

Randolph County Fair Board, Inc.

By Laws

Article One

Name

The name of this non-profit corporation is **Randolph County Fair Board, Inc.**

Article Two

Office

The principal office of the corporation in the State of Missouri shall be located as the Board of Directors may deem or as the affairs of the corporation may require from time to time.

The corporation shall give and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office. The registered office may be but need not be identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

Article Three

Purpose and Objectives

This corporation is organized for the promotion of livestock, agriculture, education and for all domestic industries affording a means and a place where the results of these endeavors may be brought for exhibition comparisons.

Article Four

Board of Directors

Section I - Randolph County Fair Board Inc. will consist of voting directors who are interested in the promotion and development of this corporation from Randolph County FFA Chapters, Randolph County 4-H Clubs, other individuals and civic and corporate organizations with a vested interest in agriculture located within the county. Anytime the term Board of Directors is used in this set of Bylaws it shall include all the groups above.

Section II - The number of elected voting directors shall consist of 5 executive officers and 4 members at large, as outlined in Article six.

Section III - Two (2) representatives shall be appointed to represent each 4-H Club and FFA Chapter within Randolph County for voting purposes, along with a representative from each individual family, civic and corporate organizations with a vested interest in agriculture located within the county at the annual meeting for the election of the voting directors and superintendents.

Section IV - Each director shall be entitled to one vote on each matter submitted to a vote of the directors. All votes shall be cast in person. Proxy votes are not allowed.

Section V - Ex-Officio Directors. The Board of Directors, at a duly organized meeting, may elect Ex-Officio Directors by a unanimous vote of the quorum. Ex-Officio Directors shall not vote or hold office.

Section VI - Resignation. Any director may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Chairman and Secretary. The notice shall be presented to the Board of Directors or Executive Committee by the Secretary at the first meeting after its receipt.

Section VII - Removal of Directors. One (1) or more of the Directors may be removed with or without cause at any time by a vote of seventy-five percent (3 to 1) of the voting directors at a duly called meeting or a special meeting called for that purpose.

Section VIII – Vacancies. Whenever a vacancy occurs in the Board of Directors, it shall be filled without undue delay by majority of voting directors using a ballot vote at a duly called meeting to fulfill the role until the next annual meeting.

Section IX – Indemnification. The Board of Directors may, by resolution, provide for indemnification by the Board of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suite, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees of the Board, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence of misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section X – Compensation. Directors shall not receive any compensation for their services.

Article Five

Meetings

Section I – Annual Meeting. An annual meeting of the directors shall be held in the month of October in each year, for the purpose of electing directors for offices and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the directors as soon thereafter as conveniently may be.

Section II – Quorum. A quorum shall consist of the majority of the executive board (3) (President, Vice President, Secretary, Treasurer, Reporter) and at least 2 members at large. If a quorum is not present, a lesser number may schedule the meeting for a later date, no more than twenty (20) days later.

Section III – Place of Meeting. The Board of Directors may designate any place as the place of meeting for any meeting, annual meeting, or for any special meeting called by the Board of Directors.

Section IV – Notice of Meetings. Notice of meetings will be posted on the Randolph County Fair Website and Social media page at least forty-eight (48) hours in advance of meetings. The Board of Directors will be sent an email or text message with meeting details.

Section V – Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at times specified in the notice of the meeting to be given to Directors. Regular meetings shall be the first (1st) Thursday of every month unless otherwise notified.

Section VI – Special Meetings. The purpose of the special meeting shall be stated in the notice of the meeting. The Special Meeting notice shall be posted as above in Section IV. The President, the executive board, or 10% of the membership can call the special meeting.

Article VII – Decisions. All decisions made by the Board of Directors are final. Decisions made must be made at a regular or special meeting where all members have been duly notified.

Article Six

Officers

Section I – Officers. The officers of the corporation shall be a President, a Vice Presidents , a Secretary, a Treasurer, a Reporter, and also 4 members at large. The Board of Directors may elect or appoint such other

officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section II – Election and Term of Office. The officers of the corporation shall be elected to a 2-year term. Officers may hold office for two terms after which they must sit out one year before being elected to an office again. Election of officers should be held during the annual meeting. (See Article Five Section I)

Section III -Voting Members-at-large will have a one year term and are subject to change on an annual basis at the annual meeting.

Section IV – Removal. Any officer elected or appointed by the Board of Directors may be removed at a regular meeting by not less than 50% of the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract right, if any, of the officers so removed. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section V-Absences-Any member/officer who fails to attend 3 consecutive meetings without a reasonable excuse will be automatically removed and the office shall be filled by the executive board.

Section VI – President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President must sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation, and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section VI – Vice President. In the absence of the President or in the event of their inability or refusal to act, the Vice-President (or in the event there be more than one (1) Vice-President, the Vice-President in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section VII – Secretary. The Secretary shall keep the minutes of the meeting of the Board of Directors. See that all open meeting notices are duly posted accordance with the provisions of these bylaws or as required by the law; be custodian of the corporate records and of the seal of the corporation and execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office addresses for the Board of Directors which shall be given to the Secretary. The Secretary shall maintain a list of 4-H club and FFA Chapter voting representatives and conduct a verbal roll of attendees shall be taken at each meeting. The Secretary shall present the minutes from the previous meeting no later than 15 days after such meeting. Presentation of minutes may be mailed, hand delivered, or electronically given to the Board of Directors.

Section VIII – Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for faithful discharge of their duties in such sum and with such surety of sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions in Article Nine (IX) of these bylaws; and in general perform all the assigned to them by the President or by the Board of Directors.

Section IX – Reporter. The reporter shall make note of upcoming activities and make such activities known to the community and work with the webmaster/PIO to ensure all information is shared on media platforms. The reporter will also work with the Superintendents/Show Chairs for branding and marketing of the fair.

Section X - Superintendents. The Superintendents work with event and show chairs to ensure coordination and cooperation between all entities. Superintendents compile reports from respective event and show committees and report to the executive board. The Superintendents vote as the event and show committee members request and provide information both to the executive board and committees to liaison between both. The Superintendents will consist of 2 Animal Superintendents, Entertainment and Activity Superintendents. Superintendent titles may change as needed.

Section XI – Indemnification. The Board of Directors may, by resolution, provide for indemnification by the Board of Directors of any and all its officers or former officers as spelled out in Article Four Section X of these bylaws.

Section XII – Parliamentary Procedure. Parliamentary Procedure shall be governed by Roberts Rules of Order.

Article Seven

Committees

Section I – Committees of Directors. The President and Superintendents will recruit one (1) or more committees for fair events, each of which shall have one (1) Chair and a minimum of two (2) other members. Committees shall give report and present information to the Superintendents who will report to the Board of Directors at a regular meeting. The Board of Directors shall vote on the committees' recommendations.

Section II – Executive Committee. The President, First Vice-President, Secretary, Treasurer, and Reporter shall be the Executive Committee. The said committee shall have the general supervision of the affairs of the corporation.

Section III – Meetings of the Executive Committee. The Executive Committee shall meet when called by any member of said committee by giving at least three (3) days' notice thereof to the other committee members. Minutes shall be taken at said meeting to be shared with the Board of Directors along with the minutes from any regular or special meeting and will become part of the Board of Director's permanent Records.

Section IV – Fair and Event Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except, as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint or accept volunteers for said committees without prejudice. The Board of Directors thereof may remove any member at a regular meeting, whenever in their judgement the best interests of the corporation shall be served by such removal. Committees shall consist of a minimum of one (1) chair plus two (2) other interested parties including possible youth representation. The committee shall have at least three (3) members.

Section V – Term of Committees. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until their successor is appointed or fulfilled with volunteers accepted by the Board of Directors, unless the committee is disbanded prior to the annual meeting.

Section VI – Committee Meetings. All committees will meet, take notes and report information back to the Superintendents for reports to the Board of Directors at a regular meeting. The Board of Directors shall make decisions based on the recommendations of the committees.

Section VII – Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section VIII – Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, majority of the whole committee shall constitute a quorum and the act of majority of the members present at the meeting at which a quorum is represented shall be the act of the committee for their report to the Superintendent.

Section IX – Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws and Articles of Incorporation, or with rules adopted by the Board of Directors.

Article Eight

Contracts, Checks, Deposits, and Funds

Section I – Contracts. The Executive Committee may authorize any officer(s), agent(s) of the corporation, in addition to the officers so authorized by these bylaws and Articles of Incorporation, to enter into a contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section II – Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s), agent(s) of the corporation and in such manner as shall from time to time be determined by the resolution of the Executive Committee. In the absence of such determination by the EC, such instruments must be signed and co-signed by any two (2) of the Treasurer or agent of the corporation, the President or the First Vice-President of the corporation. All checks must be signed by a minimum of two (2) members of the EC.

Section III – Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the EC may select.

Section IV – Gifts. The Executive Committee may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Section V – Audits. An audit shall be completed annually by an independent committee of three members appointed from the Board of Directors and a report shall be filed at the meeting following the annual election and added to the Randolph County Fair Website.

Article Nine

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article Ten

Fiscal Year

The fiscal year of the corporation shall begin on November 1st and end on October 31st.

Article Eleven

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entities such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article Twelve

Amendments to Bylaws

The bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting, with at least ten (10) days of notice given of the intention to alter, amend, repeal, or to adopt new bylaws at such meeting. By-laws may also be altered, amended, or repealed and new by-laws may be adopted by a super majority of the 7 of the 9 voting directors with no notice given. The Board of Directors shall receive a copy of the bylaws with proposed changes at least ten (10) days before the Board of Directors may take final action.

Article Thirteen

Dissolution

Upon the disbandment of this corporation all real property, including money, equipment or land shall be turned over to the Randolph County Future of Youth Foundation. The last official duty of the executive committee shall be to transfer the property and to turn over all council records and monies to the Randolph County Future of Youth Foundation.

1st Revision – 09-13-2000

Committee Members Present

Teresa Briscoe – President

Rena Roth

Sheri Dyke

2nd Revision – 10-18-2000

Committee Members Present

Teresa Briscoe – President

Janice Geyer

Donna Howard

Sheri Dyke

Rena Roth

3rd Revision – October 2019

Committee Members

Theresa Hyatt – President

Kyle Dignan – Vice President

Sherry Myer – Secretary

Andrea McKeown – Treasurer

4th Revision-September 2021

Committee Members

Jeff Alton-President

Kyle Dignan-Vice President

Maria Moyer-Secretary

Ed Miller-Fair Board Member

Melissa Boots-Superintendent
Atina Roberts-Webmaster