

# BYLAWS OF THE ISLAND COUNTY FAIR ASSOCIATION

## ARTICLE I – OFFICES

### Section 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Island County, state of Washington.

### Section 2. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Directors upon filing such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

### Section 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the state of Washington, as its business activities may require and as the Board of Directors may, from time to time, designate.

## ARTICLE II – NONPROFIT PURPOSES

### Section 1. IRC SECTION 501(C)3 PURPOSES

This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)3 of the Internal Revenue Code.

### Section 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

- (a) To organize, promote, conduct and carry on an educational, agricultural, commercial and industrial fair, and any business associated with said Fair, in Island County for the purpose of informing and entertaining the general public;
- (b) To promote education and awareness in agriculture and provide an opportunity for the general public to be exposed to the agricultural industry with “hands on” experience;
- (c) To provide a place for 4-H, other youth and adults to exhibit their livestock, horticulture, floriculture, products, home arts, fine arts, crafts, educational projects and demonstrations, with the desired outcome of promoting the welfare of the local communities and rural living.

## ARTICLE III – MEMBERSHIP

### Section 1. ELIGIBILITY

Membership shall be open to individuals fifteen (15) years or older interested in promoting the objectives stated in Article II.

### Section 2. APPLICATION

Application for membership shall be made to the Fair Association Secretary at a regularly-scheduled meeting.

### Section 3. DUES

The annual dues shall be at an amount set from time to time by the Association membership, payable upon initial application and renewable in January each year. Membership not renewed by the April meeting shall be dropped from the membership roster.

### Section 4. DUTIES

Members are expected to support the activities of the Association by regular attendance at meetings and active participation on committees and during the fair.

### Section 5. VOTING

Members are eligible to vote at any voting meeting: **A.** If they have attended at least 3 meetings during the membership year AND **B.** Volunteer on a committee, for a Fair Association event/activity OR at the fair during the membership year.

### Section 6. GOOD STANDING

A member in good standing is defined as one who has submitted an application, paid dues, attends meetings, serves on committees and actively participates during the fair.

## ARTICLE IV – OFFICERS

### Section 1. DESIGNATION OF OFFICERS

The Officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

### Section 2. ELIGIBILITY

Officers shall be elected by the Fair Association membership at the annual members' meeting. Candidates shall be at least 18 years old, have been members for six months and shall have attended three meetings within the past six months as members of the Fair Association.

### Section 3. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by a Fair Association member in good standing per Article III, Section 6, duly elected by the Fair Association membership.

### Section 4. DUTIES OF THE PRESIDENT

The duties, responsibilities and powers of the President shall be:

- (a) Attend all Fair Association/Board of Directors meetings;
- (b) Preside at all Fair Association/Board of Directors meetings;
- (c) Supervise and control the affairs of the corporation and the activities of the officers. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors;
- (d) Provide leadership to the Fair Association, Board of Directors and all committees in formulating and developing a budget, and evaluating policies and goals;
- (e) Appoint Fair Association members as chairpersons of all committees;
- (f) Organize the agenda for each meeting.

### Section 5. DUTIES OF THE VICE-PRESIDENT

The duties, responsibilities and powers of the Vice-President shall be:

- (a) Attend all Fair Association/Board of Directors meetings;
- (b) In the absence or disability of the President, shall act in his or her place;
- (c) Be the chairman of the membership committee;
- (d) Assist the President with the selection and supervision of all committees;
- (e) In general, perform all duties incident to the office of Vice-President and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### Section 6. DUTIES OF THE SECRETARY

The duties, responsibilities and powers of the Secretary shall be:

- (a) Attend all Fair Association/Board of Directors meetings;
- (b) Keep an accurate record of all Association and Board meetings;
- (c) Assist the president with the agenda and any correspondence in relation to meetings;
- (d) Maintain an up-to-date membership book containing the name and address of each member and, in the case where any membership has been terminated, he or she shall record such fact in the membership book, together with the date on which said membership ceased;
- (e) Give notice of all meetings necessary in accordance with these bylaws and applicable law;
- (f) Be custodian of the records and of the seal of the corporation, and affix the seal as authorized by law or the provisions of these bylaws to duly executed documents of the corporation;
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 7. DUTIES OF THE TREASURER

The duties, responsibilities and powers of the Treasurer shall be:

- (a) Attend all Fair Association/Board of Directors meetings;
- (b) Be responsible for all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors;
- (c) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (d) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 8. TERM

All officers shall be elected for terms of one year by the Fair Association membership at the annual meeting and shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### ARTICLE V – DIRECTORS

Section 1. NUMBER

The corporation shall have the four Officers detailed in Article IV and four Directors, and collectively they shall be known as the Board of Directors.

Section 2. ELIGIBILITY

Three Board of Director positions shall be from among members in good standing (Article III, Section 6) of the Fair Association, being duly elected to either a position as an Officer or a Director in the Fair Association at the annual members' meeting. The fourth Director shall be elected by the Island County 4-H Leaders' Council, and his or her appointment shall be ratified by a majority vote of the members of the Fair Association at the annual members' meeting or the first meeting after the 4-H appointment has been made. If the 4-H representative's position is not ratified, the representative may serve as a liaison without voting privileges or elect another candidate for ratification by Association members.

Section 3. AUTHORITY

The activities and affairs of this corporation and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. DUTIES OF BOARD OF DIRECTORS

The duties of the Board of Directors shall be:

- (a) To perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws;
- (b) To appoint and remove, employ and discharge and, except as otherwise provided in these bylaws, to prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation;
- (c) To supervise all agents and employees of the corporation to assure that their duties are performed properly;
- (d) To meet at such times and places as required by these bylaws;
- (e) To register their addresses with the Secretary of the corporation;
- (f) Notices of meetings mailed or e-mailed to them at registered addresses shall be valid notices thereof.

Section 5. DUTIES OF DIRECTORS

The duties of the individual Directors shall be:

- (a) Attend all Fair Association/Board of Directors meetings;
- (b) Listen to the concerns of the Fair Association membership and take any action or recommendation that may be deemed appropriate;

- (c) In general, perform all duties incident to the office of a Director and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time.

Section 6. REGISTERING DISSENT

A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 7. TERM OF OFFICE

Each Board of Director member shall hold office for the term specified below or until his or her successor is elected and qualifies.

CLASS 1 – Elected Officers. Four Officers shall hold office for one year, or until their successors are elected and qualify.

CLASS 2 – Elected Directors. Initially, one Director's term shall expire in 2013 (one-year term), one Director's term shall expire in 2014 (two-year term) and one Director's term shall expire in 2015 (three-year term). Thereafter, Class 2 Directors shall serve three-year terms.

CLASS 3 – 4-H Director. The director elected by the 4-H Leaders' Council shall hold office for one year.

Section 8. COMPENSATION

Board of Directors shall serve without compensation; provided, however, that any officer or director serving simultaneously as an employee of the corporation shall, for the duration of such employment, not have voting privileges as a director.

Section 9. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 10. ANNUAL MEETING

The annual Fair Association membership meeting shall be held on the first Monday in November at the principal office of the corporation, at which time the Board of Directors shall be elected.

Section 11. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held once each month.

Section 12. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, by any two Directors upon written request of ten percent (10%) of the Fair Association membership or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 13. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these bylaws or provisions of law, the following provisions shall govern giving notice for Board of Directors' meetings:

- (a) Regular meetings. Notice shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next regular meeting, or at any time when requested by a member.
- (b) Special meetings. At least ten days' prior notice shall be given by the Secretary of the corporation to each member of the Board of each special meeting of the Board. Such notice may be written or oral, may be given personally, by first class mail, by e-mail or by telephone and shall state the date and time of the meetings and the matters proposed to be acted upon by the Board.

Section 14. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the filled Board of Director positions, which must include two of the elected officers.

Except as otherwise provided under the Articles of Incorporation, these bylaws or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion the President shall entertain at such meeting is a motion to adjourn.

Section 15. ACTION WITHOUT A MEETING

Any corporate action required or permitted by the Articles of Incorporation or these bylaws, or by the laws of the state of Washington, to be taken at the annual meeting, regular meetings or special meetings, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

Section 16. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice-President of the corporation or, in the absence of these persons, the Secretary or Treasurer of the corporation shall chair, provided that a quorum exists.

Section 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized Directors is increased.

Unless otherwise prohibited by the Articles of Incorporation, these bylaws or provisions of law, vacancies on the Board will be filled by election from the members in good standing of the general membership of the Fair Association, with the exception of a Class 3 Director vacancy.

Section 18. REMOVAL

Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by members having voting rights at a meeting of members at which a quorum is present.

Section 19. NONLIABILITY OF BOARD OF DIRECTORS

Members of the Board of Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 20. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permissible by law. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, director, employee or agent of the corporation, or who is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such

## ARTICLE VI – COMMITTEES

Section 1. COMMITTEES

The Fair Association shall have standing committees and special committees, the purpose of which is to suggest policies, procedures and expenditures to the Board of Directors for implementation.

- (a) There shall be at least one person on each committee, with a preference for three. The chair of each committee shall be a Fair Association member in good standing.
- (b) A committee member may be removed by the President in the President's sole discretion.
- (c) Vacancies in the membership of any committee may be filled by appointment of the President.
- (d) The standing committees shall consist of:
  - (1) Facilities (i.e. capital improvements, maintenance, janitorial)
  - (2) Fair Planning. All sub-committees are accountable to the Fair administrator.

- (2.1) Entertainment, parade, Fiddle Faddle Farm
- (2.2) Volunteers, superintendents
- (2.3) Ticket sales
- (2.4) Premiums
- (2.5) Security, medical, fire, emergency services
- (2.6) Arena, animal barns
- (2.7) Campgrounds
- (3) Finance (i.e audit, budget, accounting practices)
- (4) Long-range Planning (i.e. strategic and logistics)
- (5) Membership (i.e. nominating, bylaws)
- (6) Off-Season Planning (i.e. the other 360 days/year)
- (e) The special committees shall consist of:
  - (1) Founders' Legacy
  - (2) Recognition (i.e. sunshine, scholarship, honors)
  - (3) Ways & Means

**Section 2. ACTION WITHOUT A MEETING**

Any action required or permitted to be taken at a committee meeting may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the members of the committee, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous consent.

**ARTICLE VII – EXECUTION OF INSTRUMENTS, DEPOSITS & FUNDS**

**Section 1. EXECUTION OF INSTRUMENTS**

Except as otherwise provided in these bylaws, the Board of Directors by resolution may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances,. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose in any amount.

**Section 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall, if any, be signed by the Treasurer, Secretary or President.

**Section 3. DEPOSITORIES**

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

**Section 4. DONATIONS**

On behalf of the corporation, the corporation may accept any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

**ARTICLE VIII – CORPORATE RECORDS, REPORTS AND SEAL**

**Section 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

- (a) Copies of minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place such meetings were held, whether regular or special, how called, notice given, the names of those present and the proceedings thereof.

- (b) Adequate and correct financial records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A list of officers' and directors' names and addresses;
- (d) A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination of any membership.
- (e) A copy of the corporation's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

Section 2. INSPECTION AND ASSOCIATED COSTS

The corporate records shall be open at any reasonable time to inspection by any member of more than three months' standing or a representative of more than five percent of the membership.

Costs of inspecting or copying shall be borne by such member, except for copies of articles or bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member, if obtained by inspection, is prohibited.

Section 3. CORPORATE SEAL

The corporation may adopt, use and, at will, alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 4. PERIODIC REPORT

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered within the time limits set by law to an office of this state or to the members of this corporation.

**ARTICLE IX – IRC 501(c)3 TAX EXEMPTION PROVISIONS**

Section 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be to distribute propaganda or otherwise attempt to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of the bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code.

Section 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payments, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal, state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE X – AMENDMENT OF BYLAWS**

Section 1. AMENDMENT

These bylaws shall first be brought before the Membership Committee to be revised and amended by three Fair Association members in good standing at any regular meeting of the

membership. A majority vote of the eligible voting membership may alter, amend or repeal these bylaws, and adopt new bylaws.

#### ARTICLE XI – CONSTRUCTION AND TERMS

If there is any conflict between these bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these bylaws be held to be unenforceable or invalid for any reason, the remaining provisions and portions of the bylaws shall be unaffected by such holding.

All references in these bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, the founding document of this corporation filed with an office of this state as used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.