

3.0 ARTICLE III - OFFICERS

3.0.1 OFFICERS

The officers of Cal Expo shall be the Chair, Vice Chair, Secretary, and Treasurer. The Secretary and Treasurer shall not be selected from the Board, and one person may be both Secretary and Treasurer (herein recognized as the General Manager/CEO). The Board shall fix the term of office, bond, salary, and duties of the General Manager/CEO, with the approval of the State of California.

The officers of Cal Expo 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 shall resign or shall be removed or otherwise disqualified to serve. Both Chair and Vice Chair shall be eligible to only one (1) term 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 (1) year term in each elected office. The following procedures shall apply to the election of officers.

1. The election of officers shall be held annually at the December Board meeting.
2. Directors, officers, staff, agents, and representatives acting on behalf of nominees are restricted from soliciting support for their candidacy or others, unless conducted at a publicly noticed meeting and in compliance with applicable law.
3. Each candidate shall make his/her interest in serving as an officer known to the General Manager/CEO (Secretary/Treasurer) no later than the October Board meeting. The names of all candidates and the office being sought shall be noticed for the December Board meeting.
4. To be elected, a candidate must receive majority of the votes (a quorum of voting members of the Board).
5. In consideration candidates for office, the Board of Directors should take the following factors into consideration.
 - a. Seniority, experience and time remaining on the Board.
 - b. Compliance with all required ethics training.
 - c. Knowledge of the Board's bylaws, procedures and state laws governing the Cal Expo Board of Directors.
 - d. Availability and dedication needed to fulfill the duties.
 - e. Ability to communicate and work with other Directors and Staff.

3.0.2 CHAIR

The Chair shall preside at all meetings of the Board and the Executive Committee and shall be an Ex Officio member of all other committees. Should the Chair not be present at any meeting of the Board, the Vice Chair shall preside thereat. In the absence of the Chair and Vice Chair, the Senior Director with the greatest tenure shall preside. In the absence of the Chair, Vice Chair, and/or Senior Director, a Chair pro tem may be chosen to preside at such meeting. The Chair is a voting member of the Board on all actions taken by the Board. The Chair may also serve as a voting member of any committee when a quorum is needed to conduct its business.

3.0.3 VICE CHAIR

Acts on Chair's behalf in his/her absence.

3.0.4 SECRETARY/TREASURER - GENERAL MANAGER/CEO

The General Manager/CEO as Secretary shall keep or cause to be kept at the office of Cal Expo a book of minutes of all meetings of the Directors with the time and place of holdings, whether Board, special or emergency meeting, and if special or emergency meeting, how authorized and the notice thereof, giving the names of those present at the Directors' meetings and the proceedings thereof.

As Secretary, the General Manager/CEO shall give or cause to be given the required notice for all special and emergency meetings of the Board and shall mail copies of all minutes to all Directors.

The General Manager/CEO as Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts or properties and business transactions of Cal Expo, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. Any surplus shall be classified according to source and shown in a separate account.

As Treasurer, the General Manager/CEO shall deposit or cause to be deposited all monies and other valuables in the name of and to the credit of Cal Expo with such depositories as may be designated by the Board and approved by the Department of Finance. He/she shall disburse the funds of Cal Expo as he/she may be ordered by the Board and shall render to the Chair and Directors whenever requested, an account of all transactions as Treasurer and an account of the financial condition of Cal Expo.