

Morton County Fair Association By-Laws

Article I Name and Location

Section 1. The name of this corporation shall be Morton County Fair Association

Section 2. Its principal place of business shall be located at the concessions building on the Morton County Fairgrounds in New Salem, North Dakota.

Section 3. Other offices for the transaction of business could be located at Morton County Courthouse when the Board of Directors determines necessary.

Section 4. Morton County Fair Association is established under the authority of the North Dakota Century Code Title 11, section 39 (NDCC:11-39).

Article II Vision

To hold county fairs and/or festivals that promote agriculture, education, industry, business for the general betterment of Morton County and its rural heritage.

Article III Mission

To educate and promote agriculture, individual talents, and the youth of Morton County through community involvement; to motivate, develop, and recognize the leaders of today and tomorrow through competitive and wholesome activities.

Article IV Definitions

The following words shall have the following meaning when used in these By-Laws:

- a. Association means the Morton County Fair Association
- b. MCF Association means the Morton County Fair Association.
- c. Board means the Board of Directors of the Association.
- d. Board Director means the elected voting officers; President, Vice President, Secretary, Treasurer, Assistant Treasurer, County Commissioner, New Salem Park Board representative and 4 members at large.
- e. Officer means either President, Vice President, Secretary, Treasurer, Asst. Treasurer.
- f. Calendar Year means the period January 1st through December 31st.
- g. Fiscal Year means the period October 1st through September 30th
- h. Director(s) mean the Board of Director(s) elected to govern this Association.

- i. Same family is defined as husband, wife, parents, grandparents, brothers, sisters, adopted, and "step" family members.

Article V Membership

Section 1. Any citizen who is at or over the age of majority and is a resident of the County of Morton in the State of North Dakota may become a Board Director of the MCF Association. As a Board Director, you must abide by the rules that the governing Directors set forth in these by-laws and policies.

Section 2. The MCF Association shall consist of up to eleven (11) voting Board Directors which includes one (1) Morton County Commissioner and one (1) New Salem City representative. The MCF Association shall have two (2) non-voting 4H Sr. Division nominated individuals from Morton County and two (2) non-voting Morton County FFA chapter nominated individuals, plus unlimited non-voting Associate Members who will make up committee chairs and volunteers.

Section 3. Any citizen who is at or over the age of majority and resides in Morton County or is a resident of an adjoining county, may become an Associate Member. Associate Members will be non-voting members that volunteer their talents, time and expertise when needed to promote the success of the Morton County Fair. As an Associate Member, you must abide by the rules that the governing Directors set forth in these by-laws and policies.

Article VI Board of Directors

Section 1. The management of this Association and the direction of its affairs shall be voted in a board of no more than eleven (11) Board of Directors.

Section 2. The Board of Directors shall organize by election, from applications submitted to Morton County, a president, a vice president, a secretary, a treasurer, an assistant treasurer, and four (4) members at large.

Section 3. The Board of Directors shall also consist of the Morton County Commissioner who holds the Morton County Fair Association portfolio and one (1) New Salem City Representative elected by the City of New Salem.

Section 4. Officers of the MCF Association will be elected annually and the Board of Directors will hold a three (3) year term. The Board of Director terms will be staggered, with three (3) Directors elected from applications each year.

Section 5. In the event a Board Director misses more than 25% of the scheduled and special meetings, the position shall be deemed vacant and vacancy may be filled as per Article XI and as stated in the Policy Handbook.

Section 6. Board positions may be compensated monthly during their term.

Section 7. For duties of the officers please see the policy handbook.

Section 8. It shall be the duty of the Board to direct the affairs of the Association and to promote and conduct a County Fair in accordance with the North Dakota Century Code Title 11, section 39 (NDCC:11-39).

Article VII Meetings

Section 1. The MCF Association shall hold regular monthly meetings.

Section 2. All meetings shall be recorded and said recording shall be stored in the Morton County Auditor's Office and retained according to State of North Dakota retention policies.

Section 3. Special meetings may be called at any time at the request of three (3) Directors. Notice of said meeting shall be sent to all Association members with at least a 24 hour notice of said meeting.

Section 4. All notices of regular scheduled meetings shall be published in the Morton County newspapers and appropriate social media outlets.

Section 5. At every meeting, each Board Director shall be entitled to cast one vote which cannot be by proxy. Voting shall be done by poll, the use of one's voice or through a paper ballot.

Section 6. A quorum of the Board of Directors shall consist of six (6) Directors present, not including the President.

Section 7. "Roberts Rules of Order" shall govern the proceedings of all meetings. A parliamentarian may be assigned by the Board of Directors.

Section 8. Meeting packets consisting of un-approved meeting minutes from the last meeting, current meeting agenda and any other pertinent meeting documents deemed necessary, shall be sent to the Association members no less than three (3) days prior to the regular monthly meeting.

Article VIII Amendments

Section 1. These By-Laws may be amended or repealed by a quorum vote at any regular meeting. Any proposed change must be presented at a meeting sixty (60) days

prior to the meeting that will entertain the vote. Publications of the proposed change will be included in the packet with the notice of the meeting.

Section 2. Approved By-Laws shall be posted to any website owned by the Association.

Article IX Committee Membership

Section 1. From time to time, MCF Association, may establish committees for the purpose of assisting the Association in carrying out responsibilities. Said committees may be eliminated, consolidated, or modified as determined by the Association, to ensure an efficient and sustainable fair experience.

Section 2. The committee chair will be required to present the committee recommendations and reports to the Board of Directors at all regular monthly meetings.

Article X Nepotism Statement

Section 1. No three (3) members of the same family shall hold a position as a Board Director or be a Director during the same term. Same family is defined as husband, wife, parents, grandparents, brothers, sisters; including adopted or "step" family members.

Article XI Resignation and Removal

Section 1. Any vacancy occurring on the Board may be filled by an interim appointee appointment by the existing Board. The appointed person shall serve until the completion of that current term, at which time a successor shall be regularly elected and qualified as stated in Articles V and VI.

Section 2. Any member may resign his or her position at any time by notifying the Board Directors.

Section 3. After 25% absence of regular and special scheduled meetings for a Director, a vote of removal may be made.

Section 4. A Director or Associate Member may be removed who by their actions, deeds, or words do not conduct themselves in a manner not in the best interest of the Association. Association policy shall establish a set of guidelines in which a Director or Associate Member can be brought up for possible removal.

Article XII Voting

Section 1. Directors shall have one vote on each issue at all Board meetings, except for the President, who shall have one vote in the event of a tie.

Section 2. Directors may not vote by proxy.

Section 3. Associate Members shall not have voting rights at meetings.

Section 4. Elected 4-H and FFA individuals shall not have voting rights at meetings.

Article XIII General Provisions

Section 1. The Morton County Fair Association will have a fiscal year from October 1st through September 30th.

Section 2. The Board shall make rules, regulations and provisions necessary and proper for the management and control of the premises used by them, for the holding of fairs and expositions and for the regulation, charges and admission fees to the public and shall regulate the public on said fairgrounds.

Section 3. The Board of the Morton County Fair Association shall not be liable for the negligence of any person, firm, or corporation, staging and show, race, or other amusement on the Morton County Fairgrounds, nor for the negligence of any person employed by the Association conducting such fair.

Section 4. Prohibition against private inurement: No part of the net-earning of the Morton County Fair Association shall inure to the benefit of, or be distributed to, its members or officers, or other private persons except that the Morton County Fair Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose of this association.

Section 5. IRS Section 501(c)(3): The MCFA is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt; the MCFA is organized exclusively for charitable, educational, scientific purposes within the meaning of section 501(c)(3).

Section 6. Conflict of Interest: The MCFA Board of Directors shall protect its tax-exempt interest when contemplating entering into transaction or arrangement that may benefit private interest of an MCFA officer or member of the MCFA Board of Directors or any "disqualifies person" as defined in Section 4958(f)(1) of the Internal Revenue Code, in

supplement to applicable state and federal laws governing conflict of interest applicable to not-for-profit and charitable organizations.

Section 7. Use of Facilities: The MCFA Board of Directors shall have the authority to make rules and regulations governing the use of property and facilities of the Morton County Fairgrounds.

Section 8. Records Retention: The MCFA shall maintain all legal records, federal tax records, accounting and financial records, litigation records, insurance records and/or personnel files to the minimum standards set by the federal and state mandates.

Section 9. The Secretary of the Morton County Fair Association shall file with the Morton County Auditor and Heartland Association of Fairs, Festivals and Events on or before the first day of March of each year, the dates on which such fair or exhibition will be held, together with the name of the place where the same will be held, and the name of the current President and Secretary of the Morton County Fair Association. The Secretary will provide a copy of the Fair Association minutes to the Morton County Auditor.

I, Annie Gartner, duly elected Secretary of the Morton County Fair Association, certify that this is a true copy of the By-Laws of the Morton County Fair Association.

Annie Gartner 3-16-2021
Secretary – Morton County Fair Association Date

Morton County Fair Association Bylaws
Adopted 3-16, 2021