

# **BY-LAWS of the HENRY COUNTY FAIR ASSOCIATION**

## **ARTICLE 1**

### Name, Purpose, and Location

#### Section 1. Name.

The name of this Association shall be HENRY COUNTY FAIR ASSOCIATION.

Section 2. Purpose. The purpose for which it is formed is to be a county fair association organized to give an hold fairs and exhibitions, to advance the agricultural, horticultural, mechanical and community interests of the County of Henry and vicinity; to provide places for the display of livestock, grain, poultry, fruit, vegetables, and farm products of every kind and of goods, wares, merchandise and manufactured articles and machinery of all sorts, kinds, and classes; to offer and give premiums of any sums or amounts for speed, quality, workmanship, beauty or to acquire, own and hold such personal property and such real estate, buildings, structures and appurtenances as are necessary or useful in carrying out the purposes for which it is formed. Said corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Section 3. Location. The offices of the Association shall be located in the city of Cambridge in Henry County, Illinois

## **ARTICLE II**

### Membership

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Section 1. Members. The members of this association shall consist of the holders of membership certificates. Membership certificates shall have no par value and can only be transferred on the books of the association with the consent of the Board of Directors. In the event of the death of a holder of a membership, the said membership may at the discretion of the Board of Directors, be re-issued to the person designated by the heirs or legal representative of the deceased owner. Holders of membership certificates issued between 1945 and January 1, 1981, original certificate owners, shall be entitled to free admission at the outer gate of the fair, with free admission to cease at the death of the original holder. Any company, corporation or group other than an individual shall not be entitled to free admission. Any one individual, corporation or firm is limited to ten memberships.

Section 2. Authority. The supreme authority of this association shall rest in the members.

Article II Continued-----

Section 3. Annual and Special Meetings. The annual meeting of the members of the Association shall be held on the fourth (4<sup>th</sup>) Monday of September of each year at an hour and place as fixed by the Board of Directors for the purpose of electing directors and for the transaction of such business as may lawfully come before the meeting, provided, however, the Board of Directors may, if it is deemed necessary in the discretion of the Board of Directors, change the annual meeting of the members of the Association to a day in October and at an hour and place as fixed by the Board of Directors. Special meetings may be called by the President, by a majority of the Board of Directors or by one-third of the members. Notice of all meetings must be given by mail to the last known address of all members at least ten (10) days in advance of meetings.

Section 4. Voting. In all proceedings of the Association, each membership shall have one vote. In case of a firm or corporation member, some person shall be designated to vote for such member.

Section 5. Quorum. A quorum at a meeting of members shall consist of the holders of 50% of the membership.

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Section 6. Nominating Committee. A nominating committee shall consist of the most recently elected three (3) directors and shall nominate a minimum of one (1) nominee for each of the directors to be elected at the annual meeting.

### **ARTICLE III**

#### Directors

Section 1. Number and Terms. The property and affairs of the association shall be managed and controlled by a Board of Directors of twenty (20) members. One representative shall be elected from each of the following four (4) bodies: Henry County Pork Producers, Henry County Beef Association, Henry County Farm Bureau, and Henry County Cooperative Extension Service, with the remaining sixteen (16) directors being residents of Henry County. The four (4) directors elected from the above stated organizations shall be elected at the annual meeting of members and shall serve a term of one (1) year and until their successors shall be elected and qualify. The remaining sixteen (16) directors shall be elected at the annual meeting and shall serve a term of three (3) years and until their successors are elected and qualify, provided, however, with respect to the election of directors at the annual meeting of members on October 26, 1987, the terms of three (3) of such directors shall expire after two (2) years and the terms of three (3) such directors shall expire after three (3) years. Of the two new appointments made September 26, 1994, the term of one director will be for two (2) years and the term for the second director will be for three (3) years. Any vacancy in the membership of the Board of Directors may be filled by the remaining directors for the balance of the unexpired term.

Article III Continued-----

Section 2. Attendance. Any director shall be automatically removed from the Board of Directors if during any fiscal year such director shall fail personally to attend any three (3) meetings of the Board of Directors, unless the Board of Directors waives this requirement, because it is satisfied that the health of the member or other good and sufficient cause has prevented attendance. After any director shall fail personally to attend two (2) meetings in any fiscal year, the Board of Directors shall notify such director of such failure of attendance and that upon the director's failure personally to attend three (3) meetings during the fiscal year, such director shall be then *automatically* removed from the Board of Directors. The Board of Directors shall have the

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power to reinstate any director who has been removed from the Board of Directors upon such terms as it deems appropriate.

Section 3 Qualifications. Any member of the Association or any one or more duly designated representative of a firm or corporation that is a member of the Association may be a director. Any director may be removed by two-thirds vote of the Directors of the Association.

Section 4. Quorum. Fifty-percent (50%) of the active roster of directors rounded up to the next whole number, shall constitute a quorum.

Section 5. Meetings. The annual meeting of the Board of Directors shall be held, without other notice than this by-law, immediately after and at the same place as the annual meeting of members. Special meetings of the Board of Directors shall be held at such time and upon such notice as may be fixed by the Board of Directors.

Section 6. Informal Action by Board of Directors. Any action required to be taken by law at a meeting of the Board of Directors, or which may be taken at such a meeting, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors.

### **ARTICLE IV**

#### Officers

Section 1. Officers. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. The President and Vice-President shall be elected from the Board of Directors by the membership at the annual meeting of the members and serve for a term of one (1) year and until their successors are elected and qualify. The Secretary and Treasurer shall be elected by the Board of Directors at the annual meeting of the Board of Directors for a term of one (1) year and until their successors are elected and qualify.

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Article IV Continued-----

Section 2. President. The President shall have general charge of the affairs of the Association and shall attend generally to its executive business. He/she shall preside at all meeting of members and of directors.

Section 3. Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties of the President.

Section 4. Secretary. The Secretary shall keep the records of the Association and books of account. He/she shall have custody of the seal of the Association and shall in addition perform all other duties usually pertaining to this office.

Section 5. Treasurer. The Treasurer shall have the custody of all the moneys and securities of the Association. He/she shall keep regular books. All money of the Association shall be deposited in such depositories as shall be selected by the Board of Directors. Checks may be signed by any officer or officers duly designated by the Board of Directors. In addition, the Treasurer shall perform all duties usually pertaining to his/her office. The Board of Directors will require the Treasurer to give bond for the faithful discharge of his duties in such sum and with such sureties as the Board may determine. The premium for any bond having a corporate surety shall be paid from the funds of the Association.

### **ARTICLE V**

#### Sundry Provisions

## **BY-LAWS of the HENRY COUNTY FAIR ASSOCIATION**

Section 1. Annual Fair and Other Activities. The Board of Directors shall arrange for the holding of an annual fair and shall have full authority to arrange for exhibits, offer premiums and prizes, provide entertainment and in general do all acts and things necessary for the conduct of such fair.

Section 2. Use of Property. The Board of Directors shall have authority to make rules and regulations governing the use of the property and facilities of the Association.

Section 3. Committees – Employees. The Board of Directors shall have the authority to appoint such committees from within or without the membership of the Association and to name or appoint such officials and employees as may be necessary in carrying out the activities of the Association.

Section 4. Contributions. The Association may receive at the discretion of its Board of Directors voluntary contributions in support of its program of work and activities and for the purposes, including, without limitation, any contributions made by the State or any agency or political subdivisions thereof.

Article V Continued-----

Section 5. Dues. All obligations shall be incurred in the name of the Association. There shall be no individual liability on the part of the members of the Association and no dues or assessments may be levied by the Board of Directors upon the members of the Association.

Section 6. Fiscal Year. The fiscal year of the Association shall begin on the first day of October and terminate on the last day of September of each year.

Section 7. Corporate Seal. The corporate seal of the Association shall consist of two concentric rings between which shall be the name of the Association and in the center shall be inscribed the words "Corporate Seal" and such seal as impressed in the margin hereof adopted as the seal of the corporation.

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Section 8. Inurement of Income. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 9. Legislative or Political Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 10. Operational Limitations. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 11. Dissolution Clause. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions, for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

# **BY-LAWS of the HENRY COUNTY FAIR ASSOCIATION**

## **ARTICLE VI**

### Amendments to Articles and By-Laws

Section 1. Amendment of Articles. The Articles of Incorporation of the Association may be amended or altered in whole or in part at any regular or special meeting of the members by the affirmative vote of a majority of the members present in quorum provided due notice of such meeting has been given and provided that the purpose to amend such Articles and a brief statement of the proposed amendment shall be included in the notice of any such special meeting.

Section 2. Amendment of By-Laws. These By-Laws may be amended, repealed or altered at any regular meeting of the members of the Association or at any special meeting of such members called for that purpose by the affirmative vote of the members present in quorum, due notice of such meeting having been given, provided that the purpose to amend such By-Laws and a brief statement of the proposed amendment shall be included in the notice of any such special meeting.

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