

# **SALINE COMMUNITY FAIR ASSOCIATION**

The Saline Community Fair was started in 1935 as an educational activity of the Saline Chapter of the Future Farmers of America. In October, 1944, the Saline Fair was reorganized and incorporated as a nonprofit corporation. The reorganization provided a structure for expanded community involvement and growth to recognize the skills, talents, recreation and interests of area residents by holding an annual fair.

The officers and board of directors are responsible for year-round business, but the success of the fair largely depends upon the numerous volunteers from the community.

## **CONSTITUTION**

**Article I** - The organization is incorporated under the name of the "Saline Community Fair Association."

**Article II** - The purpose of the Saline Community Fair is to provide a formal structure dedicated to promote and recognize agriculture interests, skills and accomplishments of individuals of all ages in the Saline community and surrounding area.

**Article III** - The Saline Community Fair is to be controlled by the Board of Directors. The Board of Directors shall consist of at least twelve (12) members, including the officers, and inclusive of all interested community members. A new Board of Directors should be elected as the first order of business at the annual meeting as the last official act of the preceding Board.

**Article IV** - The annual and regular meetings shall occur as stated in the by-laws.

**Article V** - The officers shall consist of President, Vice President, Financial Secretary, Recording Secretary, Treasurer and they comprise the Executive Board.

**Article VI** - In case of dissolution of the Saline Community Fair, all financial and personal assets shall be donated to any Saline Community non-profit organization that promotes and recognizes agriculture, talents, interests, skills and accomplishments of individuals of all ages that is selected by the Board of Directors.

**Article VIII** - This constitution may be changed by:

A board member may submit the proposed change in writing to the president before a regular meeting.

The president shall read the proposed change to the Board of Directors at the next regular meeting.

The president shall appoint a committee of three to review the change and report to the next regular meeting for the first reading.

Upon written notification including the proposed change ten days prior to all board members, proposed change is to be voted on at the next regular or special meeting.

The change requires a  $\frac{2}{3}$  majority of present board members to pass the resolution.

**Article IX** - In accordance with Section 209 (d) of Act No. 170 of the Public Acts of 1987, the Corporation shall assume all liability to any person other than the Corporation, its shareholders, or its members for all acts or omissions of a volunteer director occurring on or after January 1, 1988.

**Article X - a.** The Saline Community Fair Association is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 "C" (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of The Saline Community Fair Association shall inure to the benefit of, or be distributable to its members, trustees, officers, other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under section 501 "c" (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 "c" (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Upon the dissolution of the Saline Community Fair Association, 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 a public purpose. Any such assets not disposed of shall be disposed of by the court of Common Pleas of the county in which the principal offices of the organization 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.

## **BY-LAWS**

**Section 1** - The Saline Community Fair meetings shall be conducted by Roberts' Rules of Order, Revised.

**Section 2** - A quorum shall consist of 1/3 of the board of directors.

**Section 3** - A board member who is unexcused for three (3) consecutive regular meetings will be subject to removal from the board of directors. Excused absences shall consist of notification to the recording secretary or designee prior to the meeting.

**Section 4** - The annual meeting shall be held in November of each year.

**Section 5** - The regular meetings shall be held the second Tuesday of each month at a place stated at the prior meeting or by notification one day prior to the meeting. Starting time shall be 7:30 p.m.

### **Section 6 - Officers Duties**

The president shall preside at all meetings. The individual shall be responsible for appointing all committees and superintendents.

The individual shall call special meetings of the board of directors.

The vice-president acts in the absence of the president. In case of death or resignation, the vice-president automatically assumes the duties and the office of president, and at the next regular or special meeting a vice-president shall be elected.

The financial secretary assumes responsibility for procuring all fair ribbons, and takes care of all business correspondence, including all communications with the Michigan Department of Agriculture and Rural Development, insurance, contracts and legal items during the year. The financial secretary also aids committees with premium reports during the fair. The board may appoint an assistant financial secretary if necessary.

The recording secretary keeps records of all meetings and special meetings, assists the financial secretary and president during the year. If necessary, an assistant recording secretary may be appointed by the board.

The treasurer receives and records all monies, pays all bills and keeps accurate records of checking accounts and investments at the banks as designated by the board. The board of directors may appoint an assistant treasurer. The president, treasurer and either the financial secretary or assistant treasurer must sign all checks over \$1,000.00. Two signatures are required on all checks over \$1,000.00. A bond shall be furnished for the treasurer and assistant treasurer by the board of directors. The treasurer shall chair the budget committee.

**Section 7** - Department heads, Directors Emeritus, and other interested parties are invited to attend all fair board meetings, and when discussion occurs pertinent to them, they will be asked to attend. However, only Fair Board Directors may vote and make motions.

**Section 8** - The Executive Committee is authorized to act between meetings on expenditures of monies not to exceed one thousand dollars (\$1,000.00).

**Section 9** - Superintendents are volunteers assisting the Saline Fair Association and are responsible for overall department regulations, securing judges, and presentation of the exhibit.

**Section 10** - There shall be a fair manager appointed by the board of directors. The individual acts as the board's agent in directing the operations immediately prior to, during and following the annual fair. The individual shall act as advisor to the board throughout the year. If necessary, an assistant manager may be appointed by the board.

**Section 11** - The following standing committees shall be appointed at the annual meeting: Budget, Nominating, Audit, and all other committees shall be appointed as needed.

**Section 12** - The by-laws may be changed by:

Any member may introduce and have discussed at any regular or special meeting.

Notice of the intended alteration or amendment of the By-Laws shall be given at least 30 days either via electronic or postal mailing prior to the annual meeting of the society; and it shall be the duty of the secretary in giving notice of the annual meeting, to specify the alteration or amendment to be brought before it at the Annual meeting. A vote of 2/3 of the members present at the Annual Meeting is required for the change to take place, alteration(s) to the By-Laws are effective immediately at the close of the annual meeting at which the vote is taken to make such alteration(s) or amendment(s) are acted on.

**Section 13** - The Board of Directors may establish policies and procedures separate from the By-Laws.

As amended at the 2019 Annual Meeting, November 12, 2019.