

**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 all-purpose building on the Morton County Fairgrounds in New Salem, North Dakota.

Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

**Article II
Purpose**

The purpose of this Association shall be to hold county fairs and/or festivals that promote agriculture, education, industry, business and the general betterment of Morton County and its rural heritage.

**Article III
Definitions**

1. The following words shall have the following meaning when used in these By-Laws:
 - a. Association means the Morton County Fair Association.
 - b. Board means the Board of Directors of the Association.
 - c. Executive Committee means the elected officers; President, Vice President, Secretary, Treasurer, and Assistant Treasurer.
 - d. Calendar Year means the period January 1st through December 31st.
 - e. Fiscal Year means the period October 1st through September 30th
 - f. Directors mean the members elected to govern this Association.
 - g. Same family is defined as husband, wife, parents, grandparents, brothers and sisters, In-laws, adopted and "step" family members.

**Article IV
Membership**

Section 1. Any citizen who is a resident of the County of Morton and/or adjoining counties and State of North Dakota may become a Director or Associate Member of the association. Dues shall not exceed the sum of One Dollar per annum, and no dues shall be required when sufficient funds are available for the promotion of the annual fair. Eighty percent of the membership shall be Morton County residents.

Section 2. Each Director shall have one vote at the annual meeting or regular monthly meetings.

Section 3. In the event a Director misses more than 50% of the scheduled or special meetings, the position shall be deemed vacant and vacancy shall be filled as per Article VII Section 6 of the By-Laws.

Section 4. Associate members

1. An Associate member is a person that volunteers their talents, time or expertise when needed and to promote the success of the Morton County Fair.
2. An Associate member does not have voting rights at meetings and must abide by the rules that govern Directors set forth in these by-laws.
3. An Associate member can do as little or as much as they would like with planning, assisting at and if interested, running events.
4. An Associate member may attend board meetings but may only address subjects in which they are asked to respond to by the Board.

Article V Meetings

Section 1. The regular annual meeting of the Morton County Fair Association shall be held within 45 days of the New Year in each year at the principal place of business unless a different place and hour be designated by the Board of Directors.

Section 2. Special meetings are to be held at the principal place of business, or at such place within Morton County as may be designated by the Board and a special meeting may be called at any time on a vote of the majority of the Board.

Section 3. Special meetings of the Board or Executive Committee shall be called by the President or at the request of at least four (4) Directors at the principal place of business, or at such place within Morton County as may be designated by the Board. Notice of said meeting shall be sent to all Directors at least three (3) days prior to said meeting.

Section 4. Notice of meetings together with a statement of general purpose shall be published at least ten (10) days prior to the meeting in a newspaper of general circulation at the principal place of business.

Section 5. At every annual, regular or special meeting, each Director shall be entitled to cast one vote, which vote may be cast in person.

Section 6. A quorum of the Board shall consist of at least ½ of the membership plus one.

Section 7. "Roberts Rules of Order" shall govern the proceedings of all meetings except where provided herein. A parliamentarian may be assigned by the Executive Committee.

Article VI Amendments

Section 1. These By-Laws may be amended at any regular or special meeting of the Directors, upon a two-thirds vote of approval of members present.

Article VII Officers and Directors

Section 1. The management of this Association and the direction of its affairs shall be voted in a Board of no more than 22 directors at the annual meeting. Four (4) directors shall be elected for a period of three (3) years, four (4) for a period of two (2) years, and three (3) for a period of one (1) year. Thereafter the Directors shall be elected for and serve for a term of three (3) years, and until their successors have been elected and qualified.

Section 2. The Board shall organize by election from their membership annually a president, a vice president, a treasurer, an assistant treasurer and a secretary.

Section 3. The officer or officers having custody of the Association shall be required to furnish bonds in the amount and character as required by the Board.

Section 4. The duties of the officers of this Association shall be those that usually pertain to their respective offices or may be as determined by the Board, and those duties hereinafter specifically set forth. The compensation of the Executive Committee and Directors shall only be for reimbursement for travel and other per diem while on business of the Association, however, no mileage shall be paid for transportation to or from Board meetings.

Section 5.

Duties of the President

1. Be Chairman of the Board.
2. Preside at all Board meetings and the annual meeting.
3. Set the meeting agenda.
4. Appoint all standing committees and any special committees necessary with the approval of the Board.
5. Assist in reviewing and executing all contracts for programs and services relating to the annual fair and/or special events.
6. Be authorized to sign checks in the absence of the Treasurer.
7. Call special meetings of the Board and the Association.
8. Have such powers as may be conferred by the Board.
9. Perform other duties as assigned by the Board.
10. Transfer to a member of the Executive Committee all necessary paperwork, documentation, or whatever is considered Fair property commensurate with the responsibilities of his or her job within 30 days of completion/giving up the position to his or her successor.

Duties of the Vice President

1. Fulfill the duties of the President during the absence or disability.

2. Perform such duties as assigned by the President or Board.
3. Transfer to a member of the Executive Committee all necessary paperwork, documentation, or whatever is considered Fair property commensurate with the responsibilities of his or her job within 30 days of completion/giving up the position to his or her successor.

Duties of the Secretary

1. Maintain and keep the official records of the Association.
2. Keep record of all meetings of the Board, Executive Committee, special called Board meetings.
3. Act as the corresponding Secretary.
4. Provide notice of all regularly scheduled Board meetings at least 5 days prior to set meetings.
5. Perform other duties as assigned by the Board.
6. Transfer to a member of the Executive Committee all necessary paperwork, documentation, or whatever is considered Fair property commensurate with the responsibilities of his or her job within 30 days of completion/giving up the position to his or her successor.

Duties of the Treasurer

1. Receive, disburse and invest all funds of the Association, as approved by the Board.
2. Deposit funds in a bank to the credit of the Association.
3. Pay all financial obligations by check upon receipt.
4. Sign all checks.
5. Prepare and present a financial report at each meeting of the Board and annual meeting.
6. Coordinate the preparation of necessary tax filings.
7. Respond to financial inquiries.
8. Be bonded.
9. Maintain all financial records and related correspondence.
10. Perform other duties as assigned by the Board.
11. Transfer to a member of the Executive Committee all necessary paperwork, documentation, or whatever is considered Fair property commensurate with the responsibilities of his or her job within 30 days of completion/giving up the position to his or her successor.

Duties of the Assistant Treasurer

1. Assist the Treasurer in performance of duties.
2. Assume the duties in the absence or disability of the Treasurer.

Section 6. Any vacancy occurring on the Board may be filled by appointment by the existing Board. The appointed person shall serve until the next annual meeting of the members, at which time the successor shall be regularly elected and qualified.

Section 7. 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 Chapter 4-02-01 of the North Dakota Century Code.

**Article VIII
Board of Directors**

Section 1.

1. The Board is the controller of the Association. The Board shall consist of the Executive Committee and a total of up to 17 Directors.
2. Directors will be elected for a three (3) year term.
3. No three (3) members of the same family shall hold a position as an officer or be a Director during the same term. Same family is defined as husband, wife, parents, grandparents, brothers and sisters, In-laws, adopted and "step" family members.
4. No Director can hold more than one executive position at the same time.

Section 2. The Board shall replace any member under the following conditions:

1. Missing more than 50% of annually scheduled and special meetings
 - a. Missing more than 50% of the meetings will result in disciplinary action of termination from the board as per Article IV Section 3 of the by-laws.
 - i. If a Director misses more than 50% of the meetings, the Director will receive a letter to attend the next scheduled Board meeting to explain their reasons and why they should remain on the Board of Directors. A no show or no response will result in termination from the Board of Directors.
 - ii. At the meeting identified in Article VIII Section 2.1.a.i, and after the Director has addressed the Board, said Director may then be removed upon a three-fourths (3/4) vote of the Board Members present at said meeting.
2. Who by their actions, deeds, or words conduct themselves in a manner not in the best interest of the Association. This set of bylaws shall establish a set of guidelines in which a Director can be brought up for possible removal or suspension:
 - a. Violation of Confidentiality
 - b. Counter Productive Behavior
 - c. Presenting a Negative Image

Section 3 – Ex—Officio Director

1. The Board of the County Commissioners shall appoint a member of its board as an ex-officio member to the Association
2. Ex-officio members shall not have a vote at Board meetings

**Article IX
Voting**

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. Directors may not vote by proxy.
2. Associate members shall not have voting rights at meetings.
3. A voting member, non-voting member, or ex-officio member of the Board who receives compensation, directly or indirectly, from the Association for services is

