

Catron County Fair Board

Arden Ward, President
Cindy Waldron, Vice-President
Shelby Saulsberry, Treasurer
Misty Werkman, Secretary

David Silva, Director
Shawn Menges, Director
Katie Lee, Director

Nancy Wolf, Director
Eugene Hutton, Director

SPECIAL MEETING Agenda for March 8, 2026

2:00 PM

Catron County Fairgrounds

- 1. Call to Order**
- 2. Opening Prayer**
- 3. Attendance**
- 4. Introduction of Guests:**
- 5. Announcements:**
- 6. Approval of March 8, 2026 Agenda**
- 7. Approval of Minutes**
 - a) March 2, 2026
- 8. Treasurer's Report**
- 9. Public Comment:** Public comment will be limited to 3 minutes. This is not a question -and- answer period. The board is not able to act on matters discussed during public comment.
- 10. New Business**

- a) Discussion, Direction and/or Action regarding removing Shilow Norton (Arden to Remain) from the First State Bank Accounts and Adding Shelby Saulsberry. Authorization to receive Debit Cards and fill out any necessary paperwork the bank would need.
- b) Discussion and/or Action regarding Team Reach.
- c) Discussion and/or Action regarding Royalty Program.
- d) Discussion and/or Action regarding Building and Fair grounds rental management.
- e) Discussion of filling the voids and confirming who will take on some of the duties.

11. Executive Session

- a) Motion and vote to recess regular session and go into executive session in which the following matters will be discussed in closed session:
 - i. Personnel
 - ii. 2026 Catron County Fair Rules and Regulations- address and clear up questions that have arose since last motion.

- b) Motion and vote to re-convene regular session
- c) Motion and roll call vote that matters discussed in closed session had no action taken during the executive session

12. Unfinished Business -

- a) Discussion, Direction and/or Action regarding 2026 Catron County Fair Rules and Regulations.
- b) Discussion, Direction and Action regarding:
 - i. Amending Catron County Fair Association Bylaws
 - ii. Developing Conflict of Interest Policy
 - iii. Developing Board Member Duties & Fiduciary Responsibilities Policy.
 - iv. Developing Code of Ethics, Code of Conduct and Chain of Command.
 - v. Developing Narrative Description of Activities.
- c) Action Item: Adoption of developed policies
 - i. Bylaws
 - ii. Board Member Duties & Fiduciary Responsibilities Policy
 - iii. Code of Ethics Policy

- iv. Conflict of Interest Policy
 - v. Narrative Description of Activities Policy
 - vi. Chain of Command
- d) Discussion regarding adding advisors and ex-officio members
of the Catron County Fair Association
- e) Discussion on update of EIN and State Registration
- f) Discussion, Direction and/or Action to move forward with
501(c)3 compliancy requirements and applications.

13. Announcements / Other / Misc. –

14. Next Regular Fair Board Meeting- April 6, 2026- 6:00 pm at the
Catron County Fairgrounds.

15. Next Fair Board Meeting Agenda additions:

16. Adjournment

*Items to be added to the agenda must be submitted to the Catron County Fair Association Secretary no later than 1 week prior to the regular scheduled meeting.

Bylaws of the Catron County Fair Association

Article I — Name and Legal Status

Section 1. Name

The name of this organization shall be **Catron County Fair Association** (“the Organization”).

Section 2. Legal Status

The Organization is a nonprofit corporation organized under the laws of New Mexico.

Section 3. Tax-Exempt Purpose

The Organization is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 4. Mission and Purpose

The Organization exists to:

- Operate and manage the annual county fair
- Promote agriculture, livestock, youth participation, and community education
- Provide exhibitions, competitions, entertainment, and cultural programming
- Support local producers, artisans, and civic organizations
- Partner with county government for fairground use, programming, and public benefit

Article II — Offices

Section 1. Principal Office

The principal office shall be located in Catron County, New Mexico.

Section 2. Registered Agent

The Organization shall maintain a registered office and agent in New Mexico as required by law.

Article III — Governance Structure

Section 1. Board-Run Organization

The Organization shall have **no voting membership**. All corporate authority and governance shall be exercised by the Board of Directors.

Section 2. Relationship with County Government

The Organization may coordinate with Catron County government regarding:

- Fairground facilities
- Public safety and compliance
- Cooperative funding or support
- Shared programming

The Organization remains an independent nonprofit entity governed by its Board.

Article IV — Board of Directors

Section 1. Authority

The Board of Directors governs all affairs, property, policies, and finances of the Organization.

Section 2. Composition

The Board shall consist of **nine (9) directors whom are Catron County Residents or reside within a Catron County School District**.

Section 3. Representation

The Board should collectively reflect agriculture, livestock, youth programs, education, business, and community leadership interests within Catron County.

Section 4. Terms

- Directors serve **three-year staggered terms**.
- Approximately one-third of seats shall be filled each year.

- Directors can serve multiple terms if no director is available to fill the seat.

Section 5. Duties

The Board shall:

- Establish strategic direction and policies
- Approve annual fair operations and programming
- Approve budgets and major expenditures
- Oversee facilities, safety, insurance, and compliance
- Maintain partnerships with county government and community organizations
- Ensure financial accountability and transparency
- Support sponsorships and fundraising

Section 6. Vacancies

Vacancies shall be filled by majority vote of remaining directors for the remainder of the term.

Section 7. Removal

A director may be removed by a two-thirds vote of the Board for:

- Failure to attend meetings
- Misconduct or ethical violations
- Breach of fiduciary duty
- Conflict-of-interest violations

Article V — Officers

Section 1. Officers

The officers shall be:

- President
- Vice President
- Secretary
- Treasurer

Section 2. Election

Officers shall be elected annually by the Board from among its members.

Section 3. Duties

President

- Presides over meetings
- Serves as primary representative of the fair
- Ensures execution of Board policies

Vice President

- Assists the President
- Acts in the President's absence

Secretary

- Maintains minutes and official records
- Oversees compliance filings and documentation

Treasurer

- Oversees financial management
- Provides regular financial reports
- Ensures accounting controls and compliance

Article VI — Committees

The Board may establish committees, including:

- Fair Operations
- Livestock & Agriculture
- Vendors & Exhibits
- Entertainment & Events
- Facilities & Grounds
- Sponsorship & Fundraising
- Youth Programs
- Safety & Compliance

Committees report to the Board and operate under its authority.

Article VII — Meetings

Section 1. Regular Meetings

The Board shall meet:

- Monthly during fair planning periods
- At least quarterly otherwise

Section 2. Annual Meeting

An annual planning meeting shall:

- Review prior fair performance
- Review finances
- Set goals and priorities

Section 3. Special Meetings

Special meetings may be called by the President or a majority of directors.

Section 4. Notice

Notice shall be provided at least seven (7) days in advance unless urgent circumstances exist.

Section 5. Quorum

Five (5) directors constitute a quorum.

Section 6. Voting

Actions pass by majority vote unless otherwise required by these bylaws.

Article VIII — Financial Management

Section 1. Fiscal Year

The fiscal year shall be October 1 – September 30 unless changed by the Board.

Section 2. Budget

The Board shall approve an annual operating budget.

Section 3. Banking

Funds shall be deposited in financial institutions approved by the Board.

Section 4. Financial Controls

The Organization shall maintain:

- Dual authorization for major expenditures
- Segregation of financial duties when feasible
- Monthly financial reporting
- Annual financial review or audit when practical

Section 5. Compensation

No part of the Organization's earnings shall benefit private individuals except reasonable compensation for services.

Article IX — Conflict of Interest

The Organization shall maintain a written conflict-of-interest policy requiring:

Disclosure of financial or personal interests

Recusal from related votes

Documentation in meeting minutes

Article X — Insurance and Risk Management

The Organization shall maintain appropriate coverage, including:

- General liability insurance
 - Event insurance
 - Property coverage (as applicable)
 - Directors & Officers (D&O) insurance
-

Article XI — Indemnification

To the fullest extent permitted by law, the Organization shall indemnify directors, officers, volunteers, and agents acting in good faith on behalf of the Organization.

Article XII — Amendments

These bylaws may be amended by:

- Two-thirds vote of the Board, and
 - Prior written notice of proposed changes.
-

Article XIII — Dissolution

Upon dissolution, assets shall be distributed to one or more nonprofit organizations serving similar charitable or educational purposes and qualifying under Section 501(c)(3).

Certification of Adoption

Adopted by the Board of Directors of the Catron County Fair Association on **[date]**.

President: _____

Secretary: _____

Board Member Duties & Fiduciary Responsibilities Policy

Catron County Fair Association

Purpose

This policy defines the legal, ethical, and operational responsibilities of members of the Board of Directors. It ensures the Board fulfills its role in governing the Association responsibly and in compliance with nonprofit and tax-exempt requirements.

Article I — Role of the Board

The Board of Directors is responsible for the overall governance, direction, and sustainability of the Catron County Fair Association. Board members act collectively to ensure the organization operates in alignment with its mission, bylaws, and legal obligations.

Article II — Fiduciary Duties

Board members shall uphold the following core fiduciary duties:

1. Duty of Care

Board members must:

- Act in good faith and with reasonable judgment
- Participate actively in meetings and decisions

- Review financial reports, budgets, and policies
- Ask informed questions and exercise oversight

2. Duty of Loyalty

Board members must:

- Act in the best interest of the Association
- Avoid personal or financial conflicts of interest
- Maintain confidentiality of sensitive information
- Disclose potential conflicts promptly

3. Duty of Obedience

Board members must:

- Ensure the organization follows its mission
- Comply with bylaws and governing documents
- Adhere to applicable laws and nonprofit regulations
- Protect tax-exempt status and charitable purpose

Article III — General Responsibilities

Board members are expected to:

- Attend and participate in Board meetings regularly
 - Prepare for meetings by reviewing materials in advance
 - Support and promote the annual county fair
 - Assist with fundraising and sponsorship development
 - Help build community partnerships
 - Provide oversight of safety, facilities, and operations
 - Ensure ethical conduct and transparency
-

Article IV — Financial Oversight

Board members shall:

- Approve the annual operating budget
 - Review periodic financial reports
 - Ensure appropriate internal controls are in place
 - Safeguard organizational assets
 - Participate in financial review or audit processes
-

Article V — Strategic and Operational Oversight

The Board shall:

- Set long-term goals and priorities
 - Support fair planning and evaluation
 - Monitor program effectiveness
 - Evaluate organizational risks and mitigation strategies
-

Article VI — Ethical Conduct

Board members shall:

Conduct themselves professionally and respectfully

Avoid misuse of organizational resources

Represent the organization positively in the community

Follow the conflict-of-interest policy

Article VII — Confidentiality

Board members shall protect confidential information, including:

- Financial records
- Personnel matters
- Contracts and negotiations
- Sensitive operational or legal information

Confidentiality continues after board service ends.

Article VIII — Board Member Expectations

Each board member agrees to:

- Serve the full term unless circumstances prevent it
 - Notify leadership if unable to fulfill responsibilities
 - Participate in committees when assigned
 - Support board decisions once adopted
-

Article IX — Removal or Resignation

A board member may be removed in accordance with bylaws for:

- Failure to attend meetings regularly
- Breach of fiduciary duties
- Ethical violations
- Actions harmful to the organization

Board members may resign in writing to the President or Secretary.

Article X — Orientation and Training

New board members shall receive:

- Bylaws and governance documents
- Conflict-of-interest policy
- Financial overview
- Overview of fair operations and partnerships

Ongoing governance education is encouraged.

Article XI — Acknowledgment of Responsibilities

All board members shall sign an acknowledgment confirming they:

1. Understand fiduciary duties
 2. Agree to uphold ethical and legal responsibilities
 3. Commit to active participation and oversight
-

Certification and Adoption

This Board Member Duties & Fiduciary Responsibilities Policy was adopted by the Board of Directors of the Catron County Fair Association on:

Date: _____

Board President: _____

Secretary: _____

Board Member Acknowledgment Form

Name: _____

Position: Board Director

I acknowledge that I have received and read the Board Member Duties & Fiduciary Responsibilities Policy and agree to fulfill the responsibilities described.

Signature: _____

Date: _____

Example Chain of Command

Catron County Fair Association

Board of Directors (9 Members)



Board Officers

(President → Vice President → Secretary → Treasurer)



Fair Manager / Fair Coordinator (if appointed)



Committee Chairs



Committee Members & Volunteers

Level 1 — Board of Directors (Governing Authority)

Role: Governs, sets policy, approves budgets, oversees compliance.

Makes final decisions

Approves contracts

Approves major expenditures

Maintains fiduciary oversight

Coordinates formally with County Government

The Board acts collectively — no single board member may independently direct operations unless authorized.

Level 2 — Board Officers

President

Chief volunteer leader

Presides over meetings

Primary liaison to county officials

Vice President

Acts in absence of President

Often oversees committees

Secretary

Maintains records and compliance

Keeps official minutes

Secondary liaison to county officials

Treasurer

Oversees financial reporting

Works with bookkeeper or finance committee

Officers do not override the Board — they carry out Board decisions.

Level 3 — Fair Superintendents / Fair Coordinators

If appointed:

Reports directly to the Board

Manages daily operations

Coordinates vendors, exhibitors, entertainment

Implements Board-approved plans

Supervises volunteers during fair operations

This role prevents operational chaos and protects the Board from micromanagement.

Level 4 — Committees

Examples:

Livestock Committee

Fair Operations Committee

Vendors & Exhibits Committee

Entertainment Committee

Sponsorship, Awards & Fundraising Committee

Rodeo and Arena Committee

Royalty Program

Each committee:

Has a Chair appointed by the Board or President

Reports to the Board

Cannot bind the organization financially without Board approval

Level 5 — Volunteers

Report to Committee Chairs

Follow operational instructions during the fair

Do not make policy decisions

County Government Relationship (Important Clarification)

Because Catron County government is involved:

Board of Directors ↔ County Commission / County Manager

Key rule:

County officials do not supervise volunteers directly.

The nonprofit Board governs fair operations.

Coordination happens at the leadership level (President or designated liaison).

This protects nonprofit independence and IRS compliance.

Practical Example in Action

Scenario: Vendor Complaint

Vendor → Vendor Committee Chair → Fair Manager → President → Board (if policy or financial decision required)

Not:

Vendor → Random Board Member → County Official

Clear lines prevent confusion and liability.

Emergency Chain of Command (During Fair Week)

If urgent operational issue:

Volunteer → Committee Chair → Superintendent → President → Executive decision (if authorized)

Board ratifies later if necessary.

Why This Matters for 501(c)(3)

The IRS expects:

Clear governance

Separation between oversight and operations

Documented decision-making authority

No informal or shadow leadership

A written chain of command protects the Board legally.

501(c)(3) Narrative Description of Activities

Catron County Fair Association

Organizational Overview

The Catron County Fair Association is a nonprofit organization established to operate and manage the annual county fair and related community programming in Catron County, New Mexico. The organization promotes agriculture, youth development, education, local culture, and community engagement through public events, exhibitions, and partnerships.

The Association works in coordination with county government, local schools, agricultural producers, civic organizations, and volunteers to provide programming that benefits residents and visitors.

Core Activities

1. Annual County Fair Operations

The primary activity of the organization is planning, coordinating, and operating the annual Catron County Fair. Activities include:

- Organizing livestock shows and agricultural exhibitions
- Managing vendor participation and community booths
- Hosting youth competitions and educational displays
- Coordinating entertainment, demonstrations, and cultural programming

- Overseeing fairground logistics, safety, and scheduling

The fair is open to the public and designed to educate, engage, and strengthen community participation.

2. Agricultural Education and Promotion

The Association promotes agriculture and ranching through:

- Livestock competitions and judging events
- Educational exhibits on farming, conservation, and land stewardship
- Workshops and demonstrations for youth and the public
- Collaboration with local agricultural producers and educators

These activities preserve agricultural traditions and support rural education.

3. Youth Development Programs

The organization supports youth participation and leadership development through:

- Livestock and project exhibitions
- Skills competitions and awards
- Partnerships with youth agricultural and educational programs
- Volunteer opportunities and mentoring

Youth programming encourages responsibility, leadership, and hands-on learning.

4. Community Cultural and Educational Programming

The Association provides:

- Public demonstrations and workshops
- Arts and crafts exhibitions
- Cultural heritage displays
- Community contests and performances

These activities celebrate local traditions and provide educational experiences.

5. Partnerships and Community Collaboration

The Association works with:

- County government
- Schools and youth organizations
- Agricultural producers
- Local businesses and sponsors
- Volunteers and civic groups

These partnerships expand programming and ensure community access.

6. Fundraising Activities

To support operations and public programming, the organization conducts fundraising such as:

- Sponsorships
- Vendor fees

- Donations and grants
- Concessions and event-related revenue

Funds are used exclusively to support fair operations, educational programming, facility needs, and nonprofit administration.

7. Facilities and Safety

The Association coordinates with county government regarding:

- Use and maintenance of fairgrounds
 - Public safety planning
 - Event logistics and insurance
 - Compliance with health and safety regulations
-

Frequency of Activities

- Annual fair: once per year
 - Planning meetings: ongoing throughout the year
 - Youth and agricultural programming: seasonal and year-round coordination
 - Fundraising and partnerships: ongoing
-

Population Served

The organization serves:

- Residents of Catron County
- Youth participants and families

- Agricultural producers and exhibitors
- Local businesses and community organizations
- Visitors attending the fair

Programming is open to the general public without discrimination.

Volunteers and Staffing

The Association is primarily volunteer-led. Activities are carried out by:

- Board members
- Community volunteers
- Committee members
- Contracted service providers when necessary

Reasonable compensation may be paid for services essential to fair operations, consistent with nonprofit regulations.

Charitable and Educational Impact

The organization provides:

- Agricultural and educational opportunities for youth
- Public access to cultural and community events
- Preservation of local agricultural traditions
- Community engagement and economic support for local vendors

All activities are conducted in furtherance of the organization's charitable and educational mission.

Future Activities

The Association plans to:

- Expand youth education programs
- Increase agricultural demonstration opportunities
- Improve fair programming and accessibility
- Strengthen partnerships with schools and community organizations
- Pursue grants and sponsorships to support long-term sustainability

Compliance Statement

The Catron County Fair Association operates exclusively for charitable and educational purposes. No part of its net earnings benefits private individuals, and all activities support its mission and public benefit.

Conflict of Interest Policy

Catron County Fair Association

Article I — Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of the Catron County Fair Association when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, committee member, or key volunteer. This policy is intended to ensure integrity, transparency, and compliance with nonprofit governance best practices and federal tax-exempt requirements.

Article II — Definitions

Interested Person

Any director, officer, or individual with decision-making authority who has a direct or indirect financial interest.

Financial Interest

A person has a financial interest if they or an immediate family member have:

- An ownership or investment interest in any entity doing business with the Association
- A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction
- A potential ownership, investment, or compensation interest in a proposed transaction

Financial interests are not necessarily conflicts; a conflict exists when the Board determines one is present.

Article III — Duty to Disclose

Interested persons must disclose any actual or potential conflict of interest, including:

- Business relationships
- Financial interests
- Family relationships tied to vendors, sponsors, contractors, or exhibitors

Disclosure shall be made:

- Prior to Board discussion or vote
 - Annually through a written disclosure form
-

Article IV — Determining Whether a Conflict Exists

After disclosure:

1. The interested person shall leave the meeting during discussion and vote.
 2. The remaining Board members shall determine if a conflict exists.
 3. The determination shall be documented in meeting minutes.
-

Article V — Procedures for Addressing a Conflict

If a conflict is identified:

1. The Board may investigate alternatives to the proposed transaction.
2. The Board shall determine whether the Association can obtain a more advantageous arrangement from an unrelated party.
3. If not reasonably possible, the Board may approve the transaction if it is:
 - ❖ Fair
 - ❖ Reasonable
 - ❖ In the best interest of the Association

Approval requires a majority vote of disinterested directors.

Article VI — Violations of the Policy

If the Board has reasonable cause to believe an individual failed to disclose a conflict:

1. The individual shall be informed and given an opportunity to explain.
2. The Board may take appropriate corrective action, including:
 - ❖ Removal from decision-making authority
 - ❖ Removal from office or board service

Article VII — Records of Proceedings

The minutes of Board and committee meetings shall include:

- Names of persons who disclosed or were found to have a financial interest
- Nature of the interest
- Actions taken to determine whether a conflict existed
- The Board's decision and vote

Article VIII — Compensation

A voting member of the Board who receives compensation from the Association for services:

- Shall not vote on matters pertaining to that compensation
- Shall not be present for deliberation or vote

Article IX — Annual Statements

Each director, officer, and key volunteer shall annually sign a statement affirming that they:

1. Received a copy of this policy
2. Read and understand it
3. Agree to comply with it
4. Understand the Association is charitable and must operate in ways that maintain tax-exempt status

Article X — Periodic Reviews

To ensure the Association operates consistently with charitable purposes and does not engage in activities that could jeopardize tax-exempt status, periodic reviews shall include:

- Compensation arrangements
- Vendor and contractor relationships
- Partnerships and sponsorship agreements

Article XI — Use of Outside Experts

When appropriate, the Board may use legal, financial, or governance experts to inform decisions. Use of experts does not relieve the Board of its fiduciary responsibilities.

Certification and Adoption

This Conflict of Interest Policy was adopted by the Board of Directors of the Catron County Fair Association on:

Date: _____

Board President: _____

Secretary: _____

Annual Disclosure Form (to be completed each year)

Name: _____

Position (Director/Officer/Volunteer): _____

Do you have any financial or personal interest that could present a conflict with the Association?

No

Yes (If yes, describe): _____

Business affiliations relevant to fair vendors, sponsors, contractors, or exhibitors:

Signature: _____

Date: _____

CONFLICT OF INTEREST POLICY

Article I: Purpose

The purpose of this conflict of interest policy is to establish the procedures applicable to the identification and resolution of conflicts of interest in the context of transactions or arrangements entered into by _____ where an Interested Person (defined below) may have a Financial Interest (defined below) in or Fiduciary Responsibility (as defined below) towards an individual or entity with which _____ is negotiating a transaction or arrangement. The determination that a conflict of interest exists does not prohibit the _____ from entering into the proposed transaction or arrangement provided that the procedures set forth in Article III below are followed. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II: Definitions

1. Interested Person

Any director, principal officer, or member of a committee with board-delegated powers who has either (a) a direct or indirect financial interest, as defined below ("Financial Interest"); or (b) a fiduciary responsibility to another organization, as defined below ("Fiduciary Responsibility"), is an interested person.

2. Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family (which are spouse, children and step children, and other relatives living with such person):

- A. an ownership or investment interest in any entity with which _____ has a transaction or arrangement (including but not limited to grants); or
- B. a compensation arrangement with _____ or with any entity or individual with which _____ has a transaction or arrangement (including but not limited to grants);
- C. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which _____ is negotiating a transaction or arrangement (including but not limited to grants); or
- D. other than an arm's-length relationship with prospective or actual grantees relative to the design of specific projects, preparation of specific proposals and review and oversight of funded projects, and _____ related activities.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. Gifts and favors include any gratuitous service, loan, discount, money or article of value, but does not include loans from financial institutional on customary terms, articles of nominal value ordinarily used for sales promotion, ordinary "business lunches" or reasonable entertainment consistent with local social or business customs.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the board or appropriate committee decides that a conflict of interest exists.

3. Fiduciary Responsibility

A person has a Fiduciary Responsibility towards an organization or individual if he or she:

- A. occupies a position of special confidence towards such organization or individual;
- B. holds in trust property in which another person has the beneficial title of interest, or who receives and controls the income of another; or
- C. has a duty of loyalty or duty of care to an organization (by virtue of serving as an officer or director of an organization or other position with similar responsibilities). A duty of loyalty requires the person to refrain from dealing with the organization on behalf of a party having an interest adverse to the organization and refrain from competing with the organization. A duty of care requires the person to discharge his or her duties in good faith and in a manner he or she reasonably believes to be in the best interests of the organization.

A Fiduciary Responsibility is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Fiduciary Responsibility may have a conflict of interest only if the board or appropriate committee decides that a conflict of interest exists.

Article III: Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her Financial Interest or Fiduciary Responsibility and all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangements.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest or Fiduciary Responsibility and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the final determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a factual presentation at the board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. An interested person shall not actively participate in the discussion of, or vote on, the transaction or arrangement that results in the conflict of interest, either formally at a board or committee meeting or informally through contact with individual board or committee members. In addition, the interested person should not be counted

in determining whether a quorum is present for the board or committee meeting at which the transaction or arrangement that results in the conflict of interest is to be voted upon.

- b. The chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether _____ can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote (or other voting requirement, as provided in the Bylaws of _____ of the disinterested directors whether the transaction or arrangement is in _____ interest and for its own benefit and whether the transaction is fair and reasonable to _____ and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

Article IV: Records of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a Financial Interest or a Fiduciary Responsibility in connection with an actual or possible conflict of interest, the nature of the Financial Interest or Fiduciary Responsibility, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the names of the persons who recused themselves from such discussion and votes, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V: Compensation Committees

A voting member of any committee with board-delegated powers whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from _____ for services is precluded from voting on matters pertaining to that member's compensation.

Article VI: Annual Statements

Each director, principal officer, and member of a committee with board-delegated powers annually shall sign an acknowledgement and disclosure form that:

- a. Affirms that such person has received and reviewed a copy of the conflict of interest policy and agreed to comply with its terms;
- b. Requires that such person disclose any Financial Interest in or Fiduciary Responsibility towards any entity such person believes may enter into a proposed transaction with _____ in the upcoming year.

Article VII: Periodic Reviews

To ensure that _____ operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether any grants are made to disqualified persons, or otherwise result in an excess benefit transaction.
- c. Whether arrangements with other organizations conform to _____'S applicable written policies, are properly recorded, reflect reasonable payments for goods and services, if any, further _____'S charitable purposes and do not result in inurement or impermissible private benefit.

Article VIII: Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, _____ may, but need not, use outside experts. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

CONFLICT OF INTEREST ACKNOWLEDGEMENT/DISCLOSURE FORM
FOR _____

1. CONFLICTING ORGANIZATIONS

I am a director, trustee, officer, representative of, or have a Financial Interest in the following organizations that have or may have a conflict with the interests of the _____

Organization and Title or Interest:

2. CONFLICTING ACTIVITIES/OBLIGATIONS

I am involved in no activity or transaction, nor am I a party to any contract involving interests that are or could be found to be adverse to the _____ except for the following:

3. CONFLICTING BUSINESS OPPORTUNITIES/COMMITMENTS

I have not committed to, nor am I pursuing, any business opportunity that does or might adversely affect the _____ except for the following:

4. CONFLICTING RELATIONSHIPS

I do not have a Fiduciary Relationship with any person with whom _____ is pursuing a business opportunity except for the following:

5. OTHER POTENTIAL CONFLICTS

Any other concerns I may have regarding actual or potential conflicts of interest are listed below:

I have received and reviewed _____ Conflict of Interest Policy, and to the best of my knowledge, I have accurately answered the above questions.

Signature

Date

Printed Name

CATON COUNTY FAIR ASSOCIATION

Code of Ethics and Conduct

Article I – Purpose

This Code of Ethics establishes standards of conduct for Directors, Officers, Committee Members, Volunteers, and Key Representatives of the Catron County Fair Association (“Association”).

Its purpose is to promote integrity, accountability, transparency, and public trust in all activities of the Association.

Article II – General Standards of Conduct

All covered individuals shall:

Act in good faith and in the best interest of the Association.

Exercise reasonable care, diligence, and independent judgment.

Comply with applicable federal, state, and local laws.

Uphold the mission and reputation of the Association.

Directors shall fulfill their fiduciary duties of care, loyalty, and obedience consistent with the expectations of the Internal Revenue Service and the New Mexico Nonprofit Corporation Act.

Article III – Conflicts of Interest

All individuals must avoid actual or perceived conflicts of interest.

Conflicts shall be disclosed promptly in accordance with the Association's Conflict of Interest Policy.

Individuals with conflicts shall recuse themselves from discussion and voting as required.

Article IV – Integrity and Fair Dealing

Board Members and representatives shall:

Avoid self-dealing or personal gain from Association activities.

Ensure fair and competitive procurement practices when practical.

Refrain from using Association assets for personal benefit.

Avoid favoritism, nepotism, or improper influence.

Article V – Transparency and Public Trust

Given the Association's role in serving the community of Catron County:

Meetings shall be conducted openly when required by law.

Records shall be maintained accurately and responsibly.

Financial reporting shall be truthful and complete.

When applicable, compliance shall be maintained with the New Mexico Open Meetings Act.

Article VI – Respectful Conduct

All individuals shall:

Treat fellow board members, volunteers, vendors, exhibitors, and members of the public with respect.

Refrain from harassment, discrimination, or retaliation.

Conduct Association business professionally at all times.

Article VII – Confidentiality

Board Members shall:

Protect confidential information received in the course of service.

Not disclose sensitive financial, legal, or personnel matters without authorization.

Continue to honor confidentiality obligations after leaving service.

Article VIII – Compliance and Reporting

Any suspected violation of this Code shall be reported to:

The Board Chair, or

The Vice Chair if the Chair is implicated.

The Board may investigate and take appropriate corrective action, including:

Formal reprimand

Removal from committee

Recommendation for removal from the Board (if permitted under bylaws)

Article IX – Annual Acknowledgment

All Directors and Officers shall annually sign an acknowledgment stating:

“I have read and agree to abide by the Catron County Fair
Association Code of Ethics.”

Annual Acknowledgment Form

Name: _____

Position: _____

Signature: _____

Date: _____

By-Laws of Catron County Fair Association, Inc.

A non-profit corporation organized under the laws of the State of New Mexico

Article One Corporate Powers

The corporate powers of this corporation shall be vested in a Board of Directors, consisting of fifteen Directors. Five (5) Directors, either present in person or represented by proxy, shall constitute a quorum for the transaction of business of this corporation.

Article Two Place of Business

This corporation shall maintain its principal office and place of business at Reserve, New Mexico, but may have offices and transact business through its duly constituted offices at any other place within the County of Catron, New Mexico, as the Board of Directors may from time to time designate.

Article Three Purpose

The purpose of this organization shall be to promote the educational development in agriculture of Catron County, New Mexico, and surrounding areas by holding an annual fair on the last full week of August and such other public exhibits as may be determined by the Board of Directors. The prime objective hereof being the encouragement and help to the youth of these areas in providing a place to exhibit and evaluate their school and 4-H projects and FFA.

To purchase, construct, create, or otherwise acquire, invest in, obtain an interest in, hold, sell, improve, mortgage, exchange, or dispose of property, real or personal, of any kind or description in connection with or incidental to the promotion of educational development in agriculture in Catron County, New Mexico, and in the holding of an annual fair.

Article Four Board of Directors

A. The Board of Directors shall consist of fifteen Directors, and any five (5) of said Directors either personally present or represented by proxy shall constitute a quorum at any meeting of said Board.

B. The Board shall be elected by said membership at the annual meeting.

C. The Board of Directors shall have the power to replace a resigning member by majority vote of the Board. The resigning member may nominate a replacement. Nominations will be accepted from the membership at this time. Any Director who is elected to fill a vacancy holds office for the remainder of the term of the resigning Director.

D. The Board of Directors shall have the power and capacity to conduct, manage, and control the affairs and business of this corporation, and to make rules and articles of Association of this corporation, and the Laws of the State of New Mexico.

E. The Board of Directors shall have the power and capacity to change fair dates, times, events, and any aspect of the county fair.

F. The Board of Directors shall have the power and capacity to acquire, hold, enjoy, dispose of, convey rent and lease sell property, real and personal and to incur indebtedness by mortgage or otherwise, but only under the terms and in the amount which shall first have been approved by a majority of the Board of Directors present and voting at any meeting of said Board and the terms of which said indebtedness shall be entered in the minutes of the Board of Directors and the mortgage, debenture, note or other type of obligation, if any, given to secure the same, shall be signed officially by the President and Secretary of this Corporation.

Article Five Officers

The officers of this corporation shall be the President, the Vice-President, the Secretary and the Treasurer, and such other officers as the Board of Directors may designate and appoint.

Article Six President and Chairman of the Board

The President of this corporation shall also act as chairman of the Board of Directors. He/She shall preside over all meetings of the Board of Directors of this corporation.

Article Seven Vice-President

In case of the absence or disability of the President to act, the Vice-President shall act as President.

Article Eight Secretary and Treasurer

The Secretary shall keep full and complete records of the proceedings of the Board of Directors and of the meetings of the members of this corporation; he/she shall make service of such notices as may be necessary or proper.

The Treasurer shall receive and safely keep all funds of the corporation and deposit the same to the corporations account in the bank designated by the Board of Directors; such funds shall be paid out only upon authorization by the Board of Directors, and by checks of the corporation signed by the Treasurer.

Article Nine Meeting Occurrence and Location

1. Meetings will be held on the first Monday of each month at 5:00 or 6:00 pm dependent on daylight savings time. No meetings will be held in January or in September.
2. The board will elect officers and board members during the March meeting.
3. The board will add an executive session to each agenda during which only voting members will be allowed to attend.
4. County 4-H agents and FFA Advisors will be eligible to be elected as voting members.

Article Ten Membership

The membership shall be comprised of fifteen Directors that are elected annually during the March meeting.

Article Eleven Amendments

These By-Laws may be amended at any meeting of the board of Directors, subject to the approval of such amendment by a majority of the members of this corporation present and voting at any meeting of the members of this corporation, or at any meeting of the members of this corporation, by a majority of the members present and voting at such meeting, provided however in the case of an amendment proposed to be adopted at a meeting of the members of the corporation, it shall be proposed in writing and served upon the Board of Directors of this corporation of least fifteen (15) days prior to the date of the meeting at which such amendment is to be voted upon.

Article Twelve Dues and Assessments

No assessments shall be levied upon any of the Board members or this corporation as such, but all of the finances of the corporation shall be provided by popular subscriptions, gifts, or by such other means as may be devised by the Board of Directors.

By-Laws amended and approved on February, 7th 2022 by Catron County Fair Board.