

# Bylaws for the Newaygo County Agricultural Fair Association

## ARTICLE 1

### Section 1

The name of this organization shall be the Newaygo County Agricultural Fair Association.

### Section 2

The mission of this organization is to provide educational experiences and entertainment for the public and fair participants in addition to promoting the area's agriculture and youth. This organization is a non-profit organization.

### Section 3

Each Director serves on a volunteer basis and is not personally liable for monetary damages for negligence of the directors' fiduciary duty.

## ARTICLE 2 – Membership

### Section 1

Any person over the age of 18 may become a member of the organization by paying into the Treasury the sum of \$5.00 (five dollars) per calendar year. This also includes any other organization or group (one representation) that has an interest in the promotion of agriculture. Each person or representative is entitled to one vote at the Annual Meeting. All membership dues expire the day after the annual meeting.

### Section 2

The Secretary of the organization shall keep a roster of all the members and update such list annually as to new members and deaths of existing members. This list will include what township or group members are from.

## Section 3

Members must be registered and have paid their membership fee at least 30 days in advance of the Annual Meeting to vote at the meeting.

# ARTICLE 3 - Meetings

## Section 1 – ANNUAL MEETING

The annual meeting of the Association shall be held before the end of the calendar year.

## Section 2

The Annual Meeting will be held at the place designated by the Board of Directors.

## Section 3

Notice of the Annual Meeting must be published at least twice in the 30 days preceding the meeting date.

## Section 4 – SPECIAL MEETING

Special meetings may be called by the Board of Directors by a majority vote and published the same as the Annual Meeting.

## Section 5 - REGULAR MEETINGS

Regular meetings will be held monthly or as called by the President of the Association.

## Section 6 - QUORUM

At any duly called board meeting of the association, a majority of the filled Director's positions shall constitute a quorum. At committee meetings, a majority of committee members present shall constitute a quorum. At the Annual Meeting, a majority of the members present shall constitute a quorum.

## Section 7 - FISCAL YEAR

The fiscal year of the Association shall be November 1 through October 31 the following year.

## ARTICLE 4 - Board of Directors

### Section 1 - ELECTED DIRECTORS

The Association shall be administered by a Board of Directors; there shall be a Director elected (or representative) from the following townships or groups thereof:

1. Ashland and Bridgeton Townships
2. Brooks, Croton, Big Prairie and Ensley Townships
3. Holton Township
4. Dayton Township
5. Garfield Township
6. Sheridan Township
7. Monroe, Merrill, Lilley, Home, Goodwell, Norwich, and Barton Townships
8. Wilcox, Lincoln, and Everett Townships
9. Sherman Township
10. Beaver, Denver, and Troy Townships
11. Grant and Casnovia Townships

### Section 2 - APPOINTED DIRECTORS

The following group of Directors are appointed by their respective agencies:

1. Newaygo County Board of Commissioners
2. Newaygo County 4-H Council
3. Newaygo County Farm Bureau
4. Newaygo County Michigan Association for Family and Community Education
5. Newaygo County Soil Conservation
6. River Country Chamber of Commerce (Southern Rep)
7. Fremont Area Chamber of Commerce
8. River Valley Chamber of Commerce (Northern Rep)

### Section 3 - AT-LARGE DIRECTORS

In addition to the above members, the Fair Association Board may nominate up to five at-large members. These should come from business people and other interested parties in the Fair Association. The Board may also appoint an at-large Director in the groups in Section 1 if they do not have a representative.

### Section 4 - TEEN DIRECTORS

The Fair Board also may appoint up to five teen directors (age 18 or under). These teen directors are ex-officio and non-voting. Preference for these directors should be from townships as in Section 1. Terms are for one year and are subject to the attendance policy of Section 6.

## Section 5 - DIRECTOR TERMS

Directors shall be elected for a term of three years. Each year, one-third of the elected directors shall be reelected. Directors are expected to attend all meetings.

## Section 6 - ABSENTEEISM

1. Any Director not attending three consecutive meetings shall be contacted by the Vice President to see if they are still interested in serving on the board.
2. If an Elected Director misses 4 consecutive meetings and there is no contact from the absent director, the board of directors may vote to remove the absent director and fill the open seat.
3. If an Appointed Director misses 4 consecutive meetings, the appointing agency will be notified that the seat is considered vacant until they appoint a new person to fill the seat.
4. The Board of Directors may appoint a member to serve the unexpired term of an elected Director who is no longer interested or has resigned.

## Section 7 - NOMINATING COMMITTEE

A Nominating Committee shall be appointed by the Board of Directors to provide a list of candidates for election to the Board. Candidates may also be nominated from the floor at the Annual Meeting. The Nominating Committee shall be appointed at the regular board meeting the month before the Annual Meeting.

## Section 8

Directors must be paid members in good standing. Payment is due on or before January 1 of the current year. Any new Director will have 60 days grace period from date of appointment to the board.

# ARTICLE 5 - Officers

## Section 1

The Officers of the Fair Association will be elected at the next regular meeting following the Annual Meeting. Elected Officers shall be members of the Board of Directors. The President, Assistant Treasurer, and Secretary will be elected to 2-year terms on even years, and the Vice President and Treasurer will be elected to 2-year terms on odd years. The Trustee will be elected annually.

## Section 2

Officers shall consist of the following:

- President
- Vice President
- Secretary
- Treasurer
- Assistant Treasurer
- Trustee

## Section 3 – Duties of Officers

1. **PRESIDENT** – The President shall preside at all the meetings of the Board. He/she shall as the Chief Executive Officer of the Association. He/she will instruct the Secretary to call the regular meetings.
2. **VICE PRESIDENT** – He/she shall preside in the absence of the President, and will generally be in charge of the committees and also monitor attendance.
3. **TREASURER** – He/she shall receive and disburse all funds of the Association, prepare and submit to all members all financial reports required by law or requested by Directors. He/she shall order supplies or equipment required for the operation of the Association and shall be the Chairman of the Finance Committee which submits an annual budget to the Association.
4. **ASSISTANT TREASURER** – He/she shall attend to the Billing/Invoicing, solicit contracts for day sponsors and event sponsors, and other duties as assigned by the Treasurer.
5. **SECRETARY** – He/she shall keep all records of meetings of the members of the Board. He/she shall attend to all official correspondence of the Board, and call for board meetings as requested by the President.
6. **TRUSTEE** – Attend executive meetings and preside over board meetings in the absence of the President and/or Vice President.

## Section 4

Officers and Directors shall surrender all records and properties of the Association of their successors upon their election and qualification.

## Section 5

The Board of Directors may appoint additional Officers that it deems necessary.

## Section 6

The Executive Officers have the duty to conduct business as deemed necessary for urgent/emergent needs between regular board meetings, for the betterment of the Association.

## ARTICLE 6 - Committees

### Section 1 – EXECUTIVE COMMITTEE

The Executive Committee of the Association shall consist of all Officers of the Association. The Executive Committee shall recommend to the full Board issues to come before it.

### Section 2 – STANDING COMMITTEES

Committees of the Association shall be determined by the Board of Directors. The Chairman of each committee shall be appointed annually at the same meeting as officers are elected. There shall be at least one Director on every committee to represent the views of the Board and the Association. All standing committees shall submit a budget request by October 1st of each year to the Financial Committee.

### Section 3

All Department Superintendents and members of standing committees shall be members of good standing of the Newaygo County Agricultural Fair Association. See Article 2 – Membership.

### Section 4

All committees should have 3 meetings per year, and send a copy of the minutes to the Fair Board. Note minutes should include attendance list.

## ARTICLE 7

### Section 1

Proxy voting is allowed at all Regular Meetings. Proxy must be in written form, clearly identifying the proxy grantor and grantee. Proxy must be surrendered to the Secretary for records.

### Section 2

The bylaws of the Association may be amended by a two-thirds vote of those present at the Annual Meeting. To change the bylaws it must be posted on the Association website and in the office at least 30 days prior to the Annual Meeting. All amendments to the bylaws must be certified by the President and Secretary, then filed at the office of the Michigan Department of Agriculture.

## ARTICLE 8

### Section 1

The Board of Directors, through its appointees, has the power to hire any employees it deems necessary. They will also be able to enter into any type of contract, which will benefit the Association.

### Section 2

“Robert’s Rules of Order” shall be accepted as final authority in conducting the business of the Association. The constitution of the Association must at all times comply with Act 80 of the Public Act #1855.

## ARTICLE 9

### Section 1

Should the Newaygo County Agricultural Fair Association dissolve, all remaining assets will be sold and all proceeds will be donated to the Fremont Area Community Foundation.