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BY-LAWS REVISED, October, 2015

Section I - Mission Statement

The mission of the Montcalm County 4-H Fair Association ("Fair Association") is to provide the best County 4-H Fair ("Fair") possible. To create educational, social, and cultural opportunities to preserve and promote agriculture and traditions of Montcalm County. To provide the most valuable, educational, and entertaining experience that resources will allow.

Section II - Board of Directors

The Fair Association shall have fifteen (15) Directors who shall constitute a Board of Directors of the concerns of the Association, effective January 1, 2003. **The Board of directors shall be comprised of 2/3 Montcalm County Residents.**

Section III - Terms of Office

At the Annual Meeting of the Fair Association, there shall be elected from the membership five (5) Directors each for a term of three (3) years, and five (5) Directors each year thereafter for the same term. The term of office of all Directors shall commence on the first day of the next month succeeding their election. Each Director shall file his Oath of Office with the Secretary of the Fair Association before that date.

Section IV - Nominating Committee

The President, with approval of the Board of Directors, shall appoint the nominating committee. No member of the Board of Directors, who is eligible for re-election, can serve on the nominating committee.

Section V - Membership

The membership roll shall be updated annually and said roll shall be kept current, published and available at the Annual Meeting. A Member must be enrolled and recorded at least 30 days prior to the Annual Meeting or any other meeting to be eligible to vote at such meeting or be nominated for the Board of Directors ("Directors").

A Member ("Member") shall be any eligible person defined under section V who pays dues to enroll for either an Annual Membership or Lifetime Membership.

Annual Membership ("Annual Membership") applies to one individual for one year. Annual Memberships shall run from October 1 to September 30.

Lifetime Membership ("Lifetime Membership") applies to one individual for a lifetime. The Fair Association will honor the existing Lifetime Memberships.

The Board of Directors shall determine Annual Membership and Lifetime

membership dues and shall from time to time increase the dues for membership.

Any person 18 years old or older interested in becoming a member of the Fair Association can do so by paying the dues to the Secretary of the Fair Association, which shall be receipted and placed on the membership roll.

Section VI - Election of Directors

The Directors shall be elected by secret ballot at the Annual Meeting of the Fair Association. Only one nomination will be allowed each Member. Ballots shall be numbered in sequence. Each member must be identified to receive a ballot. Ballots shall be kept available for examination upon request for 60 days.

Section VII - Annual Meeting

The Annual Meeting of the Fair Association shall be held at a designated place during the month of October in each year at a time designated by the Directors.

Special meetings may be called by the President and may be called by him/her at any time. Notice of such special meetings shall be published in a newspaper, printed, published and in circulation in the County of Montcalm, at least once and at least five (5) days before the date of said meeting. Such special meetings shall transact only such business as is specified in the notice thereof.

Section VIII- Duties of Directors

- A) The Directors shall control and regulate all the affairs of the Fair Association, make or authorize to be made all necessary contracts, purchases and expenditures, engage, direct and discharge employees and servants, including a Manager or an Executive Secretary to who they may delegate authority and duties, enforce all By-Laws and Articles of Incorporation.
- B) The Directors shall hold regular meetings as follows: On the First Monday of each month unless otherwise agreed upon by the Board.
- C) Special meetings of the Board of Directors may be called by the President at any time and shall be called by him/her upon written request of two or more members thereof, and notice of said special meetings shall be given by the Secretary, by mailing a notice, communicating by electronic means, or telephoning to each Director at least four (4) days prior to the date set therefore, which said notice shall be deemed sufficient if addressed to said member at the post office address appearing upon the records of the Fair Association.
- D) Officers and employees shall furnish a bond as may be required from time to time by the Directors. The Treasurer, Secretary, Executive Secretary, and any Manager shall be required to furnish a bond in such amount as shall be required by the Directors. The Fair Association may pay for the bond so authorized.
- E) The Directors shall have power to adopt rules for conduct of the Fair Association and its Members at it may from time to time deem necessary, provided such rules are not inconsistent with these By-Laws.
- F) In the event that a vacancy shall occur among the Directors or among its elected officers, or in the event that any member of Board of Directors shall by illness, incapacitated, four consecutive absences, or other cause

becomes unable or willing to discharge the duties of the office to which he was elected or appointed, then the Directors may declare such office or position vacant and proceed to fill such vacancy by appointment, and shall hold the office until the next succeeding election.

Section IX - Honorary Directors

An Honorary Director must have served on the Board of Directors not less than twenty (20) years in an official capacity.

Section X - Duties of Officers

- A) President shall preside at all meetings of the Fair Association and all meetings of the Directors, shall perform all other duties usually incident to the Office of President, and such other duties as may be assigned by the Board of Directors from time to time.
- B) The First Vice-President shall perform the duties of President in the absence or disability of the President.
- C) The Second Vice-President shall perform the duties of President in the absence or disability of both the President and the First Vice-President.
- D) The Secretary shall keep a record of all meetings of the Fair Association and meetings of the Directors, and shall duly account for the pay to the Treasurer all monies which may at any time come into his/her hands belonging to said Fair Association, and such other duties as the Directors assign from time to time.
- E) The Treasurer shall be charged with the collection and custody of the funds and with their disbursements and condition of the funds in his/her hands, and at such other time as requested by the Directors. His/her accounts shall be audited annually and shall be open to the examination of the President and the Board of Directors.
- F) With the approval of the majority of the Directors, the duties of the Secretary and Treasurer, insofar as they relate to correspondence, keeping of the membership roll and the book of accounts and other such ministerial functions, may be delegated to the Executive Secretary.
- G) In addition to the position of Executive Secretary, the Directors may authorize the position of Manager, and define his/her responsibilities.

Section XI - Committees

- A) The following permanent committees are established:
 - Rental Committee (to be added to committees)
 - Livestock Committee (proposed to be removed)
 - Youth and Family Committee (proposed to be removed)
 - Executive Committee
 - Budget and Audit
 - Buildings and Grounds
 - Concession and Commercial Exhibits
 - Advertising/Publicity/Marketing
 - Rental Committee
 - Judges/Awards/Exhibits

At its first regular meeting following the annual meeting in each year the Executive Committee shall appoint the members to the above named respective committees. Each committee shall be composed of a Chairperson and at least two (2) additional members, all of whom shall serve during the pleasure of the Board of Directors. The Directors

- shall appoint other committees and members thereof, as it may deem necessary for the interest of the Fair Association.
- B) All committees shall be subject to the supervision and control of the Directors, and shall be responsible to the Directors.
 - C) Chairpersons and members of the committees need not be members of the Directors.

Section XIII - Fairs and Exhibitions

- A) The Fair Association shall hold at least one (1) County 4-H Fair ("Fair") each year at the fairgrounds in Montcalm County, which shall be held at such time as shall be determined by the Directors, except in the event of National Emergency, Act of God, or other causes beyond the control of the Directors, or in cases when the Directors may deem the holding of a Fair inadvisable or impractical.
- B) The 4-H Youth Agent and the 4-H Extension Office shall have responsibility over establishing, coordinating, implementing and enforcing 4-H guidelines and the selection of project superintendents through developmental committees for the Fair. The Directors shall retain final veto power over these areas as they pertain to financial matters, facilities and Fair events.
- C) The Directors shall have control of all Fairs and Exhibitions, the determination of the scope or extent thereof. The awarding of premiums, superintendents, and all committees and sub-agents for the proper and efficient conduct thereof. The said Directors shall have the power to determine the place or places on the Fairgrounds or in the buildings thereon in which the various exhibits or demonstrations are to be located and conducted, whether for exhibition, demonstration, or entered for premiums, or in contests, or as concessions or amusement, and may enlarge, change or diminish the space allocated any person or persons at any time as it may deem proper and advisable.
- D) The Directors shall have the power to designate fairs and exhibits on any real property owned or leased by the Fair Association.

Section XIII - Publication of By-Laws and Rules

A copy of these By-Laws and all rules and regulations made and adopted by the Directors for the control and conduct of the annual Fair and exhibition shall be made available on request.

Section XIV - Purchase, Lease, Mortgage or Transfer of Property

- A) The Directors may from time to time buy or lease such real estate as in their judgment shall be suitable for the purpose of the Fair Association and upon such prices, terms and conditions in all particulars as they may approve.
- B) In the consideration of all questions involving sale, mortgage, or disposal of real estate, and the relinquishment, transfer or disposal of any easement, franchise, or privilege belonging to the Fair Association, a vote by ballot must be taken at a special meeting of the members of the Fair Association called for the purpose provided notice of the consideration of such proposition shall be included in a call for such meeting mailed to each member of the *Fair Association* at his/her known address, at least ten (10) days prior to the date of the meeting. A two-thirds (2/3) vote for all voting members present shall be required to authorize any such proposed transaction. It is understood that the above has no reference to the conduct of the ordinary business of the Fair Association.

Section XVI - Contracts

Except as otherwise specified by the Board of Directors, all contracts relating to the business of the Fair Association shall be executed in behalf of the Fair Association by the President and Secretary, provided in the event of the absence or disability of the President or Secretary, the Directors may authorize the execution of specific contracts by any officer or officers of the Fair Association in the place and stead of the absent or disabled officer.

Section XVI - Finances

- A) It shall be the duty of the Directors, with the assistance of a Manager or Executive Secretary and of the Budgeting and Auditing Committee, to prepare and approve a budget showing detailed estimated expenditures and receipts for the ensuing year. The budget shall be approved by or before the October meeting of the Directors. Once the Directors approves the budget for the year, the Board of Directors shall incur except no expenditures in excess of those authorized by the budget, upon formal authorization. The Directors must approve a budget amendment to move funds from one budget to another before incurring an expenditure that is in excess of the budgeted amount.
- B) At every regular meeting of the Directors, a Manager or Executive Secretary and Treasurer respectively shall make a written report of their perspective activities, including an account of receipts and expenditures.
- C) Salaries of all employees, officers and any and all members of the Directors shall be set by and subject to the review of the Directors.
- D) There shall be established on the books of the Fair Association a payroll account. All payments for salaries, commissions, fees, and services shall be set forth in this account.
- E) On all questions of money or contracts in which a member is or may become financially interested, as distinguished from fees payable to members of the Directors for attendance at meetings, such members shall have neither voice on or vote when the particular question is before the Fair Association or the Directors for approval. No director or individual shall receive a fee for any meeting he/she does not attend.
- F) All accounts payable due any member of the Directors shall be subject to the approval of the Directors.

Section XVII-Amendments to By-Laws

To amend any section or Article of the By-Laws, the amendment shall:

- 1) be described to the Directors by committee, a Director, or by at least 10 Members (Annual Membership, Term Membership, or Lifetime Membership);
- 2) be brought before the Directors at its next regular meeting or at a special meeting;
- 3) be discussed and considered by the Directors with a vote of the Directors, making its recommendations for or against the amendment;
- 4) be issued by notice to all members of Fair Association by the Secretary including with the notice, the amendment, copy of current by-laws, or Article to be replaced and voted recommendation of the Directors; and
- 5) pass a two-thirds (2/3) vote of the Members present at any annual meeting or a special meeting called by the President of the Directors.

Section XVIII - Order of Business of the Annual Meeting

- 1) Roll Call
- 2) Reading and Adopting of minutes of previous meeting
- 3) Reports of Officers
- 4) Reports of Standing Committees

- 5) Reports of Special Committees
- 6) Unfinished Business
- 7) New Business
- 8) Adjournment

Section XIX - Cessation of the Fair Association

If the Fair Association is dissolved, liquidated, ceases to exist, for any reason, be it voluntary or involuntary, for a period of five (5) years all assets of the Fair Association, real property and personal property wherever situated, shall transfer, assign, or be liquidated as follows:

Personal Property: Shall be distributed, assigned, transferred to the Michigan 4-H Foundation.

Real Property: Shall be distributed, assigned, transferred to the Montcalm County Board of Commissioners.

If the Michigan 4-H foundation does not hold 501(c)(3) exempt status or has been dissolved and ceases to exist, all assets of the Fair Association shall be distributed to the Montcalm County Board of Commissioners.

Adopted by vote of the Montcalm County 4H Fair Association at the annual meeting, October 21, 2009.

Jay Smith, President

Date

Amanda Wall, Secretary

Date