

**BRAZORIA COUNTY FAT STOCK & FAIR ASSOCIATION, INC.
BY-LAWS**

ARTICLE I

HISTORY

The Brazoria County Fat Stock and Fair Association was granted its Corporation Charter on the 23rd day of March, A.D. 1938, pursuant to application made on the 17th day of March, A.D. 1938. The Fair Association received its first property from the Angleton Junior Chamber of Commerce on the 26th day of December, A.D. 1939 by deed of conveyance now recorded in the Deed Records of Brazoria County, Texas, Volume 323, page 620. The Fair Association later conveyed all of its real estate to Brazoria County and this transaction was in May, 1948. The Fair Association leased the grounds for a period of twenty-five years, beginning October 1, 1948 and ending October 1, 1973, from Brazoria County. The following lease covered the period from October 2, 1973 to September 30, 2003. The current lease is a continuation on a month-to-month basis of that lease. These By-Laws dated November 11, 2010, supersede and replace in entirety all previous By-Laws. The By-Laws were approved at the Annual Membership Meeting held on November 11, 2010.

ARTICLE II

PURPOSE

The purpose of the Brazoria County Fat Stock and Fair Association shall be the sponsorship of fairs, shows and expositions to meet the needs of the youth and other citizens of Brazoria County.

ARTICLE III

MEMBERSHIP

Section 1:

Any reputable person, business or corporation who is in accord with the purpose of the organization and who is willing to cooperate in the accomplishment of its purpose, may become a member.

Section 2:

No member shall become in any manner liable for any expenses or other indebtedness of this organization other than an annual membership fee.

Section 3:

a. Membership fees for the current year shall be set at a regular Executive meeting prior to issuance of current membership card. In the event such fees are not set, the previous year's membership fee shall apply.

b. Membership categories shall be as follows: Individual: annual membership with voting rights. President's Lifetime: which will be given to Past Presidents. Honorary: which may be given to certain individuals at the discretion of the Executives. Lifetime: non-transferable and ceases to be active upon death of a member. Corporate Lifetime: applies to a designated individual and may be transferred to another individual of the corporation on a yearly basis. If the corporation ceases to exist, the membership ceases to be active.

c. Membership, except lifetime memberships, shall be on an annual calendar year basis and shall become effective upon the payment of dues each year.

Section 4:

Members in good standing shall be entitled to one vote on any business matter coming before the house at a membership meeting. The Executives may submit matters of timely importance by mailed ballot to the membership, for their decision.

Section 5:

Annual meeting of the membership of this Fair Association shall be held yearly at the call of the President but no later than November 14, except in the event of a catastrophic event such as a hurricane in which case the meeting shall be scheduled as soon as possible, such meeting to be held at the Brazoria County Fairgrounds.

Section 6:

A special meeting of the membership may be held at anytime upon the call of the President of the Association. The purpose of the special meeting shall be stated in the notice.

Section 7:

At the Annual Membership Meeting, Directors shall be elected for the ensuing year.

Section 8:

At the Annual Membership Meeting, an Annual Report shall be given by the President of the Association or designated representative.

Section 9:

Notice of all membership meetings shall be mailed by the Secretary to each member at his/her last known address not later than five days prior to the date of such meeting. It is the responsibility of the member to notify the Secretary, in writing, of any address change.

Section 10:

The membership present at any regular or special meeting shall constitute a quorum to transact business.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Duties -

- a. The term of office for each elected director shall be three years. The terms of such Directors shall be staggered with one-third (1/3) of such Directors elected each year.
- b. The regular term of office of an elected Director shall commence on election at the Annual Meeting of the Brazoria County Fat Stock and Fair Association and continue until the election at the third Annual Meeting thereafter or until his successor takes office.

Section 2

- a. The Board shall meet at least three times annually, the first Tuesday in April, the first Tuesday in August, and the November General Membership meeting, and meet specially at such times and places as the Board shall determine. A special meeting of the Board of Directors shall be called by the President of the Association on the request of twenty (20) Directors. Said request shall be in writing addressed to the President of the Association and signed by not fewer than twenty (20) of said Directors and shall state the purpose of the meeting. The meetings shall be held within thirty (30) days of such request.
- b. At each Board of Directors meeting, the Directors will be given in hand a financial statement.

Section 3:

- a. The Board shall be composed of members in good standing of the Brazoria County Fat Stock and Fair Association. The number of Directors shall not exceed ninety-nine. Executives shall be members of the Board of Directors pursuant to ARTICLE V, SECTION 3(A).
- b. There shall be a non-voting Honorary Board of Directors composed of those individuals selected by the Nominating Committee and approved by the Executives.

Section 4:

- The Directors present at any regular meeting shall constitute a quorum to transact business and any matter brought before a meeting of the Directors may be decided by a majority of those present.
- b. A quorum at a called meeting shall consist of a majority of the Directors.

Section 5:

A director who must

- a. be a member in good standing of the Brazoria County Fat Stock and Fair Association. A member in good standing is defined as one whose dues are paid each year by March 1st, who abides by all rules and regulations of the Association, and who has no past due account over 90 days with the Association.
- b. be a resident of Brazoria County, Texas.
- c. have served as an active committee member the previous year and remain active on a committee throughout his/her term.
- d. attend any two regular meetings of the Board during an annual term. annual term shall begin with the November General Meeting and include the April and August meetings. An absence from one scheduled Board meeting can be made up by attending an Executive meeting. Attendance shall be determined by the sign-in sheet.
- e. Not be a paid employee of the Brazoria County Fair Association.
- f. never have been convicted of any felony or other crime, involving theft, fraud, dishonesty, or deceit.

Section 6:

- a. Candidates must be present at the Board meeting to be elected to the Board of Directors.
- b. The candidates receiving the plurality of votes of the membership shall be elected to the Board of Directors. In case of a tie for the final position, a run-off for this position shall be held.

Section 7:

Notice of meetings of the Directors shall be mailed to each Director not later than five days prior to the date of such meeting.

Section 8:

Any vacancies that may occur on the Board of Directors shall be filled by the plurality process using the results of the ballot of the last annual meeting. If that ballot is exhausted, vacancies will be filled by the Directors at the next regularly scheduled Board of Directors meeting. Persons filling such vacancies shall meet the same requirements as other Directors and shall serve the balance of the term of the particular directorship vacated.

Section 9:

Any single capital expenditure over \$75,000.00 must be approved by a majority vote of the directors present at a Board of Directors meeting.

ARTICLE V

EXECUTIVES

Section 1:

- a. The Brazoria County Fat Stock and Fair Association shall be governed by twenty-five (25) Executives, one of whom shall be the immediate past President. A non-voting liaison member will be appointed by Brazoria County Commissioners' Court.
- b. The term of office for each elected Executive shall be three (3) years. The terms shall be staggered with one-third (1/3) of the Executives elected each year.
- c. The regular term of office of an elected Executive shall commence on election at the Annual Meeting of the Association and continue until the election at the fifth Annual Meeting thereafter or until he resigns or is removed according to Section 2.b. or Section 4.
- d. A person may serve as an Executive for four (3) year terms, which do not have to be consecutive, but at the end of such four terms, the person shall not be eligible for another term as an Executive. Should a person be elected to fill a vacated term, such person may still serve four (4) elected terms. The President, President-Elect, and the immediate past president shall be exempt from the term limitation until such time as they fulfill their obligations.
- e. The Executives shall take such action and adopt such regulations and policies, consistent with the By-Laws and rules of the Association, as shall be necessary and proper for the administration and management of the affairs of the Association, for the protection of the property of the Association, and for the preservation of good order. The Executives shall have the power to make contracts and carry out all business of the Association.

Section 2:

- a. The Executives shall meet regularly at least twelve times annually, and may meet specially, at such times and places as the Executives shall determine.
- b. If any Executive member misses three consecutive regular Executive meetings, such member shall automatically be removed as an Executive.

Section 3:

- a. The elected Executives shall be chosen from and elected by the membership of the Board of Directors and must be residents of Brazoria County. Once a person has been elected as an Executive, he shall automatically be a member of the Board of Directors during his term as an Executive, and shall not stand for election on a year-to-year basis. Such person elected as an Executive shall be entitled to serve such three (3) year term without interruption unless disqualified pursuant to

Section 4 of this ARTICLE.

b. All Past Presidents except the immediate Past President shall be non-voting Executives, and as such shall have all the rights and responsibilities of that position except the right to vote and the right to hold office. However, should a past President have years left on his term, he shall complete his term as an active voting Executive. Nothing contained in this provision shall be construed to prohibit the election of a Past President to a new term as a Director, an Executive, or an Officer, if otherwise eligible

Section 4:

An Executive must

- a. be a member in good standing of the Brazoria County Fat Stock and Fair Association.
- b. be a resident of Brazoria County, Texas.
- c. have served at least one year as a Director.
- d. not miss three consecutive regular Executive meetings.
- e. never been convicted of a felony or other crime, involving theft, fraud, dishonesty, or deceit.

Section 5:

- a. At the regular Annual Meeting, the Executives shall meet, and elect from their number, a President-Elect, two Vice-Presidents, a Secretary, a Treasurer, and an Assistant Treasurer. Each candidate for office shall have served at least one (1) year as an Executive, and these officers shall serve for a period of one (1) year or until their successors are qualified. The President-Elect shall automatically assume the office of President at the Annual Meeting, which elects the new President-Elect.
- b. The duties of the various officers of the Association shall be those duties usually performed by similar officers of similar corporations, except the President-Elect shall perform the duties usually performed by the First Vice-President.

Section 6:

The Executives may employ an Executive Director/Fair Manager and such other personnel as may be required to dispatch the business of the Association and shall fix the salaries and other remuneration of the Executive Director/Fair Manager and all other employees.

Section 7:

Sixty (60) days before the Annual Meeting, the President shall advise all Executives in writing of the expiration date of each term of office.

Section 8:

Any vacancy that occurs prior to normal termination of a term of office

shall be filled by a majority vote of the Directors at the next Board of Directors meeting following the vacancy notification. The member elected shall serve out the term of the member replaced.

ARTICLE VI

COMMITTEES

SECTION 1:

The incoming President shall appoint such committees as are necessary to carry out the program of the Association during his term of Presidency. The President shall at the November Executive meeting, or thereafter, appoint Executives to oversee standing committees for his/her term of office. The duties of the several committees shall be outlined in the Policy Manual.

Section 2:

All officers shall be ex-officio members of all committees.

Section 3:

The Qualifying/Nominating Committee shall be composed of not less than seven (7) members consisting of one Past President, two members of the Board of Directors, and two members of the general membership. Said Committee shall review the qualifications of those members who submit a resume by the first Tuesday of the Fair, or who are nominated from the floor at the meeting, expressing an interest in serving as a Director, an Executive, or an Officer. Said Committee shall also be responsible for nominating qualified persons for any open positions.

ARTICLE VII

Section 1:

The Executives shall meet at such times and places as called by the President of the Association and such times as it is necessary that it meet for the dispatch of business with the right of any five Executives to call a meeting at anytime, provided that notice of all meetings for the dispatch of official business shall be given in writing not later than five (5) days prior to the date of the said meeting.

Section 2: A quorum at a called meeting shall consist of a majority of the Executives.

ARTICLE VIII

Section 1:

Any contracts entered into shall be approved by the Executives, either by motion or by resolution before the said contract shall take effect and the

contract shall be signed by two Officers of the Association. Lease or rental agreements for fair facilities may be signed by the Rental Committee Chairman or a designated representative.

Section 2:

All disbursements shall be as allocated in the budget and approved by the Executives no later than April 1st of each year. In the event of an emergency, disbursements may be made by approval of two-thirds of the members present at any regular or special called meeting of the Executives.

ARTICLE IX

Section 1:

There shall be a regular Book of Accounts on a system generally approved and used by the Fair Association, giving a proper account of receipts and disbursements.

Section 2:

The books shall be audited once a year and a copy of this audit made available to the members and a similar copy presented to the County Auditor and Commissioners' Court of Brazoria County not later than May 15th. The outside auditor shall be selected by the Executives.

ARTICLE X

Section 1:

The Association shall have a seal of such design as the Executives may adopt.

Section 2:

The Executives may authorize necessary traveling expenses of its officers, members of the Association or employees on official business.

Section 3:

The fiscal year shall coincide with the calendar year.

Section 4:

The minutes of the Association shall be kept in a bound book and the President and Secretary shall sign the minutes when they have been approved.

ARTICLE XI

These By-Laws may be amended or altered as follows: the proposed amendment shall be reduced to writing and shall be signed by not fewer

than ten percent (10%) of the voting members of the Association or shall have been proposed by 10 Executives. The proposed amendments shall be in the Association Office twenty (20) days prior to the meeting. The proposed amendments shall be voted on by the members at the Annual Meeting or a called meeting of the membership. A two-thirds (2/3) vote of the members present will be required to approve the amendment. The proposed amendment shall be incorporated into the meeting notice to the membership and mailed ten (10) days before the meeting.

ARTICLE XII

The proceedings of the Association shall be governed by and conducted by the latest edition of Robert's Rules of Order, Newly Revised.

ARTICLE XIII

The Association may dissolve and wind up its affairs upon the adoption of a resolution to dissolve upon a vote of a majority of the members present in a regular or called meeting. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable or religious purposes as the Board of Directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Sec. 501 (c) (3), or as the same may be amended.

REVISED 11/17/10