insurance**

**Section 1. General Liability Insurance.** The Board shall be responsible to obtain commercial liability coverage for the Board with liability limits in an amount of not less than \$500,000 per occurrence and shall provide a certificate of insurance to the County annually.

**Section 2. Personal Property.** It shall be the responsibility of the Board to insure its personal property against loss or damage by fire, theft or another casualty.

**ARTICLE XII. Amendments**

**Section 1. Amendments.** These Bylaws may be adopted, amended, or repealed in a regular or special meeting of the Board County Commissioners by majority vote of the total number of members.

**ARTICLE XI. Legal Counsel**

**Section 1. Legal Counsel.** The Board shall take official action as is deemed necessary should any legal counsel be deemed necessary, including but not limited to consultation with the Converse County Attorney or retention of the Board's own legal counsel.

**PASSED, APPROVED AND ADOPTED** this 18 day of April 2023.

**BOARD OF COUNTY COMMISSIONERS,  
CONVERSE COUNTY, WYOMING**



**ATTEST:**

Karen Rimmer  
Karen Rimmer, Converse County Clerk

James H. Willox  
James H. Willox, Chairman

**ATTEST:**

Stacy Echeverria  
Secretary, Converse County Fair Board  
By: Stacy Echeverria  
Print Name

**CONVERSE COUNTY FAIR BOARD**

Nick Ladd  
Chairman, Converse County Fair Board  
By: Nick Ladd  
Print Name

**APPROVED AS TO FORM**

Quentin Richardson  
Quentin Richardson, County Attorney