



Washington County Fair Association By-Laws

BY-LAWS
OF THE
WASHINGTON COUNTY FAIR ASSOCIATION

ARTICLE I

Name and Location

Section 1. The name of this Association is the Washington County Fair Association

Section 2. The principle office of this Association shall be located at Fayetteville, Washington County, Arkansas.

ARTICLE II

Membership

Section 1. Membership Defined. The membership of the Washington County Fair Association shall be composed of any interested Law-abiding citizen of Washington County who meets the following requirements:

Must be 18 years or older

Must pay a \$10 membership fee, which will go to the Scholarship Fund

AND ONE OF THE FOLLOWING

Must have exhibited in any category in the adult division during the three previous Fairs

OR

Work 8 hours doing volunteer work during the current year (Nov. 1 thru Oct. 31) for the good of the Washington County Fair. The volunteer work must be toward the operation of the Washington County Fair or maintenance of its facilities., excluding a person's own exhibit at the Fair. The work must be verified by one of the following combinations:

Two (2) Superintendents

Two (2) members of the Board of Directors

One (1) Superintendent and one (1) member of the Board of Directors

All requirements must be met before the annual meeting. The Secretary will maintain a roll of qualified members who will be allowed to cast their vote during the annual meeting.

ARTICLE III

Meetings

Section 1. Regular Membership Meetings The regular meetings of the Association shall be held annually, during the month of November, the time and place to be determined by the President and notice thereof published ~~in any newspaper of general circulation situate in Washington County~~ on the Washington County Fair website at least ten (10) days prior to said meeting date.

Section 2. Special Meetings Special meetings of the membership may be called at any time by action of the Board of Directors, and the Board of Directors must call a special meeting whenever a petition signed by at least twenty percent (20%) of the members requesting such a meeting is present to vote. The Secretary shall cause notice of such

meeting to be published in a major newspaper having a general circulation in Washington County on the Washington County Fair website at least ten (10) days prior thereto. Such notice shall contain the time, place, and purpose for which said meeting is called and the business to come before it. No business shall be transacted at any special meeting other than the specified in the notice itself.

Section 3. Quorum. A quorum at all meetings shall consist of ~~fifteen (15)~~ two-thirds of the board members present, and no business shall be transacted at any meeting unless a quorum is present. If, however, a quorum shall not be present at any regular or special meeting, the members present shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meetings at which quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 4. Rules for Conducting Meetings All meetings of the Association shall be governed by Robert's "Rules of Order" (Revised).

Section 5. Order of Business at Regular Meetings The order of business at regular membership meetings shall include:

1. Roll Call.
2. ~~Reading~~ Approval of Minutes of the last regular or special meeting.
3. Unfinished business left from previous meetings.
4. Report of Secretary.
5. Report of Treasurer.
6. Report of ~~General Manager~~ President
7. Reports of Committees.

~~8. The Quarterly Report of the Board of Directors.~~

8. New Business.

9. Elections.

Section 6. Voting Rights. Each member shall be entitled to one, and only one, vote on any and all occasions. Such vote shall be cast in person, and there shall be no voting by proxy. Elections of Directors shall be by ballot. Voting upon all other matter shall be in the manner designated by the Chairman, unless a motion be made from the floor calling for a particular form of voting upon a particular question, supported by one second from the members, in which case voting shall proceed in the manner as moved, seconded, and voted.

ARTICLE IV

Directors

Section 1. Election of the Board of Directors. The property and business transactions of the Association shall be managed and directed by a Board of ~~nineteen (19)~~ seventeen (17) Directors (15 elected and 4 ~~appointed~~ 2 positions designated for the superintendents from the youth and adult building). All Board of directors (appointed or elected) must be members in good standing. All Board of Directors will be elected to a three (3)-year term. The terms will rotate as follows starting in November ~~2018~~ 2023:

Year 1 – 5 Directors and 1 ~~appointed director~~ superintendent from youth exhibit building (appointed by the division chairs).

Year 2 – 5 directors and 1 ~~appointed director~~ superintendent from adult exhibit building (appointed by the division chairs) and 1 ~~appointed from Farm Bureau~~

Year 3 – 5 directors and 1 ~~appointed from Farm Bureau~~

~~The nominees(s) will be made by the nominating committees from each of the following: Farm Bureau, youth exhibit building and adult exhibit building. Nominating committees will be structured as follows:~~

~~Farm Bureau – standing nominating committee~~

~~Youth Exhibit Building — chairs of each division in that building Adult Exhibit Building — chairs of each division in that building~~

Voting for the Directors shall be by a written ballot, and a nominee must receive a majority of the total votes to be elected.

Section 2. Election of Officers Within ten (10) days after each regular annual meeting of the members, The Board of Directors shall elect, by ballot, a President, Vice-President, Secretary, and Treasurer. The term of office of each officer shall be for one (1) year, or until his successor is elected, and has qualified.

Section 3. Meeting of the Board of Directors. Regular meetings of the board shall be held a minimum of every three (3) months at such time and place as may be designated by the president. Special meetings of the Board may be called by the President or Vice-President, if the President is unable or neglects or refuses to call a meeting when requested by section 2, Article III of these By-Laws. Should both the president and Vice president be unable or neglects or refuses to call a special meeting of the board, then a quorum of the board may call such a meeting. Notice of all general and special meetings of the board shall be given to each Director, by the Secretary of the Association, ~~by mailing or delivering a written notice to the Director at the last known Post Office address~~ **by sending to the current email list and posting on the Washington County Fair website** at least five (5) days prior to the date fixed for such meeting. ~~Nine (9)~~ **Two-thirds of the board of** directors shall constitute a quorum for the meeting of the Board. At any meeting at which every member of the board shall be present, although held without notice, any business may be transacted which might have been transacted if notice of the meeting had been duly given.

Section 4. Powers of the Board. The Board of Directors shall have powers to act for the Association in any manner not prohibited by statute, by the Articles of Association, or these By- Laws, the administration and management of Association, including the control of investments and the care and distribution of the funds of the Association. The Board of Directors may, by resolution or resolutions passed by majority of the whole board, authorize the acquisition, by the Association, of property, real, personal, or mixed, by gift, purchase, or otherwise, and caused to be executed, mortgages and liens upon the whole, or any part, of the property of the Association, and sell, lease, or

exchange all the property and the estates of the Association upon such terms and conditions, and for such considerations as the Board of Directors may deem expedient and for best interest of the association, provided that a sale, lease or exchange of all property and estates of the Association may be made only when and as authorized by the affirmative vote of at least a majority of the members of record given at a meeting of a members duly called for that purpose, or by written consent of such majority. If this Association shall at any time borrow or receive by way of grant any monies or other property from the United States of America, through any of the agencies of the Federal Government, the Board of Directors shall adopt and pursue such accounting methods and cause such audits to be made as shall be prescribed by such agency.

Section 5. Committees The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, which may include one or more Directors, and which committee or committees shall have and may exercise powers of the Board of Directors in the management of the business and affairs of the Association to the extent provided in such Resolution or Resolutions.

Section 6. Vacancies. If any office or any director becomes vacant by reason of death, removal from office by a 2/3 majority vote of the board of Directors, resignation, retirement, disqualification, or otherwise; a majority of the remaining directors, though possibly less than a quorum, shall choose a successor or successors, who shall hold office until the next regular meeting of the Association, at which time the members shall elect a Director or Directors to complete the term of said Directors.

Section 7. Resignation of Directors. Any Director may resign from his position as Director, and any office to which has been elected by the Board of Directors by making a simple statement to that effect, setting forth the reason actuating his resignation, in a letter addressed to the Secretary of the Association. Such resignation shall take effect immediately upon the receipt of said notification by the Secretary, and Secretary shall thereupon notify the remaining members of the Board. If the current adult or youth building superintendent resigns, the newly appointed superintendent will finish the term.

Section 8: Director Restriction: Members of the same household may not serve on the board of directors at the same time.

ARTICLE V

Officers

Section 1. Duties of the President. The President shall be the chief executive officer of the association. He shall preside at all meetings of the members. He shall preside at all meetings of the members of the Board of Directors; he shall have the general and active management of the business of the Association, and shall execute Bonds, Mortgages, and other contracts; he shall be an ex-officio member of all standing committees; and he shall have such powers and perform all such other duties or supervision and management as are usually vested in the office of President, and such as may be properly required of him by the Board of Directors.

Section 2. Duties of the Vice-President. The Vice-President shall, in the absence or disability of the President, or in the event of his death, resignation, or removal from office, perform duties and exercise the powers of the president, and shall have such other powers and perform such other duties as the Board of Directors shall prescribe.

Section 3. Duties of the Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members, and shall record all votes and minutes of all proceedings in a book or books to be kept for that purpose, he shall be an ex-officio member of all standing committees, and shall perform like duties for all standing committees; and he shall receive all applications for admission into the Association ~~and shall transmit them to the Board of Directors~~; he shall attend to all correspondence and keep the accounts, records, documents, and papers of the Association; he shall keep a suitable record of the names and addresses of all members of the Association; he shall give, or cause to be given, notice of meetings of the members and the Board of Directors; he shall prepare a regular statement of the affairs of the Association; and he shall have such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be.

Section 4. Duties of the Treasurer. The Treasurer shall have the custody of the corporate funds and securities, and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name of and to the credit of the Association, in such

depositories as may designated by the board of Directors; he shall disburse funds of the Association as may be ordered by the Board, taking proper vouchers for each disbursements; he shall render to the directors, at the regular meetings of the board, or whenever they may require it, a monthly account of all of his transactions as treasurer and of the financial condition of the Association; he shall prepare and distribute to the members present at each regular meeting of the members, a quarterly statement of the financial condition of the Association; and shall perform such other duties as the Board of Directors shall prescribe.

Section 5. Absence of Officers. In case of the absence or inability of any officer or officers of the Association to act, or any person herein authorized to act in his place, the Board of Directors may, from time to time, delegate for the time being the power or duties, or any of them, of such officer to any other officer or to any Director.

Section 6. Bonds. The Treasurer, Manager, and other officers or employees having the custody of funds or goods of the association, shall each give to the Association a Bond in such sum, and with such surety, or sureties, as shall be satisfactory to the Board, indemnifying the Association against and loss arising from any acts of fraud, dishonesty, forgery, embezzlement, wrongful abstraction or willful misapplication on his art, with respect to any papers, books, vouchers, money, or other property of whatever kind in his possession, or under his control, belonging to the Association. Such Bond or Bonds shall be paid for by the Association.

ARTICLE VI

Audits

Section 1. The Board of Directors shall present, at each meeting of the stockholders **association**, a full clear statement of the business and condition of the Association.

Section 2. At the close of each fiscal year, the Board of Directors shall provide for an annual audit of the accounts of the Association by accountants having no connection with the Association. This audit shall include statements of service rendered by the Association, the balance sheet, receipts and disbursements, assets and liabilities, members admitted and withdrawing total number of members, and other proper information. It shall be submitted in written form to the members at the annual meeting. The Board may provide such other audits as shall be desirable in the best interest of the Association.

ARTICLE VII

Amendment

Section 1. Any provisions of these By-Laws may be amended, altered, or repealed by a majority vote of the members present at any regular meeting or at any special meeting called for such purpose. Notice of such meeting, including a general statement of the subject matter of the proposed Amendment, shall be ~~sent to the stockholders~~ made available on the fair's website and emailed to the association at least ten (10) days prior to the meeting.