

Muskegon County Fair Association

6621 Heights Ravenna Road
Ravenna, Michigan

Muskegon County Fair Association By-Laws

Revised 10-20-2015

Article I: Name

The name of this Michigan non-profit corporation shall be the Muskegon County Fair Association established by Public Act of 1855.

Article II: Purpose

Section 1. The purpose of this Association is:

- a. To promote and advance the interest of agriculture, horticulture, household arts and mechanic arts and sciences, and all kindred sciences and arts in their varied branches.
- b. To promote and conduct agricultural, industrial, educational and recreational fairs and exhibitions.
- c. To promote entertainment and amusement therewith for the purpose of drawing the attention of the public thereto.
- d. To do and perform any and all acts authorized by law to be done and performed by a corporation organized under the laws referred.
- e. To provide through this Association for rendering civic and community service.
- f. To create and maintain a sound public opinion, to promote goodwill, and in all other appropriate and legally permissible ways to protect and advance the best interest of 4-H and Youth.

Article III: Powers

Section 1. Powers.

This Corporation shall have the power to buy, sell, lease and to manage and hold, any and all kinds of property, whether real, personal, or mixed, in trust or otherwise, for the benefit of the Muskegon County Fair Association and to administer the same; and to do any and all things of any kind of nature necessary or convenient to the implementation of the declared objectives and the purpose of this Corporation.

Article IV: Membership of the MCFA

Section 1. Membership.

- a. Any person who has attained the age of 18 may become a member.
- b. Members of this Association should work on committees during Fair week events; along with the preparation of the Fair. These are the requirements for a member in good standing. The member will attend at least (9) nine of the scheduled monthly meetings to remain in good standing. A member may be dropped if nine meetings are not attended. A member will conduct themselves in a professional manner at all times. A vote of 2/3 majority will be needed to remove a member or director that is not in good standing.
- c. Any person who has attained the age of 18 and has paid the annual membership fee of \$10.00 may become a member. Membership is for one year, from January 1st through December 31st.
- d. Members of this Association will be expected to work on committees during Fair week events and throughout the year; along with the preparation of the Fair. These are the requirements for a member in good standing. A member will conduct themselves in a professional manner at all times.
- e. All members in good standing shall be entitled to one (1) vote for directors at the Annual Meeting. Members are not entitled to vote at regular monthly meetings and special meetings.
- f. There shall be no voting by proxy.
- g. Any person whose membership in this Association had been terminated in any manner shall forfeit all interest in any funds or other property belonging to the Association, and all rights to the use of the name or emblem or insignia of this Association.

Article V: Board of Directors

Section 1. The direction and management of the affairs of the Association shall be vested in a Board of Directors which shall consist of at least twelve (12), but not more than eighteen (18) members.

Section 2. Each member shall be an active member in good standing.

Section 3. All directors shall take office following the election and serve for a term of three (3) years (terms may be staggered so that no more than 1/3 of the Directors are elected each year) or until their successors shall be duly elected and qualified.

Section 4. The President of the Muskegon County 4-H Leaders Council shall fill a Board of Director seat.

- a. A representative from the Sheriff's Posse and Muskegon County 4-H Horse Developmental Committee shall each fill a non-elected ex-officio Board of Directors seat.
- b. The 4-H Youth Coordinator shall be an ex-officio member of the Board of Directors.
- c. The director will attend at least (9) nine of the scheduled monthly meetings during the current year to remain in good standing. A director may be dropped if nine meetings are not attended. A director will conduct themselves in a professional manner at all times. A vote of 2/3 majority will be needed to remove a member or director that is not in good standing.

Section 5. Nominations and Election

- a. The election of directors shall be at the Annual Meeting of the Association.
- b. At a regular meeting of the Association at least two months prior to the date of the Annual Meeting, the President shall appoint a Committee on Nominations and Elections. The duties of this committee shall be to prepare nominations and to have general charge of the election.
- c. The Committee on Nominations and Elections shall cause a ballot to be prepared containing the names of all nominees for the use of the members during the election. In addition, nominations from the floor may be presented at the Annual Meeting.
- d. After all such nominations have been made, the members present shall vote upon such nominations, the manner and the method of vote and the recording shall be by ballot. The designated number of persons among said nominees who shall receive at least 50% of votes shall be declared elected to the Board of Directors. Current Directors that are elected to serve on the Executive Committee shall have their current term extended for the duration that they are elected to serve on the Executive Committee.
- e. To be eligible for nomination to a director seat, individual must attend at least (4) meetings prior to the annual election and then (9) afterwards. To remain a member in good standing, an individual must attend at least (7) meetings during the course of their directorship.

Section 6. In the case of vacancy in the office of President, the Vice President shall succeed to the office. In case of a vacancy in the office of Vice President, Secretary, Treasurer or Director, the vacancy shall be filled by the Board of Directors for the unexpired term. In case of vacancy on the Board of Directors, the President can nominate an individual to join the Board and the Directors can vote to approve by $\frac{3}{4}$ approval contingent on the (4) meeting requirement. No vacancy so declared by the Board of Directors shall be filled until the next meeting of the Board of Directors following the regular Board Meeting at which the vacancy was declared.

Section 7. Removal from the Board of Directors and Officers may be removed from the Board by a 2/3 vote of the Board of Directors present.

Section 8. Powers and Duties

- a. The Board of Directors of this Corporation shall be entrusted with the management, powers business, and property of the Muskegon County Fair Association.
- b. The Board of Directors shall have the power to employ such persons as it may deem necessary to effectuate the purpose of this Corporation. The Board of Directors shall determine the duties of all such employees and the compensation they receive.
- c. The Board or it's designate shall have the absolute power and right to exclude the use of the fairgrounds and facilities at any time to any group or persons.
- d. The Board of Directors shall keep and maintain such books of accounts and records as shall be necessary to the transaction of the business of the corporation, and the said books of accounts and records shall be made available for audit annually by the Michigan Department of Agriculture, if so required. The Board of Directors may have the books of accounts and records audited or reviewed by an independent accountant or have other procedures performed as deemed necessary. The said books of accounts and records shall be open for inspection to any member.

Section 9. Meeting of the Board of Directors

- a. Time and place of meetings. The Board of Directors of this Corporation shall hold regular meetings monthly at such time and at such places as shall be designated by the Board of Directors. A monthly meeting of said Board of Directors may be cancelled or suspended upon the majority vote of those Board members present. A special meeting may be called at any time by the President or upon the request of at least (3) members of the Board of Directors.
- b. Quorum. A majority of members of the Board of Directors shall constitute a quorum for the transaction of the business of the Board of Directors. A majority of those present casting affirmative votes shall be necessary and requisite to the approval of any particular item of business coming before said Board of Directors, unless otherwise specified herein.
- c. If a special meeting of the Board of Directors is called, a quorum is needed (2/3 of attendees) to conduct official business. A quorum of Executive Directors would be 3/4 attendees. Meeting minutes will be recorded and presented at the next scheduled Board meeting in regards to any action that was taken.

Article VI: Officers

Section 1. The officers of this Association will be a President, Vice President, Secretary and a Treasurer (the Secretary and Treasurer may be the same person).

Section 2. Term of Office. All officers of this Corporation shall be members of the Board of Directors and shall serve two (2) year terms, or until successors are elected. The office of Vice President and Secretary shall be elected in even years and the President and Treasurer will be elected in odd years. Both of the foregoing officers shall be elected by the Board of the Corporation at the first meeting of said directors after each Annual meeting (these can be on the same day).

Section 3. The duties of the officers shall be as follows:

- a. The President shall be the chief executive officer of the Association and shall preside over all Association meetings and the Board of Directors. The President shall be ex-officio member of all standing and special committees. The President shall perform such other duties as usually pertain to the office of President.
- b. The Vice President, in the absence of the President, shall preside at all meetings of the Association and the Board of Directors. The Vice President shall also perform such other duties as may be assigned to him or her by the President of the Board of Directors.
- c. It shall be the duty of the Secretary to keep and maintain the minutes and records of this Corporation and that of the Board of Directors and the official committees of this Corporation and to give proper notice of meetings to all persons so entitled and in such form as provided for herein. The Secretary shall perform such other and further duties as usually pertain to the office of Secretary.
- d. The Treasurer shall have custody of all finances of the Muskegon County Fair Association as well as all other properties which shall ordinarily be administered by a treasurer. They shall pay the pre-approved expenditures (budgeted items) and non-budgeted items up to \$500; any unbudgeted item over \$500 shall only be paid after approval of the Board of Directors or a majority of the Executive Board if it is not feasible to wait until the next meeting for approval by the Board of Directors. The treasurer shall make an annual report of financial condition of the corporation and shall make such other reports as the Board of Directors shall direct from time to time. The treasurer shall perform such other duties as usually pertains to the office of Treasurer, such as filing required financial reports with the Michigan Department of Agriculture and County of Muskegon; and required tax filings with the IRS and State of Michigan.

Section 4. The officers of the Board of Directors shall constitute the Executive Committee.

- a. The Executive Committee has the power to sign all checks and other documents and conduct meetings as appropriate to the Board between board meetings.

Article VII: Committees

Section 1. There shall be the following standing committees:

- a. Awards/Premiums
- b. Finance
- c. Site/Grounds
- d. Livestock Committee
- e. Horse Committee
- f. Event Committee
- g. Public Relations and Service
- h. Fair Book
- i. Shooting Sports
- j. Arts & Talent Committee
- k. Online Administrator
- l. Vendor Committee
- m. Small Animal Committee

Section 2. The members of each standing committee shall serve for a term of one (1) year commencing on the first day of appointment. All committee chairmen shall be appointed by the President and shall be subject to removal by the President with the approval of the Board of Directors. Each committee shall be responsible to the President and the Board of Directors and shall make such reports as the President or Board may direct.

Section 3. Special committees may be appointed by the President with the approval of the Board of Directors and shall perform such duties as may be defined in their creation.

Article VIII: Duties of the Standing Committees

Section 1. The committee on Awards and Premiums shall have the responsibility of securing all needed trophies and ribbons and to set classes and premiums to be awarded in the fair book. The committee shall submit its recommendations to the Board of Directors.

Section 2. The committee on Finance shall annually prepare a budget of estimated income and expenditure for submission to the Board of Directors and shall submit such other recommendations on Association finances as may be requested by the Board of Directors.

Section 3. The Site/Grounds committee shall be responsible for the development and upkeep of the fairgrounds and to submit its recommendations to the Board of Directors.

Section 4. The Livestock Committee shall be responsible for all livestock activities and events conducted throughout the year. This includes all housing of livestock during the week of fair and clerking of the Small Animal/Baked Good Auction. The Livestock Committee shall also fill and maintain all livestock division superintendent positions. A copy of minutes from all meetings conducted as well as financial reports shall be submitted to the Board of Directors. Any building additions or changes shall be reported to the site committee for consideration before presentation to the Board of Directors.

Section 5. The Horse Committee shall be responsible for all horse related activities and events conducted during the Youth Fair, plus any additional fundraising events for the Horse Committee. This includes all housing of horses during the week of fair. The Horse Committee shall also fill and maintain all horse division superintendent positions. A copy of minutes from all meetings conducted as well as financial reports shall be submitted to the Board of Directors. Any building additions, changes or grounds improvements shall be reported to the site committee for consideration before presentation to the Board of Directors.

Section 6. The Event Committee shall secure contracts for events such as the fair tractor pulls, horse and pony pulls, midway vendors, commercial tent and any other events that may be of interest. The committee shall submit its recommendations to the Board of Directors.

Section 7. The committee on Public Relations and Service shall develop and broaden the scope of the Association's community service activities and promote the participation of the community in such activities. The committee shall submit its recommendations to the Board of Directors.

Section 8. The committee on Fair Book shall make approved changes to the Muskegon County Youth Fair Book, develop leads and attain funding for the printing of the Fair Book. The committee shall submit its recommendations to the Board of Directors.

Section 9. The committee on Shooting Sports shall be responsible for all shooting sports activities held on the Muskegon County Fairgrounds or in conjunction with the Muskegon County Youth Fair. The committee shall submit its recommendations to the Board of Directors.

Section 10. The Arts & Talent committee shall be responsible for the following divisions/activities of the Youth Fair: Inanimate Division, Talent Show and Silent Auction. The committee shall submit its recommendations to the Board of Directors.

Section 11. The responsibility of the Online Administrator shall be monitoring and updating all information on the fairgrounds' official website, Facebook, or other social media pages. This committee shall also be responsibility for advertising. The Online Administrator shall submit recommendations to the Board of Directors.

Section 12. The committee on Vendors shall be responsible for organizing and monitoring all vendors, both food and commercial, pertaining to the Youth Fair week. The committee shall submit its recommendations to the Board of Directors.

Section 13. The Small Animal Committee shall be responsible for the following divisions/activities of the Youth Fair: Dog Division, Cat Division and Pet Show. The committee shall submit its recommendations to the Board of Directors.

Article IX: National and State Affiliation

Section 1. In recognition of the value of national fellowship and cooperation available to the Association and its members through its privileges and rights of participation in the government and activities of the State, it is hereby declared a major policy of this Association to exercise fully those privileges and rights, and to discharge promptly all lawful obligations imposed upon it by the State.

Section 2. The Board of Directors shall provide for review, approval and forwarding of all papers required or requested by the State.

Section 3. The Board of Directors shall provide for the prompt payment of all dues and other indebtedness to the State.

Section 4. In so far as possible, this Association shall be represented by its proper delegates, or their duly appointed alternates, at all appropriate conventions and meetings of the State. Provision for the expense of the representation at such conventions and meetings shall be made by the Board of Directors preparing the budget of the Association.

Article X: Meetings

Section 1. Annual meetings of the membership of this Corporation shall be held in October of each year, upon such date in said month and at such place at the board of Directors shall direct.

Section 2. A special meeting may be called at any time by the President or upon the request of at least (3) members of the Board of Directors.

Article XI: Fiscal Year

Section 1. The fiscal year of the Corporation shall begin on November 1 of each year and terminate on October 31 of each year thereafter.

Article XII: Rules of Order

Section 1. "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered in the by-laws.

Article XIII: Approval of By-Laws and Amendments

Section 1. Any amendment to these by-laws may be adopted by a two-thirds (2/3) vote of the members at the Annual Meeting of the Association; provided that written notice of the meeting and of the proposed amendment shall be given to the members at least thirty (30) days prior to the Annual Meeting.

Section 2. Notwithstanding the provision of Section 1, these by-laws and any amendments shall be effective only when duly certified by the President and Secretary of the Association and filed in the office of the Director of Agriculture of the State of Michigan, whereupon the alterations or amendments shall have the same form and effect as original articles of the Association.

Article XIV: Dissolution of the Corporation

Section 1. Upon the dissolution of this Corporation by operation of law or any other reason, and after payment of all its debts, all assets remaining in its possession or under the control of this Corporation shall be distributed to such local organization or agency by the Board of Directors as are qualified as tax exempt under Section 501(c)5 of the Internal Revenue Code or the corresponding provision of a future United States Internal Revenue Code.

Dated: _____

By: *(President on one line, Secretary on other)*

Filed with Cinda Karlik of the Michigan Department of Agriculture, November 17, 2015.