

BYLAWS
OF
FAIRDALE FAIR COMMUNITY UNITED INC.,
A nonprofit Corporation

ARTICLE I

1. COMPANY FORMATION.

- 1.1. **Formation:** This Corporation is formed pursuant to the laws of the state of Kentucky, as stated in the Articles of Incorporation for the Corporation.
- 1.2. **Corporate Charter Compliance:** The Board of Directors (the “Board”) acknowledges and agrees that they caused the Articles of Incorporation to be filed with the state of Kentucky and all filing fees have been paid and satisfied.
- 1.3. **Registered office & Registered Agent:** The principal office of the corporation shall be located at the residence of the duly appointed chairman. The corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the corporation may require from time to time.
- 1.4. **Adoption of By Laws:** These corporate Bylaws have been adopted by the Board on behalf of the Corporation and approved by the voting membership.

ARTICLE II

2. MEMBERS DEFINITION:

- 2.1. **Member “At Large”:**
 - 2.1.1. A member is considered “at large” if:
 - 2.1.1.1. They pay their annual dues as set by the board.
 - 2.1.1.2. Members “at Large” may nominate any voting member or current Board Member for election but has no voting right.
 - 2.1.1.3. Members “at large” may present petitions and resolutions to the board for consideration but do not have a voting right.
- 2.2. **Voting Member:**
 - 2.2.1. A voting member is any individual who:

- 2.2.1.1. Has paid their annual dues.
- 2.2.1.2. Attend a minimum of six (6) meetings per year.

- 2.2.1.3. Has volunteered and worked a minimum of twelve (12) event hours per year. Any event hour worked over twelve (12) and up to 17 will go towards the following year's dues at a rate of one (1) dollar per service hour.

- 2.2.2. Voting members will elect board members, vote for or against all actions presented by the board.

2.3. Meetings

- 2.3.1. Monthly meetings of the membership shall be held every third (3rd) Tuesday of each month, at such time and place as designated in the notice thereof. The primary purpose of Novembers' meeting shall be to elect the directors up for re-election for the upcoming year. The primary purpose of January's meeting shall be to submit and vote amendments to by laws.

ARTICLE III

3. DIRECTORS.

3.1. The Board of Directors shall consist of:

- 3.1.1. Chairperson
- 3.1.2. First Vice Chairperson
- 3.1.3. Second Vice Chairperson
- 3.1.4. Secretary
- 3.1.5. Treasurer

3.2. **The business and affairs of the corporation shall be:** Managed by the Board of Directors. The Board has decision making responsibility for all aspects of the operation of the Fairdale Fair Community United Inc. (FFCUI), including but not limited to: ride contract, vendors, entertainment, publicity and acceptance of applications submitted for booth rental, parade entries and advertisements. Decisions are based on the Fairdale Community Fair Boards Mission statement established 2025 at the formation of the current corporation.

Mission: The FFCUI, is a non-profit organization, established for the purpose of facilitation, organization and operation of the annual community fair, including other events for the benefit and betterment of the Fairdale community and its citizens.

3.3. Number, Tenure and Qualifications:

3.3.1. The number of directors of the corporation shall be five (5), but may be decreased by amendment of the bylaws and approved by the voting membership, but may not be less than three (3). The Board of Directors shall be elected at the annual meeting of members by all present voting members, unless a member abstains from voting.

3.3.2. Each Director shall serve as a director until the earlier of (1) the director has chosen to step down with or without cause; or (2) is removed by recommendation of the Board of Directors for cause And has been voted on by a majority of voting members at the next stated meeting of membership.

3.4. Vacancies: Should a vacancy occur on the board before completion of a term, such vacancy may be filled by the affirmative vote of a majority of the remaining Board of Directors, and approved by the voting membership at the next stated meeting of membership.

3.5. Meeting of Directors: The board of Directors may set times and dates for the Directors to meet for the conduct of business, including committees outside of the regular stated meeting of members.

3.6. Conflict of Interest Policy:

3.6.1. Each board member must, on an annual basis and at the time of taking office,) must read, sign and agree to abide by said policy.

Article IV

4. ANNUAL MEETING:

4.1. Annual Meeting of Members:

4.1.1. Elections:

4.1.1.1.1. Annual elections shall be held at the November meeting of Members and the Board of Directors as outlined in these By Laws.

4.1.1.1.2. Qualifications to be elected to the Board of Directors:

- 4.1.1.1.2.1. One must be an existing board member in good standing present at election and having accepted the nomination or:
- 4.1.1.1.2.2. A voting member in good standing, present at the elections and having accepted the nomination of the voting members.
- 4.1.1.1.3. Elected Offices:**
 - 4.1.1.1.3.1. Chairperson up for re-election November 2025
 - 4.1.1.1.3.2. First Vice Chairperson 2 year term
 - 4.1.1.1.3.3. Second Vice Chairperson 2 year term
 - 4.1.1.1.3.4. Secretary 2 year term
 - 4.1.1.1.3.5. Treasurer up for re-election November 2025
 - 4.1.1.1.3.6. 2025 YE all board members will be a 2yr term
- 4.1.1.1.4. Nominations:** Any member in good standing, whether they be an “At large member”, a voting member or a current member of the Board may nominate an individual to the Board and regularly seconded. If there is only one (1) Nomination for a chairposition then the Chairperson shall direct the Secretary to cast one (1) unanimous vote for that person's election.
- 4.1.1.1.5. Acceptance of Nomination:** If an individual is nominated to the board that person must be asked by the Chairperson if they accept the nomination and thereunto accept.
- 4.1.1.1.6.** If more than one person is nominated to a position of the Board then after each accepts the nomination a vote of all voting members, including Board Members, shall be cast by secret ballot. Each voting member shall sign for one (1) ballot per Board position and shall cast their ballot in secret. Ballots may not leave the room during the election.
- 4.1.1.1.7.** The ballots will be handled and counted by two at large or voting members in good standing, chosen by the chairman, with the current board secretary recording vote totals. The chairman or someone of his choosing will read the votes out loud to the members as they're counted.

- 4.1.2. The annual meeting of the Board of Directors and membership shall;** be held without notice other than this bylaw immediately after the annual meeting to address any other business as may properly come before the board.
- 4.1.3. Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the chairman, or by the majority of the directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.
- 4.1.4. Notice:** Notice of any special meeting shall by be given at least five (5) days prior thereto by written notice delivered personally or mailed or electronic delivery with confirmation to each director at his/her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- 4.2. Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but must include at least the Chairperson or the First Vice Chairperson provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- 4.3. Manner of Acting:** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 4.4. Compensation:** No director, member or volunteer shall receive compensation for his/her services; however any expenses incurred by any

director, member or volunteer by reason of his/her duties or responsibilities as such may be paid by the corporation; provided, that nothing contained herein shall be construed to preclude any director, member or volunteer from serving the corporation in any other capacity and receiving compensation thereof.

4.5. Committees:

4.5.1. The Board of Directors shall have authority to establish such a committee as it may consider necessary or convenient for the conduct of its business. The Board of Directors may establish an Executive Committee in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky. All committees (Except the Executive Committee) must consist of no less than one (1) board member and two (2) voting members, in good standing. The board member will serve as the first chairperson of said committee.

4.5.2. Informal Action: Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the directors, or all members of the committee, as the case may be, and included in minutes or filed with the corporation records. Such consent shall have the same effect as a unanimous vote.

Article V

5. DUTIES OF THE DIRECTORS:

5.1. The Chairperson: shall be the Chief Executive officer of the corporation and shall in general supervise and control all of the day-to-day business and affairs of the corporation. The Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

5.1.1. The chairperson must open the floor to discussion and a vote of acceptance (majority of attending voting members) of both the minutes and account of expenditures by the Secretary and Treasurer.

- 5.2. First Vice Chairperson:** In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the First Vice Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers and be subject to all of the restrictions upon the Chairperson. Any Vice Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.
- 5.3. Second Vice Chairperson:** In the absence of the First Chairperson, or in the event of his or her inability or refusal to act, the Second Vice Chairperson shall perform the duties of the First Vice Chairperson and, when so acting, shall have all the powers and be subject to all of the restrictions upon the Chairperson. Any Vice Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.
- 5.4. Secretary:** The Secretary shall:
- 5.4.1.1** Keep the minutes of the members' and the Board of Directors meetings in one or more books provided for that purpose and provide a written copy of both the Board of Directors and Members meeting to any member requesting such a copy at the next stated members meeting.
 - 5.4.1.2** See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
 - 5.4.1.3** Be custodian of the corporate records; and
 - 5.4.1.4** In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the chairperson or the Board of Directors.
- 5.4.2. Treasurer:** If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of his/her duties in the sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall:
- 5.4.2.1.** Have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such bank, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and

- 5.4.2.2.** in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.
- 5.4.2.3.** Treasurers' books shall be audited yearly by a committee of three (3) from the voting membership appointed by the Board of Directors and shall be completed by the annual meeting.
- 5.4.2.4.** Treasurer must give an account of all financial actions taken each month at the next month's stated meeting.

Article VI

6. CONTRACTS, LOANS, CHECKS and DEPOSITS

- 6.1.** Contracts: The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- 6.2.** Loans: No Loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board and approved by the voting Membership.. Such authority may be general or confined to specific instances.
- 6.3.** Checks, Drafts, Orders, etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be issued in the name of the corporation shall be signed by such officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Executive Board.
- 6.4.** Deposits: All funds of the corporation and otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Board may select.
- 6.5.** Gifts: Any director or officer may accept, on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the Corporation.
- 6.6.** Charitable Contributions: No officer shall make a charitable contribution in the name of, from the funds of, or on behalf of the Corporation without prior authorization by the Executive Board.

- 6.7. Profits: After all FFCUI expenses are met for a current year, the Corporation profits will be retained as operating funds for future fairs, and other events or donated to community needs as determined and approved by the Corporation.
- 6.8. Dissolution: Upon the dissolution of the organization, approved by a majority vote by all members in good standing, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, as said court shall determine.
- 6.9. **INDEMNIFICATION.** Provided the director complies with the standard of care, the Corporation shall indemnify any director made a party to a proceeding, brought or threatened, as a consequence of the director acting in their official capacity. In the event a director is entitled to indemnification by the Corporation, the director shall be indemnified or compensated for reasonable expenses incurred as a consequence of being connected to the Corporation and serving in good faith on its behalf.
- 6.10.

Article VII

- 7. **BOOKS AND RECORDS:** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the Corporation may be inspected by any director, or his agent or attorney, for any purpose at any reasonable time.

ARTICLE VIII

- 8. **FISCAL YEAR:** The fiscal year of the corporation shall be the calendar year.

ARTICLE IX

9. **WAIVER OF NOTICE:** Whenever any notice whatsoever is required to be given under the provisions of these bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein; shall be deemed equivalent to the giving of such notice.

ARTICLE X

10. **AMENDMENT of BYLAWS:** These bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the Board of Directors and approved by the majority of voting members in attendance when voted on at the regularly scheduled meeting in January.

ARTICLE XI

11. **ROBERT'S RULES:** These bylaws shall be governed by Roberts Rules of Order. Amendment.

ARTICLE XII

12. **SOCIAL MEDIA:** All official Social Media shall be maintained by a Committee appointed by the Board of Directors.
 - 12.1. The Committee shall consist of at least one Board Member and Two (2) voting members. The Board member shall be the Chairperson of the Committee.
 - 12.2. It is the committee's responsibility to moderate all social media outlets, as approved by the Board, to ensure a fair voice of the community is heard and to act in the best interest of the FFCUI and its members.

13. OWNERSHIP:

13.1 The FFCUI and all events are owned in their entirety by the Fairdale Community and cannot be dissolved and/or transferred without a majority vote by all members in good standing.

These revised bylaws have been approved by the Board of Directors and Voting Members.

Attested: _____ Date: _____

Title: _____