

BARBOUR COUNTY FAIR ASSOCIATION, INC.
BYLAWS

Adopted September 4, 2014

Article I. Organization

Section 1: Organization Title - The name of this organization shall be the Barbour County Fair Association, Incorporated.

Section 2: Office and Location - The principal place of business shall be at the Barbour County Fairgrounds, Route 250 South, 67 Fairgrounds Way, Belington, West Virginia.

Article II. Purpose and Objective

To provide all citizens of Barbour County an opportunity to enjoy in a relaxed atmosphere a County Fair that shall:

- Provide wholesome family recreation and entertainment and to cooperate with the Barbour County Commission, owners of the principal place of business, to maintain facilities such as buildings and grounds for that purpose.
- Promote farming, industry, and business in Barbour County and the State of West Virginia.
- Provide for, display, and promote the sale of livestock, crops, other agricultural products, manufactured/produced in Barbour County and West Virginia.
- Sponsor, establish, and promote educational meetings, seminars, lectures for the benefit of all citizens.
- Promote all aspects of Barbour County and West Virginia life, culture, arts, crafts, and music.

Article III. Membership

Section 1: All citizens of Barbour County are eligible and encouraged to participate as members. Members for this purpose will be defined as citizens of Barbour County who attend the annual meeting for the sole purpose of nominating and electing Board of Directors.

Section 2: Business year - will follow the calendar year.

Section 3: Membership Records - Secretary shall keep record of members in attendance and annual Board Meeting.

Section 4: Each member shall be entitled to vote on the nomination and election of Board of Directors submitted to a vote of the membership at the annual meeting.

Section 5: The Barbour County Fair Association, Inc. shall not discriminate against anyone because of race, creed, age, sex, religion, or national origin.

Article IV. Meetings

Section 1. The annual meeting of the Association shall be held in October or at a time and place set by the Board of Directors. All members shall be given notice whether written, phone, or electronically and a general notice shall be published in the county newspaper by the secretary.

Section 2. Directors Meetings will be held the first Thursday of each month or at the discretion of the Board.

Section 3. Special Meetings - May be called by the President at any time or scheduled by the Directors at any monthly meeting.

Section 4. One fourth of current membership (12 members) shall constitute a quorum at any called meeting except at annual meeting at which time the members present shall constitute a quorum.

Section 5. Nomination of Directors - Prior to the annual meeting, the nomination committee will seek directors for nomination. This shall not prohibit nominations being made from the floor at the annual meeting.

ARTICLE V: Board of Directors

Section 1. The Board of Directors shall consist of a minimum of thirty (30) and a

maximum of forty-eight (48) Directors.

Section 2. All Directors will adhere to the By Laws as set forth by the Board of Directors.

Section 3. The terms of the Directors shall begin at the close of the annual meeting following their election. All directors shall serve for a three (3) year term as elected, or for the fulfillment of the unexpired term elected to fill. In the event of a vacancy the Board of Directors have the right to fill the unexpired term of the vacancy as necessary.

Section 4. The Board of Directors shall meet at a time and place to be determined by the Board of Directors and at the call of the President. Regular monthly board meetings have been set for the first Thursday evening in the month. Starting times will 7:00 p.m. in the fall and winter, and 7:30 during daylight savings time.

Section 5. Directors shall serve as a policy making body, exercise sound judgment, function as a Board responsible to the community rather than as individuals, to provide stability and continuity to the Association and to remember that the Association exists for the welfare of all persons in the service area. A Director shall remember at all times that he/she is equal to, and not above any other Director of the Association.

Section 6. Provisions for termination of Directorship can occur under the following:

- If a Director is absent for two (2) consecutive meetings, without just cause i.e. work or sickness and without notification to the Barbour County Fair Office or the Secretary, his/her position may be considered vacant and may be filled at the discretion of the remaining Directors for the unexpired term.
- Directors shall conduct themselves in a dignified, ethical, and professional manner at all times, and shall at no time act in a manner which shall bring negative feelings or publicity to the Association or to another member of the Board. This shall include, but not be limited to, arguments, acts of anger or unreasonable actions of any kind toward the public or another Director. Any Director violating this section shall be subject to dismissal of his/her position by a majority vote of the Directors present at any meeting of the Directors.
- Upon termination of position a Director shall, immediately and without question, surrender all keys, identification, papers, and any other items in his/her possession that are considered to be the property of the Fair Association to the Sergeant of Arms. Failure to comply will result in legal action. There are to be no exceptions to this Section unless voted upon and approved by a quorum of the remaining

Directors.

- Any Director who has had his/her position terminated due to missed meetings, written resignations or by a vote of the remaining Directors, may after one (1) year submit his/her name to the Secretary for re-election the following year.

Section 7. A Director may resign by written resignation to the President stating his/her reason for resignation. The President shall bring the resignation before the Board for discussion. Those Directors present shall accept or deny the resignation.

Section 8. Any Director which would have a direct or indirect personal interest of a personal gain from a proposed action shall reveal such and abstain from voting on the proposed transaction thus alleviating a conflict of interest.

Section 9. Each director shall serve on at least two (2) committees. Board of Directors must use discretion as to the number of committees they serve on so that the committees function effectively.

Section 10. Director Emeritus can be designated by the Board Members and will have all privileges of Board of Director members except for voting privileges during regular Board meetings.

Article VI: Officers

Section 1. The officers of this organization shall consist of President, Vice-President, 2nd Vice President, Secretary, Assistant Secretary, and Treasurer. These officers shall be nominated and elected by the Board of Directors at the close of the annual meeting.

Section 2. The President shall preside at the annual meeting or any special meetings of the organization and meetings of the Board of Directors and shall sign the records thereof. He/She shall have general supervision of the business affairs of the Association, appoint committees as deemed appropriate and serve as ex-officio member of all committees. He/She shall have and exercise such other duties as may be determined from time to time by the Directors. He/She shall receive and review all written resignations and shall announce at the next meeting the names of Directors resigning for normal reasons as well as those seats vacated as a result of Article V, Sections 68i7. President shall serve a two year term to start in odd years after elected at annual meeting in even year.

Section 3. The Vice-President and 2nd Vice President, in succession, shall perform all the

duties of the President in the absence of the President or Vice-President, or in the event the office of President is vacated. They shall serve until the next meeting of the Directors or until a successor is elected or the Directors appoint a temporary President. They shall also perform any other duties as determined by the President. They shall oversee committee functions as described in by-laws. They shall serve a two year term to start in odd years after elected at annual meeting in even year.

Section 4. The Secretary and Assistant Secretary shall be responsible for the proper recording of all actions of the Board of Directors, general membership and Executive Committee. The Secretary shall be custodian of the Association's records and keep all minutes in books provided for this purpose, serve all notices and other duties incident to this office. The Secretary shall also inform the President and the Sergeant At Arms when a director has missed two (2) meetings in a row pursuant to Article V, Section 6. The Secretary and Assistant Secretary shall serve a two year term to start in even years after elected at annual meeting in odd year. The Assistant Secretary shall perform duties as necessary in the absence of the Secretary.

Section 5. The Treasurer shall keep full and accurate accounts of the receipts and disbursement of the Association, and shall keep all books and records pertaining to the financial affairs of the Association, provide for an audit of his/her reports and records after the business year and publish such at the direction of the Board of Directors. The Treasurer shall serve a two year term to start in even years after elected at annual meeting in odd year.

Article VII: Fair Manager

Section 1. A Fair Manager may be appointed at the discretion of the Executive Board and approved by the Board of Directors.

Section 2. Fair Manager shall be compensated for expenses related to the Fair at the discretion of the Executive Board with approval of the Board of Directors.

Section 3. Fair Manager shall have the authority to handle the day to day operations of the organization under the direction of the Board of Directors and Executive Board.

Article VIII: Executive Committee

Section 1. An Executive Committee shall consist of the officers of the Association and

two other Board Members as appointed by the Board. These Board Member Representatives shall come from nominations by the Nominating Committee as well as nominations from the floor during the annual meeting. The Board Representatives shall serve a two (2) year term. One Representative shall serve in even years after elected in odd years and the other to serve in odd years after elected in even year.

Section 2. The Executive Committee shall act for the Board of Directors in the interim between meetings within those guidelines established by the Board of Directors and shall perform such other duties and have such other powers as may be delegated to it by the Board of Directors. The Executive Committees actions shall be reported and subject to review by the Board of Directors.

Section 3. The Executive Committee shall hold such meetings as deemed necessary upon the call of the Chairman or three (3) members of the Executive Committee. A majority of the Committee Members shall constitute a quorum. A notice of such meetings will be given in as expedient manner as possible depending on circumstances. Notification of a meeting with no emergent issues will be sent 2 days in advance. Notice can be given in writing, by telephone, or electronic communication.

Article IX: Sergeant At Arms

Section 1. The Sergeant At Arms shall be a member of the Board of Directors, appointed for one year term by the Executive Committee. His/her duties shall be to maintain order at all meetings of the Board. He/she shall be totally knowledgeable of and have within his/her possession at all meetings the Association's By-Laws and Robert's Rules of Order, and use this knowledge to settle disputes, questions, and to maintain order.

Section 2. His/her duties shall be to retrieve all papers, keys, and identification badges from Directors who have been terminated.

Section 3. The Sergeant At Arms shall be present during elections and during ballot counting. He/she will be responsible for ballot safeguarding at the discretion of the Board.

Article X: Committees

Section 1: Barbour County Fair Association Executive Board shall appoint or approve a chairperson or co-chair for each committee from the Board Membership.

Section 2: Committees need to meet, select a co-chairperson, or vice chair from Board Membership, if needed, and establish a working calendar for the year. Vice Chair will

assume duties of the Chairperson in their absence.

Section 3. Committee meetings need to be called two days in advance, giving time to notify members and so the members can arrange their schedules.

Section 4. Additional committee members may be added. Committee members do not have to be a Board of Director or reside in Barbour County.

Section 5. Records shall be made at committee meetings. A copy of these records should be submitted at Board of Directors Meetings and become a part of official fair records.

Section 6. Action planned by committees must be presented at Board of Directors meetings for discussion and adoption. The Board of Directors is responsible for everything done by its members and committees in the name of the Barbour County Fair, thus protecting the members, committees, and the Board.

Section 7. Expenses and requests by each committee will be used to formulate the budget. Committees who are budgeted monies do not need to feel that just because "x" amount of funds have been budgeted that it needs to be spent. Plan your program and use the monies wisely to do the job.

Section 8. All contracts have to be signed by the Committee Chairperson and the President of the Fair Association. In the absence of Committee Chairperson and/or the President the 1st or 2nd Vice President will be the designee.

Article XI: By Law Amendments

Section 1. These By Laws may be amended at any regular or special meeting of the Board of Directors of this Association, provided that such proposed amendments are sent to all Directors, in writing, at least thirty (30) days prior to voting on such amendments. Amendments to these By Laws shall require a two-thirds (2/3) vote of the membership present, when a quorum is present.

Section 2. All additions to these By-Laws will be effective immediately following a majority vote on the changes by the Directors present.

