

## MEMORANDUM

**Date:** June 18, 2020

**To:** Board of Directors  
California Exposition & State Fair

**From:** Rick K. Pickering, Chief Executive Officer

**Subject:** **Recommendation to Amend the Cal Expo Bylaws to allow the Board to Extend the terms of the Board President and Vice President for one-year, due to the impacts of the COVID-19 Emergency**

### BACKGROUND

Due to ongoing impacts of the COVID-19 pandemic, large events for the summer of 2020 were cancelled in California. This included the cancellation of the 2020 State Fair which had been planned for July 17-August 2, 2020. With the cancellation of the 2020 State Fair, Members of the Board of Directors expressed a desire to extend the one-year term of office temporarily for the current Board Chair and Vice Chair. Rational included:

- a) Continuity of Board leadership during the current COVID-19 crisis;
- b) Continuity of Board leadership during Cal Expo's current cash flow crisis, due to COVID-19; and
- c) Continuity of planning to move programs scheduled for the 2020 State Fair forward to the 2021 State Fair.

The terms of the current Chair and Vice Chair began in December of 2019 and will expire in December of 2020.

The Bylaws of the California Exposition and State Fair (Cal Expo) currently restrict the term of Chair and Vice Chair to one-year. The Bylaws further restrict a Chair and Vice Chair from serving more than one term.

Specifically, Article III, Section 3.3.1 of the Cal Expo Bylaws, as updated and approved on 12/09/11, reads in part, **"The officers of the Board shall be elected by the Board at the annual meeting and each shall hold his/her office for a period of one (1) year and until his/her successor is elected, unless he/she resign of shall be removed or otherwise disqualified to serve. Both Chair and Vice Chair shall be eligible to only serve one (1) term in each office."**

Article VI, Section 3.61 Powers of Directors, reads: **“These Bylaws may be altered, amended, or repealed, and new and additional Bylaws adopted at any time by an affirmative vote of two-thirds vote of the full Board.”**

<b>RECOMMENDATION</b>
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Due to the emergency impacts of COVID-19, for purposes of continuity of leadership Board Members have expressed a desire to extend the term of the current Chair and Vice Chair for one additional year, until December 2021.

Should this be the desire of the Board, Staff respectfully recommends that Section 3.3.1 be amended to add the phrase: ***“except in the case of the annual State Fair being cancelled during that term. In such case the Board may elect the Chair and Vice Chair to serve a second one-year term.”***

Thus Section 3.3.1 would be amended to read:

***“... Both Chair and Vice Chair shall be eligible to only serve one (1) term in each office, except in the case of the annual State Fair being cancelled during that term. In such case the Board may elect the Chair and Vice Chair to serve a second one-year term.***