



# HAYWOOD COUNTY BOARD OF COMMISSIONERS

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## AGENDA REQUEST

*Must be presented to the County Manager's Office*  
**NO LATER THAN 5 P.M. FRIDAY 10 DAYS BEFORE THE MEETING**

DATE OF REQUEST: 11/1/2016

FROM: Haywood County Fairgrounds Seven Member Board

MEETING DATE REQUESTED:

SUBJECT: Revision of Bylaws

REQUEST: Approval of the updated bylaws

BACKGROUND: The bylaws had never been reviewed or updated until now. The previous bylaws created a volunteer advisory council which over the years became dysfunctional. The Board created a bylaws committee which consisted of Shirley Ray, Stephanie Parkins, Nancy Davis and Charles Wood. The committee met several times and made revisions that are more fitting to how the operations at the fairgrounds currently are.

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IMPLEMENTATION PLAN: Already in use

FINANCIAL IMPACT STATEMENT: None

SUPPORTING ATTACHMENTS: YES  NO  HOW MANY? 1

LIST: 2016 Bylaws

PowerPoint Presentation: YES  NO

PERSON MAKING PRESENTATION AT MEETING: Kevin Ensley

TITLE : HCFG Chair

PHONE NUMBER: 828-456-6395

E-MAIL: lkensley@bellsouth.net

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THIS SECTION FOR OFFICE USE ONLY

Received (Date/Time): \_\_\_\_\_

County Manager / Clerk to the Board Comments: \_\_\_\_\_

## BYLAWS OF THE HAYWOOD COUNTY FAIRGROUNDS, INC.

### MISSION STATEMENT:

Promote the success of the Haywood County Fairgrounds by encouraging agricultural activities, and to expand and market the Fairgrounds to include wholesome activities which enhance the quality of life for Haywood County citizens and contribute to the county's tourism industry and economic development efforts.

### ARTICLE I. NAME

The name of the corporation is Haywood County Fairgrounds, Inc.; formerly known as Haywood County Agriculture and Activities Center; hereinafter referred to as the "Fairgrounds Board". The Fairgrounds Board was reorganized in August 2010 by the Haywood County Board of County Commissioners, hereinafter referred to as the BOCC.

### ARTICLE II. PURPOSE

- A. Act as the Haywood County Board of County Commissioners' fiduciary agent for Fairgrounds funding, as instructed by the Haywood County Finance Director.
- B. Set policies and operating procedures for all Fairgrounds properties and activities.
- C. Hire and supervise the Fairgrounds manager.
- D. Provide the mission statement for the Haywood County Fairgrounds.
- E. Take all necessary action to maintain current status as a 501(c)(3) non-profit corporation.

### ARTICLE III. FAIRGROUNDS BOARD MEMBERSHIP

- A. The Fairgrounds Board is appointed by the Haywood County Board of Commissioners.
- B. In July 2010 the BOCC appointed seven (7) new members to the Fairgrounds Board to replace the previous members as set forth in letter dated February 18, 2010 attached hereto as Exhibit "A". The BOCC set the number of Fairgrounds Board members at seven (7) including a county commissioner who is a voting member of the Fairgrounds Board. These Amended and Restated Bylaws hereby establish the number of board members to be seven (7).
- C. Members are appointed by the BOCC through application. The process is as follows'
  - a. Application forms may be downloaded at [www.haywoodnc.net](http://www.haywoodnc.net) under the online services section.
  - b. Application forms may be picked up from the County Manager's office located at the Haywood County Courthouse, 215 North Main Street, Third Floor Waynesville, from 8 a.m. to 5 p.m. Monday through Friday.
  - c. Completed applications may be returned to the County Manager's Office, attached to an email to Candace Way at [ecway@haywoodnc.net](mailto:ecway@haywoodnc.net) or mailed to the address above.

D. Fairgrounds Board Members are appointed to fill an initial term of 3 years. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings, which shall be held in December. Fairground Board Members shall take office immediately following their appointment by the BOCC. No Fairground Board Member shall serve more than two (2) consecutive three-year terms, if reappointed by the BOCC. Fulfilling an incomplete term is not considered part of the term limit. Fairground Board Members shall serve staggered terms to balance continuity with new perspective.

E. A Fairgrounds Board Member may resign at any time by filing a written resignation with the Chair of the Fairgrounds Board.

F. Any vacancy occurring on the Fairgrounds Board may be filled, upon application of a qualified candidate, by appointment of the BOCC. A Fairgrounds Board Member appointed to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

G. The BOCC may, at the recommendation of a majority of the Fairgrounds Board who voted in open meeting to make the recommendation, remove any Fairgrounds Board Member for misconduct or neglect of duty. The BOCC is not required to act on any recommendation of the Fairgrounds Board.

H. The Fairgrounds Board may remove a board member for missing 3 or more of regularly scheduled board meetings during a twelve (12) month period beginning January 1 of each year, if the regularly scheduled board meeting dates and times have not been changed. The Fairgrounds Board will report that removal to the BOCC and the BOCC will fill the vacancy.

#### **ARTICLE IV. OFFICERS**

A. The officers of the Fairgrounds Board shall be a chair, vice chair, treasurer and secretary. In November of each year, elections will be held to select new officers who will serve two years. Officers shall assume their position in January. If reappointed to the Fairgrounds Board by the BOCC, officers may serve two consecutive two-year terms.

B. Vacancies in office shall be filled by special election of the Fairgrounds Board.

C. Chair. The chair shall set the agenda and preside at all meetings, appoint committees, call special meetings and act as the official spokesperson for the Fairgrounds Board.

D. Vice Chair. The vice chair, in the absence of the chair, shall perform all the duties of the chairman.

E. Secretary. The secretary shall keep a full and true permanent record of all meetings of the Board, both regular and special. He/she will send announcements, agendas, distribute copies of minutes to each Board member and perform such duties as are usually required of a secretary to a board of directors.

F. Treasurer. The treasurer shall keep a true and permanent record of all funds both collected and disbursed, in accordance with generally accepted accounting practices and the Haywood County Finance Department. The treasurer shall be bonded in an amount decided by the Fairgrounds Board.

Checks shall be created by the treasurer, and shall be co-signed by the chair and one designee. A financial report shall be presented to the Board by the treasurer once a month. Two Fairgrounds Board Members, as appointed by the chair, and the treasurer shall sit as a Finance Committee of three and shall prepare an annual budget to be presented to the full board for approval at a regular meeting in February of each year.

The Fairgrounds fiscal year shall run concurrently with Haywood County's fiscal year as mandated by state law: July 1 through June 30.

Financial records of the Fairgrounds Board are public records and shall be made available to the public pursuant to the North Carolina Public Records Act as set forth in Chapter 132 of the General Statutes of North Carolina.

A financial review shall be prepared each year by a Certified Public Accountant, and a copy shall be provided to the Fairgrounds Board for its review.

## **ARTICLE V. MEETINGS**

A. The Fairgrounds Board is a public body and all meetings shall adhere to the North Carolina Open Meetings Law as set forth in Article 33C, Chapter 143 of the General Statutes of North Carolina.

B. Regular meetings shall be held at least once a month at a time and place decided by the Fairgrounds Board Chair. Fairgrounds Board members must be notified of special meetings or re-scheduled regular meetings at least 48 hours in advance, and respond to the chair or the secretary that notification has been received. Fairgrounds Board members shall be given at least 5 days' written notice of all other meetings.

C. Four (4) voting members shall constitute a quorum at any regular or special meeting and must be present in order for business to be transacted or motions made or passed.

D. In the case of an emergency or if timeliness of decision-making becomes an issue, any action required by the Fairgrounds Board may be taken without a meeting. All Fairgrounds Board Members must receive notice of said proposed action in writing or by electronic transmission. A majority of Fairgrounds Board Members must consent thereto in writing or by electronic transmission. Response to the information shall constitute a waiver of notice requirements. The writing(s) or electronic transmission(s) shall be filed with the minutes of proceedings of the Fairgrounds Board and maintained in the official files. The quorum requirement for any such action shall be as stated in Article V (C).

E. Voting by Fairgrounds Board by proxies shall not be permitted. An absentee board member may not designate an alternate to represent him or her at a board meeting.

## **ARTICLE VI. PERSONNEL**

A. Using only non-County funds, the Fairgrounds Board shall have the discretion to hire a Fairgrounds Manager, who shall be responsible for carrying out the work of Haywood County Fairgrounds, Inc. per contract, in accordance with the policies established from time to time by the Fairgrounds Board. The Fairgrounds Manager shall not be a County employee.

B. The Fairgrounds Board shall have the discretion to hire support personnel as necessary to carry out the work of The Haywood County Fairgrounds, Inc. using only non-County funds. The personnel shall not be considered County employees.

## **ARTICLE VII. HAYWOOD COUNTY FAIRGROUNDS VOLUNTEERS**

### **A. Organization Structure**

#### **1. Organization Descriptions**

##### **Fairgrounds Board:**

Seven community members are appointed by the Haywood County Board of County Commissioners with staggered terms. The chair is elected amongst the group. The Fairgrounds Board has the final authority on financials/operations regarding fairgrounds. Meetings are held every fourth Thursday except December.

**Fairgrounds Manager:**

Contracted individual to oversee the day- to- day operations of the fairgrounds that answers to the Fairgrounds Board. Works closely with volunteer coordinator, fair coordinator and volunteers and attends Fairgrounds Board meetings. This position is currently a paid part- time position.

**Volunteer Coordinator:**

Individual will work closely with fairgrounds manager to build volunteer base. This individual will keep a roster of volunteer contact information. Individual will work closely with chairs of committees and attends Fairgrounds Board meetings.

**Fair Coordinator:**

Individual will work closely with community individuals as well as fairgrounds manager and volunteer coordinator to organize, plan and implement schedules and events for annual Haywood County Fair and attends Fairgrounds Board meetings.

**COMMITTEES:****Concessions:**

Committee will select a chair. Decision to provide concessions will be made as a committee. Committee will develop menu items and pricing. Committee will define shifts. Chair is encouraged to attend Fairgrounds Board meetings.

**Event/Fundraising:**

Committee will select a chair. This committee will work with manager to help plan events, if necessary. Committee will work with manager to explore funding avenues to promote the fairgrounds such as Grants, Friends of Fairgrounds for example. Chair is encouraged to attend Fairgrounds Board meetings.

**Building & Grounds:**

Committee will select a chair. This committee will work with manager with minor upkeep on all buildings and surrounding grounds. Chair is encouraged to attend Fairgrounds Board meetings.

2. Organizational Chart is attached as Exhibit "B"

**B. Eligibility of Volunteers**

1. Application for volunteer membership shall be open to any resident of Haywood County that is 18 years of age or older. All applicants will be subject to a background check.
2. The application process will include the following:
  - a. Obtain an application from Fairgrounds Manager, Board Member, Volunteer Coordinator or online at [www.haywoodcountyfairgrounds.org](http://www.haywoodcountyfairgrounds.org).
  - b. Submit completed application to Fairgrounds Manager, Board Member, Volunteer Coordinator or online at [www.haywoodcountyfairgrounds.org](http://www.haywoodcountyfairgrounds.org)
  - c. Application will be reviewed and recommendations will be made by the Fairgrounds Manager, Board Member, Volunteer Coordinator and the recommended applicant will be submitted to the Fairground Board for final approval.
  - d. The applicant will receive a letter of volunteer membership status from the Fairgrounds Board secretary.

**C. TERMS OF VOLUNTEERING**

1. Volunteers are encouraged to participate in a minimum of three fairgrounds sponsored events along with participating in the Haywood County Fair.
2. Volunteering is not limited to events. Volunteering can include any service that a volunteer can provide.
3. Terminations and Resignations:
  - a. Any volunteer may resign by filing a written resignation with the Fairgrounds Board Secretary.
  - b. Volunteer status may be revoked by the Fairgrounds Board for misconduct of any nature.

**ARTICLE VIII. AMENDMENTS**

Recommendations for amendments to these Bylaws may be made at a regular meeting by a quorum of all Fairgrounds Board Members then in office, provided that notice of the proposed amendment, together with a copy thereof, shall be distributed to each Fairgrounds Board Member at least five (5) days prior to the meeting at which the amendment is to be considered. The final amendments shall be approved by the Haywood County Board of County Commissioners.

**ARTICLE IX. INDEMNIFICATION**

Haywood County Fairgrounds, Inc. shall indemnify its Fairgrounds Board Members, officers, employees, and volunteers to the fullest extent permitted by the law of the state of North Carolina.

**CERTIFICATION**

These bylaws were approved at a meeting of the Haywood County Fairgrounds Board on the \_\_\_\_\_ day of \_\_\_\_\_, 2016.

\_\_\_\_\_ *Dorothy Morrow* \_\_\_\_\_  
Haywood County Fairgrounds Secretary

EXHIBIT "A"

HAYWOOD COUNTY AGRICULTURE  
AND ACTIVITIES CENTER ASSOCIATION, INC.  
589 Raccoon Road, Suite 118  
Waynesville, NC 28786  
[www.haywoodcountyculturefairgrounds.org](http://www.haywoodcountyculturefairgrounds.org)

Tax ID No. 56-1944716

February 18<sup>th</sup>, 2010

Mr. Kirk Kirkpatrick, Chairman  
Haywood County Board of Commissioners  
215 N Main Street  
Waynesville, NC 28786

Dear Mr. Chairman and Members of the Board:

This will confirm that, at its February 16<sup>th</sup>, 2010 board meeting, the Haywood County Agriculture and Activities Center Association Board of Directors approved the sale of all structures at the Haywood County Fairgrounds to the County of Haywood. This approval comes with the following understandings:

- 1.) The County intends to obtain a USDA loan sufficient to purchase the structures noted above, and to cover the cost of needed capital improvements at the Fairgrounds.
- 2.) Representatives of the Haywood County Agriculture and Activities Center Association and Haywood County will jointly approach First Citizens Bank to seek their cooperation in making the necessary financial arrangements to liquidate the existing indebtedness.
- 3.) The County Attorney will explore and advise both parties as to any legal issues which may need to be addressed including the status of past grants.
- 4.) Modification of the Articles of Incorporation and By-Laws will be made to assure legal and operational consistencies.

That a 7 member Governing Board would be created. This initial board will be appointed by the Haywood County Board of County Commissioners. Subsequent Board members will be appointed by County Commissioners following recommendations by the Governing Board. One member of the Governing Board will be a Haywood County Commissioner. The remaining appointments will be considered Members at Large.

The Governing Board may at its discretion, appoint an Advisory Board consisting of as many members as deemed appropriate. The revised By-Laws will address this issue in detail.

- 5.) The Governing Board will employ a full time Fairgrounds Manager following the establishment of a job description and a job search.

- 6.) It is anticipated that the County Maintenance Director and the Building and Grounds Committee Chairman of the Haywood County Agriculture and Activities Center Association will coordinate construction needs and schedules. A cost estimate will be determined and input from an architect currently under contract will be included.
- 7.) The Governing Board will be responsible for all activities at the Fairgrounds. Specific understandings and expectations will be articulated in a Management Agreement with Haywood County.
- 8.) It is recommended that the Governing Board be appointed by June 1<sup>st</sup>, 2010 and authorized to act on July 1<sup>st</sup>, 2010.
- 9.) It is anticipated that the sale transaction will be completed and a Management Agreement entered into by July 1<sup>st</sup>, 2010.

We look forward to working with the Board of Commissioners in order to complete this process which will be beneficial both to the County and to the Haywood County Agriculture and Activities Center Association.



Skipper Russell  
Haywood County Agriculture &  
Activities Center Association  
President



Glenn L. White  
Haywood County Agriculture &  
Activities Center Association  
Treasurer

EXHIBIT "B"

