

**Lewis County
Southwest Washington Fair Advisory Commission**

BY-LAWS

**ARTICLE I
Authority and Name**

SECTION 1:

An Advisory Commission consisting of a minimum of five, maximum of seven, members appointed by the Lewis County Board of County Commissioners (BOCC) is created to advise and assist the BOCC, its employees and representatives in carrying out the operations, development, administration, and production of the Southwest Washington Fairgrounds.

SECTION 2:

The official name of the Advisory Commission shall be the “Southwest Washington Fair Advisory Commission.

**ARTICLE II
Purpose and Duties**

The purpose and duties of the Southwest Washington Fair Advisory Commission (SWFAC) are set forth in this Article.

SECTION 1:

Purpose – The purpose of the SWFAC is to make recommendations to the BOCC, and the Fair Manager, or similar employee, in the use, maintenance, development, and administration of the Southwest Washington Fairgrounds, in partnership with the Southwest Fair Association and the annual Southwest Washington Fair. The BOCC shall have ultimate responsibility and decision making authority for the Southwest Washington Fairgrounds and the Fair.

SECTION 2:

Duties – The duties of the SWFAC include, but are not limited to, the following:

1. The SWFAC shall be aware of the current uses, future plans, budget, and policies of the Fairgrounds and Fair and shall regularly review those uses, plans, policies, and operations and provide recommendations to the Fair Manager on such.

2. The SWFAC shall receive from the Fair Manager, or similar employee, the proposed annual budget and reports as to those matters concerning the fairgrounds and shall review and provide input to the Fair Manager regarding those documents.
3. The SWFAC may submit written recommendations to the Fair Manager to be given to BOCC for review.
4. Upon receipt from the SWFAC, the BOCC shall assess those recommendations and provide feedback through the Fair Manager to the SWFAC in response to said matters.
5. Upon a public vote, if four-fifths of the SWFAC disapproves of the official action or recommendation by the BOCC concerning the recommendations, the SWFAC may provide to the BOCC a written description of the action or recommendation, the reason for disapproval, and their recommendations for addressing this matter.

ARTICLE III Membership

SECTION 1:

A SWFAC consisting of a minimum of five (5) members, maximum of seven (7) is created to advise and assist the BOCC, its employees and representatives in carrying out the operations, development, administration, and production of the Southwest Washington Fairgrounds.

Statutory Membership – The membership of the SWFAC shall consist of a minimum of five (5) members, maximum of seven (7) appointed by the BOCC for a term of 4 years. However, upon initial establishment of the SWFAC, two (2) positions shall be for an initial appointment of two (2) years, and three (3) positions shall be a four (4) year appointment. Each member shall serve at the pleasure of the BOCC.

SECTION 2:

Other Membership – The BOCC may also appoint other parties to represent the BOCC on the SWFAC. These representatives are not mandated, but upon appointment by the BOCC shall have equal representation to regularly appointed members with the exception of voting rights and shall be considered “ad hoc members”.

1. Southwest Washington Fair Manager
2. Central Services Director

3. Lewis County Facilities Manager
4. A Lewis County Commissioner

SECTION 3:

Vacancies – Vacancies occurring on the SWFAC shall be filled by the BOCC, based upon an application or nomination process as approved by the BOCC at the time of appointment.

SECTION 4:

Volunteers – All members of the SWFAC serve without compensation on a voluntary basis. Members are restricted by RCW 42.52.130, .140, .150 and 42.18.230 from accepting or soliciting anything of economic value or gratuity if it is given solely because the member is on the SWFAC.

SECTION 5:

Attendance – At least annually, leadership of the SWFAC will make available a summary of attendance by members. If a member is absent for more than three meetings in one year without good cause, the SWFAC may recommend to the BOCC the position be declared vacant. Prior to contacting the BOCC, the Chair shall send a letter to the member, indicating such action.

SECTION 6:

Committees - There may, from time to time, be committees formed by the SWFAC as the members may deem to be advantageous to the duties of the SWFAC. Membership of such committees shall be by appointment by the Chair or BOCC. Committees will meet on an as needed basis.

**ARTICLE IV
Officers**

SECTION 1:

Chairperson – The SWFAC members shall elect the Chair. The Chair shall preside at all meetings and hearings of the SWFAC, shall have the duties normally conferred by parliamentary usage of such office, and establish the agenda for each regular meeting of the SWFAC. The Chair shall have authority to:

1. Appoint and generally perform other duties as may be prescribed in these By-laws.
2. Sign, on behalf of the SWFAC those documents that require such signature and which have been approved for execution by the SWFAC.
3. Call special meetings as required of the SWFAC.

The Chair's term of office shall be for one year. The election of the Chair shall be held at the first meeting of the calendar year, where a quorum exists, by a majority of the members present. Tenure shall be limited to four (4) consecutive years.

SECTION 2:

Vice Chair – The members of the SWFAC shall elect the Vice Chair. The Vice Chair shall work in close cooperation and shall perform such duties, as the SWFAC assigns. In the absences or incapacity of the Chair, the Vice Chair shall be vested with all powers and perform all duties of the office of the Chair for the duration of the Chair's absence. The Vice Chair's term of office shall be one year. The election of the Vice Chair shall be held at the first meeting of the calendar year, where a quorum exists, by a majority of the members present.

SECTION 3:

Secretary – The members of the SWFAC shall elect a Secretary. Either the Secretary or designee shall be present at all SWFAC meetings. The Secretary shall ensure the coordination and production of all SWFAC notices, agendas, and minutes in accordance with State law requirements and may perform other duties as requested by the Chair of the SWFAC.

ARTICLE V Meetings

SECTION 1:

Regular monthly meetings will be held on a schedule determined by the SWFAC. Proposed agenda items shall be referred to the Chair at least one week prior to the meetings. No other business may be considered unless a majority vote of members present and voting except for "Good of the order" items. The Chair shall coordinate the monthly agenda items with the Fair Manager and ensure the posting and distribution of the agenda, minutes, and business information has been handled efficiently and as required by law.

SECTION 2:

The Chair, upon request of any three (3) SWFAC members, shall call a special meeting. The secretary shall send notice to all members at least five (5) working days prior to any special meeting and the notice shall specify the purpose of such a meeting. No other business may be considered except by the unanimous consent of the entire voting membership of the SWFAC. Notice and conduct of a special meeting shall abide by the Open Public Meetings Act (RCW 42.30).

SECTION 3:

A quorum is necessary to conduct a meeting of the SWFAC and shall be no less than 51% of the voting members. Adoption of all motions shall require a majority of the members present.

SECTION 4:

All SWFAC meetings shall be held in compliance with the Open Public Meetings Act (RCW 42.30) and shall abide by the Public Records Act (RCW 42.56).

SECTION 5:

Roberts Revised Rules of Order, the latest version, shall govern the deliberations of all members of the SWFAC.

ARTICLE VI

Voting

SECTION 1:

Each member of the SWFAC, including the Chair, shall be entitled to one vote. An exception of this shall be the position of Fair Manager, Central Services Director, Facilities Manager and BOCC, if so appointed to the SWFAC. Those four positions shall have no vested voting rights.

SECTION 2:

No members may vote by proxy.

SECTION 3:

Members may register their abstention on any vote. The abstention shall be reflected in the minutes. Members are required to recuse themselves on matters that pose, or give the appearance of posing, a personal conflict of interest for them.

SECTION 4:

If a quorum exists, passage of motions shall require the simple majority of those present. Informal polling for consensus shall not be considered voting.

**ARTICLE VII
Amendments**

SECTION 1:

These By-laws may be amended by a majority vote of the BOCC. A proposed amendment submitted by the SWFAC must identify the Article(s) to be amended, the reason for the proposed amendment, and the proposed language of the amendment. The Secretary of the SWFAC shall submit the proposed amendment to the BOCC via prescribed administrative channels.

SECTION 2:

The BOCC shall vote on the proposed amendment at the next regularly scheduled or special meeting to be held not to exceed thirty (30) days after presentation of the proposed amendment to the BOCC.

**ARTICLE VIII
Expenses**

SECTION 1:

SWFAC members may be compensated for all travel performed as a SWFAC member that extends more than ten miles from the fairgrounds. Compensation shall be at the rate and subject to the rules established by the BOCC for travel by County employees. The compensation shall be paid from funds appropriated for the operation of the Southwest Washington Fair. Requests for travel reimbursement shall be provided to the Fair Manager within fourteen (14) days of the actual travel in order for the travel expenses to be reimbursable.

SECTION 2:

All other expenses of the SWFAC shall be reimbursed in accordance with Lewis County Policy and shall be paid from the funds appropriated to the operation of the Southwest Washington Fair and as authorized by the Southwest Washington Fair Manager.

SECTION 3:

In consideration for their service to the Fair, the serving SWFAC members shall have free admission to the Fair. In addition, upon request to the Fair Manager, they may receive up to an additional six (6) admission tickets and one (1) parking pass per year as part of their official duties.

ARTICLE IX
Legal

SECTION 1:

The Lewis County Prosecuting Attorney's Office shall serve as legal counsel to the SWFAC. The SWFAC has the authority to retain counsel only upon the approval of the BOCC and the Prosecuting Attorney's Office.

ARTICLE X
Termination

SECTION 1:

These By-laws shall continue until formally terminated by BOCC Resolution.