SAN MATEO COUNTY EXPOSITION AND FAIR ASSOCIATION

BYLAWS

Amended as of September 23, 2026

ARTICLE I
CORPORATE ACTIVITIES

1. This corporation, known as the San Mateo County Exposition and Fair Association (hereinafter referred to as Association), whose principal place of business is in the City of San Mateo and in the County of San Mateo, is a non-profit corporation under the laws of the State of California. Its activities shall be non-partisan, non-sectarian, and non-political.

ARTICLE II
BOARD OF DIRECTORS

1. The corporate powers, business and affairs of the corporation shall be exercised, conducted and controlled by a Board of Directors consisting of eleven (11) regular members with at least one (1) member from the agriculture community. A quorum of the regular directors shall be six (6) directors.

2. The Board of Supervisors of the County of San Mateo has the sole right to appoint Association Directors. Vacancies on the Board of Directors will be filled by the Board of Supervisors of the County within sixty (60) days of the date a vacancy occurs whether by expiration of a term or otherwise.

3. Directors shall be residents of the County of San Mateo at the time of their appointments and shall remain residents of the County during their tenure as a Director of the Association.

ARTICLE III
TERM OF OFFICE

1. The terms of office for Directors shall begin October 1st and extend for a period of three (3) years, unless sooner terminated or resignation of a Director, whereupon a replacement will be appointed to fill the remainder of the unexpired term by the County Board of Supervisors.

2. Directors shall be limited to four full terms of service. Directors' terms shall be staggered so that a proportionate number of terms of service shall terminate each year.

3. Upon completion of each three (3) year term or an unexpired term, the County Board of Supervisors' subcommittee will advertise that a vacancy exists on the Board of Directors and will seek applicants for that vacancy. The Board of Directors, through its own committee, may recommend either retention or non-retention of the incumbent for consideration by the Supervisors' Subcommittee in filling the vacancy.

ARTICLE IV
MEETINGS OF THE BOARD

1. Regular Board meetings of the Board of Directors shall be held on the fourth Wednesday of the month at 4:00 P.M. in the Board chambers unless canceled or rescheduled by the Board.

2. All regular, special and emergency meetings shall be noticed and held in accordance with the provisions of the Ralph M. Brown Act.

3. The annual meeting of the Board of Directors shall take place on the fourth Wednesday in September of each year.

4. Special meetings of the Board of Directors may be called at any time by the President, or by the written request of three (3) Directors.

5. Emergency meetings of the Board of Directors may be called at any time by the President, or the President's absence by the Vice-President, in the Vice-President's absence by the Corporate Secretary-Treasurer.

6. Each Director shall have one (1) vote.

7. A Director may participate in a Board meeting by teleconference provided participation is in compliance with all applicable requirements under the Brown Act, including California Government Code Section 54953:

a. A quorum of the Board must participate in the meeting from locations within the District's boundaries;
b. The posted agenda must identify the location from which a teleconferencing Director will be calling in from;
c. In addition to all other posting requirements, the agenda must be posted at the teleconference location;
d. The teleconference location must be open and accessible to the public, including to those with disabilities.
e. If members of the public are at the teleconference location, they must be able to hear the proceedings and they must be given the right to comment as if they were at the Board meeting location.
f. All votes taken during a meeting in which one or more Board members are teleconferencing must be by roll call vote, and the vote must be publicly recorded.

ARTICLE V
DUTIES OF THE DIRECTORS

1. Directors have a commitment to the appointing authority, the other Directors on the Board, and paid and volunteer staff of the Association, and both the public who participate in, or attend the Association events.

2. The Board of Directors is responsible for establishing policy for implementation by Management that provides equitable treatment for all employees and Association attendees.

3. The Board of Directors shall have power to incur indebtedness, the terms and amount of which shall be entered in the Minutes of the Board, and any note or obligations, shall be signed by the President and the Corporate Secretary-Treasurer.

4. Directors are expected to attend the regular monthly meetings and participate in committees as required. Each Director is expected to contribute their time and specific abilities as may be required for the benefit of the Fair.

5. Board members that miss 40% of Board and committee meetings in a six (6) month period shall be subject to reconsideration by the County Board of Supervisors.

Personal commitments or business commitments that prevent a Director's attendance at Board Meetings will not qualify as excused absences, unless the prior approval of the President has been granted.

6. Just as employees have only one supervisor, the General Manager shall be accountable to only one Director, usually the President, acting on behalf of the entire Board of Directors.

7. All Officers and Directors of the Corporation may receive remuneration for duties performed as such as outlined in association policies. All Officers and Directors of the Corporation shall be reimbursed for expenses incurred while on official business of the Corporation.

8. The Board of Directors may delegate to the Executive Committee the right to act in the name of the Board of Directors in transactions occurring between Board meetings, except the power to amend or repeal the Bylaws.

The Executive Committee shall be subject at all times to the direction and control of the Board of Directors, and their actions shall be ratified and confirmed at the next regular meeting of the Board of Directors following any action taken by the said committee.

9. If the office of President, Vice-President, or Corporate Secretary-Treasurer becomes vacant, the Board of Directors shall elect a successor, who shall hold office for the unexpired term until a successor is duly elected.

10. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE VI
OFFICERS

1. The Officers of the Corporation shall be a President, Vice-President, and Corporate Secretary-Treasurer, who shall be elected by the Board of Directors at the annual meeting. These officers shall hold office for one (1) year or until their successors are duly elected. The one (1) year term will begin on October 1 and continue through September 30. None of the three (3) officers shall serve more than ~~two (2)~~ three (3) consecutive years in the same office. The three (3) Officers shall constitute the Executive Committee of the Board of Directors along with the Immediate Past President of the Corporation.

2. President: The President shall preside at all meetings of the Corporation and the Board of Directors. The President, together with the Corporate Secretary-Treasurer, shall render to the Board of Directors, whenever they require, a clear picture of the financial condition of the Association and all transactions of the Association.

3. Vice-President: In the absence of the President or the President's inability to act, the Vice-President shall be vested with all the powers and perform all the duties of the President.

4. Corporate Secretary-Treasurer: The Corporate Secretary-Treasurer shall keep or cause to be kept a full and complete record of the proceedings of the meetings of the Board of Directors and the meetings of the Corporation; shall keep the Seal of the Corporation and affix the same to such papers and instruments as may be required in the regular course of business, or may be so directed by the Board of Directors. The Corporate Secretary-Treasurer may execute, with the President, in the name of the Corporation, all deeds, bonds, and other obligations and instruments authorized by the Board of Directors to be executed. The Corporate Secretary-Treasurer shall, in general, perform all the duties incident to the office of the Corporate Secretary-Treasurer, subject to the approval of the Board of Directors. In the absence of the President and Vice-President, or their inability to act, the Corporate Secretary-Treasurer shall be vested with all the powers and perform all the duties of the President.

The Corporate Secretary-Treasurer shall keep or cause to be kept, full and accurate accounts of the receipts and disbursements of the Corporation. The Corporate Secretary-Treasurer shall receive all funds of the Corporation and deposit same in such bank or banks as may be designated by the Board of Directors. The Corporate Secretary-Treasurer shall render to the Board of Directors, whenever they require, accounts of all transactions as Corporate Secretary-Treasurer of the Corporation, and of the financial condition of the Corporation.

5. The President, with the approval of the Board of Directors, shall appoint committees from among the regular members of the Board as are deemed advisable.

ARTICLE VII
CORPORATION FUNDS

1. All corporation funds, except payroll and premium checks which require only one signature, shall be paid out only on the check of the Corporation and signed by any two (2) of the following: The Chief Executive Officer, Controller and Chief Administrative Officer. The monetary limits can be set pursuant to a resolution by the Board.

2. Only the Chief Executive Officer, Controller and Chief Administrative Officer, can sign payroll checks should payroll be processed internally and not by a third-party agency.

3. The Chief Executive Officer, Controller and Chief Administrative Officer of the Corporation who are authorized to sign Corporation checks shall furnish a bond or bonds in such amount as may be designated by the Board of Directors; the expense of such bond or bonds to be defrayed by the Corporation.

4. On dissolution of the Association, any assets remaining shall be reverted to those appropriate Government Agencies (State and/or County) as prescribed by law.

ARTICLE VIII
SEAL

1. The corporation shall have a seal, consisting of a circle, having on its circumference the words "SAN MATEO COUNTY EXPOSITION AND FAIR ASSOCIATION, INCORPORATED, AUGUST 16, 1938" and the word "CALIFORNIA" at the bottom of the circle.

ARTICLE IX
AMENDMENTS

1. These Bylaws may be repealed, or amended, or new Bylaws adopted at any meeting of the Board of Directors. Notice of intention to repeal or amend or adopt new Bylaws must be given in writing to each member at least five (5) days in advance of the date at which proposed changes are to be introduced. Changes must receive a two-thirds (2/3) majority vote of the Directors present.

We, the undersigned, do hereby certify that we are the duly elected and acting President, and Corporate-Secretary of the San Mateo County Event Center, that the foregoing Bylaws constitute the amended Bylaws of said Corporation as duly adopted at the regular meeting of the Board of Directors thereof held on September 23, 2026, in San Mateo, California.

Rosanne Foust, President	**Raymond Juballa, Secretary-Treasurer**

Bylaws amended September 23, 2026
Bylaws amended October 25, 2023
Bylaws amended October 27, 2021
Bylaws amended February 26, 2020
Bylaws amended October 26, 2016
Bylaws amended May 27, 2015
Bylaws amended August 25, 2010
Bylaws amended January 25, 2006
Bylaws amended October 22, 2003
Bylaws amended May 23, 2001
Bylaws amended January 24, 2001
Bylaws amended April 25, 1996
Bylaws amended September 23, 1993
Bylaws amended May 27, 1992
Bylaws amended June 26, 1991
Bylaws amended January 23, 1991
Bylaws amended May 23, 1990
Bylaws amended April 19, 1989
Bylaws amended August 8, 1984
Bylaws amended March 22, 1984

Bylaws amended October 9, 1974
Bylaws Amended March 8, 1972
Bylaws Amended February 21, 1952
Bylaws amended February 28, 1939