

**OTSEGO COUNTY FAIR ASSOCIATION
BY-LAWS**

This Association will be governed by Act 80 of 1855, as amended 4/19/1982, per State law.

ARTICLE – 1 NAME AND PURPOSE

SECTION 1. NAME

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

SECTION 2. PURPOSE

The purpose of this Association shall be to promote and advance the interest of agriculture, horticulture, education, household arts, mechanical arts, science and all kindred arts and community interests of the County of Otsego; to be accomplished in part by hosting an annual Fair celebrating area agriculture and youth programs.

ARTICLE – 2 FISCAL YEAR

The fiscal year of the Association shall begin on November 1st and end on October 31st

ARTICLE – 3 MEMBERSHIP

SECTION 1. MEMBERSHIP

Membership in the Otsego County Fair Association is open to all who support the goals, purposes and activities of the Association regardless of race, religion, color, national origin, physical handicap, marital status, or sex.

SECTION 2. MEMBERSHIP ELIGIBILITY

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

SECTION 3. MEMBERSHIP TERM

Membership is for one year, from October 1st through September 30th. New membership must be received thirty (30) days in advance of the annual meeting to maintain voting privileges. The date and time to be determined by the Board of Directors at the September meeting.

SECTION 4. MEMBERSHIP REQUIREMENTS

- A. Each renewing member in good standing shall pay an annual membership of ten dollars (\$10.00), membership must be received thirty (30) days in advance of the annual meeting to maintain voting privileges. The date and time to be determined by the Board of Directors at the September meeting.
- B. A person shall not be considered a member of the Association, if requirements (policies) have not been met.
- C. The Board of Directors shall have the power, by majority vote, to suspend or terminate, for good cause, any Association member.

**ARTICLE – 4
ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP**

SECTION 1. ANNUAL MEETING

Meetings of the Association shall be held annually at such place in the State of Michigan in the month of November of each year, at an hour and place to be determined by the Board of Directors. At the annual meeting, the Members shall elect Directors and transact such other business of the Association.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Association may be called by the President at any time, and shall be called by the President, upon written request signed by at least eight (8) members of the Board of Directors, or upon written request signed by at least 2/3 of the members of record. Written requests shall be submitted to the President of the Association and kept in the files of the Association. "NOTE" Only those items listed in the notice for a special meeting may be considered at that special meeting.

SECTION 3. QUORUM

A quorum at any annual or special meeting of the Association shall consist of twenty percent of the membership plus 2/3 of the Board of Directors.

SECTION 4. VOTING

Each member, as indicated by the membership roster, provided said membership has been paid 30 days prior to the annual meeting, shall be entitled to one vote, in person, on all questions and elections. Voting upon proposed By-Laws and for vacancies on the Board of Directors, shall be by written ballot. Proxy voting is prohibited at all Association meetings.

SECTION 5. NOMINATING COMMITTEE

At the September regular meeting of the Board of Directors, the President shall appoint a nominating committee of three, whose duty it shall be to submit a list of individuals to be elected as Board of Directors. Nominations will be closed ten (10) days prior to the annual meeting; no nominations will be accepted from the floor at the annual meeting. The committee will supervise the election of the Board of Directors.

SECTION 6. NOTICE OF MEETING

Meeting notices and agendas of all meetings must be given VIA US mail or electronic media to the last known address of all members at least five (5) days prior to the meeting.

ARTICLE – 5 DIRECTORS

SECTION 1. ELECTION, VACANCIES, VOTING, MEETINGS

Fifteen (15) Directors shall govern the affairs of the Association. The Directors shall be elected by a majority ballot at each ANNUAL MEETING. Each year, five (5) 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.

- A. No Director shall be a spouse or member of the immediate family of another Director living in the same household.
- B. Board of Directors to receive a notebook with a copy of Act 80, the By-Laws, Articles of Incorporation and Policies and Procedures at the first regular meeting of the Board of Directors held immediately following the annual meeting. Directors will surrender this notebook at the end of their term.

- C. Board of Directors shall surrender all records and properties of the Association at the end of their term.
- D. The Association shall provide a surety bond to secure the fidelity of any and all such Board of Directors, said bond to be paid by the Association.

SECTION 2. DUTIES

The business and the property of the Association shall be managed and controlled by the Board of Directors.

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. If a majority is not present, meeting shall adjourn to meet at some future date. Proxy voting is prohibited at all meetings of the Board of Directors.
- B. Regular meeting of the Board of Directors shall be held monthly, except there is no monthly meeting in December, unless the Board of Directors deem necessary. The time and place to be at the discretion of the Board of Directors.
- C. Special meetings of the Directors may be called by the President at any time, and shall be called by the President, upon written request signed by at least two (2) members of the Board of Directors. Written requests shall be submitted to the President of the Association and kept in the files of the Association. "NOTE" Only those items listed in the notice for a special meeting may be considered at that special meeting.
- D. A quorum shall consist of a majority of the Directors.
- E. The Board of Directors is to receive a packet to include, but not limited to: agenda, financial reports, and meeting minutes; by electronic media a minimum of five (5) days prior to the meeting.
- F. 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 seated 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.
- G. Any Director absent three (3) consecutive regular meetings or a total of two (2) unexcused absences within the fiscal year shall be relieved from office and the vacancy shall be filled by the method set forth herein. An unexcused absence from a regular meeting is an absence that is not reported to the Executive Officers, prior to the meeting.

SECTION 4. REMOVAL OF DIRECTORS

An elected Director may be removed for conduct detrimental to the integrity and reputation of the Otsego County Fair, by a vote of three fourths of the seated Board of Directors.

ARTICLE – 6 OFFICERS

Officers shall consist of a president, a vice president, a secretary and a treasurer. No Officer may hold more than one office simultaneously. 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 – 7 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.

SECTION 1. PRESIDENT

The President shall be the chief executive of the Association and in the recess of Directors shall have general control and management of the Associations affairs, subject however, to the right of the Board of Directors to delegate and specific power except such as may be statute exclusively conferred upon the President, to any other Officer or Officers or the Association. The President shall preside at all meetings of the Directors and all meetings of the Membership, unless incapable of acting in such capacity.

SECTION 2. VICE PRESIDENT

In case the office of President shall become vacant by death, resignation or otherwise, or in case of the absence or disability of the President, the duties of the President shall devolve upon the Vice President. The Vice President shall perform the functions of the President until such time as the President can fulfill his/her duties, or a new President is chosen by the Board of Directors, following the next annual meeting.

SECTION 3. TREASURER

The Treasurer shall have custody of all financial data and keep account of all money, funds and property of the Association, unless otherwise determined by the Board of Directors. The Treasurer shall render such accounts and present such statements to the Directors and President at each regularly scheduled monthly meeting of the Board of the Directors and at such times as may be required. The Treasurer shall deposit all funds of the Association in such Bank or Banks as the Board of Directors may designate. The Treasurer shall keep bank account in the name of the Association, and shall exhibit all books and accounts, at all reasonable times, to any Director upon application. The Treasurer shall pay out money as may be required upon the order of the properly constituted Director or Officer of the Association, taking proper vouchers therefore provided, however, that the Board of Directors shall have the power by resolution to delegate any of the duties of the Treasurer to other Officers and to provide by what Officers, if any, all bills, notes, checks, voucher, orders and other instruments shall be signed by two (2) members of the Executive Board.

SECTION 4. SECRETARY

The Secretary of the Association shall have the following duties: (1) Keeping the minutes of all meetings of the Membership and Board of Directors. (2) Giving and receiving all notices of the Association. (3) Keeping charge of all computer data and papers as the Board of Directors may direct. (4) Performing such other duties as may be delegated by the Board of Directors. (5) All computer data and records kept by the Secretary must be open to examination by any Director or Members at reasonable times upon application to the Secretary.

ARTICLE – 8 COMMITTEES

SECTION 1. STANDING COMMITTEES:

Standing committees shall consist of a building and grounds and a finance committee, which will be formed from the Board of Directors.

SECTION 2. SPECIAL COMMITTEES:

The Board of Directors shall have the power to appoint committees as deemed necessary for the performance of certain functions, provided however, its authority to act must be authorized by the Board. Any action taken by any such committee shall be presented for ratification by the Board.

ARTICLE – 9 PARLIAMENTARY AUTHORITY

If a procedure is not covered in these By-Laws then the Roberts Rules of Order, newly revised shall be the parliamentary authority for all meetings of the Association.

ARTICLE – 10 AMENDMENTS

These By-Laws and the Articles of Incorporation may be amended at any annual meeting provided notice of the proposed alterations/amendment(s) is given at least 30 days prior to the annual meeting. A 2/3 vote of the members present is required to adopt any alterations or amendment(s). The alterations/amendment(s) so made, shall be duly certified by the president and secretary, and filed in the office of the director of agriculture.

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 membership 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.

ARTICLE – 14 DESPOSITORY

The Depository (Bank or Banks) must be approved by the Board of Directors at any regular, special or annual meeting.

Adopted 1/12/99 Amended 11/11/03 Amended 11/7/06 Amended 4/8/08 Restated 11/10/11
Amended 11/13/12

OTSEGO COUNTY FAIR ASSOCIATION

BOARD OF DIRECTORS' RESOLUTION AMENDING AND RESTATING ITS ARTICLES OF ASSOCIATION

WHEREAS, the Otsego County Fair Association Board members, who have reviewed the Association's 1954 Articles of Association, which have remained unamended since that time, and have also reviewed the current provisions of various codes and statutes relevant to nonprofit fair associations in the State of Michigan, and find that it is the desire of the Board of Directors to reinstate and amend said Articles, and

WHEREAS, effective January 1, 1988, and July 22, 1993, the State of Michigan adopted two (2) amendments to the Michigan Nonprofit Corporation Act to help encourage volunteer officers and directors, and nondirector volunteers, to serve nonprofit corporations in the State of Michigan, which changes in the Act were designed to relieve or diminish the exposure of such volunteers from certain forms of liability for monetary damages for their good faith actions while serving or performing volunteer services; therefore, in order to encourage volunteers to serve as officers, directors, and/or perform other duties on behalf of the Otsego County Fair Association, the Board of Directors propose an amendment to the Articles of Association to incorporate provisions consistent with the liability protections now adopted and allowed by the Michigan legislature for such persons involved with the administration and operation of the Association, to the fullest extent allowed by law; and

WHEREAS, these and other procedural matters were presented to the Board of Directors and an opportunity was given to all members of the Board to be heard, and all issues having been discussed, the question called, and motion made, it was thereby;

RESOLVED, that the proposed amendments to the Association's Articles of Association be submitted to the members of the Association at the next special meeting of the members of the Association, to be held on Tuesday, January 12, 1999, at the City of Gaylord Fire Hall, for approval as amendments to the Articles in the form of "Restated Articles of Association". The following is a summary or description of the significant proposed amendments:

1. The Resident Agent of the corporation shall be: Robert Widger.
2. The term of existence of the corporation shall be perpetual, consistent with Act 26 of the Public Acts of 1963.
3. Management of the corporation shall be by its Board of Directors, which will consist of not less than five (5) members who have attained no less than the age of 18 years.

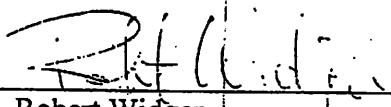
4. Liability for monetary damages for good faith actions of the officers, directors, and other volunteers or employees of the Association shall be eliminated, assumed, and/or indemnified by the Association, consistent with and to the fullest extent allowed by Michigan law.

It was FURTHER RESOLVED, that the proposed Restated Articles of Association, if approved by the membership of the Association by a vote of two-thirds of the members present at the above-referenced meeting place, shall be made effective by the certification and filing of such by the President and Secretary of the Association, consistent with Michigan law; and


It was FURTHER RESOLVED, that upon such approval, certification and filing, the Otsego County Fair Association's Articles of Association dated July 13, 1954 and any predecessor or subsequent forms or amendments thereof, shall be entirely null, void and replaced with the approved "Restated Articles of Association". A full copy of the proposed Restated Articles may be obtained by a member of the Association for review at the Association's office during normal business hours.

OTSEGO COUNTY FAIR ASSOCIATION

Dated: 1-22-87


By: Robert Widger
Its: President

ATTESTED:


By: Denise Gapinski
Its: Secretary