

County Fair Association Bylaws

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1. Name

The name of this corporation is County Fair Association. The location of this corporation is Jefferson County, Washington. The business of this corporation may be conducted as County Fair Association, County Fair Association of Jefferson, Jefferson County Fair Association, or Jefferson County Fairgrounds Association.

2. Legal Status and Powers

2.1 Nonprofit Legal Status.

County Fair Association is a Washington state nonprofit corporation recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

2.2 Powers.

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The Legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

3. Membership

There shall be two categories of Membership: Membership in the Board of Directors and General Membership. All members of the Board of Directors must be residents of Jefferson County, Washington.

3.1 General Membership

The General Membership is comprised of all individuals who have fulfilled the requirements of becoming a member of County Fair Association.

3.1.1 In order to be a member in good standing, an individual must pay annual dues and/or volunteer in service to the fairgrounds or the County Fair Association. The specific requirements shall be established by the Board and set forth in membership policies.

3.1.2 County Fair Association members shall have the right to elect three at-large directors to the board at the annual meeting, but shall not have authority to vote on matters of governance. These duties are limited to the Board of Directors.

3.1.3 Membership is non-transferable.

3.1.4 Voting by proxy is not permitted.

3.1.5 A quorum of ten (10) percent of the general membership is required at the annual meeting to

elect the three at-large directors.

3.2 Members of the Board of Directors

3.2.1 Number of Directors

County Fair Association shall have a Board of Directors consisting of at least seven (7) and no more than eleven (11) Directors. Within these limits, the board may increase or decrease the number of Directors serving on the board, including for the purpose of staggering the terms of Directors in accordance with Section [3.2.3](#).

3.2.2 Powers

All corporate legal powers shall be exercised by or under the authority of the board, and the affairs of County Fair Association shall be managed under the direction of the board, except as otherwise provided by law.

3.2.3 Terms

All Directors shall be elected or appointed to serve a three-year term.

- Director terms should be staggered so that approximately one third of the number of directors will end their terms in any given year.
- Directors may serve a second term in succession, after which they may serve again only following a two-year break.
- The term of office shall be considered to begin on the first day of the month following the annual meeting or upon election or appointment if during the year, and to end on the last day of the month in which the annual meeting is held in the last year of the three-year term.
- Initial term lengths may be adjusted in order to achieve staggering, but shall not exceed three years.
- There are no lifetime terms.

3.2.4 Qualifications and Election of Directors

In order to be eligible to serve as a director, an individual must be in good public standing, agree to adhere to County Fair Association's Code of Conduct and possess the appropriate skills and knowledge as reasonably established by the board. Spouses or domestic partners may not serve on the Board of Directors concurrently. All directors are required to become County Fair Association Members.

3.2.5 Composition of the Board of Directors

The Board of Directors shall be constituted as follows:

- One (1) representative of Jefferson County Government: a county Commissioner or his/her delegate, appointed by the Board of County Commissioners.

- One (1) representative of Port Townsend City Government, appointed by the Port Townsend City Council.
- Three (3) members of the Fair Committee, elected by the Fair Committee.
- Three (3) at-large directors, elected by the general membership.
- Three (3) stakeholder directors, elected by the above positions. Stakeholder Directors are defined as a lessee of the fairgrounds or neighbor adjacent to the fairgrounds. At least one of these positions must be a neighbor adjacent to the fairgrounds.

3.2.6 Directors shall be elected or appointed at the Annual Meeting of Members.

3.2.7 Unexpected Vacancies

Vacancies due to resignation, death, or removal may be filled by the board until the next annual meeting by election by vote of a majority of directors then in office.

3.2.8 Removal of Directors

A Director may be removed by a two-thirds (2/3) vote of the directors then in office, if:

the Director is absent and unexcused from three or more board meetings in a twelve-month period;

or for cause or no cause, if at least one week before any meeting of the directors at which a vote on removal will be made, the director in question is given electronic or written notification of the board's intention to discuss their case and is given the opportunity to be heard at such meeting.

3.2.9 Compensation for Board Directors for Services

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred directly in conjunction with carrying out board responsibilities.

3.2.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict-of-Interest Policy and state law

4. Board of Directors Meetings

4.1 Annual Meeting

County Fair Association shall hold an annual meeting of all Members in the month determined by the Board of Directors at the time and place of the regular monthly meeting. Notice of the annual meeting must be made to all members in good standing at least ten (10) days in advance by e-mail, first-class mail or other generally accepted forms of electronic or

audiovisual communication.

4.2 Regular Meetings

The Board of Directors shall hold monthly meetings at times and places fixed by the Board. Notice of meetings must be made to directors and of the Board at least ten (10) days in advance by e-mail, first-class mail or other generally accepted forms of electronic or audiovisual communication. Regular meetings shall be open to General Members and to the public.

4.3 Special Meetings

Special meetings may be called by the Chair, Vice Chair, Secretary, Treasurer, or any two (2) other Directors. A special meeting must be preceded by at least four (4) days' notice to each Director by email or other generally accepted forms of electronic communication, specifying the date, time, and place of the meeting. Shorter notice is allowed in cases of true emergencies.

4.4 Meeting Protocols

4.4.1 Meeting Quorum

A simple majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be acted on by the board at any meeting at which a quorum is not present.

4.4.2 Majority Vote

Except as otherwise required by law or by the articles of incorporation, the act of a simple majority of directors present at a meeting at which a quorum is present shall be the act of the board.

4.4.3 Hung Vote

In the event of a hung vote on any issue, the Chair shall cast the deciding vote. Otherwise, in accordance with Section [7.5](#), the Chair gets no vote.

4.4.4 Rules of Order

The rules of order in the then current edition of Robert's Rules of Order shall guide the conduct of all County Fair Association board meetings.

4.4.5 Participation

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting by any means of communication which a majority of s see fit, such as telephone or video conference. In-person presence is preferred whenever practicable.

4.4.6 Adjournment

A majority of directors present, whether a quorum is present or not, may adjourn any meeting to another time and place.

4.4.7 Voting by Proxy

Voting by proxy is not permitted.

4.4.8 Informal Action by the Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by a two-thirds (2/3) majority vote of directors. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board to use email to approve actions, if a super majority of the directors gives consent.

5. Manager

The Board of Directors may appoint or employ a manager, approve the title, salary, and job description, including authority and responsibilities of the manager, as well as oversee the manager to ensure that the duties of the job are being met and that necessary resources are provided to the extent practical and available.

6. Committees

6.1 Establishment by the Board

The board may, at its discretion and by majority vote, establish committees to address issues that pertain to or affect the operation of the corporation, including those committees specified herein and others as the board may see appropriate. Such committees shall have the duration set or determined by the board according to the majority vote of the board.

6.2 Composition

Unless otherwise stated in these Bylaws, committees shall include at least one director, elected by majority vote of the directors. Other committee members may be directors or General Members, all of whom shall be appointed by the chair of that committee. Committee members may be removed by two-thirds (2/3) majority vote of the directors.

6.3 General Authority, Duties, and Limitations

A Committee shall have the authority and the duty to carry out the purposes for which the Committee was established, as directed by the board.

6.4 Meetings and Action of Committees

The governing body of a committee may adopt rules for the governing of the committee consistent with the provisions of these Bylaws.

6.5 Executive Committee

The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary and Treasurer. It shall be the duty of the Executive Committee to make any necessary decisions on behalf of the Association in cases of emergency or urgency between board meetings. It shall also serve as a liaison with the manager. It shall keep minutes of all meetings and actions taken. It reports to and is accountable to the full board, seeking confirmation of its decisions at the next full board meeting.

6.6 County Fair Committee

The County Fair Committee shall be responsible for ensuring adequate preparation for and operation of the annual county fair. It shall include but not be limited to all current Fair Superintendents. A Superintendent is a volunteer invited by the County Fair Committee to provide leadership for a certain department for the month prior to the County Fair and the week following the fair. The Chair of the committee or, in his or her absence, the Vice-chair shall fill any vacant superintendent positions by appointment and may also appoint additional individuals to serve on the committee, at their discretion. The Fair Committee shall create and keep up to date policies governing the operation of the fair.

6.7 Budget and Finance Committee

The Treasurer shall serve as the chair and shall appoint committee members, who may but are not required to be directors. This committee shall work with the Treasurer, directors and/or Manager to prepare an annual operating budget for County Fair Association, and report to the board any financial irregularities or concerns. It shall develop procedures for generating accurate and timely financial reports.

6.8 Grounds and Facilities Committee

The Grounds and Facilities Committee shall be responsible for establishing policies for maintaining the grounds and structures on the Fairgrounds, including the campground. This committee shall advise the board and the manager regarding staffing needs to successfully execute its policies.

6.9 Leasing and Events Committee

The Leasing and Events Committee shall be responsible for establishing policies for prioritizing and managing events held at the Fairgrounds, including working directly with the County Fair Committee to prevent conflicts in use of grounds and facilities prior to and during the County Fair. It shall also establish guidelines for lease contracts with outside entities.

7. Board Officers

7.1 Titles

County Fair Association Board shall have a Chair, Vice Chair, Secretary and Treasurer.

7.2 Election

The officers of the board shall be elected by and serve at the pleasure of the board. The board shall elect officers from among its directors. Such elections shall be held at the Annual Meeting.

No individual may hold more than one officer position concurrently.

7.3 Term of Office

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board to fill a vacancy in an officer position, each officer's term of office shall be considered to begin on the first day of the month following the annual meeting or upon election or appointment if during the year, and to end the last day of the month of the annual meeting in the last year of the three-year term.

7.4 Removal and Resignation

The Board of Directors may remove an officer at any time by a majority vote. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of County Fair Association Board under any contract to which the officer is a party. A resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

7.5 Chair

The Chair shall lead the Board of Directors in performing its duties and responsibilities, including presiding at all Board of Directors meetings, and shall perform all other duties incident to the office or properly required by the board. The Chair shall have the authority and responsibility, subject to the advice of the directors, for the general supervision of the affairs of the corporation and may call the Board of Directors together whenever deemed necessary. The Chair shall sign all contracts and other written instruments that have been first approved by a majority vote of the Board of Directors. The Chair shall be without vote, except in the case of a hung vote.

7.6 Vice Chair

In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair. When so acting, the Vice Chair shall have all the legal powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall also have such other powers and perform such other duties prescribed him or her by the board or the Chair.

7.7 Secretary

It is the duty of the Secretary to keep accurate records of the corporation, including a book of minutes of all meetings, actions of directors, the current Articles of Incorporation and Bylaws, committee membership records, and a record of the name, e-mail and business address of directors. The minutes of each meeting should state the time and place that it was held and any other information necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall distribute meeting minutes to the board for review within one week following each meeting. The Secretary shall incorporate any edits and provide the draft minutes for approval at each meeting of the Board of Directors. The Secretary shall ensure that newly elected directors are provided with copies of the corporation's Bylaws and all policies relevant to the director's service on the board.

The Secretary shall cause notice to be given of all meetings of the Board of Directors in accordance with Sections [4.1](#) and [4.2](#) of these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the board or the Chair. The Secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the Secretary.

7.8 Treasurer

The Treasurer shall oversee and keep the board informed of the financial condition of the corporation and of financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are maintained, and made available to the board on a timely basis or as may be required by the board. The Treasurer shall prepare a complete statement of accounts for each meeting of the Board of Directors and prepare and submit a full statement of the accounts for the entire year at the Annual Meeting. The Treasurer shall serve as the chair of the Budget and Finance Committee in accordance with Section [6.8](#) of these Bylaws. The Treasurer shall perform all duties properly required by the board or the Chair. The Treasurer may appoint, with approval of the board, a qualified fiscal agent, member of the staff, or a director to assist in performance of all or part of the duties of the Treasurer.

8. Other Provisions

8.1 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.2 Annual Budget

The Treasurer shall work with appointed finance committee members, directors, and/or the Manager to create an annual budget prior to January 1st. The annual budget must be approved by the board and will serve as a guideline for general operation of the corporation's business.

8.3 Conflict of Interest

The board shall adopt and periodically review and update a Conflict-of-Interest Policy to protect the County Fair Association's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, or member of a committee with board-delegated powers.

8.4 Nondiscrimination Policy

The officers, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis in accordance with Washington State Law. It is the policy of County Fair Association to conduct its business and activities in a manner that does not discriminate, in accordance with Washington State Law.

8.5 Policies in General

The Board of Directors shall create, approve, and require any policies deemed necessary for the safe and legal operation of the corporation.

8.6 Distribution Upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

9. Amendments to Bylaws and Articles of Incorporation

9.1 Amendments to the Articles of Incorporation

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board. Any proposed amendments must be submitted to the board for consideration at least ten (10) days prior to any action being taken on said amendments.

9.2 Amendments to the Bylaws

These Bylaws may be amended by a majority vote of directors then in office at a meeting of the board, with the following provisions:

- All proposed amendments must be submitted to the board for consideration at least ten (10) days prior to any action being taken on said amendments.
- Action may be taken on proposed amendments at the first regular meeting following submission only upon unanimous consent of the directors; otherwise, action will be taken on

proposed amendments at the second regular meeting following submission of the proposed amendments.

- No amendment shall be made to these Bylaws that would cause the corporation to cease to qualify as a tax-exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- Any amendment that affects voting rights requires ratification by a two-thirds (2/3) vote of a quorum of the Board of Directors.
- All amendments must be consistent with the Articles of Incorporation.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of County Fair Association were approved by County Fair Association Board of Directors on April 12, 2023 and constitute a complete copy of the Bylaws of the corporation.

Linda Noble

Linda Noble, Interim Secretary

Date: 4/12/23