

# NORTH DOUGLAS COUNTY FAIR BOARD BY LAWS

## ARTICLE I - ORGANIZATION

### Section 1

This corporation will be known as the North Douglas County Fair Board, Inc.

### Section 2

The Fair will be held at a date designated by the Executive Board.

### Section 3

The purpose of the corporation and its objects shall be as follows:

1. To coordinate the activities of the North Douglas County Fair.
2. To assist with event expenses and help to ensure the success and prosperity of our community fair.
3. To receive, acquire, hold, purchase, dispose of, convey, mortgage, rent, or lease real or personal property, to make by-laws consistent with applicable laws of the State of Oregon and the Articles of Incorporation.
4. The organization is organized exclusively for charitable and educational purposes.

### Section 4

The organization has not been formed for the making of any profit, or personal financial gain.

1. The assets and income of the organization shall not be distributable to, or benefit the officers, directors, or other individuals.
2. The assets and income shall only be used to promote corporate purposes as described below.

### Section 5

Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization.

### Section 6

This organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax.

### Section 7

The organization shall not participate in any political campaign in any manner or attempt to influence legislation.

### Section 8

The authorized representatives of the corporation shall be the Chairman, Vice Chairman, Treasurer and Secretary

## ARTICLE II – EXECUTIVE BOARD

### Section 1

The governing body will be an Executive Board consisting of Chairman, Vice Chairman, Treasurer and Secretary. All will serve without pay.

### Section 2

Chairman, Vice Chairman, Treasurer and Secretary to be elected by an open meeting, annually, the fourth Monday of September. Elected officers will come up for re-election every year, but may serve the board more than one year. Vacancies shall be filled by the Board, with the recommendation of the Chairman.

### Section 3

The Executive Board shall have the complete management of the affairs of the corporation, including, but not limited to the following:

1. General supervision of the Fair.
2. Set date of the Fair.
3. To have the power to act on any emergency business.
4. Appoint committees.
5. To set up the rules and regulations pertaining to the exhibits and premiums.
6. Purchase, sell, lease, mortgage, and generally conduct the business of the corporation in regard to all matters concerning real and personal property.
7. Invest the funds of the corporation in such a matter as they deem for the best purpose of the corporation.
8. May borrow money on such terms and conditions as deemed feasible from banks or other commercial sources, or from members, or from themselves.
9. The decisions of the Executive Committee shall be final.

### ARTICLE III – OFFICERS DUTIES

#### Section 1

The duties of the Chairman are:

1. To preside at all meetings.
2. To appoint the Directors.
3. To attend Committee meetings.
4. To supervise all activities each day of the Fair.
5. To appoint all Committee Chairmen. Each Chairman to appoint their own Committee.
6. To sign checks in the absence of the Treasurer.
7. The Chairman shall be the official executive officer of the Corporation with power to execute on behalf of the corporation all notes, checks, drafts, or other orders for the disbursement of funds and shall perform such other duties as customarily appertain to the office of Chairman as directed to perform, by the resolution of the Board of Directors.

#### Section 2

The duties of the Vice Chairman are:

1. To preside at meetings in the absence of the Chairman.
2. To assist the Chairman in his duties, and act for him in his absence.

#### Section 3

The duties of the Secretary are:

1. Attend all meetings.
2. Take minutes of the meetings.
3. Preserve the minutes and records of the Fair.
4. Maintain a current list of members.
5. Give a general report at an annual meeting in September, including departmental breakdown.

#### Section 4

The duties of the Treasurer are:

1. The treasurer shall have the custody of all of the funds, securities, valuable papers, and other assets from the corporation's bank accounts
2. Provide a financial statement at each meeting.
3. Sign all checks.
4. Keep track of all monies pertaining to the Fair.
5. Give a financial report at the open meeting in September.
6. File reports with, and disburse funds to, the appropriate State and Federal agencies in a timely manner, as required. These include Form CT-12 with the State Department of Justice, the

Annual Report with the Secretary of State Corporation Division, Form 990-N with the IRS and, if required, Form 990-T with the IRS.

#### ARTICLE IV – DIRECTORS

##### Section 1

The number of Directors may vary by year and need. Directors are to be appointed by the Chairman and will all serve without pay.

##### Section 2

Any Departmental Director will have the authority to appoint a co-chairman if the need arises and the appointed assistant will take an active part and share the same responsibilities as the director.

#### ARTICLE V – MEETINGS

##### Section 1

Meeting date for the Fair Board will be the fourth Monday of each month. Special meetings may be held at any time when called for by the Chair or a majority of Board members.

##### Section 2

The organization shall have meetings located at Drain Civic Center, meeting room, and at such other places as shall be designated by the board of directors from time to time by resolution.

##### Section 3

All regular meeting shall be open to the general public.

#### ARTICLE VI – VOTING

##### Section 1

A majority of the four Executive Board members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

##### Section 2

Passage of a motion requires a simple majority.

##### Section 3

Voting to be oral unless decided differently by the Chairman.

##### Section 4

Each person in the governing body will be entitled to one vote.

#### ARTICLE VII – CONFLICT OF INTEREST

##### Section 1

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself if necessary in order to refrain from discussion and voting on said item.

#### ARTICLE VIII – FISCAL POLICIES

##### Section 1

The fiscal year of the board shall be January 1 to December 31.

##### Section 2

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future

federal tax code, to promote the general welfare and best interests of North Douglas County, for the public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in Douglas County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IX – AMENDMENTS

Section 1

These by-laws may be amended by a majority vote of Board members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

ARTICLE X – GENERAL REGULATIONS

Section 1

The Fair Book will be revised and brought up to date at a meeting of all committee chairman to be held each March.

Section 2

Approved vendors will not be granted exclusivity in their product areas; however, attempt must be made to avoid having multiple vendors with the same product line where possible. An exact description of merchandise submitted with the vendor application will allow us to accomplish this.

Adopted this 25<sup>th</sup> day of September 2017

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Vice Chairman

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Secretary