

**BYLAWS
OF
THE JUNIOR FAIR BOARD
COMMITTEE
(A COMMITTEE OF THE
WILLIAMSON COUNTY FAIR
ASSOCIATION, INC.)**

Effective July 1, 2010

JUNIOR FAIR BOARD COMMITTEE
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**ARTICLE I
OFFICES**

The mailing address of the Junior Fair Board Committee shall be located at 306Public Square, Franklin, Tennessee 37064, in Williamson County.

**ARTICLE II
DEFINITIONS**

Board of Directors. The terms “Board of Directors” shall mean the body of Directors of the Williamson County Fair Association, Inc.

Bylaws. The term “Bylaws” shall mean the Bylaws of the Junior Fair Board Committee except where reference is specifically made to the bylaws of another entity.

Committee. The term “Committee” shall mean the Committee of the Williamson County Fair Association, Inc that is composed of individuals between the ages of 13 and 20, and otherwise known as the “Junior Fair Board Committee”.

Corporation. The term “Corporation” shall mean The Williamson County Fair Association, Inc., a Tennessee non-profit corporation.

Junior Fair Board Members. The terms “Junior Fair Board Members” and “Member(s)” shall mean the Members of the Committee.

Majority. The term “Majority” shall mean Fifty-one percent (51%) of the total number of Members voting as provided herein.

**ARTICLE III
PURPOSE**

Section 3.1 Purpose. The purposes of the Committee are those set forth in these Bylaws as from time to time may be amended or restated by the Junior Fair Board Members;

(a) To promote, encourage, and stimulate youth involvement in the civic welfare of Williamson County, TN and the surrounding geographical area by providing leadership opportunities, by promoting public relations skills, and by facilitating interaction with other committee members.

(b) Doing of any and all things necessary or incident to the accomplishment of such purposes.

(c) To engage in any and all lawful activities which are exclusively for charitable, educational and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or as the same may from time-to-time be amended; and,

(d) That at no time or under any circumstances shall any of the activities of the Committee be directed toward or in furtherance of any activity or function which would disqualify the corporation from exemption under § 501(c)(3) of the Internal Revenue Code of 1954, or the provisions of Tennessee Code Annotated § 48-51-101, et seq., relating to non-profit corporations in Tennessee, or as the same may from time-to-time be amended.

(e) No part of the activities of the Committee shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Committee shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation, the Committee shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1954, as the same may from time to time be amended or replaced, or any activity inconsistent with or in conflict with the provisions of Tennessee Code Annotated § 48-51-101, et seq., governing Not for Profit Corporations in Tennessee.

ARTICLE IV
JUNIOR FAIR BOARD MEMBERS

Section 4.1 **General Powers.** The business and affairs of the Committee shall be supervised by its Junior Fair Board Members, which shall exercise in the name of and on behalf of the Committee all of the rights and privileges legally exercisable by the Committee, except as may otherwise be provided by law, the Charter of the Corporation, or these Bylaws.

Section 4.2 **Number, Tenure and Qualifications.**

The initial number of Members shall be eleven (11). However, the Chairperson of the Williamson County Fair Association, Inc may either increase or decrease the number of Members, provided that at no time shall the Junior Fair Board Members consist of less than three (3) Members nor more than fifteen (15) Members. At the first election of Members, the Members shall be elected for staggered terms, Group 1 - five (5) such Members being elected for a one (1) year term, Group 2 - five (5) such Members being elected for a two (2) year term and Group 3 - three (3) such Members being elected for a three (3) year term. Thereafter Members shall be elected for three (3) year terms. Members shall be elected at the annual meeting of the Committee.

The other Member seats shall be as illustrated below:

Member <u>Group</u>	Initial term <u>expires</u>	Begin 3 year <u>term</u>	End 3 year <u>term</u>	Second full 3 year <u>term begins</u>
1	12/10	1/11	12/14	01/15
2	12/11	1/12	12/15	01/16
3	12/12	1/13	12/16	01/17

Section 4.3 Duties. The Junior Fair Board Members shall:

- (a) Comply with all laws regarding the conduct of Junior Fair Board Members; and
- (b) Oversee all matters requiring direction by the Junior Fair Board Members.

Section 4.4 Regular Meetings.

(a) Regular meetings of the Junior Fair Board Members shall be held at such time and date as shall be determined by the Chairman of the Junior Fair Board. The purpose of the meeting shall be to transact such business as may properly be brought before the Committee. The Junior Fair Board Members shall hold an annual meeting during the month of January at a time and place to be determined by the Chair.

(b) The following shall be the order of business at the annual meeting and such regular meetings, unless otherwise provided:

- (1) Call to order by the Chair
- (2) Chair's statement
- (3) Presentation and adoption of minutes
- (4) Report of Vice Chairman
- (5) Report of Secretary
- (6) Unfinished business
- (7) New business
- (8) Election and installation of officers (at the annual meeting).

Section 4.5 Special Meetings. Special meetings of the Members may be called by (i) the Chair or (ii) at the request of two Members. The Chair shall fix the place, within the State of Tennessee, as the place for holding any special meeting.

Section 4.6 Chairperson. The Chairman of the Junior Fair Board shall be appointed by the Chairman of the Williamson County Fair Association, Inc Board of Directors pursuant to Section 7.3(a) of the bylaws of the Williamson County Fair Association, Inc (hereinafter called the "Chair" or "Chairman) who is charged with the duties set forth in Section 5.3(a).

Section 4.7 Notices. Notice of each regular meeting shall be given at least one (1) week prior thereto, and notice of any special meeting shall be given at least three (3) business days prior thereto. The attendance of a Member at any meeting shall constitute waiver of notice of such meeting, except where a Member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Junior Fair Board Members must be specified in the notice of such meeting.

Section 4.8 Quorum and Participation in Meeting. Thirty-Three percent (33%) of the Members in office shall constitute a Quorum for the transaction of business at any meeting of the Junior Fair Board Members. The members of the Junior Fair Board Members, and the Chairman of the Williamson County Fair Association, Inc, or his/her designee, may participate in a meeting of the Junior Fair Board Members, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision

shall constitute presence in person at such meeting.

Section 4.9 Manner of Acting. Each Member shall be entitled to one (1) vote upon any matter properly submitted for vote to the Junior Fair Board Members. The act of a majority of the Members present at a meeting at which a Quorum is present shall be the act of the Junior Fair Board Members, except as may otherwise be specifically provided by law, or by these Bylaws. Members absent from any meeting shall not be permitted to vote at such meeting by written proxies.

Section 4.10 Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting by the Junior Fair Board Members, or by any Committee thereof, may be taken without a meeting if all voting members of the Junior Fair Board Members or the committee, as the case may be, consent in writing to taking such action without a meeting.

(b) If all Members entitled to vote on the action consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Members.

(c) The action must be evidenced by one or more written consents describing the action taken, signed in one or more counterparts by each Member entitled to vote on the action, indicating each signing Member's vote or abstention on the action. All such written consents and actions shall be filed with the minutes of the proceedings of the Junior Fair Board Members or the committee.

(d) A consent signed under this Section shall have the same force and effect as a meeting vote of the Junior Fair Board Members, or any committee thereof, and may be described as such in any document.

Section 4.11 Compensation and Reimbursement of Expenses. No Member shall receive compensation for services rendered to the Corporation or Committee. Reasonable expenses incurred by any Member in the course of coordinating the affairs of the Corporation or Committee, including but not limited to expenses for Members attending seminars, conferences or like events on behalf of the Corporation or Committee, may be reimbursed by the Corporation upon proper substantiation and prior approval by the Board of Directors, except as prohibited in Section 9.5 of the Williamson County Fair Association, Inc bylaws.

Section 4.12 Presumption of Assent. A Member of the Committee who is present at a meeting of the Junior Fair Board Members at which action on any Committee matter is taken shall be presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Committee immediately after the adjournment of the meeting. The right to dissent shall not apply to a Member who voted in favor of an action.

Section 4.13 Removal. Any member of the Junior Fair Board Members of the Committee may be removed, with or without cause, by appropriate action of the Junior Fair Board Members. If any member shall resign or be removed from the Junior Fair Board Members, or otherwise be unwilling or unable to serve, the Junior Fair Board Members may elect another individual to serve the unfilled term, or shall

elect to not replace such individual until the next meeting of the Members.

Section 4.14 Resignation. A Member may resign his/her membership at any time by tendering his/her resignation in writing to the Chairman or, in the case of the resignation of the Chairman, to the Chairman of the Williamson County Fair Association, Inc, to be effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

Section 4.15 Vacancies. Any vacancy occurring in the Junior Fair Board Members shall be filled by a vote of the Junior Fair Board Members, except for filling the Chairman which shall be filled by the Chairman of the Williamson County Fair Association, Inc. A Member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 4.16 Parliamentary Procedure. All meetings of the Junior Fair Board Members shall be governed by the latest copyrighted edition of Robert's Rules of Order when not in conflict with these By Laws.

Section 4.17 Attendance of Members. Upon failure of a Member to attend three successive meetings, or direct participation in fair activities, without a valid reason acceptable to the Junior Fair Board Members, a vacancy shall be declared in the Membership and the board shall fill the vacancy.

ARTICLE V **OFFICERS**

Section 5.1 Designation. The principal officers of the Committee shall consist of the Chair, Vice-Chair, and Secretary.

Section 5.2 Election; Term of Office. The Committees officers shall initially be elected by the Junior Fair Board Members at its first meeting. After the initial election of the officers, each position shall be filled by a majority vote of the Members each calendar year. Each officer's term of office shall be for one (1) year.

Section 5.3 Duties of Officers. The duties of each office shall be as follows or as determined by the Members from time to time.

(a) **Chair of the Junior Fair Board Members.** The Chair of the Junior Fair Board Members shall:

- (1) Preside or appoint an Officer to preside at meetings of the Junior Fair Board Members, except that the Chair shall preside over the annual meeting;
- (2) Serve as Ex Officio member of the Junior Fair Board Members for one year after his/her term as Chair expires or until replaced by his/her successor or another Ex-Officio member appointed by the Junior Fair Board Members. In such capacity, he/she will be non-voting except as a tie-breaker; and

(d) **Vice-Chair.** The Vice-Chair shall perform the duties of the Chair in his/her absence and/or

in the event of a vacancy in such office. Additionally, the Vice-Chair shall be responsible for coordinating the activities of such committees appointed by the Chair as he/she may, from time to time, be requested by the Chair to so do.

(e) **Secretary.** The Secretary shall:

- (1) Attend all meetings of the Junior Fair Board Members and record all votes and keep minutes of all proceedings; and
- (2) Give or cause to be given, notice of all meetings of the Junior Fair Board Members.

Section 5.4 Remuneration. No officer or Member shall receive any compensation for his/her services, except as provided in Section 4.11 and Section 5.6 as reimbursement for expenses. No member of the organization shall profit financially, directly or indirectly, from any of the organization's activities.

Section 5.5 Vacancies, Offices and Committee Members.

(a) Should the office of Chair become vacant, the Vice-Chair shall automatically assume the duties of Chair.

(b) Should any of the offices become vacant, an eligible Junior Fair Board Member shall be elected by the Junior Fair Board Members to fill the remaining term of the position filled.

Section 5.6 Salaries and Expenses. The officers of the Committee shall receive no compensation for services rendered to the Committee. Reasonable expenses incurred by any of the officers in the course of coordinating the affairs of the Committee, including but not limited to expenses for Members attending seminars, conferences or like events on behalf of the Corporation or Committee, may be reimbursed by the Corporation upon proper substantiation and a resolution of the Board of Directors.

ARTICLE VI
STANDARDS OF CONDUCT

Section 6.1 Standards of Conduct. A Member or an officer of the Committee shall discharge his or her duties as a Member or as an officer, including duties as a member of a committee:

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner he/she reasonably believes to be in the best interest of the Corporation.

Section 6.2 Reliance on Third Parties. In discharging his/her duties, a Member or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the Corporation who the Member or officer reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the Member or officer reasonably believes are within the person's professional or expert competence; or

(c) A committee of the Board of Directors of which the Member or officer is not a member, as to matters within its jurisdiction, if the Member or officer reasonably believes the committee merits confidence.

Section 6.3 Bad Faith. A Member or officer is not acting in good faith if he/she had knowledge concerning a matter in question that makes reliance otherwise permitted by Section 6.2 unwarranted.

Section 6.4 No Liability. A Member or officer is not liable for any action taken, or any failure to take action, as a Member or officer, if he/she performs the duties of his/her office in compliance with the provisions of this Article, or if he/she is immune from suit under the provisions of Section 48-58-601 of the Act.

Section 6.5 No Fiduciary. No Member or officer shall be deemed to be a fiduciary with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE VII **NOTICES AND WAIVER OF NOTICE**

The notices provided for in these Bylaws shall be by telegram or written notice delivered personally or mailed to each individual entitled to receive the notice at his/her business or home address, or at such receiver's last known address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Whenever any notice is required to be given to any Member, officer or member of the Committee under the provisions of these Bylaws, a 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. The attendance of a Member at any meeting shall constitute waiver of notice of such meeting, except where a Member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VIII **AMENDMENTS**

These By-Laws may be altered, amended, or repealed, upon the affirmative vote of two-thirds (2/3) vote of the Junior Fair Board Members present at any Junior Fair Board Members meeting, subject to the approval of the Williamson County Fair Association, Inc Executive Committee, except to the extent that such alteration, amendment or repeal is inconsistent with the Corporation's exempt status as a 501(c)(3) organization, according to the following procedure(s):

(a) Amendment(s) shall be proposed, discussed and approved in draft form at a Junior Fair Board

Members meeting at least one (1) month prior to the Junior Fair Board Members meeting at which voting is to occur.

(b) Copies of the approved draft(s) of the proposed amendment(s) shall be distributed to the members of the Junior Fair Board Members at least ten (10) days prior to the Junior Fair Board Members meeting at which the voting is to occur.

ARTICLE IX
MISCELLANEOUS

Section 9.1 **Vote by Presiding Officer.** The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member, be entitled to vote on the same basis as if not acting as presiding officer.

Section 9.2 **Applicable Laws.** The Corporation shall comply with all applicable laws of the United States and the State of Tennessee, and its Bylaws and Charter shall be interpreted to comply with all applicable laws of the United States and the State of Tennessee.

Section 9.3 **Gender and Number.** Whenever the context requires, the gender of all words used in these Bylaws shall include the masculine, feminine and neuter and the number of all words include the singular and plural.

Section 9.4 **Articles and Other Headings.** The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

CERTIFICATION

I certify that these Bylaws were duly adopted on this the _____ day of _____, 2010.

By: _____
