

Stephenson County Fair Association

By-Laws

ARTICLE I - NAME, PURPOSE AND LOCATION

SECTION 1—Name: The name of this Association is the Stephenson County Fair Association.

SECTION 2—Purpose: The purpose, or purposes, for which the Association is organized is to promote the agricultural, home economics, community, and civic interest of Stephenson County, Illinois: to provide housing accommodations and facilities for 4-H Clubs and FFA meetings, shows and activities; and for the meetings, shows, sales and activities of agricultural, home economics, business, civic and other groups and organizations; and to lease or own or hold and operate such real and personal property as is necessary or useful in carrying out the purpose for which it is formed.

SECTION 3—Place of Business: The principal office shall be located at 2250 S. Walnut Rd., Freeport, IL 61032.

ARTICLE II - AUTHORITY AND MEMBERSHIP

SECTION 1—Authority: The supreme authority shall rest with the vote of the Board of Directors. There shall be no proxy voting.

SECTION 2—Membership: The membership of the Association shall consist of members appointed by the Stephenson County Farm Bureau, Stephenson County Association for Home and Community Education, Freeport Area Chamber of Commerce, Stephenson County Extension and 4-H, and Vocational Agricultural Teachers of Section 1, and or/their successor organizations, and such other persons as may be named Directors of the Association in accordance with the provisions of Article IV, Section 1.

SECTION 3—Honorary Directors: An Honorary Director shall serve a two-year term as needed and shall have no voting powers. They shall be listed on the Premium Fund Grand Summary report filed with the Illinois Department of Agriculture as a director to be eligible for an elective office of the Illinois Association of Agricultural Fairs at the Zone or State level. The Board shall consider nominations of persons who have served on the Stephenson County Fair Board of Directors for a minimum of four years. They shall be nominated at the Annual Meeting following the seating of the Board of Directors and Officers.

ARTICLE III - MEETINGS

SECTION 1—Annual Meetings: The annual meetings of the Board of Directors of the Association shall be held at such time, place, date fixed by the Board of Directors. Written notice stating the time, place, and date of the meeting shall be given at least 30 days prior to the date of the meeting. Written notice may be in hard copy or by electronic communications.

SECTION 2—Special Meetings: Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors. Notice of such a meeting shall be given to each Director of the Board at least three days prior to the date of the meeting. No business may be transacted at the special meeting other than that stated in the notice.

SECTION 3—Quorum: A simple majority of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1—Number and Authority: The business, property and affairs of the Association shall be managed by a Board of Directors of 16 members. The members of the Board shall be selected by the respective sponsoring organizations as follows: Stephenson County Farm Bureau-two; Stephenson County Association for Home and Community Education-two; Freeport Area Chamber of Commerce-two; Stephenson County Extension and 4-H-two; Vocational Agricultural Teachers of Section 1-two; At-Large directors-two; and four voting officers.

SECTION 2—Meetings: The Board of Directors shall meet for the transaction of business as soon as practical after the annual meeting of the Association and as often thereafter as may be necessary to conduct the business of the Association.

SECTION 3—Duties: The Directors shall serve without compensation. The Directors shall hold offices for a term of two years until their successors are seated. Directors terms will have staggered expiration dates. Any Director of the Board absent for three consecutive regular meetings shall be deemed as having resigned their position.

SECTION 4—Committee Chairpersons: Each standing committee shall be chaired by a current Director of the Board and shall be recommended by the president and approved by the board. The chairperson will be responsible to the board for overseeing and executing the actions required of said committee.

ARTICLE V - OFFICERS

SECTION 1—Officers of the Association: The Officers of the Association shall consist of a President, Vice-President, Treasurer and Secretary and will be elected by the Board of Directors. All Officers will serve in their respective positions until a replacement has been duly elected or they have resigned their position. Officers of the Association will serve two-year terms with staggered expiration dates. Officers will be elected during the Annual Meeting with the President and Secretary elected during even years and the Vice President and Treasurer elected during the odd years. Officers shall serve without compensation.

SECTION 2—Vacancies: Any vacancy among the Officers or the Board of Directors may be filled by Board action for the balance of the unexpired term.

SECTION 3—President: The President shall preside at all meetings of the Board of Directors; the President shall have charge of the business of the Association.

SECTION 4—Vice-President: In the absence of the President, his/her duties shall be discharged by the Vice-President.

SECTION 5—Secretary: The Secretary shall perform such functions and duties as may be delegated by the Board of Directors or the Executive Committee. The Secretary shall help prepare board meeting agendas, notify Directors and Executive Committee of regular and special meetings of the board, maintain complete and accurate record of board, special, closed session, and the Executive Committee meetings minutes. The Secretary shall communicate and work with the Executive Director of the Association with regards to maintaining all official documents of the Association with retention of such records on file in the Fair Association office.

SECTION 6—Treasurer: The Treasurer shall in the absence of the President and Vice-President assume the Chairmanship. He/she or a designee shall receive all monies and pay all bills. He/she or a designee shall be responsible for keeping an accurate account of all receipts and disbursements and shall be responsible for submitting a report there of to the Board of Directors at the regular meetings or at such times that may be required by the Board of Directors. The Treasurer shall be responsible for a full and complete report of the financial affairs of the Association at the Annual Meeting, and perform other such duties that are usual and proper in this position.

SECTION 7—Bond: The Board of Directors shall require the Treasurer, the Secretary and any other persons with custody of funds to be bonded in such an amount and with such surety as may be determined by the Board of Directors for the faithful accounting for such funds or property. The premium on any bond with a corporate surety shall be paid out of the funds of the Association.

SECTION 8—Executive Committee: The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer. It shall be the responsibility of the Executive Committee to oversee, implement and execute the general policies and projects of the Association as declared by the Board of Directors. They shall bring to the attention of the Board of Directors all subjects and fields in which action is needed or which policy should be formulated. They shall inform at all times the progress, development, results and needed changes in activities, projects and policies of the Association.

ARTICLE VI - FINANCE

SECTION 1—Investment of Funds: Investment of the surplus funds of the Association over and above the cash requirements of the operations may be made on its behalf and in its name in US Treasury Bonds, Certificates of Deposits and notes, by authorization of the Board of Directors. Other investments of surplus funds within the limitations of the law may be authorized from time to time by the Board of Directors.

SECTION 2—Distribution of Assets: No distribution of the property of this Association shall be made until all debts are fully paid and then only upon its final dissolution and surrender of organization and name, nor shall any distribution be made of assets except by a vote of a majority of the members of the Association. Any distribution of such assets on dissolution of the Association shall be divided equally between the Stephenson County Farm Bureau, Stephenson County Association for Home and Community Education, Freeport Area Chamber of Commerce, Stephenson County Extension and 4-H, and Vocational Agricultural Teachers of Section 1, and/or their successor organizations for use only in the development of the youth program of Stephenson County.

SECTION 3—Audit of Books: The books of all officers, managers and employees of the Association shall be audited if deemed advisable by the Board of Directors.

ARTICLE VII

SECTION 1—Fiscal Year: The fiscal year of the Association shall be November 1 through October 31.

SECTION 2—Order of Business: The order of business of all meetings of the Board of Directors shall follow Robert's Rules of Order, Newly Revised Edition.

SECTION 3—Corporate Seal: The Corporate Seal of this Association shall consist of two concentric circles between which shall be the name of the Association and in the center, shall be inscribed the words, "Corporate Seal," and such as impressed on the margin thereof is hereby adopted as the Corporate Seal of the Association.

SECTION 4—Contributions: The Association at the discretion of the Board of Directors may receive voluntary contributions in support of its work, activities, for special purpose, grants of the state, and other public funds.

SECTION 5—Rules and Regulations: The Board of Directors shall make rules and regulations for the custody, control and supervision of any structures, facilities, grounds or equipment which may be required or used by the Association.

SECTION 6—Amendment of Articles of Incorporation: The Articles of Incorporation may be amended or altered in whole or part at any regular meeting of the Board of Directors by the affirmative vote of three-fourths of all the duly elected members of such board or by like vote at any special meeting of the Board of Directors, due notice thereof having been given.

SECTION 7—Amendment of By-Laws: These by laws may be amended, repealed, or altered at any regular board meeting of the Board of Directors of the Association by the affirmative vote of three-fourths of the Directors. Proposed by-law amendments shall be read at a regular board meeting and action taken following the second reading of proposed amendments at a regular board meeting.

Revised: April 26, 2018 (Board of Directors)

Revised: December 22, 2016 (Board of Directors)

Revised: October 24, 2014 (Board Directors, Elected Officers, Officer Terms & Secretary and Audit Clarifying Lang.)

Revised: October 24, 2013 (Advisors, Honorary Directors, Officer Terms & Clarifying Lang.)

Revised: November 16, 2006 (At-Large Board Membership, Officer Terms, & Clarifying Lang.)

Revised: October 20, 2005 (Board of Director Membership & Terms, Officer Election)

Revised: October-2000 (Terms of Board Members)

Revised: March-1998 (Fiscal Year)

Revised: January-1998 (Secretary-Treasurer Offices)

Revised: October 6, 1994

Revised: April 10, 1991