

**BY-LAWS
CHESTERFIELD COUNTY FAIR ASSOCIATION, INC.**

ARTICLE I

1. The name of this organization shall be the Chesterfield County Fair Association, Inc.

**ARTICLE II
PURPOSE**

1. The purpose of this Association shall be to hold county fairs and festivals that promote agriculture, education, industry, business and the general betterment of Chesterfield County and its rural heritage.

**ARTICLE III
DEFINITIONS**

1. The following words shall have the following meaning when used in these By-Laws:
 - a) Association means the Chesterfield County Fair Association, Inc.
 - b) The Board of Directors (Board) includes four Officers and ten Directors elected to govern the Association.
 - c) Executive Committee means the elected Officers and one Director who are decision-makers between Board meetings.
 - d) Fiscal Year means the period January 1st through December 31st.
 - e) Same Family is defined as husband, wife, parents, grandparents, brothers and sisters, in-laws, adopted and step-family members.
 - f) A quorum is the number of Board members who must be physically present at a Board meeting in order to legally transact business. This refers to the number present, not the number voting. Electronic devices shall not be substituted for physical presence. A quorum consists of seven members of the Board, which must include two elected Officers.
 - g) Proxy voting is a form of voting whereby some members of a decision-making body may delegate their voting power to other members of the same body to vote in their absence. This Association does not allow voting by proxy.

**ARTICLE IV
MEMBERSHIP**

SECTION 1

1. The membership shall be open to any person(s) with interest in support or service to the Association.
2. Interested persons must complete an initial membership application.

3. Annual membership fee will be equivalent to an adult gate admission ticket.

SECTION 2

1. Each member shall be entitled to admission tickets to the annual fair as determined by the Board.

SECTION 3

1. Each member, 18 years of age or older, present at the Annual Membership Meeting shall be entitled to one vote on each issue presented. Members may not vote by proxy.

ARTICLE V OFFICERS

SECTION 1

1. The Officers of the Association shall be elected annually and include the President, Vice President, Secretary and Treasurer.
2. All Officers must be members of the Association, at least 18 years of age prior to taking office, and a resident of Chesterfield County.
3. The President must have one or more years of experience as an elected fair Board member prior to taking office.
4. Upon recommendation of the Executive Committee, the Board may appoint an Assistant Secretary and an Assistant Treasurer, if deemed necessary. These positions may attend Board Meetings without a vote.
5. The newly elected officers shall take office effective January 1st.

SECTION 2 DUTIES

1. **PRESIDENT** shall:
 - a. Be Chairman of the Board, and work closely with the General Manager.
 - b. Preside at all Board Meetings and the Annual Meeting.
 - c. Set the meeting agenda.
 - d. Appoint all standing committees and any special committees necessary with the approval of the Board.
 - e. Assist in reviewing and executing all contracts for programs and services relating to the annual fair and/or special event(s).
 - f. Be authorized to sign checks in the absence of the Treasurer.
 - g. Call special meetings of the Board and the Association.
 - h. Have such powers as may be conferred by the Board.
 - i. Perform other duties as assigned by the Board.
 - j. Transfer to a member of the Executive Committee all necessary paperwork, documentation, and other fair-related materials associated with this position within 30 days of vacating the position.

- k. Dismissal of the President shall occur when by his or her actions, deeds or words conducts himself/herself in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full Board and reviewed for appropriate action(s) to be taken.

2. VICE PRESIDENT shall:

- a. Fulfill the duties of the President during absence or disability.
- b. Perform such duties as assigned by the President or Board.
- c. Be authorized to sign checks in the absence of the Treasurer.
- d. If there is an occurrence of a conflict of interest or absence, the Vice President may sign contracts on behalf of the President or General Manager.
- e. Transfer to a member of the Executive Committee all necessary paperwork, documentation, and other fair-related materials associated with this position within 30 days of vacating the position.
- f. Dismissal of the Vice President shall occur when by his or her actions, deeds or words conducts himself/herself in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full Board and reviewed for appropriate action(s) to be taken.

3. SECRETARY shall:

- a. Maintain and keep the official records of the Association.
- b. Electronically record all meetings of the Board, Executive Committee, Special Called Board meetings and/or membership meetings and the Annual Membership meeting. Transcribe all minutes using the electronic device recordings and handwritten notes.
- c. Chair the annual fair premium catalog with the assistance of all Board members and General Manager.
- d. Act as Corresponding Secretary.
- e. Ensure membership tickets are mailed prior to the start of the fair.
- f. Provide written or verbal notice to Board members of all regularly scheduled Board meetings at least 5 days prior to set meetings.
- g. Control the Association's corporate seal.
- h. Publish and maintain minutes of all meetings.
- i. Assist the General Manager in administering passes for annual fair.
- j. Perform other duties as assigned by the Board.
- k. Transfer to a member of the Executive Committee all necessary paperwork, documentation, and other fair-related materials associated with this position within 30 days of vacating the position.
- l. Dismissal of the Secretary shall occur when by his or her actions, deeds or words conducts himself/herself in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full Board and reviewed for appropriate action(s) to be taken.

4. ASSISTANT SECRETARY shall:

- a. Assist the Secretary in performance of duties.
- b. Assume the duties in the absence or disability of the Secretary.
- c. Dismissal of the Assistant Secretary shall occur when by his or her actions, deeds or words conducts himself/herself in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full Board and reviewed for appropriate action(s) to be taken.

5. TREASURER shall:

- a. Receive, disburse and invest all funds of the Association, as approved by the Board.
- b. Deposit funds in a bank to the credit of the Association.
- c. Pay all financial obligations by check only upon receipt of properly completed Payment Approval Forms.
- d. Sign all checks.
- e. Prepare and present a financial report at each meeting of the Board and Annual Membership Meeting.
- f. Prepare and present financial records for an annual Compliance Review to include contracts (inside vendor contracts not included), W-9's, 1099's, and all other financial records in compliance with established laws.
- g. Coordinate the preparation of necessary tax forms and filings.
- h. Respond to financial inquiries.
- i. Be bonded.
- j. Maintain all financial records and related correspondence.
- k. Perform other duties as assigned by the Board.
- l. Transfer to a member of the Executive Committee all necessary paperwork, documentation, and other fair-related materials associated with this position within 30 days of vacating the position.
- m. Dismissal of the Treasurer shall occur when by his or her actions, deeds or words conducts himself/herself in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full Board and reviewed for appropriate action(s) to be taken.

6. ASSISTANT TREASURER shall:

- a. Assist the Treasurer in performance of duties.
- b. Assume the duties in the absence or disability of the Treasurer.
- c. Dismissal of the Assistant Treasurer shall occur when by his or her actions, deeds or words conducts himself/herself in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full Board and reviewed for appropriate action(s) to be taken.

**SECTION 3
SIGNATURES**

1. Only one signature shall be required on all checks written by the Treasurer in amounts less than \$2,500.00. Two signatures shall be required in the amount of \$2,500.00 and higher.
2. The President or Vice President shall be authorized to sign checks in the absence of the Treasurer.

**SECTION 4
NOMINATIONS**

1. A Nominating Committee consisting of 3 to 5 Association members shall be appointed by the President prior to the annual fair to present a slate of Officers to be voted on at the Annual Meeting.
2. All Officers must be members of the Association, at least 18 years of age prior to taking office, and a resident of Chesterfield County.

**ARTICLE VI
BOARD OF DIRECTORS**

SECTION 1

1. The Board is the controller of the Association. The Board shall consist of the Association Officers and a total of ten Directors.
2. All Directors must be members of the Association, at least 18 years of age prior to taking office, and residents of Chesterfield County.
3. Directors will be elected for a three (3) year term.
4. No two members of the same family shall hold a position as an Officer, member of the Board, or General Manager during the same term.
5. Persons interested in becoming a Director must complete an application and mail it to the Chesterfield County Fair Association post office box postmarked no later than October 1st. Qualified applicants may be asked to attend a Board of Directors meeting and must attend the Annual Meeting to present their credentials for consideration and election.
6. No member of the Board can hold more than one position at the same time.

SECTION 2

1. The Directors shall be elected by members of the Association at the Annual Meeting. Consideration must be given to members showing a sincere desire to promote and improve the county fair.
2. Each year the same number of Directors will be elected as those whose terms will expire.
3. Any vacancies existing or occurring on the Board of Directors after the Annual Meeting shall be filled by the Board. The appointee will serve the unexpired term.

SECTION 3

1. The Board shall replace any member under the following conditions:
 - a. Missing two regularly scheduled Board meetings in a row, without an excuse approved by the Board.
 - b. Dismissal of a Director shall occur when by his or her actions, deeds or words conducts himself/herself in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full Board and reviewed for appropriate action(s) to be taken.
2. Resignations shall be accepted as follows:
 - a. Written resignation - Any Board member may resign at any time by delivering written notice to an Executive Committee member. The resignation shall be effective when the written notice is delivered.
 - b. Verbal resignation - Should a Board member tender a verbal resignation at any time, the Board of Directors may accept such a resignation by way of making a motion, with the majority vote making the resignation effective immediately. The minutes of the meeting shall reflect these actions.

**ARTICLE VII
THE EXECUTIVE COMMITTEE**

SECTION 1

1. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and one Director (Member-at-large). The Member-at-large shall be elected by the Board annually.

**SECTION 2
EXECUTIVE COMMITTEE DUTIES**

1. This committee shall serve as the decision-maker between meetings but must inform the Board of all decisions made at the next meeting.
2. Perform any duties assigned by the Board and those enumerated by the By-Laws and Rules and Regulations.

**ARTICLE VIII
CONTRACTS**

1. Annual contracts shall be negotiated by the General Manager and reviewed by the President for programs and services relating to the Annual Fair and/or special events. Multi-year contracts must have the approval of the Board of Directors.
2. Contracts must have two signatures. The General Manager and the President must sign contracts in order to be valid. In the occurrence of a conflict of interest or absence, the Vice President may sign contracts on behalf of the President or General Manager.
3. Any Board member having an existing or potential interest in a contract or other transaction presented to the Board of Directors for deliberation, authorization approval, or ratification, or any person who reasonably believes such an interest exists in another such person, shall make a prompt, full and frank disclosure of the interest to the Board prior to action on such a contract or transaction. The interested party is required to disclose the nature and extent of interest and any relevant facts known about the contract or transaction which might reasonably be construed to be adverse to the Association's interest. The minutes of the meeting shall reflect such disclosures.

**ARTICLE IX
PAYMENT APPROVALS**

1. All payments must have a Payment Approval Form properly completed and approved prior to any payments being made by the Treasurer.
2. This form must have the appropriate receipts or contracts attached and approved by the President or General Manager as in the Budget Guidelines.
3. The Vice President or Secretary must approve Payment Approval Forms submitted by the President.

**ARTICLE X
MANAGEMENT**

1. Persons interested in becoming General Manager must complete an application and mail it to the Chesterfield County Fair Association post office box postmarked by October 1st. Qualified applicants may be asked to attend a Board meeting to present their credentials and participate in an interview. Upon becoming the General Manager, they will be expected to attend the Annual Membership Meeting.

2. GENERAL MANAGER shall:
 - a. Be appointed by the Board on or as soon as possible after October 1st. This agreement is at will and may be terminated without cause and without compensation as deemed necessary by either the Board of Directors with a majority vote or by the Fair General Manager.
 - b. Work closely with the President.
 - c. Attend all meetings of the Board in a non-voting capacity.
 - d. Inform the Board on all fair matters and decisions in a timely manner.
 - e. Have general supervision of the sponsored festivals, Annual Fair and fairgrounds during the fair setup and operations, including oversight of volunteers and helpers, with assistance by the Board of Directors.
 - f. Allot space to the exhibitors and concessionaires.
 - g. Serve as the liaison with the County for special events and the Annual Fair.
 - h. Recommend individual(s) for Assistant Manager(s) to the Board for consideration and/or approval.
 - i. Negotiate and execute all contracts for programs and services relating to the Annual Fair and/or special events.
 - j. Consult with the President on any emergency or major decision concerning fair operations.
 - k. Be a member of the Association and a resident of Chesterfield County.
 - l. Perform other duties as assigned by the Board.
 - m. Sign a contract established by the Board of Directors.
 - n. Transfer to a member of the Executive Committee all necessary paperwork, documentation, and other fair-related materials associated with this position within 30 days of vacating the position.

3. Dismissal of the General Manager shall occur when by his or her actions, deeds or words conducts himself/herself in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full Board and reviewed for appropriate action(s) to be taken.

**ARTICLE XI
ASSISTANT MANAGER(S)**

1. ASSISTANT MANAGER shall:
 - a. Be appointed by the Board upon recommendation of the General Manager.
 - b. Receive instructions from the General Manager on tasks to be accomplished.
 - c. Assist the General Manager in the duties needed to plan and operate the fair.
 - d. Be a member of the Association and a resident of Chesterfield County.
 - e. Dismissal of the Assistant General Manager shall occur when by his or her actions, deeds or words conducts himself/herself in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full Board and reviewed for appropriate action(s) to be taken.

ARTICLE XII

EX-OFFICIO MEMBERS

1. The Extension Agents from Chesterfield County shall be ex-officio members of the Board.
2. The Historian shall be an ex-officio member of the Board.
 - a. An Historian should be appointed by the Board to keep important records and minutes of years past and to oversee memorabilia of importance.
 - b. With the aid of the Arts and Crafts Chair, maintain personal supervision of records of the various department superintendents during and after the fair.
3. Ex-officio members shall not have a vote at Board meetings.

ARTICLE XIII MEETINGS

SECTION 1

1. The Board shall hold regular meetings bi-monthly or as deemed necessary.
2. Seven members of the Board, which must include two elected officers, shall constitute a quorum.
3. In an emergency situation, the President may call a special meeting of the Board with written or verbal notice from the Secretary. The notice must clearly state the object of the special meeting.

SECTION 2

1. The Annual Meeting shall be held as soon as practical after the close of the Annual Fair.
2. Association members should attend the Annual Meeting of the Association in order to elect the Officers and Directors who will reflect the goals and objectives of the Annual Fair.

ARTICLE XIV VOTING

1. Each member, 18 years of age and older, present at the Annual Meeting shall be entitled to one vote on each issue. Members may not vote by proxy.
2. Directors shall have one vote on each issue, at all Board meetings, with the exception of the President who shall have one vote in the event of a tie. Directors shall not vote by proxy.
3. In accordance with conflict of interest guidelines, any member who receives compensation, directly or indirectly, from the Association for services, is precluded from voting on such matters. However, they are not prohibited from providing information related to such matters.

**ARTICLE XV
RULES AND REGULATIONS**

1. The set of Rules and Regulations for governing succeeding fairs may be amended or changed providing the change is approved by two-thirds of the Board members casting a vote.

**ARTICLE XVI
AMENDING OR ENLARGING OF THE BY-LAWS**

1. These By-Laws may be amended or enlarged at any Annual Meeting provided the proposed amendment is approved by two-thirds of the members casting a vote.
2. Prior notice of the proposed amendments must have been presented to the Board in September or earlier and to the Association membership 10 days prior to the Annual Meeting.
3. The By-Laws may also be amended by two-thirds vote of members casting a vote at a special called meeting of the Association, providing that the purpose of the meeting has been stated in the notice made to the Association membership.
4. Amendments or revisions shall be effective immediately upon approval.

**ARTICLE XVII
PARLIAMENTARY AUTHORITY**

1. All meetings of the Association shall be governed by parliamentary law as set forth in Robert's Rules of Order, most current edition, when it does not conflict with these By-Laws or procedures adopted by the Board and or Membership at large.

**ARTICLE XVIII
SUPERCEDE**

1. These By-Laws adopted at the Special Called Meeting to discuss Bylaws on July 15, 2015, supersede those adopted on December 3, 2013.