

# Western Michigan Fair Association By-Laws

(Approved 11-12-2018 Proposed changes for November 2020)

## Article I: Name

The name by which this association shall be known is the Western Michigan Fair Association which is incorporated under Act 80 of 1855 as amended.

## Article II: Statement of Purpose

The purpose of the association shall be to promote the interests of agriculture, horticulture, education, mechanical arts, fine arts, fruit and grain products, stock raising and dairy products, domestic science, community service, entertainment and kindred spirits for the entire region.

## Article III: Directors

Section 1: This association shall have fifteen (15) directors, five (5) directors to be elected each year by the membership, for a term of three (3) years. A director shall have reached his /her twenty first (21) birthday. No two (2) directors shall be members of the same immediate family residing in the same household.

Section 2: The directors shall hold a meeting the Monday after the annual meeting and proceed to the transaction of such business as they deem necessary.

Section 3: If a vacancy occurs in the Board of Directors between annual meetings, said vacancy shall be filled by the Board of Directors. Any Director who shall be absent without prior excuse from three (3) director's meetings shall be deemed to have resigned his/her directorship and if his/her resignation is accepted the vacancy shall be filled as herein provided.

Section 4: Any director failing to fulfill elected duties shall be removed from office by 2/3 majority vote of the total board of directors (10 out of 15) Section 5: A director may resign by notifying the association secretary of their desire to resign in writing or removed by violating the code of conduct or petition by one over half of the paid membership.

Section 5: The board of directors and all committees may hold electronic meetings. The board of directors and all committees may conduct electronic voting on matters of urgency to be determined by the President and the Vice President.

Section 6: The board of directors shall choose to have an end of the year financial review as required by IRS law or a full financial audit, which shall be completed by a licensed CPA.

## Article IV: Officers

Section 1: The officers of the Association shall be the President, First Vice President, and Second Vice President, Secretary, and Treasurer. The President, first and second vice presidents, secretary, treasurer, and executive directors (2) shall be elected by the directors, at the meeting following the Annual meeting. All officers shall be members of the Board of Directors. Officers shall be elected annually.

Section 2: The president shall preside at all meetings of the association and the directors. In the case he/she is absent, it shall be the duty of one of the vice presidents to preside and the absence of both the president and vice presidents, the meeting may select its own chairperson.

Section 3: It shall be the duty of the secretary to be present at the meetings of the association and of the board of directors and to keep accurate record of the proceedings and to perform such duties as are required. It shall be a special duty to preserve all books, papers, and records of the association.

Section 4: It shall be the duty of the treasurer to receive all monies of the association and disburse the same on orders approved by the board of directors. The treasurer shall render a report of the receipts and expenditures at the annual meeting and at all regular board meetings.

## Article V: Members

Section 1: Any person, **age eighteen (18) years of age and over**, may become a member of the association by the payment of an annual membership fee of \$10.00 **or Life time membership fee of \$25.00.** ~~The Life time memberships will no longer be sold, all lifetime memberships previously sold will be honored.~~ A member must be enrolled and recorded at least 30 days prior to the annual meeting, to be able to vote at the annual meeting. Each person paying for a membership shall receive from the secretary a certificate of membership running from November 1<sup>st</sup> through October 31<sup>st</sup> of the following year. Membership fee is nonrefundable.

Section 2: Any member, eighteen (18) years of age and over, shall be entitled to vote upon all issues on the agenda brought before the membership at the annual meeting.

Section 3: Any association member interested in running for a director position at the annual meeting must submit a letter of intent 30 days before the annual meeting, nominations from the floor will not be accepted

## Article VI: Meetings

Section 1: The annual meeting of the association shall be held on the second Monday of November each year, at such hour and place as shall be determined by the president and secretary. Such notice shall be published in at least one local newspaper, placed on the association website, and association social media pages, for at least three days, a week before the annual meeting.

Section 2: Special meetings of the association may be ordered by the board of directors or upon the written request of twenty five (25) or more members of the association, filed with the secretary, provided that at least five (5) days' notice shall be given the secretary previous to the holding of such a meeting.

Section 3: Meetings of the board of directors shall be held whenever deemed necessary by the president, secretary or upon request of three or more members of the board. Whenever a meeting of the board of directors is called the members shall be notified at least twenty-four (24) hours prior to the meeting by the secretary.

Section 4: Eight (8) or more of said directors shall constitute a quorum for the transaction of business.

Section 5: If there is a scheduled monthly meeting less than ten (10) days after the fair that meeting may be cancelled by the decision of the board of directors. Monthly meetings are the second (2<sup>nd</sup>) Monday of each month.

#### Article VII: Fairs

Section 1: The membership of the association will decide at the annual meeting whether it is advisable to hold fair or other exhibitions to carry out the Objective of this association.

Section 2: The board of directors shall determine at what place and what date the fair or exhibition shall be held.

#### Article VIII: Executive Committee

Section 1: The executive committee shall consist of the president, two vice presidents, secretary, treasurer, and two other members of the board of directors, and shall serve for one year, at which time a new executive committee shall be formed. A list of the executive committee shall be made available to the board of directors.

Section 2: It shall be the duty of the executive committee to have detailed charge of all matters pertaining to the active work of the association and be responsible to the board of directors.

Section 3: At any executive committee meeting called, four (4) members or more shall consist a quorum, but the member or members shall not miss two (2) meetings in succession without prior excuse by the president or secretary. If a member should miss two executive board meetings in succession without excuse his/her chair shall be deemed vacant and he/she shall be replaced by an election of the board of directors.

Section 4: After receiving instructions from the board of directors as to the dates of the fair or exhibition, the president will appoint, with the consent of the board of directors, such standing committees as may be necessary to properly conduct the business at hand and provide the proper rules and regulations for the proper and safe conduct of the year's business; said rules not to conflict with these by-laws.

#### Article IX: Amendments

Section 1: These bylaws may be altered or amended at any annual meeting of the general membership by a vote of two-thirds (2/3) of the members present.

Section 2: Notice of the intended alterations or amendments shall be published in at least one local newspaper, placed on the association website, and association social media pages, for at least three days, 30 days before the annual meeting. It is the duty of the secretary in giving notice of the annual meeting to specify the alterations or amendments to be submitted.

#### Article X: Perpetual Statement

The Western Michigan Fair Association will remain a non-profit organization forever.

#### Article XI: Dissolution

Should the Western Michigan Fair Association dissolve, all remaining assets real and personal, will revert to the County of Mason.

#### Article XII: Indemnification

The Association shall indemnify to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act and person, and his or her estate and personal representative, who is made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) because such person is or was a director, officer or employee of the association or serves or served any other enterprise at the association.

#### Article XIII: PARLIAMENTARY PROCEDURE

If a procedure is not covered in these By-Laws then the Roberts Rules of Order, newly revised shall be the parliamentary authority for all meetings of the Association.