



BY-LAWS

OF THE

WASHINGTON COUNTY FAIR, INC.

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**Bylaws of the
WASHINGTON COUNTY FAIR, INC.**

**ARTICLE I
NAME AND PURPOSES OF THE CORPORATION**

SECTION 1. NAME

This New York State Corporation shall be known as the "Washington County Fair, Inc." hereinafter called the "Corporation."

SECTION 2. Mission Statement

The purposes of this Corporation shall be; to promote agriculture, education, and home craft within the County of Washington, State of N.Y. and to sponsors, from time to time, fairs and exhibits of the products and achievements thereof. The complete scope of the purposes is described in **Article IV A and B of the Plan of Consolidation found with the legal papers**

SECTION 3. LIMITATIONS OF METHODS

The Corporation shall be nonprofit, nonpartisan and non-sectarian and shall not discriminate on the basis of race, creed, nationality or sex. The Corporation shall observe all local, state, and federal laws which apply to non-profit organizations as defined in Section 501 (C)(3) of the Internal Revenue Code.

**ARTICLE II
MEMBERSHIP AND DUES**

SECTION 1. IDENTITY

The membership of the Corporation shall consist of those persons who have signed the Certificate of Incorporation as incorporators, together with persons who are hereafter received in or elected to membership as hereinafter provided.

SECTION 2. MEMBERSHIP

Only residents of the County of Washington shall be eligible for membership in the Corporation. **EXCEPTION:** Permanent chairs or anyone maintaining an agricultural-related business in Washington County.

SECTION 3. ELIGIBILITY

Persons applying for membership must complete a membership application and pay dues by the **1st Friday of November**. Upon approval by the Board of Directors at the organizational meeting these persons will be eligible to vote the following year at the annual meeting. Eligible members should contribute their time, expertise, resources, and experience, through participation in work sessions, staffing events, committee service and special projects.

SECTION 4. MEMBERSHIP VOTING ELIGIBILITY

Every member 14 years of age & over shall be entitled to one (1) vote.

SECTION 5. RESIGNATION

Any member may withdraw from the Corporation by presenting to the Secretary a written statement of resignation.

SECTION 6. TERMINATION

A member may be expelled for violation of the By-Laws of the Corporation or for other cause prejudicial to the best interests of the Corporation. Such expulsion may be affected by a two-thirds (2/3) vote of the Board of Directors present at a duly called meeting.

SECTION 7. RIGHTS

Any resigning or expelled member forfeits all rights to any property of the Corporation.

SECTION 8. DUES

The annual dues must be paid between September 1st and the **1st Friday of November**. Any member whose dues remain unpaid after November 1st shall automatically cease to be a member and shall forfeit privileges and rights of membership

SECTION 9. AMOUNT OF ANNUAL DUES

The amount of the annual dues for the following year shall be determined by the Board of Directors at the organizational meeting.

**ARTICLE III
GOVERNMENT****SECTION 1. GOVERNMENT**

The general management of the affairs of the Corporation shall be vested in the Board of Directors, who shall be elected from the membership to form a Board not less than nineteen (19) nor more than thirty-two (32) including permanent seats as provided for in these By-Laws.

SECTION 2. OFFICERS

The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, elected from a Board of not less than nineteen (19) nor more than thirty-two (32), including permanent seats as provided for in Section 1 of this Article.

SECTION 3. PRESIDENT'S COMMITTEE DUTIES

The President shall be a member of all committees.

SECTION 4. EXECUTIVE COMMITTEE

The executive committee shall consist of a membership of the Officers of the Corporation, President, Vice President, Secretary & Treasurer, and three (3) at large directors to be elected at the organizational meeting of the Board of Directors. **Vote results shall be posted, including individual tallies.**

ARTICLE IV ELECTIONS

SECTION 1. DIRECTORS OF THE CORPORATION

The Directors of the Corporation shall be elected for a two (2) year term at the annual meeting of the membership. Each eligible voting member shall be entitled to one vote for each Director to be elected and the candidates receiving a majority of the votes cast shall be declared elected. A Quorum of twenty (20) eligible voting members shall be required to hold an election. **Vote results shall be posted, including individual tallies**

SECTION 2. QUALIFICATIONS

To qualify as a Director of this Corporation a person must be an eligible voting member of this Corporation and must support the mission statement of the Fair as described in Article I, Section 2 of these By-laws.

SECTION 3. TENURE

The Directors shall be divided into two (2) groups, e.g.: twelve (12) directors in one group, and thirteen (13) directors in another group. At the first annual meeting of members, twelve (12) directors shall be elected for a two (2) year term, and thirteen (13) directors for a one (1) year term. For example at each annual meeting thereafter, twelve or thirteen directors shall be elected for a two-year term in place of the directors whose terms have expired. Directors are encouraged to indicate in writing to the Secretary if they do not desire re-election. Attendance for the previous term should be taken into consideration barring extenuating circumstances. Directors shall be elected by ballot. Directors whose terms have expired may be re-elected.

SECTION 4. OFFICERS

The Board of Directors shall elect one (1) of their number President; one (1) of their number Vice-President; one (1) of their number Secretary; one (1) of their number Treasurer; and one (1) of their number Assistant Treasurer. Unless the organizational meeting of the Board of Directors is conducted following the annual meeting of the membership, the meeting of the Board of Directors to elect officers shall be held not less than six (6) nor more than thirty (30) days following the organizational meeting of the membership. Officers elected shall hold offices for one year or until new officers are elected.

SECTION 5. VOTING

Every Director shall be entitled to one (1) vote. All action shall be decided by a majority vote of the Directors present in person at a duly called meeting with the exception of sections herein requiring a two-thirds (2/3) vote.

SECTION 6. VACANCY

If a vacancy occurs among the officers or in the Board of Directors, such vacancy may be filled for the unexpired term by the Board.

SECTION 7. PERMANENT CHAIRS

In addition to elected Directors hereinabove provided for on Section 3 of this Article IV which are nominated and elected by the eligible voting members of the Corporation, the Board of Directors shall include Permanent Chairs representing Farm Youth Organizations, the Washington County Board of Supervisors and the Washington County Sheriff's Department. These Permanent Chairs shall be filled with persons selected annually by the following respective organizations:

- * 2 by the Washington County Cooperative Extension Board of Directors.
- * 1 by Washington County Teachers of Vocational Agriculture.
- * 2 by Washington County Board of Supervisors (one of whom shall be the supervisor of the Town of Easton or a representative of the Easton Town Board).
- * 1 by the Washington County Sheriff's Department, who shall be the Sheriff of Washington County or his designee.

If at any time any of the above organizations shall fail or neglect to select a representative to fill the additional Permanent Chair (s) provided for it, then the Directors by majority vote, shall have the right to appoint a person to fill such vacancy or vacancies until said organization shall again designate a representative.

All Directors serving on the Board in Permanent Chairs shall be entitled to vote on matters coming before the Board and shall have all of the same powers and authority as is conferred upon those Directors who are elected by the members. Such Directors need not be residents of the County of Washington in order to serve as Permanent Chairs.

- * Directors serving on the Washington County Fair Board in permanent chairs need to pay membership dues if they wish to participate in the annual membership meeting.

ARTICLE V DUTIES OF OFFICERS

SECTION 1. PRESIDENT

The President shall preside at all meetings of the members of the Corporation and of the Board of Directors, shall have general supervision of the affairs of the Corporation, shall sign or countersign all certificates, contracts and other instruments of the Corporation as authorized by the Board of Directors and perform all such other duties as are incident to his/her office or are properly required of him/her by the Board of Directors.

SECTION 2. VICE-PRESIDENT

In the absence of the President, the Vice-President shall perform his/her duties.

SECTION 3. SECRETARY

The Secretary shall keep the minutes of all the meetings of the Corporation and of the Board of Directors, shall if requested, read such minutes at the close of each meeting for approval, shall distribute all notices for meetings of the Corporation or the Board of Directors and perform such other duties as may be required of him/her by the By-Laws, the President, or the Board of Directors. He/she shall keep in safe custody the seal of the Corporation and affix it to any instrument when authorized by the Board of Directors. In the absence of both the President and the Vice-President, the Secretary shall preside and assume the duties of the President.

SECTION 4. TREASURER

The Treasurer shall have charge of all receipts and monies of the Corporation, deposit the same in the name of the Corporation, and shall disburse said funds as ordered or authorized by the Board of Directors. He/she shall keep regular accounts of his/her disbursements, submit said record when requested and an itemized statement of the same at regular meetings of the Corporation. He/she shall keep an accurate account and collect all application fees, dues, and charges due from members. He/she shall sign checks and withdrawal slips on behalf of the Corporation upon any and all of its accounts, and the same shall be honored on his/her signature alone.

SECTION 5. ASSISTANT TREASURER

The Assistant Treasurer shall, under the direction of the Treasurer, have the same authority as the Treasurer as provided for in Article V, Section 4 of these By-Laws.

SECTION 6. SPECIAL TREASURERS

The Board of Directors may, for special activities, annually appoint Project Treasurers to maintain special ledgers. These positions are accountable to the Treasurer.

SECTION 7. FINANCIAL ASSISTANTS

The Treasurer shall have the authority to appoint two (2) Financial Assistants, subject to the approval of the Board of Directors at any time prior to August 1st. These positions are accountable to the Treasurer.

ARTICLE VI DUTIES AND POWERS

SECTION 1. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have control of the property and affairs of the Corporation and shall fix its policies. They shall have power to hold meetings, authorize the appointment of committees, accept new members, expel members as in these By-Laws provided, authorize proper expenditures and take all necessary and proper steps to carry out the purpose of the Corporation and promote its best interests.

SECTION 2. DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE

1. The Executive Committee shall have the power to hire manager (s), set their salary and review the salaries of other employees hired by the manager.
2. To assume the responsibility for the management of the Corporation and to make decisions of a business nature which does not require the Board approval.
3. To make recommendations to the Board on issues that the Board feels uncomfortable with and request that the committee research further.
4. To be authorized to hire lawyers, accountants or specialists on other fields as necessary for the proper management of the Corporation.
5. To assume the responsibility as a grievance committee for our employees.

ARTICLE VII COMMITTEES

SECTION 1. STANDING COMMITTEES

The President shall annually appoint the following Standing Committees: Budget Committee, Grounds Use Committee, Buildings and Grounds Committee, Audit Committee, Safety Committee and Historical Committee.

SECTION 2. SPECIAL COMMITTEES

The President may at any time, appoint committees to carry out the objectives of the Corporation.

SECTION 3. COMMITTEE QUORUM

A majority of any committee of the Corporation will constitute a quorum for the transaction of business.

SECTION 4. COMMITTEE VACANCIES

The President shall have the power to fill vacancies in the membership of any committee.

SECTION 5. POWERS AND DUTIES

Each committee shall have such powers and duties as determined by the Board of Directors and outlined in the Corporation Policy Book.

SECTION 6. LIMITATION OF AUTHORITY

No action by any member, committee, employee, Director or officer shall be binding upon or constitute an expression of, the policy of the Corporation until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

**ARTICLE VIII
MEETINGS****SECTION 1. ANNUAL MEETING OF THE MEMBERSHIP**

The purpose of the annual meeting of the members is to elect directors, receive the annual reports of the officers, and to transact such other business as may properly come before the eligible voting members.

The annual meeting of the members of the Corporation shall be held on the second Wednesday in November at such time and place as is designated by the Board of Directors, or by the President in the absence of a designation by the Board. The annual meeting of the members for any year shall be held no later than thirteen (13) months after the last annual meeting of the members. However, failure to hold an annual meeting timely shall in no way affect the terms of officers or directors of the Corporation.

SECTION 2. SPECIAL MEETINGS OF THE MEMBERSHIP

Special meetings of the members may be called by the Secretary upon the request of the President or the Board of Directors, or upon a written request of at least ten percent (10%) of the eligible voting members in good standing. The purpose of each special meeting shall be stated in the Notice and may only include purposes, which are lawful and proper for members to consider. If the purpose of the special meeting is to amend the By-Laws, then the notice of the special meeting shall be accompanied by a written form of proxy, which an absent member may sign and return.

SECTION 3. BOARD OF DIRECTORS MEETINGS

The Board of Directors shall meet on the second Wednesday of each month, or at other intervals as required to conduct the business of the Corporation.

SECTION 4. EMERGENCY NOTICE RULE

During the week of the Washington County Fair, special meetings of the Board of Directors may sometimes have to be called under such emergency circumstances as to make the giving of seven (7) days' notice impossible. Therefore a special meeting of the Board of Directors may be called during the week of the Washington County fair upon such notice to the Directors as may reasonably be possible under the circumstances present at the call of the meeting. Any Director not receiving notice of such meeting shall be deemed to have waived the same provided that; (a) at least one (1) officer of the Corporation or member of the Executive Committee is present and in attendance at the meeting; and (b) at least five (5) Directors are present and in attendance at the meeting; and (c) no action may be taken at the meeting to alter, revoke or enlarge the By-Laws of the Corporation unless at least two-thirds (2/3) of the Directors are present and in attendance at the meeting.

SECTION 5. NOTIFICATION OF MEETING

At least one notice of the annual meeting of the membership and the regularly scheduled monthly meetings of the Board of Directors, signed by the secretary, shall be distributed at least seven (7) days prior to the annual meeting. A notice of special meetings of the membership or the Board of Directors shall be distributed at least seven (7) days prior to the meeting and shall set forth the place, date, time and purpose of the meeting.

SECTION 6. CANCELLATION OF MEETING

Emergency cancellation of meetings shall be by means of email, text message or phone call if those are not available.

SECTION 7. QUORUM

The persons entitled to vote who are present at a duly called meeting of the Directors shall constitute a quorum. Each Director shall be entitled to one (1) vote. Except as otherwise provided by law, the vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the actions of the Board of Directors.

SECTION 8. INSPECTORS OF ELECTION

Up to four (4) Inspectors of Election shall be appointed by the presiding officer whenever an election is held.

ARTICLE IX VOTING

SECTION 1. VOTING

Every eligible voting member shall be entitled to one (1) vote. All action shall be decided by a majority vote of the members present, except for action requiring a two-thirds (2/3) vote.

ARTICLE X ORDER OF BUSINESS

SECTION 1. ORDER OF BUSINESS

The agenda of business at all of the meetings of the Corporation and the Board of Directors shall include:

1. Calling of the Roll of Directors
2. Reading of Correspondence
3. Election of Officers and new members (if required)
4. Set Dues (organizational meeting of Board of Directors)
5. Report of the Fair Manager
6. Reports of Officers
7. Reports of Committees
8. Unfinished Business
9. New Business
10. Reading and Approval of the Minutes
11. Adjournment

SECTION 2. ROBERT'S RULES

The order of business and procedures shall conform to Robert's Rules of Order as revised from time to time.

ARTICLE XI INDEMNIFICATION

SECTION 1. INDEMNIFICATION

The Corporation shall indemnify each officer and director, including former officers and directors, to the fullest extent permitted by Article 7 of the Not-For-Profit Corporation Law of the State of New York, as amended, supplemented and construed by the case law of New York.

ARTICLE XII RULES AND REGULATIONS

SECTION 1. RULES AND REGULATIONS

All rules and regulations adopted by the Board of Directors shall be binding upon all members unless otherwise specified in the rules and regulations. Each rule and regulation shall remain in effect until it is amended, repealed or withdrawn by the Board of Directors or the committee which originated it, as the case may be.

**ARTICLE XIII
AMENDMENTS**

SECTION 1. AMENDMENTS

These By-Laws may be amended, altered or added to by vote of the Board of Directors of this Corporation at any regular meeting of said Board. These By-Laws, may be amended, altered or replaced by the members at any annual or special meeting of the members when at least two-thirds (2/3) of the members are present and in attendance. A copy of the minutes that describe and approve the amendment shall be attached to the current approved revision of the By-Laws.

SECTION 2. COPIES OF THE BY-LAWS

A copy of the latest revision of the By-Laws shall be made available to every member of the Corporation.

ARTICLE XIV

FISCAL YEAR

SECTION 1. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first (1st) day of November and end on the last day of October in each year.

R. Harry Booth, President

Date

Julia Reynolds, Secretary

Date