

**NORTHWESTERN MICHIGAN FAIR ASSOCIATION
BY-LAWS**

As amended – February 2017-This Association will be governed by Act 80 of 1855, as amended 4/19/1982, per State law.

**ARTICLE I
NAME AND PURPOSE**

Sec. (2) The purpose of this Association is to host the annual Fair and to celebrate agriculture and related programs within the Grand Traverse Region. (11/2012)

**ARTICLE II
MEMBERSHIP**

- Sec. (1) **MEMBERSHIP:** Membership in the Northwestern Michigan Fair Association shall be open to any person, for the life of that person, who desires to advance the causes, espoused by this Association and is permitted by statute to be a member of a non-profit Corporation.
- Sec. (2) **MEMBER ELIGIBILITY:** To become an Annual Member of the Northwestern Michigan Fair Association, a prospective member must be a resident of the United States and have attained the age of eighteen (18) years. Membership dues are \$15 and include voting rights and entry to the fair each year they are paid. Membership is for one year from January 1st to December 31st. Lifetime Memberships issued prior to amended date are grandfathered in. (11/2015)
- Sec. (3) **NON-TRANSFERABILITY:** Membership in the Northwestern Michigan Fair Association shall be non-transferable.
- Sec. (4) **MEMBERSHIP ROLL:** It shall be the duty of the Secretary to prepare and maintain a roll of the membership of this Association and issue Membership cards to all members. The Secretary shall note on the Membership roll the date on which a member paid membership dues. The Secretary shall close the Membership Roll thirty (30) days prior to the Annual Meeting of the Membership and five (5) days prior to any other authorized and properly noticed meeting of the Members.

**ARTICLE III
MEMBERSHIP MEETINGS**

- Sec. (1) **ANNUAL MEETING:** Meetings of the Membership of the Association shall be held annually at such place in the State of Michigan as the Board of Directors shall determine on the First Thursday of November of each year after the year of Incorporation not on a legal holiday. At the Annual meeting the Members shall elect Directors and transact such other business as may be brought before the meeting.
- Sec. (2) **SPECIAL MEETING:** 1. Membership will be called by the President.
2. Upon written request of Ten (10) members of the board of directors.
3. Upon written request signed by at least (25) Members of record.
Written requests shall be submitted to the Secretary of the Association and kept in the files of the association. NOTE: Only those items listed in the Notice for a Special Meeting may be considered at that Special Meeting. (2/2017)

- Sec. (3) NOTICE: Written notice of any Membership meeting shall be mailed/e-mailed to each Member at their last known address, as the same appears on the Membership Roll of the Association, at least (30) days prior to the Annual Meeting of the Membership and at least five (5) days prior to any other authorized meeting of Members. The notice shall indicate briefly the reason(s) for the scheduled meeting. An Association Member's mailings that are undeliverable via US Mail or e-mail, will result in no additional mailings/e-mailings, unless the Member provides Association with correct address/e-mail. (11/2012)
- Sec. (4) VOTING: Each Member, as indicated by the Secretary on the Membership Roll, shall be entitled to one vote, in person, on all questions and elections. Voting shall be accomplished by any method deemed appropriate by the Presiding Officer of the meeting. Voting upon proposed By-Law and Article amendments and for sale or purchase of real property and for vacancies on the Board of Directors, shall be by written ballot.
- Sec. (5) ORGANIZATION: The President shall call meetings of the Members to order and shall act as Chairman. If the President is absent or unable to act as Chairman, the Chair shall be held in the following order: (Vice President, 2nd Vice President, Treasurer, Secretary, or another Board Member in order of greatest length of service on the Board of Directors). In the absence of the Secretary or his or her inability to act, the President or presiding officer may appoint any person to act as Secretary of the meeting. (2/2017)
- Sec. (6) NOTICE: Any notice required by statute or by these By-Laws to be given to the Members, or the Directors, or to any Officer of the Association, shall be deemed to be sufficient by mail/e-mail addressed at his or her last known address. (11/2012)
- Sec. (7) ANNUAL MEETING: Every person becoming a Member of the Northwestern Michigan Fair Association shall be deemed to assent to these By-Laws and shall designate to the Secretary the address to which he or she desires the notices to be sent. All notices mailed/emailed to address provided shall be considered as duly given at the date of mailing/e-mailing and any person failing to so designate his/her address shall be deemed to have waived notice of such meeting. (11/2012)

ARTICLE IV **DIRECTORS**

- Sec. (1) BOARD OF DIRECTORS: The business and the property of the Association shall be managed and controlled by the Board of Directors.
- Sec. (2) NUMBER OF DIRECTORS: The number of Directors shall be fifteen (15), but the number may be changed from time to time by the alteration of the By-Laws.
- Sec. (3) VOTING RIGHTS: Each Director shall be entitled to one vote in the management and control of the Association. The assent of a majority of the Directors is sufficient to approve action submitted to the Board, provided only that a quorum is present.

Sec. (4) ELECTION: Directors of the Association shall be elected by a majority vote of the Membership, voting in person at the Annual Meeting of the Membership or any Special Meeting called to fill Directorship vacancies. To be eligible to become a Director, the candidate must be a Lifetime Member or an Annual Member of the Northwestern Michigan Fair Association at the time prior to the meeting that the Secretary closes the Membership Roll. Those wishing to be considered for election as Director, shall make such a request in writing to the Secretary not less than thirty (30) days prior to the meeting at which vacancies are to be filled. The Secretary shall submit the list of candidates to the Membership prior to voting at the meeting. Each Member may cast one (1) vote for each vacancy to be filled. Voting on Directorship vacancies shall be by written ballot only on forms provided by the Secretary. The Secretary shall collect and tally all votes, and announce the results of the elections prior to the time that the Membership meeting is adjourned. All newly elected and qualified Directors shall immediately assume their seat on the Board of Directors. If the Secretary is standing for re-election to the Board, the President or Chairman of the meeting shall appoint one person from the Board of Directors who is not standing for re-election to fulfill the election duties of the Secretary.

Sec. (5) VOTING PROCEDURES:

1. Written voting ballots shall be prepared listing the name of each Member seeking to fill a vacancy on the Board of Directors.
2. Each Member shall present his or her Membership Card as proof of Membership, and shall sign in.
3. Each member, as indicated by the membership roster, provided said membership has been paid 30 days prior to the annual meeting, shall be entitled to one vote, in person, on all questions and elections.
4. Voting upon proposed By-Laws and for vacancies on the Board of Directors, shall be by written ballot.
5. Proxy voting is prohibited at all Association meetings.
6. Should a tie occur for the last vacant seat, the Membership shall be requested to cast a second written ballot voting for one of the tying candidates. Should additional ties be experienced, successive ballots shall be cast to the membership until a clear winner is determined.
7. Directors sitting as a result of an invalid election shall continue to act as Directors until the completion of the second election at the Special Meeting. (2/2017)

Sec. (6) TERMS OF OFFICE:

1. Directors shall hold office for the term of three (3) years, unless resignation or removal.
2. Election of Directors shall be staggered so that five (5) seats on the Board of Directors shall come up for election yearly.
3. Additional seats left vacant by the removal or resignation of a Director prior to the natural termination of his or her term of office shall be filled. (2/2017)

Sec. (7) MEETINGS:

1. A meeting of the Board of Directors shall be held immediately after the adjournment of the Annual Meeting of the Membership for the sole purpose of electing officers.
2. Meetings of the Board of Directors shall be held on the second Thursday of each month at the time and place to be determined by the Board at its last meeting, or may be called at any time by the President or by a majority of the Board of Directors.
3. Directors shall be notified of the time and place of all meetings of the Board, at least three (3) days prior thereto. (2/2017)

- Sec. (8) **PLACE OF MEETING:** The Directors may hold their meetings in such places within our Five County Service Area as a majority of the Board of Directors may determine. Note: The Board of Directors must notify and post 30 days in advance if a meeting place has been changed per the vote of the Board at the last Board of Directors Meeting. Special Note: For the Month of January when convention is held, the Board of Directors meeting would be held at the place of convention for all Board of Directors in attendance in order to vote on signing vendors and/or entertainment for the upcoming fair. (11/2014)
- Sec. (9) **QUORUM:** A quorum shall consist of a majority eight (8) of Board of Directors.
- Sec. (10) **VACANCIES:** Vacancies in the Board of Directors occurring prior to the Annual Meeting of the Membership, including vacancies created by the removal of a Director for unexcused absences, director profit, or by vote of the Membership, shall be filled by the next person in order of vote, if they accept, at the last Annual Meeting. This person so elected shall be a Director until a successor is elected by the Membership at the next Annual Meeting of the Membership. The Directors may not re-appoint a Member removed as a Director for unexcused absences within the preceding one (1) year, or any Member removed upon vote of the Membership within the preceding five (5) years.
- Sec. (11) **COMPENSATION:** No Director shall receive any salary or compensation for services as a Director. A Director may be reimbursed for out-of-pocket expenses incurred on behalf or for the benefit of the Association. No Director may act as an employee of the Association, nor may a Director be hired as an independent contractor or consultant to provide services for the Association.
- Sec. (12) **PROFIT:** Recognizing the nature of volunteering and to avoid possible conflict of interest; No currently seated fair director shall, during fair week, own, operate, be an employee, representative, or officer of any entity that makes a profit on the fair grounds. (Added 11/4/04)

ARTICLE V **COMMITTEE**

- Sec. (1) **COMMITTEES:** The Board of Directors is authorized to create such committees as the Board, in its discretion, deems necessary to assist the Board in the performance of its duties. Committees shall investigate and make recommendations to the Board of Directors as to those matters assigned to the committee by the Board of Directors. (2/2017)
- Sec. (2) **EXECUTIVE COMMITTEE:** The Officers of the Board of Directors shall constitute the Executive Committee. The Executive Committee shall be responsible for coordinating and overseeing the efforts of the various committees created by the Board of Directors.
- Sec. (3) **ACCOUNTING COMMITTEE:** The Executive Committee shall annually appoint an accounting committee composed of three (3) Association Members (who are not at the time of appointment serving as Directors). The Accounting Committee shall review the Association's records and financial reports, make recommendations to the Board of Directors as to the necessity of an outside audit or proposed changes in the keeping of Association records and books of account. The report of the Accounting Committee shall be presented at the December meeting of the Board of Directors.
- Sec. (4) **COMMITTEE MEMBERSHIP:** Except for the Executive Committee and Accounting Committee, the Board of Directors shall appoint individuals from amongst the Directors and Association Members to serve on committees created by the Association.

- Sec. (5) COMMITTEE MEETINGS: Except for the Executive Committee, each committee with budgets of \$500.00 or greater shall be chaired by a board director, committees with under \$500.00 shall elect its own chairperson, and committees shall conduct meetings in any fashion deemed appropriate by the committee, consistent with the best interests of the Association.(11/03)

ARTICLE VI
OFFICERS

- Sec. (1) OFFICERS: The Board of Directors shall select the following officers: President, Vice President, 2nd Vice President, Secretary and Treasurer. The Secretary and Treasurer, respectively, may each select a deputy from among Board or Association Members, to assist them in their duties. Officers shall be elected at the meeting of the Board held after the Annual Meeting of the Membership. The term of each Officer shall be one (1) year, or until their successors are chosen. All Officers must be Directors in order to hold office. No Director may hold more than one office simultaneously.
- Sec. (2) ADDITIONAL OFFICERS AND AGENTS: The Board of Directors may also appoint such other Officers and Agents as they may deem necessary for the transaction of the business of the Association. All Officers and Agents shall respectively have such authority and perform such duties in the management of the property and affairs of the Association as may be designated by the Board of Directors. Without limitation of any right of an Officer or Agent to recover damages for Breach of Contract, the Board of Directors may remove, by two-thirds majority vote of all Directors, any Officer or Agent whenever, in their judgment, the interests of the Association will be served thereby.
- Sec. (3) BOND: The Board of Directors may secure the fidelity of any or all such Officers by bond or otherwise.

ARTICLE VII
DUTIES OF OFFICERS

- Sec. (1) PRESIDENT: The President shall be the chief executive of the Association and in the recess of Directors shall have general control and management of Association affairs, subject however, to the right of the Board of Directors to delegate and specific power except such as may by statute exclusively conferred upon the President, to any other Officer or Officers or the Association. The President shall preside at all meetings of the Directors and all meetings of the Membership, unless incapable of acting in such capacity.
- Sec. (2) VICE-PRESIDENT: In case the office of President shall become vacant by death, resignation or otherwise, or in case of the absence or disability of the President, the duties of President shall devolve upon the Vice-President. The Vice-President shall perform the functions of the President until such time as the President can fulfill his or her duties, or a new President is chosen by the Board of Directors, following the next Annual Membership Meeting.

- Sec. (3) **TREASURER:** The Treasurer shall have custody and keep account of all monies, funds and property of the Association, unless otherwise determined by the Board of Directors. The Treasurer shall render such accounts and present such statements to the Directors and President at each regularly scheduled monthly meeting of the Board of Directors, and at such other times as may be required. The Treasurer shall deposit all funds of the Association in such Bank or Banks as the Board of Directors may designate. The Treasurer shall keep bank accounts in the name of the Association, and shall exhibit all books and accounts, at all reasonable times, to any Director upon application. The Treasurer shall pay out money as may be required upon the order of the properly constituted Director or Officer of the Association, taking proper vouchers therefore provided, however, that the Board of Directors shall have power by resolution to delegate any of the duties of the Treasurer to other Officers and to provide by what Officers, if any, all bills, notes, checks, voucher, orders and other instruments shall be countersigned. The Treasurer shall perform, in addition, such other duties as may be delegated by the Board of Directors.
- Sec. (4) **SECRETARY:** The Secretary of the Association shall have the following duties: (1) Keeping the minutes of all meetings of the membership and Board of Directors in books provided for that purpose, (2) giving and receiving all notices for the Association, (3) signing with the President or other authorized officer, in the name of the Association, all contracts authorized by the Board of Directors and when necessary affixing the corporate seal of the Association thereto, (4) keeping charge of all other books and papers as the Board of Directors may direct, and (5) performing such other duties as may be delegated by the Board of Directors. All books and records kept by the Secretary must be open to examination by any Director or Member at reasonable times upon application to the Secretary.

ARTICLE VIII
BY-LAW AMENDMENTS

- Sec. (1) **BY-LAW AMENDMENTS:** Only the Membership may alter, amend, add to or repeal these By-Laws. These By-Laws may only be altered, amended, added to or repealed by no less than a two-thirds majority of all active Members voting in person. The Membership may amend these By-Laws at the Annual Meeting or any Special Meeting. (11/2015)
- Sec. (2) **PROPOSED AMENDMENTS:** The Board of Directors or any Member may propose amendments to these By-Laws. For a proposed By-Law amendment to be presented to the Membership for approval, it must be submitted in writing to any Director. The Director shall forward the proposed amendment to the Secretary. If the proposed amendment is submitted no less than sixty (60) days prior to the Annual Meeting, the proposal shall be submitted to the Membership at the Annual Meeting. . If the proposed amendment is submitted at any other time, the Board of Directors shall decide if a Special Meeting of the Membership should be called to consider the proposed amendment. The Secretary shall enclose a copy of the proposed By-Law amendment with the Notice of the meeting at which the amendment is to be acted upon. (2/2017)
- Sec. (3) **PROCEDURE:** At any meeting at which a proposed By-Law amendment is submitted to the Membership, the written proposal may be altered by the Membership upon any request of two (2) Members to do so. The proposed amendment may then be altered if the alteration is approved by a majority of active members present. The Secretary shall keep written record of all alterations to the proposed by-law amendment approved by the Membership. Voting on alterations to proposed By-Law amendments may be by any method chosen by the Presiding Officer of the meeting. At such point as no further alterations to the proposed By-Law amendment are forthcoming, the Membership shall vote on the proposed amendment with any alterations previously approved by the Membership. Final voting on the amendment shall be by written ballot only, with each Member marking “yes” or “no” as to each proposed amendment on forms provided by the Secretary. The Secretary shall collect and tally all votes, and announce whether or not the amendment was approved before the Membership meeting is adjourned. All

amendments adopted by the Membership shall be placed in the Association records and shall take effect at such time as is noted in the approved amendment. If no such time is included in the amendment, the amended By-Law shall have immediate effect.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

- Sec. (1) INDEMNIFICATION: The Association shall indemnify any Officer, Director, Agent or Employee of the Association to the full extent permitted by applicable law.
- Sec. (2) FISCAL YEAR: The fiscal year of the Association shall end on October 31.

The By-Laws of the Northwestern Michigan Fair Association have been recopied and proper Insertion of By-Law amendments have been entered on February 7, 2001 by Michael E. Mayse Vice President. The By-Laws have been hard copied, electronically saved, and filed with the President, Treasurer, and Secretary.

11/2003 Amendments added.

11/2004 Additions and Amendments added.

11/2006 additions and amendments added by Barb Walker.

10/2008 ACT 80 of State Law added by Barb Walker.

11/2009 Additions and Amendments added by Barb Walker.

11/2012 Amendments added by Stephanie Wolf

11/2014 Amendments added by Carolyne Woodhams

11/2015 Amendments added by Carolyne Woodhams

02/2017 Amendments added by Iva Lewis