

BY-LAWS OF
THE GRATIOT COUNTY FAIR FOR YOUTH

**Article I
Organization**

A. Name and Legal Basis

The Gratiot County Fair for Youth is a nonprofit organization incorporated under the laws of the State of Michigan governing nonprofit educational corporations.

B. Purpose

The purpose of the corporation shall be all those purposes set forth in the Articles of Incorporation as from time to time restated and/or amended.

**Article II
Membership**

A. Eligibility

Any person shall be eligible for membership in the corporation upon payment of such initiation fee or dues as the Board of Directors may from time to time establish.

B. Rights and Duties of Members

1. There shall be only one class of members.
2. No membership shall be transferable except by consent of the board of directors.
3. New members shall have the same voting power as all other members.
4. When a member ceases to be eligible to membership, the rights as a member shall automatically be suspended.
5. Membership cards will be given out to new members. Existing members may request a new card with verification of membership status.
6. The secretary shall keep a membership book containing the name and address of each member. Where membership has been terminated, that fact shall be recorded together with the date on which the membership ceased.

C. Meetings of Members

The annual members' meeting shall be held in Gratiot County, Michigan on the first Thursday in December annually, or in case that day is a legal holiday, on the next succeeding business day. Written or printed notice stating the place, day, and hour of the meeting shall be sent via email and posted on the fair's website by the secretary at least 30 days before the meeting to each member, to

their last known email address, as shown by the books of the corporation. All of the members present in person or represented by an authorized person shall constitute a quorum at any members' meeting. Special meetings of the members may be called by the president, board of directors or fifty percent of the members on thirty days' notice, stating the purpose of the special meeting. Directors shall be elected at the regular annual meetings of members.

D. Resignation

Any member may resign by submitting a written resignation at any meeting of the board of directors or of members or by mailing, faxing or emailing the resignation to the corporation. The resignation, without necessity of any acceptance, shall become effective unless otherwise specified. However, no resignation will become effective until full payment of all arrears for dues and assessments to which the member has become liable is made.

E. Expulsion

Any member may be removed from membership by a majority vote of members present at any annual meeting or at any special meeting of members called for conduct prejudicial to the corporation, after the member has been served with written notice of the accusations, and has been given an opportunity to produce witnesses and to be heard, at the meeting at which the vote is taken.

F. Death

All membership rights and privileges shall immediately terminate with the death of a member.

Article III Board of Directors

A. Composition

The membership of the board shall consist of not less than seven directors nor more than fourteen directors. Provided that the board consists of no less than seven directors who are members of the corporation, not more than one non-member and two youth representatives (ages 16 – 19) may be elected to the board.

1. Selection and Terms of Membership

- a. The nominating committee shall be responsible for nominating persons to fill existing vacancies on the board annually.
- b. Directors shall be elected by a majority of the membership at a regularly scheduled meeting of the membership and shall serve three year terms. Directors may be elected to fill unexpired terms for periods of less than three years.
- c. A director shall serve no more than nine consecutive years in office. However, he or she may be reelected to the board following a one year hiatus of board membership. Nothing contained herein shall prohibit a former director from serving on a committee at the request of the board of directors.

- d. Directors who are absent from twenty-five percent of the regularly scheduled meetings of the Board in any calendar year shall automatically be dropped from membership unless the absence is excused by the board.

B. Officers of the Board of Directors.

1. The board of Directors shall elect a president, a vice president, a secretary and a treasurer, annually.
 - a. The president shall preside over board meetings and shall conduct the business of the board and shall serve as an ex officio member of all standing committees. No person shall serve more than three consecutive terms as president.
 - b. The vice-president shall preside at meetings of the board in the absence of the president. No person shall serve more than three consecutive terms as president. The board may establish additional vice-presidencies.
 - c. The secretary shall record minutes of the meetings of the board and present them to the board for approval.
 - d. The treasurer shall report the financial condition of the corporation.

C. Powers and Duties of the Board of Directors

1. Except as otherwise provided in the Articles of Incorporation or in these By-laws, all the powers, duties and functions of the corporation conferred by the Articles of Incorporation, these By-laws, State statutes, common law, court decisions, or otherwise shall be exercised, performed or controlled by the Board of Directors.
2. The Board of Directors shall have general charge of the affairs, property and assets of the corporation. It shall be the duty of the Board of Directors to carry out the aims and purposes of the corporation, and to this end, to manage and control all of its property or assets.
3. The Board of Directors may, from time to time, appoint, as Advisors persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the corporation's purposes.
4. The Board of Directors is authorized to employ such persons, including an executive officer, attorneys, agents and assistants, as in its opinion are needed for the administration of the corporation and to pay reasonable compensation for services and expenses thereof.

D. Committees of the Board of Directors

The Board of Directors may establish and maintain committees, including but not limited to, an executive committee, a finance committee and a nominating committee. Committee members shall be appointed for one year terms, and can be reappointed upon the expiration of each term.

1. Executive Committee

The committee, if established, may consist of the officers, and one or more additional Director(s) or former Director(s) of the corporation to be designated by the president. In any event, the chair of the committee shall be a current Board member. Except as otherwise provided herein, the Executive Committee shall, during the intervals between the meetings of the Board of Directors, possess and may exercise all of the powers of the board in the management of the affairs of the Foundation. Any action taken by the Executive Committee shall require the affirmative vote of a majority of the committee members. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All actions of the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the board, provided that no right of any third person shall be prejudicially affected thereby.

2. Nominating Committee

a. The Nominating Committee shall consist of such number of members as the Board of Directors may determine from time to time. Former Board members may sit on the Nominating Committee provided that in all events, the committee shall be chaired by a current member of the Board.

b. The Nominating Committee is responsible for the preparation of a slate of nominees to be elected by the board to fill expired or vacant unexpired terms on the board.

3. Finance Committee

a. The Finance Committee shall consist of such number of members as the Board of Directors may determine from time to time. Former Board members may sit on the Finance Committee provided that in all events, the committee shall be chaired by a current member of the Board.

b. It shall be the responsibility of the finance committee to advise and assist the board in all matters pertaining to finance, to keep accurate books and records of all receipts and disbursements, to see that these books are reviewed or audited by a certified public accountant, to pay all bills approved by the board, to prepare and file all tax forms required by law, to maintain a bank account in a bank approved by the board and to prepare a yearly budget for the board's consideration.

4. Additional committees.

The Board of Directors may establish and maintain additional committees. In each event such committee shall be chaired by a current member of the Board, and shall consist of such number of current and past Board members as the Board of Directors, may from time to time, determine. The Board may adopt policy statements setting forth the duties of each such committee.

E. Meetings of the Board

1. There shall be a minimum of eight meetings annually. Notification of meetings shall be by the president with at least 24-hour advance notice.
2. Extra meetings may be called at the president's discretion on request by one-fourth of the members of the board.
3. A majority of directors then in office, present, in person or by proxy shall constitute a quorum for the transaction of business provided, however that for so long as the Board of Directors consist of more than seven directors a quorum for the transaction of business shall consist of not less than one-third of the directors then serving in office, present, in person or by proxy. The vote of a majority of directors present at any meeting, either in person or by proxy at which a quorum is present constitutes the action of the board, unless the vote of a larger number is required by statute, these bylaws or articles. Notwithstanding the foregoing, in no event shall the board of directors take any action which purports to do any of the following:
 - a. Any amendment of these By-Laws or the Articles.
 - b. Any action which would result in the dissolution or restructuring of the corporation or of the sale or distribution of substantially all of the corporation's assets.
 - c. Any act which would result in the loss of the corporation's status as a charitable institution pursuant to Internal Revenue Code, Section 501 (c) (3).
4. Minutes shall be kept of all meetings of the board and copies submitted to all members of the board.

Article IV Rules of Procedure

The current issue of Robert's Rules of Order shall govern procedures at meetings of the membership, the board of directors, and any committees, when not in conflict with these bylaws.

Article V Gifts to the Corporation

- A. Donors may make gifts to the corporation by naming or otherwise identifying the corporation, whether or not an agent is designated to have custody of the property contributed. Gifts shall vest in the corporation upon receipt and acceptance by it (whether signified by a corporation officer, employee, or agent). Acceptance of any gift shall be in the sole and absolute discretion of the Board of Directors and subject to any policy regarding receipt of gifts established from time to time by the Board of Directors. The corporation may enter into agreements with agents having custody of funds of the corporation, specifying additional terms of such custody.
- B. Any donor may, with respect to a gift made by such donor to the corporation, give directions at the time of the gift as to (i) the purposes to be supported, and (ii) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift.

Notwithstanding the foregoing, acceptance of such terms and/or restrictions shall be in the sole and absolute discretion of the Board of Directors, and subject to any written policy of the Board of Directors pertaining to such acceptance, terms, or restrictions.

- C. All such directions by donors shall be followed unless such direction, if followed, would jeopardize the corporation's status as a 501(c)(3) tax exempt institution.
- D. The Board of Directors shall have the authority to enter into relationships with other organizations which are operated for the benefit of any to carry out the purpose of the corporation. It is intended that the corporation shall exercise such supervision and control over any such organization as is necessary to qualify it as an organization described in Section 509 (a) (3) and the regulations thereunder.

Article by VI Action by Written Consent

Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if, before or after the action, all members of the board or the committee consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the board or committee for all purposes.

Article VII Corporate Seal

The Board of Directors may provide a seal for the corporation, which shall be in charge of the Secretary or such other officer as the Board of Directors may from time to time direct.

Article VIII Fiscal Year

The fiscal year of the corporation shall be the twelve month period ending on the 31st day of October.

Article IX Amendments

These By-laws may be amended by a majority vote of the membership in person or by proxy at any annual or special meeting called for such purpose.

Article X Dissolution

Dissolution of the corporation shall be authorized only by the affirmative vote of a majority of the members present in person or by proxy at any annual or special meeting called for such purpose. Notice of the meeting to authorize the dissolution shall be given to each member not less than thirty days before the meeting and shall state the purpose of the meeting is to vote on the dissolution of the corporation. The notice shall include a summary of the plan of dissolution and distribution of assets.

In the event of such dissolution, after payment of each and every obligation of the corporation, the assets shall be distributed only to such organizations or entities as are exempt from taxation pursuant to Sections 501 (c) (3) the Internal Revenue Code. In any event, such distribution shall be made in such fashion that the entity receiving the distribution will honor the direction or restriction contained in any gift or devise such that the Will or instruction of the donor, settlor or testator, in each event, shall be honored.

Article XI Miscellaneous

- A.. The independent auditor appointed or approved by the Board of Directors shall at such time as the Board of Directors may determine, prepare for the corporation a financial statement, including a statement of assets and liabilities, and a statement of income, expenses, and distributions and a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such other additional reports or information as may be ordered from time to time by the Board of Directors. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the corporation. The auditor's charges and expenses shall be proper expenses.
- B. Copies of all audits, statements, reports and data delivered by the auditor to the Board of Directors shall be made available or furnished to each Agent having custody of funds of the corporation. The Board of Directors shall at least annually make such distribution of a written report of its financial condition, activities, and distributions to representative persons and organizations in the Gratiot area (including to at least one newspaper generally circulated in the Gratiot area) as will, in the opinion of the Board of Directors, reasonably inform the interested public of the operations of the corporation.
- C. The Board of Directors shall take all other appropriate actions to make the corporation and its purposes known to the people of the County of Gratiot and the vicinity thereof, and in that connection, seek gifts to the corporation from a wide segment of the population of Gratiot County.
- D. Each member of the Board of Directors shall serve in a fiduciary capacity, and shall refrain from exercising any powers in such manner as to disqualify the corporation from federal income tax exemption as a qualified charitable organization and an organization described in Section 170 (b) (1) (A) (vi) of the Internal Revenue Code of 1954 or any gift from deduction as a charitable contribution, gift or estate tax of the donor or his estate.

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