

**OTSEGO COUNTY FAIR ASSOCIATION
BY-LAWS**

ARTICLE – 1 PURPOSE

The Particular Business and Object of this association shall be as follows:

To promote and advance the interest of agriculture, household arts, and mechanic arts and science and all kindred arts and sciences in their varied branches; to promote and conduct agriculture, industrial, educational and recreational fairs and exhibitions and to provide entertainment and amusement therewith for the purpose of drawing the attention of the public thereto.

ARTICLE – 2 MEMBERSHIP

SECTION 1. MEMBERSHIP REQUIREMENTS:

Any person 18 or over may become a member of this association upon payment of the membership fee and upon agreeing to the requirements of the by-laws, rules, and regulations of this association now and hereafter in effect.

SECTION 2. FEES:

Each member shall pay an annual membership of five (\$5.00) dollars by October 1st of each year.

SECTION 3. MEMBERSHIP TERM:

Membership is for one year, from October 1st to September 30th.

ARTICLE – 3 MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING:

The annual meeting of this association shall be held during November in a place and at a time determined by the board.

SECTION 2. SPECIAL MEETINGS:

Special meetings may be called any time by the President, and such meetings shall be called upon request, by a majority of the board of directors. Notices of business to be transacted at special meetings shall be stated in the notice of the meetings. Notice of the meetings of membership shall be postmarked no less than ten days and no more than sixty days in advance of such meetings.

SECTION 3. QUORUM:

A quorum at any meeting of members of the Association shall consist of twenty percent of the membership plus 2/3 of the directors.

SECTION 4. VOTING:

Each member shall be entitled to one vote on each ballot cast at the annual or special meeting, provided said membership has been paid thirty days prior to the meeting. Voting by proxy shall not be allowed.

SECTION 5. ORDER OF BUSINESS:

The order of business at meetings of members shall be as follows, except that this order may be suspended for a good reason by a 2/3 vote.

1. Call to order
2. Roll call of directors
3. Reading of minutes of preceding meeting
4. Reports of officers
5. Reports of committees
6. Unfinished business
7. Election of board members (annual)
8. New Business
9. Adjournment

SECTION 6.

A written agenda shall be sent to each member of the association, postmarked not less than ten days or more than sixty (60) days prior to the association meeting.

ARTICLE – 4 BOARD OF DIRECTORS

SECTION 1. ELECTION, VACANCIES, VOTING, MEETINGS:

Fifteen (15) directors shall govern the affairs of the association. No director of the board shall lose their position due to this amendment. The Directors shall be elected by a majority ballot at each ANNUAL MEETING. Each year, five directors shall be elected for a term of three (3) years. Each director must be a member of the association during his or her term as a director. One month prior to the annual meeting, the president shall appoint a nominating committee of three, whose duty it shall be to present a slate of candidates for the board of directors.

A. No director shall be a spouse or member of the immediate family of another director living in the same household.

SECTION 2. DUTIES:

The board of directors shall conduct the business affairs of this association between meetings of members and keep adequate records of all transactions.

SECTION 3. MEETINGS OF BOARD OF DIRECTORS:

- A. Immediately upon the adjournment of each annual meeting the then acting president shall call a meeting of the new board of directors. If a majority of the board is present, he/she shall cause said board to be organized for the ensuing year and name one or more approved depositories. If a majority is not present, meeting shall adjourn to meet at some future date.
- B. Regular meeting of the board of directors shall be held monthly. The time and place to be at the discretion of the Board.
- C. Special meeting of this board of directors may be called by the president at any time. And it shall be his/her duty to call a special meeting at any time upon written request of two members of the board.
- D. The quorum shall consist of a majority of the directors.
- E. Board of directors is to receive a packet to include, but not limited to: agenda, contracts, financial reports, and meeting minutes postmarked a minimum of five days prior to the meeting.
- F. Any contract needs a majority vote at a duly called meeting for approval, prior to execution.
- G. Any vacancies on the board of directors shall be filled promptly by appointment of the president and approved by a 2/3 vote of the board of directors, by written ballot, at any regular or special meeting of the board of directors. The seat shall be filled until the next annual meeting, and then the balance of the term shall be filled by election.
- H. Any director absent three (3) consecutive meetings or a total of six (6) meetings within a year without the approval of the board of directors shall be relieved of office and the vacancy shall be filled by the method set forth herein.
- I. All meetings of the board of directors shall be open to the general membership.

ARTICLE – 5 OFFICERS

Officers shall consist of a president, a vice president, a secretary and a treasurer, except that the office of secretary and the office of treasurer may be held by the same person. All officers shall be elected by and from the board of directors for a term of one (1) year or until their successors are elected. The secretary

and/or treasurer may appoint such assistants, from the association membership, as are necessary to accomplish the duties of their office. Such assistants shall serve at the pleasure of the appointing officer and have a voice at board meetings, but no vote.

ARTICLE – 6 DUTIES OF OFFICERS

The board of directors shall have the authority to hire a manager and such other employees as may be deemed necessary and to determine their duties and compensation therefore.

- A.** The president shall preside at all meetings of the members of the board of directors and act as the chief executive officer of the association.
- B.** The vice president shall advise and assist the president and in his absence, perform the duties of his office.
- C.** The secretary shall keep a record of all meetings, collect all monies, delivering same to the treasurer and taking proper receipt from his/her, keep all books of record, carry on all correspondence, file all papers, keep an accurate membership list, serve notice of all meetings, make all reports required by law and upon resolution of the board, provide surety of such amount as may be determined, said bond to be paid for by the association. At the end of the fiscal year, he/she shall provide to the board of directors, for examination and audit, all books, papers, and vouchers that may be necessary for the proper auditing of his/her accounts.
- D.** The treasurer shall keep an accurate account of all funds, deposit all monies received in an approved depository in the name of the association and pay all bills authorized by the board. He/she shall make a monthly financial report and all other reports required by law. Upon resolution of the board he/she shall provide a surety bond of such amount as may be determined, said bond to be paid by the association. At the end of each fiscal year, he/she shall present to the board of directors, for examination and audit, all books, and vouchers that may be necessary to a proper auditing of his/her accounts.
- E.** Assistant secretary shall assist the secretary in all of his/her duties, and the assistant treasurer shall assist the treasurer in all of his/her duties.
- F.** All officers shall surrender all records and properties of the association to their successor upon election and qualification.

ARTICLE – 7 FISCAL YEAR

The fiscal year of the association shall begin on October 1st and end on September 30th.

ARTICLE – 8 COMMITTEES

SECTION 1. STANDING COMMITTEES:

Standing committees shall consist of a building and grounds committee and a finance committee. Involvement does not require board membership.

SECTION 2. SPECIAL COMMITTEES:

Special committees may be appointed by authority of the board.

ARTICLE – 9 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Otsego County Fair Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the fair association may adopt.

ARTICLE – 10 AMENDMENTS

These by-laws may be amended at any annual meeting or special meeting provided notice of the proposed amendments is given 30 days prior to the meeting. A 2/3 vote is required to adopt any amendment(s).

ARTICLE – 11 DISSOLUTION CLAUSE

Upon liquidation, dissolution or abandonment of this organization, after providing for the debts and obligations thereof, the remaining assets will inure to the benefit of a similar organization that will provide for an annual Fair in Otsego County, or should there be no such organization, the remaining assets will inure to the benefit of the County of Otsego.

ARTICLE – 12 SALE OF REAL ESTATE

The Board of Directors may sell all or part of its real estate when authorized by the members at any annual meeting, or special meeting called for that purpose, by a vote of the majority of the members present at such meeting. Notice of the sale transaction must be published in the county newspaper, once a week for three succeeding weeks preceding the annual or special meeting.

ARTICLE – 13 STATEMENT OF THE DIRECTOR OF AGRICULTURE

The president, secretary or authorized agents of the association; within 120 days after the close of their event; shall complete and send out to the office of the director of agriculture, a statement of the transactions of the association for the preceding year. Giving full detail of the receipts and expenditures, with a list of the premiums awarded, to whom and for what purpose.

Adopted 1/12/99 Amended 11/11/03 Amended 11/7/06 Amended 4/8/08