

Res. No. \_\_\_\_\_  
County of Sonoma  
Santa Rosa, CA 95403

Date: \_\_\_\_\_

AMENDED RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF SONOMA, STATE OF CALIFORNIA, ESTABLISHING POLICIES WITH RESPECT TO: APPOINTMENT OF MEMBERS TO BOARD OF DIRECTORS OF THE SONOMA COUNTY FAIR & EXPOSITION, INC.; TERMS OF OFFICE; HONORARY DIRECTORSHIP AND MEMBERSHIP; ALLOCATION OF DIRECTORS TO SUPERVISORIAL DISTRICTS; PROVISION FOR VACANCIES

**WHEREAS**, Sections 1 and 10 of the bylaws of the Sonoma County Fair & Exposition, Inc. authorize this Board of Supervisors to appoint directors and honorary directors.

**WHEREAS**, this Board of Supervisors deems it advisable to declare its policies with respect to: (1) appointment of members to the Board of Directors of Sonoma County Fair & Exposition, Inc.; (2) terms of office; (3) honorary directorships; (4) allocation of members to Supervisorial Districts; and (5) the circumstances under which vacancies occur in those positions.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Supervisors of the County of Sonoma hereby finds, determines, declares and orders as follows:

1. The Board of Directors of Sonoma County Fair & Exposition, Inc. shall consist of twenty (20) members until January 1, 1990 at which time it shall be reduced to fifteen (15) members. The method of reduction shall be by normal attrition to the extent possible. Beginning January 1, 1988 if vacancies exist or occur on the Fair Board, they shall not be filled except that the Board of Supervisors may appoint new members such that at least three (3) members of the Fair Board will have been appointed by nomination by each member of the Board of Supervisors. If on January 1, 1990 there remain more than fifteen (15) members on the Fair Board, then at the next regular meeting of the Board of Supervisors each member of the Board of Supervisors with more than three (3) of his or her nominees currently on the Fair Board shall designate which three (3) of his or her nominees are to remain on the Fair Board.

2. After January 1, 1990 each Supervisor shall recommend to the Board of Supervisors the appointment of three (3) members of the Board of Directors of the Sonoma County Fair & Exposition, Inc.

3. Members of the Board of Directors of Sonoma County Fair & Exposition, Inc. shall serve at the pleasure of the Board of Supervisors, provided that unless sooner

terminated by resolution of this Board of Supervisors, the term of each member of the Board of Directors shall be four (4) years.

4. A member of the Board of Directors of Sonoma County Fair & Exposition, Inc. who has served eight (8) or more years on the Board of Directors is eligible for appointment by the Board of Supervisors to the position of Honorary Director of the Board of Directors. All appointments of Honorary Directors made previous to this resolution are hereby confirmed. Each surviving former member of this Board of Supervisors residing in Sonoma County who has served eight (8) years or more on the Board and is not serving as a member of the Board of Directors shall be deemed associated as a lifetime honorary member of the Corporation. Such members shall not be deemed as members within the meaning of section 5056 of the Corporations Code.

5. A vacancy shall occur in the position of Director ~~or Honorary Director~~ upon the happening of any of the following events:

- (a) The death of the incumbent.
- (b) His or her resignation.
- (c) His or her removal from office.
- (d) His or her ceasing to be a resident of the County.

6. A vacancy shall not occur at the end of a director's term but rather the incumbent shall hold over until the appointment of his successor.

7. Resolution Nos. 32115, dated February 22 1971, and 39295, dated January 1, 1973, are hereby rescinded. Resolution No. 88-0357, dated March 3, 1988, is hereby superseded in its entirety.

**WHEREFORE**, this Resolution is passed, approved and adopted this 21st day of July, 2009 by the following vote:

SUPERVISORS:

BROWN \_\_\_\_\_ KERNS \_\_\_\_\_ ZANE \_\_\_\_\_ CARRILLO \_\_\_\_\_ KELLEY \_\_\_\_\_

AYES \_\_\_\_\_ NOES \_\_\_\_\_ ABSTAIN \_\_\_\_\_ ABSENT \_\_\_\_\_