

# **ANTRIM COUNTY FAIR ASSOCIATION BY-LAWS**

## **PREAMBLE - MISSION STATEMENT**

The Antrim County Fair provides an important annual outlet for education, exhibition and demonstration of agriculture, home economics, science and art. It is a recreation based outlet for county residents and visitors to share and display their hobbies and interests with special emphasis on youth. Its goal is to provide a fun and educational experience for all.

## **ARTICLE I - NAME**

The name of this organization shall be ANTRIM COUNTY FAIR, as amended on September 30, 1999 by Certificate of Amendment to the Articles of Incorporation, formerly known as ANTRIM COUNTY FARM AND FAMILY FAIR, organized under ACT 13, P.A. of 1929, as amended.

## **ARTICLE II - PURPOSE AND OBJECTIVES**

The purpose and objectives of this Association shall be as follows:

To promote and advance the interest of agriculture, horticulture, household arts, mechanical arts and sciences, and all kindred sciences and arts of their varied branches.

To promote and conduct an annual agricultural, industrial, educational and recreational fair and exhibition.

To provide entertainment and amusement for the purpose of drawing the attention of the public to agriculture and all kindred sciences, while promoting strong family values.

## **ARTICLE III - MEMBERSHIP**

### **A. ASSOCIATION MEMBERSHIP**

#### **SECTION 1: Qualifications**

1) Membership in this Association shall be open to any person supporting the purposes and objectives of the Association as stated in Article II, upon completion of Membership Application

2) Membership Application to be filed with Antrim County Fair Association Secretary at least 10 days before monthly meeting.

**SECTION 2: Good Standing / Attendance**

A member shall be considered in good standing when they attend at least fifty (50%) percent of the meetings from the time their Membership Application has been completed and approved.

**SECTION 3: Voting Rights**

A Member in good standing shall have voting rights in general meetings after a three (3) month probationary period.

**SECTION 4: Suspension**

Any member of the Association may be suspended or expelled for cause such as violation of any of the by-laws or rules of the Association or for conduct prejudicial to the Association. Suspension or expulsion shall be by majority vote of the Board of Directors at a regular or special meeting. A statement of charges shall be mailed by certified mail to the member being charged, at his/her last recorded address, at least two weeks before final action is to be taken. This statement shall be accompanied by a notice of the action and the time, date, and place where the Board of Directors is to take action. The member shall be given an opportunity to present a defense at the meeting mentioned in such notice.

**SECTION 5: Lifetime Membership**

Lifetime membership is offered to any Association Member who has been on the Association and actively involved with the Antrim County Fair for 20+ years. Lifetime membership is established upon the majority vote of the sitting Board of Directors.

**B. BOARD OF DIRECTORS**

**SECTION 1: Establishment**

The control and management of the affairs of the Association shall be vested in a Board of Directors consisting of at least seven (7) Directors. The Directors shall serve for staggered terms of three (3) years from time of election. The Board of Directors shall authorize all contracts and obligations of the Association and shall control all receipts and expenditures, and shall perform such other duties as prescribed by State laws.

**SECTION 2: Ex-Officio and Youth Members**

- 1) Ex-officio and youth members may be identified and serve at the pleasure of the Board of Directors. Ex-officio and youth members are considered to be Board Members, shall count toward a quorum, and shall be voting members of the Board.
- 2) Ex-officio members are 4-H /MSU Extension representative and Antrim County Commissioner.
- 3) Youth member is a person ages 14 to 18.

**SECTION 3: Election of Board**

- 1) Prospective nominated Board members must have been Association members through the preceding year's Antrim County Fair.
- 2) Members of the Association, in good standing, shall elect the Board of Directors at the annual meeting.

**SECTION 4: Attendance**

Any member of the Board of Directors who is absent from a meeting of the Board three consecutive times, without notifying the President or Vice President in advance of an absence, may be removed from the Board of Directors by Board action. The Board of Directors may grant a leave of absence for any Board member upon request.

**SECTION 5: Vacancies**

If a vacancy is caused in the Board of Directors for any reason, it shall remain vacant until the next annual meeting, or at its discretion, the Board may appoint a member from the Association membership to complete the unexpired term of the Director to be succeeded.

**ARTICLE IV - OFFICERS**

**A. ELECTED OFFICERS AND DUTIES**

The officers of this Association shall be President, Vice-President, Secretary and Treasurer.

## **SECTION 1: President Duties**

- Be the official representative of the Association.
- Preside over all meetings of the Association and the Board.
- Expedite business in every way possible, without denying members their rights.
- Enforce rules of debate, order, and decorum.
- Carry out administrative and executive duties outlined in the By-laws or as directed in policies, procedures, and board direction.
- Shall be an ex-officio member of all committees.
- Prepare a report for the annual meeting.

In absence of a Fair Manager, the President is responsible for day to day operations

## **SECTION 2: Vice-President Duties**

- See the duties of the President.
- Stand in for the President, as second in command, when requested by the President or the President cannot perform his or her duties.
- Often chairs one or more standing committees.
- Stand in for the Secretary and take the minutes of the meeting when the Secretary is absent or cannot perform his or her duties.
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## **SECTION 3: Secretary Duties**

- Keep a careful and authentic record of the proceedings of all business meetings of the board. **These are the legal records of your Association.**
- If absent from a meeting, then a copy of the previous month's minutes needs to be provided to the Vice-President.
- For each agenda item, prepare a listing of incomplete business to bring before the board.
- Have the following available at each meeting: minutes book, by-laws, rules, list of members, committee lists, agenda, and other supplies that may be needed.
- Be custodian of all papers belonging to Association not under the charge of any other officer.
- Conduct official correspondence, send out notices of meetings, collect post office mail and check email account regularly.
- Sign, with the President, all the official acts, orders, and proceedings of the Association.
- Update by-laws, standing rules, etc. from amendments recorded in the minutes.

#### **SECTION 4: Treasurer Duties**

- Be custodian of funds.
- Disburse funds only as authorized by the by-laws or other prescribed rules.
- Obtain signature(s) of required officer(s) on all checks before release.
- Verify that all bills are within the budget authority, and then present to board for approval. Notify board of any over-budget requests.
- Maintain accounts as established by the Association.
- Reconcile all bank statements - sign when completed.
- Prepare a written treasurer's report for each meeting.
- Prepare periodic written comparative statement to reflect actual expenditures vs. budgeted items. Report to President and board whether or not the Association is operating within the approved budget.
- Be chairman of the budget committee.
- File applicable federal, state, or local tax forms.
- Balance books and prepare fiscal year financial statement.

NOTE: The day to day bookkeeping activities of the Association may be delegated to a staff employee; however, as Treasurer of the Association, it is your responsibility to oversee it.

#### **B. ELECTION OF OFFICERS**

The Board of Directors shall hold a meeting to elect officers following the adjournment of the Annual meeting of the Association.

#### **C. TERM LIMITS OF OFFICERS**

Each Officer shall hold their Office for no more than 3 (three) consecutive years.

### **ARTICLE V - MEMBERSHIP MEETINGS**

#### **A. ANNUAL MEETING**

The Annual meeting of the Association shall be held within ninety (90) days of the Antrim County Fair, at such date, time and place as shall be determined by the President and Secretary. Notice shall be given by publication in the County's newspaper.

#### **B. GENERAL MEETINGS**

General meetings are to be held monthly and will be open to the Association and the general public.

**SECTION 1: Quorum**

A quorum for the Annual Meeting, General Meeting or Special Meeting of the Association shall consist of a majority of the sitting Board of Directors in attendance at said meeting.

**SECTION 2: Voting**

All business transacted at a meeting, consisting of a quorum present, shall be by a majority vote of the members present.

**SECTION 3: Transaction of Business**

All business transacted at the Annual Meeting or a Special Meeting shall be by the qualified members as defined in Article III, Sections 1 and 2, provided a quorum, as defined in Article V, B, Section 1 is present.

**C. SPECIAL MEETINGS**

Special meetings of the Association may be ordered by a majority vote of the Board of Directors or upon the written request filed with the Secretary of at least twenty-five (25%) percent, of the Association members; provided that at least two (2) weeks notice shall be given by the Secretary prior to the holding of such meeting.

**ARTICLE VI - COMMITTEES**

**A. APPOINTED COMMITTEES**

The Board of Directors will appoint such committees as may be necessary to properly conduct the business in hand and provide the proper rules and regulations for the proper and safe conduct of the year's business; said rules not to conflict with the provisions of these By-laws.

**B. COMMITTEE MEMBERS**

Each Director, from the Board of Directors, must belong to at least one of the committees appointed by the Board of Directors.

**C. AUDITING**

The Board of Directors shall, each year, appoint an Auditing Committee, which shall consist of the Secretary and two (2) other Association members to perform an internal audit. An external audit shall be performed biannually by an outside licensed auditor or auditing company.

**ARTICLE VII - AMENDMENTS**

These By-laws may be altered or amended at any Annual Meeting of the Association, or Special Meeting, by a vote defined in Article III, A, Section 3, provided a quorum, as defined in Article V, B, Section 1, is present.

Adopted: December \_\_\_\_\_, 2018