

Amended By-Laws of
San Juan County Fair Association
APPROVED MAY 13, 2025

Article I

Membership & Dues

Section 1. All certificates of membership shall be signed by the president or secretary and shall be sealed with the corporate seal.

Section 2. Membership dues in the San Juan County Fair Association shall be \$10.00 per year or \$100.00 for lifetime. Memberships can be Individual, 4-H Clubs or FFA Organizations that are residents of San Juan County.

Section 3. Membership dues must be paid prior to January 1 of the current calendar year for a member to vote by ballot at the annual meeting and/or run for election.

Section 4. Transfers of membership shall not be allowed. If you currently have a membership (family or individual) you will not be able to purchase another membership (of the alternate).

Section 5. Individual and/or the person representing family voting memberships of the association must be 18 years of age or older by January 1.

Section 6. All ballots will be mailed USPS to the address on file by the nominating committee.

Article II

Meetings of the Association

Section 1. The annual meeting of the members shall be held at 6:30 pm on the second Tuesday of December of each year at the principal office of the association. Provided, however, that whenever such day shall fall upon a legal holiday, the meeting shall be held the following Tuesday. At such meeting ballots will be counted and directors elected to serve until their successors shall be elected and qualified and also shall transact the general business of the association.

Section 2. A special meeting of the members to be held at the same place as the annual meeting may be called at any time by the president and in the president's absence by the vice-president, or by a written request of a majority of the 13 directors. It shall be the duty

of the directors, president or vice president to call such meeting whenever so requested by 25% of the members in good standing. The purpose of the special meeting must be stated at the time the meeting is requested.

Section 3. Notice of the time and place of all special meetings shall be given by the secretary to the membership five (5) days before the date thereof. The notice shall state the purpose of the special meeting.

Section 4. The president, or in the president's absence, the vice-president shall preside at all special meetings. In the absence of both, the majority of members present shall elect a presiding officer from the board of directors

Section 5. For business to be decided upon at the annual meeting of the association, each association member shall be entitled to cast one vote in person.

Section 6. A quorum for the transaction of business at any annual or special meeting shall be in accordance with Article 3 Section 6, a majority of the members present at any meeting, though less than a quorum, may adjourn the meeting to a future time.

Section 7. During regular or special meetings, a division of party of any new and/or old business on the approved agenda can be requested by any board member before the vote is taken and will be recorded as yes or no vote of each voting director by the secretary and recorded in the minutes.

Article III

Directors

Section 1. The business and property of the association shall be managed by a board of twelve (12) elected directors. Who shall be elected by a plurality of members votes cast and one (1) appointed director. Directors shall be elected by the membership by written ballot received by the fair board 24 hours prior to the annual meeting or such date specified by the board of directors. If the number of candidates nominated does not exceed the number of open positions, directors may be accepted by acclamation at the annual meeting. A director must be an individual or voting family member of the association and shall receive no compensation for his services as director.

Section 2. The twelve (12) elected members of the board of directors shall consist of three (3) groups of four (4) members each. Four (4) members shall be elected to the board of directors by the association each year to serve three (3) years and to take the place of the group retiring. The one (1) appointed ex officio director shall be nominated from a financial institution and is appointed by the twelve (12) elected directors to the treasures office, as a

non-voting director, The appointed director will be chosen every third year by the current twelve (12) elected directors.

Section 3. The regular meeting of the directors shall be held in the principal office of the association immediately after the adjournment of the annual meeting of the members, and at 6:30 pm on the second Tuesday of each month. But if such Tuesday be a legal holiday the meeting shall be on the following Tuesday.

Section 4. Special workshop meeting of the board of directors may be called by the president, or in the absence of the president by the vice president, or by any seven (7) board members.

Section 5. Notice of all special workshop meetings shall be given to each director by the secretary at least 24 hours prior to the time fixed for the meeting. All notices of special workshop meetings shall state the purpose thereof and may be oral or written. No formal business shall be conducted, and no votes taken at any workshop.

Section 6. A quorum for the transaction of business at any regular or any special meeting of the directors shall consist of seven (7) members of the board, but a majority of those present at any regular or special meeting shall have the power to adjourn the meeting to a future time.

Section 7. The directors shall elect officers of the Association, which election shall be held at the directors' meeting following the annual meeting of the members. An officer may be removed at any time by a two-thirds majority vote of the board of directors. The term of office is January 1 through December 31 the current calendar year.

Section 8. Vacancies in the board of directors may be filled for the unexpired terms by the remaining directors at any directors meeting.

Section 9. The directors may, by resolution, appoint members of the board as an executive committee to manage the business of the association during the interim between meetings of the board.

Section 10. At each annual meeting of members, the directors shall submit a statement of the business done during the preceding year. Together with a report of the general financial condition of the corporation and of the condition of its tangible property.

Section 11. Any member of the board who shall absent themselves from three (3) consecutive meetings thereof unless for satisfactory reasons to the remaining board of directors, shall be deemed to have resigned as a member of the board of directors and shall cease to be a member thereof. It is the director's responsibility to notify the president prior to the meeting.

Section 12. No member of the board of directors may serve if he or she has ever been found guilty of a felony. A member on the board of directors may be removed for malfeasance of office, which must be investigated by a minimum of five (5) board of directors and seven (7) association members. Findings of the investigation will be reported to the board and a vote will be called.

Section 13. Only one member per family may hold a position on the board of directors.

Section 14. Retired directors will receive an annual pass into the fairgrounds. If a retired director wishes to remain a voting member, they will be required to pay the annual dues.

Article IV

Officers and Committees

Section 1. The officers of this corporation shall be a president, vice president, a secretary, and a treasurer, who forthwith shall, be referred to as the executive officers. The president, vice president, and secretary shall be elected for the term of one (1) year by a simple majority of the current board of directors and shall hold office until their successors are duly elected. The treasurer will be appointed by the board of directors for a period of three (3) years. No one shall be eligible to hold an office who has not completed a minimum of one year on the board. No one shall be eligible to hold an elected office who is not a director of the corporation and any such officer who ceases to be a director shall cease to hold an office. Directors will be limited to two consecutive years as an executive officer in the same position on the board, with the exception of treasurer and secretary.

Section 2. The president shall preside at all directors and members meetings; shall have general supervision over the affairs of the association, and over the other officers; shall sign membership certificates and written contracts upon approval by the board of the association and countersign checks and shall perform all such other duties as are incident to office. The president shall be an ex officio member of every committee. In case of the absence or disability of the president the duties shall be performed by the vice president.

Section 3. The secretary shall keep the roll of members; shall issue notices of all special workshop and directors meetings, and shall attend and keep the minutes of same; shall have charge of all corporate documents, books, records, and papers, shall be custodian of the corporate seal, membership certificates and written contracts of the association; and shall perform all such other duties as are incident to the office.

Section 4. The treasurer shall have custody of all money and securities of the association. The treasurer shall sign checks of the association; shall perform all such duties incident to

the office. The Treasurer shall make payment only for bills approved by the Fair Board member over the department. All checks shall bear the signatures of two of the following officers: The president, the vice president, the secretary, and/or the treasurer.

Annual audit of the books shall be conducted by an outside party.

Section 5. The president shall be empowered to appoint as many committees as necessary to conduct the business of the association.

Section 6. In October of each year, the board of directors shall appoint a nominating committee to consist of two (2) dues paid members of the association who are not members of the board of directors and one (1) board member, who is not up for re-election. All biographies for nomination of candidates will be due by October 31st at 11:59 pm. In November, such committee shall advise the board of directors of its nominations of candidates for the vacancies on the board. This shall be done at least 24 hours prior to the November meeting.

Article V

Fund Depository

Section 1. The funds of the association shall be deposited in such bank or trust company as the directors shall designate.

Section 2. Any expense over \$10,000 shall be voted on by the Board at a director's meeting.

Article VI

Amendments

Section 1. Amendments to these bylaws may be made by a vote of the directors at any directors meeting or at any special directors meeting when the proposed amendment has been set out in the notice of such meeting.

Article VII

Signed Documents by Directors

Section 1. All elected directors shall sign a document acknowledging they have read and understood the San Juan County Fair Association by-laws, rules, and regulations.