

**POLICY
MANUAL and
BYLAWS**

19th DAA

**EARL WARREN
SHOWGROUNDS**

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TABLE OF CONTENTS

- I. Introduction
 - a. Definitions

- II. Board Meetings
 - a. Policy
 - b. Agenda, Information and Personal Appearances
 - i. Agenda for Regular and Special Board Meetings
 - c. Procedures
 - i. Quorum
 - ii. Absences
 - d. Conduct of Meetings
 - e. Regular Board Meetings
 - i. Closed Sessions
 - 1. Personnel
 - 2. National Security
 - 3. Real Property
 - 4. Pending Litigation
 - 5. Acquisition of Property
 - f. Emergency Board Meeting
 - g. Special Board Meetings

- III. Board of Directors
 - a. Director's Responsibilities
 - b. Officers
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
 - c. Committees
 - i. Policy
 - ii. Executive Committee
 - iii. Ad Hoc Committee
 - iv. Community Engagement Committee
 - d. Elections
 - i. Nominations
 - ii. Election Process
 - e. Code of Ethics
 - i. Policy
 - ii. Obligation to Community
 - iii. Obligation to Colleagues and EWS Staff
 - f. Rules of Decorum and Communication
 - i. Authority of Directors
 - ii. oo
 - iii. Ethics Review Panel
 - 1. Composition
 - 2. Process
 - g. Public Statements

- h. Director's Board Attendance at Interim Events

- IV. Personnel
 - a. CEO
 - i. Responsibilities
 - b. General
 - c. Check Signing

- V. Facility
 - a. Policy
 - b. Contracts
 - c. Discounted Rental Rates
 - d. Alcoholic Beverage Policy
 - i. Policy
 - ii. Admission
 - iii. Sale of Alcoholic Beverages
 - iv. Enforcement
 - v. Insurance
 - e. Food Concessions
 - f. Safety Policy
 - g. Missing or Lost People
 - h. Motor Vehicles
 - i. Reimbursement/Expense Policy
 - j. Board and Staff Expenses
 - k. Smoking and Vaping Policy
 - l. Drone Policy

- VI. First Amendment Rights Policy
 - a. Policy
 - b. Conditions of Use of Free Speech Designated Areas
 - c. Violations

- VII. State Employee Rights Policies
 - a. Equal Employment Opportunity (EEO) Non-Discrimination Policy
 - b. Heat-Illness Prevention Policy
 - c. Pregnancy Discrimination Policy
 - d. Violence in the Workplace Policy
 - e. Reasonable Accommodation Policy
 - f. Sexual Harassment Prevention Policy

- VIII. Gift Acceptance Policy
 - a. Policy
 - i. Values
 - ii. Compatibility
 - iii. Public Relationships
 - iv. Primary Benefit
 - v. Consistency
 - vi. Form of Gift

- vii. Effect on Future Giving
 - viii. Prohibition
 - b. Definitions
 - c. Legal Counsel
 - d. Approval
 - e. Types
 - f. Additional Provisions
 - g. Tax Status and 501c3 Giving

- IX. Naming of Facilities
 - a. Policy
 - b. Gifts
 - i. No Gift Involved
 - ii. Gift Involved
 - c. Duration
 - d. Morality Clause
 - e. Procedure

- X. Data Retention Policy
 - a. Policy

19th District Agriculture Association

I. Introduction

This policy Manual is the result of the Board of Directors' efforts to establish a consistent means of serving the needs of the people of the 19th District Agricultural Association.

It reflects the goals of the Association, brings consistency to its operation, provides fair treatment for all concerned, increases staff efficiency and relieves the Board and Management of the burden of making receptive decisions.

The guidelines offered here are the base upon which management and staff conducts the business of the Association. The Board of Directors, as a policy-setting board, has the ultimate responsibility for this manual's content. Its collective decisions will be the impetus for any changes.

Such changes in the Policy Manual shall be made only as an attempt to further improve the fair's service to the community and will be kept sufficiently broad and practical so as to not place undue limits or burdens on Management.

Only authority of a 2/3 majority vote of the full board shall perform any changes in the policies established in the Policy Manual. Neither Management nor directors will take any actions contrary to established policy without such authority.

In some cases procedure and goals are included to help insure consistent interpretation of policy. This manual should serve as a constant tool of Management, a reminder to present Directors of policies currently in effect, and an introduction to the operation of the Association for new Directors. *The policy Manuals will be reviewed and ratified at least once every three years.*

DEFINITIONS

NAME: The name of this Association is the name established by law, to wit: 19th District Agricultural Association, an agency of the State of California. Commonly known as Earl Warren Showgrounds

OFFICE: The office for the transaction of the business of the Association is hereby fixed and located at 3400 Calle Real in the city of Santa Barbara, County of Santa Barbara, State of California. The Board of Directors may change the location of said office within the District.

Association: _____ 19th District Agricultural Association

<u>Board:</u>	The policy making body for the Association, consisting of nine (9) Directors.
<u>Branch:</u>	The Fairs and Expositions Branch, a Branch within the Division of Marketing, of the California Department of Food and Agriculture.
<u>CEO:</u>	The Chief Executive Officer.
<u>Directors:</u>	Individual members of the Board appointed by the Governor to fill four (4) year or unexpired terms.
<u>District:</u>	The area bounded by the 19 th District Agricultural Association Boundaries.
<u>Policy:</u>	A statement of a course of action to be consistently followed under stated conditions without reference to higher authority.
<u>Procedure:</u>	A system of Association and/or action, developed to achieve the Policy goals of the Association.
<u>Staff:</u>	Employees (both civil service and non-civil service), of the Earl Warren Showgrounds will be hired by the Chief Executive Officer.

II. BOARD MEETINGS

General Policy

The Boards policy is that, its board meetings will be conducted:

1. In accordance with Bagley-Keene Open Meeting laws,
2. With fairness for all concerned,
3. With sufficient attention to detail as to be responsible,
4. With the best interest of the Association always consisted of foremost importance,
5. With attention paid to the discussion and determination of matters of policy and financial oversight only, leaving the day-to-day operations of the Association in the hands of the Chief Executive Officer (CEO).

AGENDA, INFORMATION AND PERSONAL APPEARANCES

Agenda for Regular and Special Board Meetings - The agenda must include a description of each item of business to be transacted or discussed: the description of agenda items must be written in such a way that members of the public will be able to understand the nature of each item. The board may not vote on items, which do not appear on the agenda.

PROCEDURES

Quorum - The presence of five (5) directors constitutes a quorum. Action may result when a simple majority of a quorum votes “yes” on a motion. The exception is the $\frac{2}{3}$ vote of the full Board required to change policy.

Absences - Food and Agricultural Code Section 2967 authorizes Boards to grant excused absences for directors who miss meetings. It is the director’s responsibility to notify management of the reason for any absence. Action on absences (to excuse or not excuse) should be taken monthly and shall be reflected in the minutes. If a director misses three (3) consecutive meetings, such director is presumed to have resigned, unless the Board excuses the absence.

CONDUCT OF MEETINGS

All meetings (with the exception of Board policies or any State required procedures) will be conducted in accordance with Bagley-Keene Open Meeting Laws and Robert’s Rules of Order, except when amended by the policy.

REGULAR BOARD MEETINGS

All regular meetings of the Board shall be held at 11:00 am on the fourth Thursday of the month. Every other month, starting in February, the Board shall meet at 11:00 am on the second Thursday of the month. All meetings will not have less than (10) days’ notice, can be cancelled at the discretion of the Board President or rescheduled with majority Board consent. In November and December of each year there will be no meeting on the fourth Thursday of the Month, all board Business will be conducted on the second Thursday’s of those months.

All regular meeting shall be held in any of the Association’s facilities on the fairgrounds. The agenda must be posted 10 day prior to the meeting and be available online ([Gov. Code 11125\(a\)](#)). The CEO prepares and notices the agenda with the board president’s approval.

Source

(https://www.cdfa.ca.gov/FairsAndExpositions/Documents/Meeting_Notices/Bagley_Keene_Open_Meeting_Act_Powerpoint_Notice_and_Agenda_252021.pdf)

The board of directors can meet more than once in a month, and a board meeting may be called when an item arises that a majority of the board desires to discuss prior to the next regularly scheduled meeting. **This is not** considered a Special board meeting; even in the case of there being have only one topic on the agenda. A board meeting may be called by the President, or in case of his/her absence, the Vice President. A notice shall be given in writing at least ten (10) days in advance of meeting, stating the time, date, location, and agenda item(s).

To safeguard against violation of various laws, whenever a meeting is desired to deal with personnel matters concerning hiring or dismissal of the Chief Executive Officer, the Board will first consult with the Fairs and Expositions Branch.

Closed Sessions

A closed session may be called as a part of the agenda of any regular or special meeting to discuss the following topics:

Personnel - Government code Section 11126(a) governs matters concerning the appointment, employment, performance evaluation, disciplinary action/dismissal, or hear charges or complaints against the CEO. The board must contact the Fairs and Expositions Branch for instructions prior to calling a closed personnel session regarding the Chief Executive Officer. At the CEO's request, a closed session may be called to discuss matters concerning other employees of the Association. (Discussion of personnel under contract may not be conducted in a closed session). Matters concerning the routine staff issues under the CEO's duties and issues between board members may not be discussed in closed session.

Source

(https://www.cdfa.ca.gov/FairsAndExpositions/Documents/Meeting_Notices/Bagley_Keene_Open_Meeting_Act_Powerpoint_Notice_and_Agenda_252021.pdf)

Threat of Criminal or Terrorist Activity – Government Code Section 11126 (e) – Matters affecting national security.

Source

(https://www.cdfa.ca.gov/FairsAndExpositions/Documents/November2020_CDFALegalBagley_KeeneTrainingPresentation.pdf)

Real Property - Government Code Section 11126(I) governs and requires meeting with the negotiator prior to purchase, sale, exchange or lease of real property or to instruct the negotiator.

Such a closed session must be preceded by an open session in which the Association identifies the real property in question and the persons with whom the negotiator will negotiate.

The Negotiator may not be a member of the Board of Directors.

Pending Litigation - Government Code Section 11126(q)

To hold a closed session to confer with or receive advice from the Association's legal counsel regarding pending litigation when open discussion would prejudice the position of the Association.

If the Association's legal counsel is not present, the closed session may not be held

Such closed sessions are limited to receiving legal advice and litigation decisions only; a closed session cannot be used to reach non-litigation-oriented policy decisions.

Real Estate - Government Code Section 6254 (h) governs meetings to discuss real estate appraisals, engineering or feasibility estimates relative to acquisition of property. More specifically, for the purposes of negotiating price and terms of payment only.

Source

https://www.cdfa.ca.gov/FairsAndExpositions/Documents/November2020_CDFALegalBagley_KeeneTrainingPresentation.pdf

EMERGENCY BOARD MEETINGS

Emergency meetings of the Board may be called by the President, or if he/she is absent or unable, or refuse to act, by five Directors if there is less than two-thirds of the members present, and notice of the time and place of the meetings given to the media which have requested notice at least one hour prior to a meeting and to all board meetings. Notice shall also be made available on the Internet as soon as is practicable after the decision to consider additional items at a meeting has been made.

Emergency meetings may only be called in response to and according to Gov. Code 11125.4 (b):

- A. Work stoppage or other activity which severely impairs the public health, safety of both.
- B. Crippling disaster that severely impairs the public health safety or both.
- C. Administration disciplinary matters concerning consideration of proposed decision, stipulations and pending litigation, which require immediate attention.

****A Closed Session May Not Be Called During An Emergency Meeting.**

SPECIAL BOARD MEETINGS

Special Meetings require a minimum of a 48-hour notice, and can only be called for specific purposes with a finding of substantial hardship by 2/3 vote of the board. The special meeting requires that notice be provided at least 48 hours before the meeting to the members of the body and all national wire services, along with posting on the Internet.

Source

https://www.cdfa.ca.gov/FairsAndExpositions/Documents/Meeting_Notices/Bagley_Keene_Open_Meeting_Act_Powerpoint_Notice_and_Agenda_252021.pdf

The purposes for which a body can call a special meeting are quite limited.

Examples include

- A. pending litigation,
- B. legislation
- C. licensing matters
- D. certain personnel actions

At the commencement of the special meeting, the body is required to make a finding that the 10-day notice requirement would impose a substantial hardship on the body or that immediate action is required to protect the public interest and must provide a factual basis for the finding. The finding must be adopted by two-thirds vote and must contain articulable facts that support it. If all of these requirements are not followed, then the body can not convene the special meeting and the meeting must be adjourned.

Source (https://oag.ca.gov/sites/all/files/agweb/pdfs/publications/bagleykeene2004_ada.pdf)

III. BOARD OF DIRECTORS

DIRECTOR'S RESPONSIBILITIES

1. To attend board meetings faithfully (State law provides that any DAA Director who misses three (3) consecutive meetings of the Board without the permission of the Board is deemed to have resigned as a Director).
2. To stay well-informed on-Board matters, trends in the fair industry and pending legislation, which would affect the Association's fair, and/or the fair industry.
3. To express opinions at board meetings concerning policy matters discussed by the Board.
4. To refrain from making decisions that impact Management's areas of responsibility.
5. To put the interests of the Association above special and personal interest or gain.
6. To act in accordance with the Policy Manual.
7. To abide by the majority decision of the Board.
8. To assist Management with raising money for the Association.
9. To act as an Ambassador for the Association, and project a positive image for the Association.
10. To approve an annual budget that is workable for the Association; to review and understand all information contained in the Association's budget and financial statements and work within the framework and limits of the approved budget.
11. To approve annually a long-term plan and financial goals.
12. Monitors performance of the CEO in accomplishing the short-term goals set.
13. To approve fee schedules.
14. To approve line items for salaries in the annual budget.
15. To make decisions and assume financial responsibility for decisions on buildings, renovations, leasing, and expansion.
16. To approve the CEO's recommendations on major repairs.
17. To establish a policy which specifies the annual amounts the CEO may spend without prior board approval for minor repairs, purchases, writing and cashing checks, deposits, and contracts.
18. To establish purchasing policies an annual budget for supply purchases.
19. To complete State required training as designated by CDFA Policy.
20. Annually files a Form 700.
21. To gain and maintain familiarity with the Association's policies, budget, services, strengths and needs.
22. To conduct the Association's business as good stewards, with integrity and in keeping with the highest ethical standards.

23. To serve on Board committees and task forces, both as dependable members and leaders.
24. To avoid conflicts of interest - and even the perception of conflicts of interest - with respect to board decisions involving the Association's finances.
25. To treat equitably all parties that does business with the Association.
26. To actively support the Association through contributions of time and professionalism.
27. To assure the Association's strict adherence to all applicable laws, regulations, policies, and procedures.
28. To make the best possible use of the Association's capital.
29. To recuse oneself from any DAA board discussion or vote in accordance with the FPPC conflict of interest code. (<https://www.fppc.ca.gov/learn/public-officials-and-employees-rules-/conflict-of-interest.html>)

SEE ATTACHED ROLES AND RESPONSILIBILITIES

OFFICERS OF THE BOARD

The Board's representative to Western Fairs Association shall be a director. The President shall be the voting representative of the Board at WFA elections and business meetings. Any vote at WFA annual convention shall be in accordance with the wishes of the Board.

Officers of the Board

PRESIDENT (Any member of the Board)

Function—To conduct all meetings of the Association and to be responsible for appointment of all committees for ratification by the Board. Position determined by board election.

VICE PRESIDENT (Any member of the Board)

Function To act on the President's behalf in his/her absence.

The Vice-President shall automatically become President should the office become vacant before the conclusion of the regular term. Position determined by board election.

SECRETARY (Any member of the Board, or a designated third party)

Responsible for supervising the gathering of the minutes and submitting them for Board approval. Responsible for tracking and updating the board president with any board member administrative requirements (ie. Form 700, trainings) Position determined by board election and/or vacancies able to be filled by the Board President.

TREASURER (Any member of the Board)

Responsible for reporting on all necessary financial information to the board, and working with the CEO to understand, approve and report on all 19th DAA high level financial matters. Position determined by board election and/or vacancies able to be filled by the Board President.

ELECTIONS

The nomination of board officers (President, Vice President, Treasurer and Secretary) for the ensuing year will be held at the regular board meeting in October. The vote of elected board officer nominees will be held at the regular board meeting in November with new officers assuming posts at the regular board meeting in January. If a board officer resigns from their position at any time the board may conduct a nomination process at the next regular board meeting. The Vice President will serve as President in the absence of an elected President.

Nominations

- 1) Board Chair will open the floor for nominations
- 2) Nominations will first be accepted for the position of Board President followed by the position of Vice President.
- 3) Nominations do not have to be seconded, but it is not out of order for members to second a nomination to signal their support.
- 4) A person can nominate them self
- 5) A nominee must be present and verbally accept the nomination
- 6) A person can be nominated for more than one position but may only be elected into one board officer seat.
- 7) A presiding officer can continue presiding, if nominated and elected
- 8) A member can decline the nomination during the nominating process
- 9) After each nomination, the board chair will repeat the name and acknowledge the nomination
- 10) When the nominations stop, the board chair will declare nominations closed making sure that no more nominations are forthcoming.
- 11) If there is only one nominee for a board officer position, the board may elect to vote at the October meeting with the post resuming at the regular board meeting in January.

Election Process

- 1) An election by voice vote will be conducted to determine board officers
- 2) Members may only cast one vote per elected position
- 3) The vote is taken on each nominee in the order in which they were nominated.
- 4) The President officer position will be voted on first, followed by the Vice President
- 5) Elections are decided by majority vote (not board majority)
- 6) In the event of a tie, you repeat the vote until one candidate receives a majority
- 7) A board quorum needs to be present throughout the election process.
- 8) A board member must be present to accept the elected appointment
- 9) If an elected candidate declines the office after they have been elected and after the meeting has adjourned, another election needs to take place.

COMMITTEES

POLICY

Any committee established by the President, shall only consist of DAA board members. Other non-committee board members may attend any noticed committee meeting but may

not participate in any way. They will attend as observers only. Committees shall report activity or recommendations to the entire DAA board each month.

Source

https://www.cdfa.ca.gov/FairsAndExpositions/Documents/November2020_CDFALegalBagley_KeeneTrainingPresentation.pdf

Standing Committees

The President of the Board shall appoint any required “Standing Committees” no later than the first regular Board meeting after taking office. (Existing committees shall remain in effect until the appointments are made). **These committees shall be assigned policy considerations deemed too cumbersome for full board consideration and requiring expertise or knowledge possessed by the members of the committee.**

Committees shall consist of two or three directors, as needs dictate with one designated by the President to chair the meeting. If requested by the Board, the Chief Executive Officer shall attend applicable committee meetings.

Committees shall meet (usually) each month, prior to the regular board meeting so as to be able to provide a report at the regular board meeting.

Committees shall act only to bring recommendations before the full board unless given specific authority to act on behalf of the board. Committee meetings shall be called by the Committee Chair or the Chief Executive Officer, at the direction of the President (or in case of his/her absence, the Vice President), and shall be in accordance with existing policy. Brief minutes of all committee meetings shall be kept.

If there are three (3) or more DAA board members, the committee meeting must be in full compliance with the Bagley-Keene Act (Act). When the Standing Committee is comprised of two (2) DAA board members acting with the authority delegated by the board, the committee meeting must be in full compliance with the Act.

Source

https://www.cdfa.ca.gov/FairsAndExpositions/Documents/Meeting_Notices/Bagley_Keene_Open_Meeting_Act_Powerpoint_Notice_and_Agenda_252021.pdf

The DAAs standing committees include:

- Executive Committee
- Community Engagement Committee

Executive Committee

Membership includes the President, Vice-President, and when possible, the most immediate past President. When there is no past President on the Board, the President shall appoint an experienced director to fill the position.

The Function of the Executive Committee is to meet at the request of the Chief Executive Officer to handle timely emergent situations, serious personnel issues, potential litigation, or to preview important agenda items. Also, the Executive Committee shall handle emergency situations (as identified by the Chief Executive Officer) when the full board cannot be gathered.

An Executive Session may be called by the President, or in his/her absence, the Vice President, or at the request of the Chief Executive Officer or any Director.

Immediately following the close of an Executive Session, and announcement detailing the action taken, (but not the discussion leading up to the action) will be made by the President.

Minutes of all Executive Sessions (this may include a tape of the entire meeting) will be kept by the Chief Executive Officer or a director selected by the Board. These records are not public documents, but must be made available to the directors, the Division, and/or the courts, if necessary.

Other less common topics, which may be discussed in Executive Session, are covered in the California Fair Director's Handbook.

Community Engagement Committee

(Made up of the President and one other board member that rotates per meeting)

- a. Serve as venue for community feedback and discussion regarding the various subjects.
- b. Solicit public feedback for showground activities & facility improvements.
- c. This committee will also provide a venue for rotating board member participation in order to improve Board understanding of key issues.
- d. Meetings will be noticed and conducted like all committee meetings with agendas and time limits for items, except because there are only two board members questions can be answered and discussions can ensue.
- f. Respectful behavior and professional decorum must be adhered to for any participation in the meetings.

The President of the Board will appoint membership of this committee as needed.

Ad-Hoc Committees

The President of the Board will appoint membership of this committee as needed.

All committee meetings **(with more than two (2) DAA board members)** are to be noticed and open to the public.

The Ad Hoc committee may consist of two board members and DAA staff. The Act does not apply. This is a committee established for information gathering only.

Advisory Committees

There is a special exemption for DAAs – Food & Ag. Code § 3964.5. This committee will consist of DAA board members only, and will be formed by a formal resolution or action of the entire board. It may consist of less than a quorum (4) of board members. The meetings must be

open to the public. If this committee holds regular meetings, the notice of meeting must be posted online.

Source

(https://www.cdfa.ca.gov/FairsAndExpositions/Documents/November2020_CDFALegalBagley_KeeneTrainingPresentation.pdf)

CODE OF ETHICS

POLICY:

It is essential that the public have confidence in the integrity, independence, and impartiality of those who act on behalf of the Earl Warren Showgrounds Board. The Code of Ethics was developed to provide members of the Fair Board with some board ethical statements with which to guide their decisions and to identify relevant considerations when ethical uncertainties arise.

Obligation to Community:

The Earl Warren Showgrounds Board Directors (EWSBD) recognizes the impact of his or her work on the Board. Therefore, the EWSBD will:

1. Do the best work possible.
2. Be objective, use due care and make full use of education and skills.
3. Practice integrity and not be unduly swayed by the demands of others.
4. Engage and communicate effectively with the diverse communities in the surrounding Santa Barbara Area.
5. Be inclusive and accessible to all residents.
6. Treat all individuals equally, without regard to race, gender, political party affiliations or other personal characteristic.
7. The EWSBD recognizes the value of being part of a community of other professionals.

Obligation to Colleagues and Earl Warren Showgrounds Staff:

Together, we support each other. There, the EWSBD will:

1. Work respectfully and capably with others.
2. Cite the work of others whenever possible and appropriate.
3. Accept and provide fair critical comments on professional work.
4. Recognize the limitations of one's own knowledge/skills and use the skills of others as needed.
5. Be open minded to new ideas.
6. Deal honestly and fairly with other Directors, employees, contractors and vendors.
7. Be truthful when dissemination and disclosing information to fellow Directors staff and general public.
8. Fulfill time commitment of Fair Board appointment.
9. Publicly respect all final decisions of Fair Board

BOARD RULES OF DECORUM AND COMMUNICATION

Authority of Directors

The 19th District Board of Directors is the unit of authority. Apart from their normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act or expenditure.

Members of the 19th District Board of Directors shall exercise their independent judgment on behalf of the interest of the entire District including the public as a whole.

Directors do not represent any fractional segment of the community, but, are, rather, a part of the body which represents and acts for the community as a whole.

The primary responsibility of the 19th District Board of Directors is the formulation and evaluation of policy; financial oversight; makes decisions and assumes financial responsibility for buildings, renovations, leasing, and expansion; and the performance of the CEO. Routine matters concerning the operational aspects of the District are to be delegated to staff members of the District.

See ROLES RESPOSIBILITIES ATTACHED AT END

DIRECTOR GUIDELINES

Directors shall prepare themselves to discuss agenda items at Board meetings. Information may be requested from the CEO or the Board Chair to prepare for meetings.

Directors shall at all times conduct themselves with courtesy and respect to each other, to staff and to members of the audience present at board meetings.

Once the Board takes action, Directors shall commit to supporting said action and not to create barriers to the implementation of said action.

Should Directors wish to make a request to the CEO, they will make it through the Board President. Directors shall not request information directly from Showgrounds staff and staff shall communicate to Directors only through the CEO.

In handling complaints from community members and nearby residents, said complaints should be referred directly to the CEO.

When responding to constituent request and concerns, Directors should respond to individuals in a positive manner and route their questions to the CEO.

When approached by Showgrounds staff concerning specific District policy, Directors should direct inquires to the CEO. The chain of command shall be followed.

In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition, finances, rental contracts and programming, said concerns shall be referred directly to the CEO.

The CEO and Board shall follow policy to facilitate open discussions between Board Directors and the CEO regarding current issues, Directors concerns and Showgrounds projects.

Except during an open and public meeting, a majority of the Board shall not use a series of communications of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item of business that is the subject matter of the Earl Warren Showgrounds.

The above section shall not be construed as preventing the CEO from engaging in separate conversations or communications with Directors in order to answer questions or provide information regarding a matter that is within the subject matter of the showgrounds so long as the CEO does not communicate to other Directors the comments or positions of any other Directors.

Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and issues without engaging in personal attacks against those that favor different solutions.

Directors shall refrain from lengthy repetitive commentaries during Board meetings that may silence or prevent other Directors from contributing to the conversation.

Directors shall support the CEO in the effective and appropriate performance of their duties and assure that they have the needed responsibility, authority and, within fiscal limitations, resources to perform effectively.

When speaking to community groups, the media, or other members of the public, or when communicating to the public in other ways such as in internet blogs or comments, individual Board members should recognize that their statements may be perceived as reflecting the

views and positions of the Board as a whole. Therefore, Directors have a responsibility to identify personal viewpoints as such and not as the viewpoint of the Board and to support the decisions of the Board as a whole.

Ethics Review Panel:

Composition:

The Ethics Review panel will consist of current Executive Board of EWSBD. If a Board member is under review, they will be allowed to appoint a current Board member (not part of Executive Board) to be part of review panel.

The Ethics Review Panel has to authority to establish, amend and rescind rules and procedures.

They will meet as often as necessary to fulfill its responsibilities.

All individuals under review will have the right to see all pertinent information as it relates to the issue. They will also have the right to meet with all members of the Ethics Review Panel.

Review Panel Internal Administrative Measures:

The following are available to the Ethics Review Panel for corrective measure –

- Removal as Chair from committees
- Removal from committees
- Public censure

PUBLIC STATEMENTS

A unified voice is very beneficial when controversial situations call for public statements from the Board. The designated spokesperson for the Association shall be the Chief Executive Officer, unless her/she is unavailable or the Board appoints another person. Directors should refer questions concerning controversial board matters to the spokesperson. If the Chief Executive Officer is unavailable, the Board President is the backup spokesperson.

In matters of extreme importance, the Chief Executive Officer may choose to consult with the Executive Committee prior to issuing a statement.

A violation of board communications policy should be treated as a serious breach of commitment. The Board President should act immediately to deter future information “leaks” or comments issued in the press by individual board members who seek to contradict board approved actions or statements.

Disagreements among board members will occur and the open discussion of issues is vital in any progressive Association. This policy is not meant in any way to limit the freedom of speech of individual board members. There may be occasions when it is impossible or impractical to refer questions to the Board spokesperson. There are also times when a director may be the only person holding a minority position on a given issue.

In making public statements regarding sensitive issues, directors should stress that their opinion is not necessarily that of the majority and attempt to present a positive image of the Association.

DIRECTOR'S RESIGNATION

The Effective Date Of A Director's Resignation

If a director resigns, the resignation becomes effective when the Governor's Office is notified.

The director must submit a written resignation letter or email to the Governor's Appointment Office and provide a copy to the CEO, the Fairs and Expositions Branch Chief, and the Appointment's Secretary. In addition, a Form 700 must be completed and emailed to the FPPC along with a copy provided to the Fairs and Expositions Branch Training Coordinator.

Source

https://www.cdfa.ca.gov/FairsAndExpositions/Documents/board_member_resignation_checklist.pdf

BOARD ATTENDANCE AT INTERIM EVENTS

The 19th District reserves the right to request a reasonable number of courtesy credentials from promoters of interim events to enable the District's Board of Directors and Management to view and audit the event. A Director who desires to view and audit an event should request Event Admission Passes at least 48 hours in advance from the CEO. These passes are intended to allow Directors the opportunity to examine the operation of the facility during use periods. Passes are intended for admission only, and all renters will be so informed.

IV. PERSONNEL

CHIEF EXECUTIVE OFFICER

Board Policy regarding the Chief Executive Officer:

The Chief Executive Officer is hired by the majority vote of the full board. As it is an exempt position. This position requires both CalHR and the Governor's Office of approval prior to hiring and annual salary increases in accordance with CDFA Policy and [CalHR Exempt Pay Scale](#), as determined by the 19th DAAs class size.

Source (<https://www.calhr.ca.gov/Pages/exempt-position-request-process.aspx>)

The Chief Executive Officer serves at the pleasure of the board. The Chief Executive Officer is charged with the responsibility of operating the Association, and overseeing the staff. The board shall set policy that offers guidelines for that operation, leaving the actual day-to-day decisions for the CEO.

1. Any board concerns that may arise regarding the performance of the Chief Executive Officer shall be directed by the President to the Chief Executive Officer in a timely manner, so that those concerns may be a part of an ongoing program of management evaluation and improvement.
2. The Chief Executive Officer and the board shall formulate a Long-Range Plan which will consist of a set of proposed management goals for the coming year.
3. Upon approval, these goals shall be combined with any guidelines produced by the Division to form the criteria by which the CEO's performance for the coming year will be evaluated.

Each year the board shall review the Chief Executive Officer's performance during the previous year, based upon the established criteria, to determine salary. All salary adjustments must fall within the system developed by, and receive the approval of, the Branch. CEO's salary adjustments become effective July 1. *This salary adjustment will be built into the mid-year budget.

RESPONSIBILITIES

CEO'S RESPONSIBILITIES

1. To represent the Association at meetings and functions as requested by the board.
2. To stay well informed of all Association matters.
3. To express his/her opinion at board meetings on all matters impacting the Association.
4. To present the board with sufficient information for its use in making policy decisions
5. To place the good of the Association before that of personal or professional gain.
6. To act in accordance with the Policy Manual.
7. To abide by the majority decision of the Board.
8. To devise methods and procedures for raising money for the Association.
9. To act as an Ambassador for the Association, and project a positive image of the Association.
10. To work within the framework of the budget approved by the Board, being mindful at all times of approved levels of expenditure and diligent in reminding the board of the impact their decisions may have on the financial soundness of the Association.
11. To notify the President of the Board when the Association hosts any dignitaries.
12. To act as the public face in the media and in all forums for the Association.

GENERAL

Board policy regarding personnel (other than Chief Executive Officer).

1. All hiring shall adhere to the following affirmative action statement: "Preference in hiring shall be given to the candidate most qualified and best suited for the position without considering race, creed, color, sex, or sexual preference."
2. The Chief Executive Officer, or a responsible management or staff member given the authority to hire by the Chief Executive Officer shall hire all personnel.
3. The Chief Executive Officer bears ultimate responsibility for all employees. This includes employee development and keeping thorough employee records.
4. Directors' concerns regarding personnel shall be directed to the Chief Executive Officer in a timely manner, so that those concerns may be addressed as part of an ongoing program of employee evaluation and improvement. Directors shall not become directly involved in the supervision or evaluation of any employee.
5. All personnel files are confidential. Access to information contained in such files may be granted only to the employee concerned and the Chief Executive Officer. A clerical employee designated by the Chief Executive Officer may perform the necessary preparation of personnel file information. Discussion of personnel file information by the Chief Executive Officer or the designated employee is prohibited.
6. Management will not knowingly hire anyone working in this Country illegally.
7. All permanent employees should be evaluated annually

CHECK SIGNING & CONTRACTING AUTHORITY

All disbursements up to \$15,000 require only one signature signed either by the CEO or President of the Board. It is the intent of this policy that the CEO be the signature whenever possible. Yearly delegation of the Board of Directors and/or officers to be included at the annual Board of Directors meeting.

The following specified dollar thresholds for purchases and contracts that the CEO may make without prior board approval:

- **Revenue Generating Contracts** (includes Standard Rental Agreements) The limit without board approval is \$25,000
- **Standard Agreement Contract** (includes personal contracts, judging agreements) The limit without board approval is \$15,000
- **Personal Service Agreements (PSA)** (includes agreements for show management and Fair PR Services) The limit without board approval is \$15,000.

Standard Purchasing contract (Expenditure up to the limit currently established by the Department of General Services, found in the State Contracting Manual)

V. FACILITIES

POLICY

All compatible uses of the facilities and equipment of the Association shall be encouraged by the Chief Executive Officer and Directors.

Every effort will be made by the CEO and the Board to ensure that rental rates remain Fair, and based on fair market value, but also that all use of the fairgrounds shall be of benefit to the Association and or the community.

Association equipment shall not be made available for use outside the fairgrounds, unless approved by the CEO.

Management may choose not to rent the facilities for any activities that it determines may adversely impact the local neighborhood.

No event will be permitted without adequate security. Security levels will be determined by management based upon the nature of the event and anticipated attendance.

The District recognizes the value of long-term renters with traditional established events. In an effort to protect the interests of such renters and the Association, staff is directed not to rent the Showgrounds for an event of a competing nature within thirty (30) days of the traditional dates of a renter with an established event, so long as that renter remains in good standing. It is left to the management to decide which events are traditional events.

All use of the facilities and/or its equipment, shall be covered by a rental agreement, duly entered into by staff and approved by the Board.

If deemed necessary, a refundable security/damage deposit (amount to be determined by Management) shall be required. All procedures and regulations covering interim events is attached and becomes a part of this policy.

Separate rules and regulations will be observed for the R.V. Park.

Association will, if able based on the limitations of the facilities, make absolute best and intentional efforts to follow and comply with the California State Law's and Federal Laws as the relate to the Americans with Disabilities act.

CONTRACTS

The Board may authorize, through annual resolutions, The Chief Executive Officer to enter into any contract or execute any instrument in the name of and upon behalf of the Association, and such authority may be general or confined to specific instances. Unless so

authorized by the Board, no Director, office, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

All Hazardous contracts will be submitted to CFSA (California Fairs Services Authority) prior to execution for review. Monthly, the contract logs will be submitted to CFSA for review and reconciliation.

DISCOUNTED RENTAL RATES

It is the goal of the 19thDAA to provide discounted rental rates to non-profits, schools, local and local agencies within the community as often as possible, and to grow this discount as much as is able based on the success of business at the 19thDAA.

Current discounted rates offered by the 19th DAA are a 10% discount for 501c3 non profits.

Law enforcement and local emergency services are at the discretion of CEO and Deputy manager..

Discounted renters are still required to follow all policies. The information detailing facility rental is on file in the Association office and in the rental policies attached to the contract.

ALCOHOLIC BEVERAGE POLICY

Policy

It is the goal of District management to educate and provide entertainment while ensuring that patrons attending events on the showgrounds have a safe and enjoyable visit in a family atmosphere. The responsible management of alcohol on our showgrounds is a key component of achieving this goal. It is the responsibility of every fair employee to participate in this effort as a team. These policies are designated to assist the Board, Management and staff of the District preventing and reducing problems associated with alcohol use, and to create a safe family environment for District patrons.

Admissions

Patrons will not be allowed to bring alcoholic beverages onto the Showgrounds. Persons intoxicated on the showgrounds may be ejected from the grounds and may be subject to arrest. Patrons will not receive a refund if ejected.

Sale of Alcoholic Beverages

All servers will be professionally trained in alcohol awareness and will be required to read the Districts policies and procedures.

Beginning July 1, 2022, any alcohol server and their manager must have a valid RBS certification from an ABC accredited RBS training provider and pass an online ABC administered RBS exam within 60 calendar days from the first date of employment.

Source (<https://www.abc.ca.gov/education/rbs/>)

Fair management reserves the right to stop or restrict alcohol sales at anytime.

All patrons must show bona fide, legally acceptable identification (I.D.)

Example of legally acceptable I.D.'s are: a driver's license, state issued I.D. card, U.S. passport (or foreign passport with photo) a U. S. Government immigrant I.D. card.

Example of unacceptable I.D.'s are: temporary driver's licenses, non-photo driver licenses, birth certificates and school or work I.D. cards.

Patrons must be at least 21 years old to be served alcohol.

Administration may establish rules or requirements for particular events directed principally for youth to ensure that underage drinking does not occur.

Servers may not consume alcohol while on duty.

Patrons who are either impaired or obviously intoxicated will not be served.

Servers must be at least 21 years of age to sell or serve alcohol.

Enforcement

No underage drinking will be allowed under any circumstances. Minors in violation of underage drinking laws and patrons observed passing alcohol to an underage patron will be reported to local law enforcement.

All employees and servers are to notify either their supervisor or security when they observe a person who is impaired or obviously intoxicated.

District management will coordinate and communicate with local law enforcement to ensure that policies and procedures will be carried out.

Documentation by security, alcohol servers, medical personnel, ect. will be completed and submitted to District Management for any actual incidents.

Persons in possession of unlawful items (e.g., weapons, drugs, false I.D.'s) will be turned over to Sheriff Deputy's for enforcement of the offense and ejection from the Showgrounds. A field interview/report will be completed.

The following will apply:

Concessionaires and event sponsors who sell alcoholic beverages are required to obtain liquor liability insurance, if possible, from their own insurance agent or broker, or through the California Fair Services Authority.

Insurance

Liability insurance, including personal liability and property damage, shall be required for all events held on the fairgrounds. Exhibit B, Appendix, outlines all requirements.

The only exceptions to the insurance requirements are camping groups, recreational vehicles and motorized campers where evidence of comprehensive personal liability or auto coverage is evidenced.

FOOD CONCESSIONS

All Food Concessionaires require Association approval.

Representatives of the Santa Barbara County Health Department may do the inspection of food concessions for sanitation and public health standard.

SAFETY POLICY

Above all else, safety for all who utilize the fairgrounds is our foremost responsibility.

Management, as a part of its duties, will perform a constant vigil against any and all actions, on the part of its officers, employees, contractors and exhibitors, that might in any way create a hazardous situation on the fairgrounds.

In addition, Management will make every effort, through proper rules and enforcement, to create a safe environment at all times, and to make the correction of any unsafe practices or conditions the first priority. Board members will be mindful of public safety when setting policy, and will report to the Chief Executive Officer any potentially hazardous situation they may observe.

The Chief Executive Officer will periodically assure that all Association employees know what to do and who to call when an emergency situation occurs on Association grounds or in Association facilities. This requires knowledge of the 60 Second Emergency Plan and what is included in the Emergency Procedure Manual. This also involves revising the procedure and manual as changes occur.

A major fire/disaster plan will be created by management. A frequent review of such a plan will be the duty of management.

MISSING OR LOST PEOPLE

The Earl Warren Showgrounds' approach to missing or lost people comes in two ways.

Example:

Displaced people; these are people who are not lost, however other people cannot find them. In a case where an older child 10 and above or an adult are missing and it is just a case of looking for them, security will be notified.

Lost children; 10 and under, Security should be notified immediately and security personnel at all gates will be notified with a description of the child to insure the child stays on the grounds. Whenever possible with permission a photo should be asked for. After this notification all other departments will be notified including the Carnival.

Fair Security will coordinate the search for the child and maintain contact with the parent or guardian at the security office.

Found children; if a small child is found and appears to be lost, that child should be taken to the security office and all departments be notified that we have a child and if a parent or guardian is looking for a child that we will send them to the security office.

PAGING FOR LOST PEOPLE OR CHILDREN IS AT THE DISCRETION OF THE CHIEF EXECUTIVE OFFICER. In some cases the fair would not want to announce over a P.A. system that we are looking for a lost little girl, five years old wearing blue shorts and a white T-shirt, because not all people have good intentions for children.

MOTOR VEHICLES

1. It is the policy of the 19th DAA that safety shall be the first and foremost priority in the operation of state owned vehicles.
2. All employees, full time, part time or volunteers using state owned vehicles must have a valid California driver's license.
3. State owned vehicles are to be used for state business only.
4. Only full-time employees are allowed to drive state owned vehicles off of fairgrounds property.
5. All driver's of state owned vehicles must be instructed in safety operations and procedures for that vehicle. (The use of safety belts is mandatory on all vehicles on or off grounds).
6. If an employee is in an accident, after notification of emergency services, the employee's supervisor is to be immediately notified.

7. Pedestrian's have the right of way.
8. The CEO may grant permission for employees to drive state owned vehicles between their homes and places of work in cases where such driving is required because the vehicle must be available to the employee outside working hours to enable him to respond to urgency and emergency calls.
9. Any employee or volunteer or board member who operates a motorized vehicle owned by or stored on the premise of the 19th DAA will need to take the annual Drivers Safety Training.

These are basic policies of the 19th DAA, please refer to the state of California "Fairs Administrative Manual" for in depth guidelines pertaining to state owned vehicles.

REIMBURSEMENT/EXPENSE POLICY BY EARL WARREN SHOWGROUNDS

Earl Warren Showgrounds (EWS) only reimburses expenses for items that are required and essential to fair operations. Expenses for renters, vendors, and EWS personnel, will not be reimbursed by EWS unless they meet requirements. Any reimbursement of vendor/renter/personnel expenses must be approved by the Management.

EWS will not make purchases requested by vendors or renters, which would be later reimbursed by the vendor or renter, without approval of the CEO.

BOARD AND STAFF EXPENSES

Reimbursable expenses of the Board and Staff will require documentation and expenditure reports prepared in accordance with state personnel reimbursement after 90 days will require board approval prior to payment.

SMOKING AND VAPING POLICY

The 19th District Agricultural Association has a no smoking policy for the Earl Warren Showgrounds.

Exceptions must be approved by CEO.

DRONE POLICY

The operation or use of any drones, unmanned aircraft/flying systems, and remotely-controlled or radio-controlled flying machines (whether or not motorized) of all types, shapes, and sizes (collectively, "drones") at any time on the property of the 19th District Agricultural Association is prohibited under all circumstances except pursuant to the terms and conditions of written permissions for the 19th DAA. This policy applies to all

individuals, persons, companies, and business entities and includes, but is not necessarily limited to, promoters, tenants, renters patrons, visitors, and guests. Permission to stay or remain on the DAA property may, in the discretion of the 19th DAA, be revoked for any reason(s) in violation of this policy.

VI. FIRST AMENDMENT RIGHTS POLICY

FIRST AMENDMENT RIGHTS POLICY

As a responsible means of protecting the health and safety of patrons attending events held at the Earl Warren Showgrounds, exercise of Constitutional first amendment rights are subject to the following conditions:

Individuals or groups may not solicit, petition, campaign nor lecture on Showgrounds property, except from within a designated area or areas.

At no time may an individual or a group have the right to place any literature on the buildings, vehicles of patrons, or any property of the Association. Groups or individuals violating this policy will be subject to removal from the Showgrounds.

CONDITIONS FOR USE OF FREE SPEECH DESIGNATED AREAS

All persons or groups wishing to use the Free Speech Designated Area(s) must register with the Association in advance, to allow scheduling on a first come, first serve basis. Use of the Free Speech Designated Areas may be delayed until the Association's management and/or their agent can obtain the completed registration and it can be determined that space is available in accordance with these guidelines.

The Association may limit the number of individuals in a group that may participate in Free Speech Activities on the Showgrounds property. The Association's determination of the number of individuals shall be based on and limited to the following objective criteria:

¹ Smoking Policy revised as a result of Board Vote May 15, 2008.

Whether the individuals intend to distribute literature and if so, whether there remains sufficient space in the Free Speech Designated Areas on the requested day and requested hours to accommodate the proposed activities.

If there is not enough space available in the Free Speech Designated Areas to accommodate all individuals on the requested day and during the requested hours, whether the individuals are willing to adjust in the day, hours or size of their presentation which will permit accommodation of their activities.

Whether the planned manner of presentation is so confrontational in nature, e.g., through the use of "fighting words" or similar antagonistic actions that it is likely to embroil other

individuals or groups seeking to engage in Free Speech Activities or members of the general public into open conflict.

Whether the planned activity, by its size and/or timing, threatens to block the normal flow of pedestrian traffic, create a hazardous degree of congestion, or preclude an otherwise planned use of the Showgrounds.

No signs or banners may be used which exceed two by four feet (in order to protect the safety of patrons and those engaged in Free Speech Activities.)

Only the following equipment may be brought into a Free Speech Designated Area for use in Free Speech Activities:

A table (maximum length of six feet) and two chairs at each allowable location.

Signs which may be placed on the table or directly in front of the table only, subject to the size restrictions noted above;

Necessary pens, pencils, paper clips, clipboard and leaflets or other materials to be disseminated to the public, provided that said material shall be secured to prevent littering and shall be removed from Showgrounds property at the end of the Free Speech Activity.

No person or group utilizing Free Speech Designated Areas shall state or imply that the views they express are the views of the Association.

No person or group utilizing Free Speech Designated Areas shall block the movement of patrons, concessionaires, employees, lessees or those providing emergency services. No one shall physically restrain any individual or block the free passage of such individuals.

Patrons declining to listen, converse or accept any item offered may not be touched or pursued once the individual has indicated he or she wishes to be left alone.

No group or person shall utilize signs or displays or disseminate literature that employs fighting words, obscenities or presents gruesome, grisly or repulsive displays.

No group or person utilizing Free Speech Designated Area shall use or employ any sound amplification device.

There shall be no sale or offer for sale of any merchandise or services of any kind, including the taking of orders for merchandise or services. Funds will not be demanded or requested in return for any written materials. These prohibitions shall not be construed as preventing individuals utilizing Free Speech Designated Areas from soliciting voluntary contributions.

All Free Speech Designated Areas must be completely vacated with all equipment removed, between the hours of 10:00 p.m. and 10:00 a.m.

Groups or persons utilizing the Free Speech Designated Areas as provided for herein agree to comply with all applicable rules and regulations of the Association, as well as all local, state and federal laws and regulations.

One person utilizing the Free Speech Designated Area shall have a copy of these guidelines and that person's individual or group registration in his or her possession at all times while conducting the activities set forth herein and shall permit Association staff members the opportunity to verify said copy upon request.

Groups or persons utilizing Free Speech Designated Areas shall conduct their activities at the Grounds at their own risk and shall exercise all reasonable diligence and precautions to avoid damage to property or injury to persons.

Groups or persons utilizing Free Speech designated Areas shall exercise care to maintain the areas in a safe and slightly condition, so far as the same may be affected by its activities hereunder.

Groups or persons utilizing Free Speech Designated Areas shall not allow any of their employees, agents or representatives in their area under the influence of alcohol or illegal substance. Any person found to be in such a condition shall be required to leave the grounds and may be subject to arrest.

VIOLATIONS

If a group or person is engaged in any activity in violation of these rules, an initial warning shall be issued when possible. If after being warned the violation continues, the violator may be ejected from the grounds by the Association's management or their authorized agent.

VII. STATE EMPLOYEE RIGHTS POLICIES

Equal Employment Opportunity (EEO) Non-Discrimination Policy

The Association compiles with and actively supports the EEO Non-Discrimination Policy of the State Department of Food and Agriculture which are included in the policy manual as **Exhibit "A"** and a copy of which is available and on file in the Fair Office. The Staff will update these policies as revised.

Heat-Illness Prevention Policy

The Association compiles with and actively supports the Heat-Illness Prevention Policy of the State Department of Food and Agriculture which are included in the policy manual as

Exhibit “B” and a copy of which is available and on file in the Fair Office. The Staff will update these policies as revised.

Pregnancy Discrimination Policy

The Association compiles with and actively supports the Pregnancy Discrimination Policy of the State Department of Food and Agriculture which are included in the policy manual as **Exhibit “C”** and a copy of which is available and on file in the Fair Office. The Staff will update these policies as revised.

Violence in the Workplace Policy

The Association compiles with and actively supports the Violence in the Workplace Policy of the State Department of Food and Agriculture which are included in the policy manual as **Exhibit “D”** and a copy of which is available and on file in the Fair Office. The Staff will update these policies as revised.

Reasonable Accommodation Policy

The Association compiles with and actively supports the Reasonable Accommodation Policy of the State Department of Food and Agriculture which are included in the policy manual as **Exhibit “E”** and a copy of which is available and on file in the Fair Office. The Staff will update these policies as revised.

Sexual Harassment Prevention Policy

The Association compiles with and actively supports the Sexual Harassment Prevention Policy of the State Department of Food and Agriculture which are included in the policy manual as **Exhibit “F”** and a copy of which is available and on file in the Fair Office. The Staff will update these policies as revised.

VIII. Gift Acceptance Policy

PURPOSE

This Policy represents the policy of the 19th District Agricultural Association of the State of California (the “Association”) governing the solicitation and acceptance of gifts by the Association. (NOT INDIVIDUALS)

Gifts to state employees or board members shall be governed by FPPC Guidance on Gifting (<https://www.fppc.ca.gov/learn/public-officials-and-employees-rules-/gifts-and-honoraria.html>)

The purpose of this Policy is to provide guidance for the Association’s board, officers, and staff with respect to their responsibilities concerning gifts to the Association.

The provisions of this Policy shall apply to all gifts received by the Association. Notwithstanding the foregoing, the Association reserves the right to revise or revoke this Policy at any time, and to make exceptions to the Policy.

The primary consideration of gift acceptance or solicitation will be the impact of the gift on the Association. When considering whether to solicit or accept gifts, the Association will evaluate the following factors:

- i. Values – whether the acceptance of the gift compromises any of the core values of the Association
- ii. Compatibility – whether there is compatibility between the intent of the donor and the Association’s use of the gift
- iii. Public Relationships – whether acceptance of the gift damages the reputation of the Association
- iv. Primary Benefit – whether the primary benefit is to the Association, versus the donor
- v. Consistency – whether acceptance of the gift is consistent with prior practice
- vi. Form of Gift – whether the gift is offered in a form that the Association can use without incurring substantial expense or difficulty
- vii. Effect on Future Giving – whether the gift will encourage or discourage future gifts.

The Association shall not accept gifts that:

- i. Violate the terms of the Association’s Organizational documents
- ii. Violate State, Federal or Local Law

Gift Definition

A gift is defined as a voluntary transfer of assets from a person or an organization to the Association. A gift is an irrevocable transfer of assets, motivated by charitable intent. Gifts are not generally subject to an exchange of consideration or other contractual duties between the Association and the donor, although objectives may be stated and funds may be restricted to a specific purpose.

A gift is not completed until it has been accepted by the Association.

Sponsorships that are given to Association produced events that are in exchange for value at said events do not fall specifically under this gift policy.

Value of sponsorships? Tax benefits?

Use of Legal Counsel

The Association shall seek the advice of legal counsel in matters relating to acceptance of gifts when appropriate. Review by legal counsel is recommended for:

- i. Gifts involving contracts such as bargain sales, partnership agreements, or other documents requiring the Association to assume an obligation;
- ii. Transactions with potential conflict of interest;
- iii. Gifts not in traditional forms (cash, in kind services, or physical donations, ie. \real estate, stocks, interests, etc...

- iv. Gifts of any amount with unusual restrictions (e.g. gifts requiring the Association to do work it is not already doing and/or gifts requiring the Association to expand work it is already doing).

The Association cannot serve as both the donor's adviser and the recipient of the donor's gift. Therefore, the Association will urge all prospective donors to retain appropriate independent tax and legal counsel.

Approval of Gifts

Subject to Section 6 below, all final decisions on the acceptance or refusal of a gift over \$10,000 shall be made by the Board of Directors.

The CEO has the authority to accept gifts below the \$10,000 amount so long as they conform to this stated policy.

Types of Gifts

A. Outright Gifts: An outright gift involves the donor's voluntary and intentional transfer of money or assets to the Association without expectation of receiving a benefit related to the value of the transfer. Although the donor may place restrictions on the use of the gift, the donor may not retain control over the money or property transferred to the charity. The following criteria govern the acceptance of each form of outright gift:

- i. Unrestricted Gifts of Cash: The Association will accept unrestricted gifts of cash and assets without prior review by the Governing Body, provided that, for donations of \$10,000 or more, the identity of the donor has been vetted by the CEO with respect to potential conflicts of interest or the appearance of conflicts of interest. Unrestricted gifts of cash are acceptable in any form. Checks shall be made payable to the Association.
- ii. Restricted Gifts: The Association will accept gifts for specific programs and purposes, provided that such gifts are not inconsistent with the Association's stated mission and purposes. The CEO and board of directors reserves the right to review, accept, or reject any conditions or obligations proposed by a donor prior to the Association's acceptance of a gift. The CEO and board of directors may determine that the proposed conditions or limitations of a gift are too restrictive and reject such gift for any lawful reason, including, but not limited to, if such gift violates the charitable trust of the Association, if the gift is accompanied by an improper economic or other benefit to the donor, if the gift provides too much control to the donor, or if the gift requires the Association to take any action deemed inappropriate by the CEO and/or board of directors

B. Other Gifts: All other types of gifts or assets will only be accepted upon vetting by the CEO and approval by the board.

Additional Provisions

A. Gift Agreements: The Association shall enter into a written gift agreement with the donor for all gifts in excess of \$5,000, specifying the terms of any restricted gift, which may include provisions regarding donor recognition.

B. Pledge Agreements: Acceptance by the Association of pledges by donors of future support of the Association (including by way of matching gift commitments) shall be contingent upon the execution and fulfillment of a written charitable pledge agreement specifying the terms of the pledge. All pledge agreements require prior approval of the CEO. The Association is responsible for drafting the pledge, unless a specific agreement is required by the donor. If that is the case the Association may require professional vetting of the agreement.

C. Fees: The Association will work to understand and communicate with the donor about the potential costs of and discuss and agree with the donor about assigning financial responsibility for (1) the fees of independent legal counsel retained by donor for completing the gift; (2) appraisal fees; (3) environmental audits and title binders (in the case of real property); and (4) all other third- party fees associated with the transfer of the gift to the Association.

Valuation of Gifts

The Association shall record gifts received at their valuation on the date of gift.

Appraisal and Legal Fees. It will be the responsibility of the donor to secure a qualified appraisal (where required) and independent legal counsel for all gifts made to the Association.

Changes to or Deviations from the Policy: This Policy has been reviewed and accepted by the Association's Board of Directors, which has the sole power to change this Policy. In addition, the Board of directors. must approve in writing any deviations from this Policy.

Tax Status and 501c3 giving

Any gifts to the Association directly will be made aware of the unique and undefined tax status of the Association.

Those wishing to make a gift directly to the Showgrounds but wanting to do so through an authorized 501c3 can do so through the official Foundation of the Showgrounds which is identified and made available on the Showgrounds official website.

IX. NAMING OF FACILITIES

Policy

The Board of Directors of the 19th District Agricultural Association retains authority for naming all the Earl Warren Showgrounds facilities and properties, i.e., all buildings, major portions of buildings, streets or roads, arenas and other areas of major assembly or activity.

Each proposal for naming a Earl Warren Showgrounds facility or property shall be considered on its own merit. No commitment for naming shall be made prior to Board approval of the proposed name.

Gifts

When no gift is involved:

It must honor a person who has served the Earl Warren Showgrounds in a public capacity and/or made extraordinary contributions to the Earl Warren Showgrounds that warrant special recognition.

It must honor a person who has served the Earl Warren Showgrounds in an administrative capacity and who, during administrative service, made extraordinary contributions to the Earl Warren Showgrounds who warrants special recognition.

When a proposal for naming in honor of an individual involves service to the Earl Warren Showgrounds in a public service or administrative capacity, a proposal shall not be made until the individual has been retired or deceased at least one year.

When a gift is involved:

The Board will take into consideration the significance and amount of the proposed gift as either or both relate to the realization or completion of a facility. For an amount to be considered “significant”, it shall either fund more than the total cost of the facility named, or provide funding for such a significant portion of the total cost that it makes the funding of the facility named possible by individual gift alone. Another way to say it is any significant amount at discretion of the recipient. If a donation provides the lead or is able to encourage other donations to reach the facility goal, it can be considered appropriate to name the facility after that major donor.

When Interim Naming Rights is Involved:

When an interim naming right is involved, the board will take into consideration the amount and term of the proposed gift as it relates to non-facility/building requests.

Duration:

Naming rights duration is determined by the gift giving agreement, approved by the board, but shall not exceed the life of the building, feature, or item. No restrictions can be given by any parties on the use or life length of the building. The naming party, whether with a gift involved, or not, has no rights, privilege’s or decision-making authority over the named feature once the naming is completed. The Association retains all authority over the named item/building, it’s uses, and the length of the item’s life.

Morality Clause

If at any time the donor or his or her name may compromise the public trust or the reputation of the institution, including acts of moral turpitude, the institution with the approval of the board of trustees **has the right to remove the name** or return the gift.

Procedure

The following procedure will be followed when submitting a proposal for naming a Earl Warren Showgrounds facility or property:

- a. The request to name a specific facility or property on the Earl Warren Showgrounds grounds shall be sent to the Chief Executive Officer of the 19th District Agricultural Association.
- b. Upon receipt of the naming request, the Chief Executive Officer shall notify the Board President and Vice President and together they will determine if the proposal is valid and should be brought to the broader board.
- c. Confidentiality is to be maintained on all requests submitted.
- d. If determined as valid, the CEO, President and Vice President will meet with entity that has requested the naming opportunity to gather more information and hear the presentation. If still valid, the President will transmit its' recommendation to the Board as an agenda item for presentation at the next Board of Directors' meeting.
- e. The presentation will be made to the board at one board meeting, the item would be discussed at a second board meeting, at that second board meeting a motion would need to be passed to put the item on the agenda as an action item at the following board meeting.
- f. A vote on a naming opportunity requires 2/3rd majority of the board.
- g. Once a naming opportunity has been passed by 2/3rds of the board. It is the CEO and the staffs' responsibility to carry out and complete the work, including the recognition monuments etc...
- h. A completed gift agreement is required for all naming gifts.

X. DATA RETENTION POLICY

PURPOSE

This policy applies to all employees of CDFA, and any of its divisions, programs, and users of the Department's E-mail system. Whenever the word "employee" appears throughout this policy, it shall be construed to refer to all the foregoing collectively. This policy statement applies to all computer and data communication systems owned by and/or administered by CDFA. The document covers only information handled via computers

and/or networks that constitutes “electronic mail,” including electronically mailed files, folders, documents, attachments and calendar entries.

The California Department of Food and Agriculture (CDFA) is committed to efficient management of the Department’s electronic mail (E-mail) system. To ensure good recordkeeping practices, users of the Department’s E-mail system shall adhere to the policy contained within this memorandum with regard to the retention and preservation of electronic mail.

This policy is based on State policy delineated in SAM, and requirements in State law for retaining records, including the State Records Management Act. Further, this policy is promulgated to implement state requirements to establish and maintain the economical and efficient management of records and information collection practices of CDFA.

Use of electronic mail as one of CDFA’s tools for doing business has enhanced CDFA’s ability to generate, accumulate, and preserve large quantities of E-mail items. As a result, there is a tendency to retain E-mail messages longer than necessary for business purposes. To ensure good recordkeeping practices, CDFA employees shall adhere to the following E-mail retention requirements:

1. Employee shall delete all nonessential incoming and outgoing E-mail messages on an ongoing basis. A nonessential E-mail message is one that does not contain information that should be retained and/or no longer requires action on the part of the sender and/or receiver of the message. Generally, an E-mail message may be retained as a reminder of an upcoming meeting or a pending decision or assignment, but should be deleted when the reminder is no longer necessary. However, an E-mail message that may need to be recalled over an extended period of time should be archived in an E-mail folder that can be readily identified for retrieval.
2. Except when a “litigation hold” has been placed on an employee’s E-mail, the system will automatically delete E-mail messages from employee’s inbound (i.e., “Inbox”), and outbound (i.e., “Sent Items”) files when they become three (3) months old.
3. Any message, not otherwise restricted by this policy, which needs to be retained longer than three months, may be archived.
4. Employee should delete E-mail messages or attachments containing preliminary drafts, notes, and memos from the electronic folder or file when they are no longer necessary for the employee to perform his or her duties and/or are not a necessary business record.
5. Distribution of the above policy/procedure includes all CDFA employees.

If you have any questions or need additional information regarding this policy, please contact the Office of Information Technology Services (ITS) by telephone at 916-651-HELP (4357) or by E-mail at servicedesk@cdfa.ca.gov.

These Bylaws were adopted or renewed by the Board of Directors at their regular Board meeting on _____.

 President, Board of Director
 19th District Agricultural Association

 Date

 Vice President
 19th District Agricultural Association

 Date

 CEO
 19th District Agricultural Association

 Date

CEO / Board Roles and Responsibilities

AREA OF RESPONSIBILITY	CEO	BOARD OF DIRECTORS
Day to Day Operations	Makes all decisions regarding daily operations	No Role
Board Meeting Information	Create and Post Board Meeting Agenda Notices, Meeting Agendas and Meeting Minutes	Provides input and direction to the CEO for items to be listed on the Meeting Agenda
Short-term goals (less than one year)	Establishes and carries out	Monitors performance of CEO in accomplishing the short-term goals set
Long-term goals (more than one year)	Recommends	Approves
Budget	Develops and recommends annual budget	Approves Annual Budget
Fees and Charges	Develops and recommends fee schedule	Approves fee schedule
Policies	Recommends and administers	Approves recommended policies
Staffing	Makes ALL hiring decisions, assignments, grievances, evaluations, salary levels, time base, etc.	Authorized to hire and evaluate only the CEO. Approves line items for salaries in the annual budget

CEO / Board Roles and Responsibilities

AREA OF RESPONSIBILITY	CEO	BOARD OF DIRECTORS
Capital Purchases	Prepares Requests	Approves requests as line item in the annual budget
Decisions on building, renovation, leasing, expansion	Recommends, signs contracts with board approval	Makes decisions, assumes financial responsibility
Emergency Repairs	Notifies board chairperson and acts with chair's concurrence	Works with CEO to respond to emergencies
Major Repairs	Obtains estimates and prepares recommendation for board	Approves Recommendation
Minor Repairs	Authorizes repairs up to amounts pre-approved by the board	Establishes policy which specifies amounts the CEO may spend without prior board approval
Voice of Organization	Usually acts on behalf of the board to communicate to the public	Establish communication policy, and designate spokesperson. Ensure the board is speaking with a unified voice
Cleaning and Maintenance	Establishes and monitors schedule	No Role

CEO / Board Roles and Responsibilities

AREA OF RESPONSIBILITY	CEO	BOARD OF DIRECTORS
Contracts	Negotiates and signs contracts within parameters set by board and state/county to secure services for purposes in keeping with the fair's plan and budget	Establishes policy which specifies amounts CEO may spend without prior board approval. Approves all other contracts that exceed the CEO's delegated authority
Supply Purchases	Purchases supplies according to board and state/county policy and maintains audit trail	Establishes purchasing policies and annual budget for supplies
Billing, Credit, and Collections	Proposes and implements policy	Approves policy
Appeals of CEO Decisions from community participants, etc.	Places issue(s) on Board Agenda and briefs the board	Listens to appeal and makes decisions that are within the board's authority

CEO / Board Roles and Responsibilities

AREA OF RESPONSIBILITY	CEO	BOARD OF DIRECTORS
Compliance Training	Completes required training as designated by CDFA Policy, enrolls new staff into the Online University (Or designates others to do so), works with F&E UTC on training related issues and requirements, ensures that all mandatory staff training responsibilities are met	Completes required training as designated by CDFA Policy
Form 700 Submissions	Acts as DAA Filing Officer, submits Form 700s to FPPC (ccing F&E), retains Form 700 and provides public access upon request	Designated Filers submit a Form 700 annually, completes the Ethics and sexual harassment prevention (EEO Compliance) trainings every two years, submits a Leaving Office Form 700 upon resignation

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