

**CABELL COUNTY FAIR BOARD, INC.
PO BOX 433
MILTON, WEST VIRGINIA 25545**

**CONSTITUTION AND BY-LAWS
OF THE CABELL COUNTY FAIR BOARD, INC.**

ARTICLE I. ORGANIZATION AND OPERATION

Section I. Name

The name of this organization shall be the Cabell County Fair Board, Inc.

Section II. Purpose and Objectives

To provide leadership, stimulation and incentive for the promotion of agriculture, industry, science, arts and crafts and other educational and cultural activities within Cabell County, with special emphasis on maintenance and operation of facilities for display, practice, and exhibition of activities and products pertinent to such functions and endeavors.

Said corporation is organized exclusively for charitable, religious, 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 the corresponding section of any future federal tax code.

Section III. Offices

The principal office of this corporation shall be located at #1 Pumpkin Way, Milton, West Virginia 25541.

ARTICLE II. MEMBERSHIP

Membership shall be open to any resident or business owner of Cabell County who is at least 18 years of age. There shall be two classes of membership 1) life membership and 2) annual membership. Membership may be obtained by making application for membership to the membership committee. On recommendation of the membership committee and approval of the Board of Directors, the applicant may, upon payment of annual or lifetime_membership dues, become a member in good standing. Membership year shall run September 1 to August 31. Amount of the dues shall be determined by a vote of the membership at the annual meeting.

ARTICLE III. MEETINGS

Section I. Annual Meetings

The annual meeting of the Cabell County Fair Board, Inc. shall be held in the month of September each year and shall include nominations and election of members to the Board of Directors and election of officers for the corporation and any other business to be brought before the membership.

Section II. Special Meetings

Special meetings may be called by giving notification to the membership at least ten (10) days in advance of the meeting. Notification will include date, time, place and reason for calling the meeting.

Section III. Routine Board of Directors Meeting

Officers and members of the Board of Directors shall meet at least once monthly. Meetings shall be open to any members, however all official business shall be conducted by members of the Board of Directors.

Section IV. Quorum

A majority [51%] of the members of the Board of Directors shall constitute a quorum. Any board meeting where less than a majority of the directors are present will render any and all action void and null for that session.

Section V. Executive Sessions

The corporation, Board of Directors, and any committee existing or created under the authority of these By-laws shall have the right to hold executive sessions, when in its sole judgment such sessions would best serve the welfare of the corporation, and to bar there from all persons but its members, and others, if any, required to conduct the business for which the executive session is called. An executive board shall consist of the elected officers of the corporation.

Section VI. Meeting Conduct

The meetings of the corporation or the Board of Directors shall be conducted in a manner consistent with “Robert’s Rules of Parliamentary Procedure”.

ARTICLE IV. OFFICERS

Section I. Positions, Election, Term, and Filling of Vacancies

The officers of the corporation shall be President, First Vice President, Second Vice-President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. They shall be selected from the Board of Directors elected at the annual meeting of the organization and shall hold office for a period of one year or until their successors have been elected and assume office. Vacancies in any position (see Article V., Section III.) shall be filled by the Board of Directors at any regular meeting.

Section II. Duties

- (a) The President shall be the chief executive officer of the organization and Board of Directors, and shall preside at all meetings of the organization and Board of Directors, and subject to these By-laws, shall determine the size of all committees and appoint the members thereof, and designate the chairman; and serve, ex-officio, as a voting member of all standing committees.
- (b) The First Vice-President shall act as President during the absence or disability of the President, and, when so acting, shall have all the power and authority of the President. In the event of a vacancy in the office of the President, the First Vice-President shall act as President until the vacancy is filled, but shall not automatically become President.
- (c) The Second Vice-President shall be responsible for furnishing or obtaining legal advice required by the organization; and for drafting or obtaining the drafting of all contracts prepared by the organization. He shall also be responsible for review as to legal sufficiency of all contracts prepared by others and proposed for execution by the corporation. In absence or disability of both the President and First Vice-President, the Second Vice-President shall preside at meetings of the organization and Board of Directors, but otherwise shall not act as President.
- (d) The Secretary with the aid and assistance of the Assistant Secretary, as from time to time required, shall keep current records of the membership of the organization; maintain records of all proceedings of the organization; and the Board of Directors; when requested by the President or First Vice-President, notify all members of the Board of Directors of changes in the date, place, or time for regular meetings of the Board or the date, place, and time for all special meetings of the Board; and shall perform such duties consistent with the position of Secretary as are reasonably assigned by the President of the Board of Directors.

- (e) The Treasurer, with the aid and assistance of the Assistant Treasurer as from time to time required, shall receive and maintain an accounting of all money in a manner directed or approved by the Board of Directors; maintain copies of all contracts involving payment to or by the organization; make all financial reports concerning financial affairs of the organization as from time to time reasonably required by the Board of Directors; and perform such other duties consistent with the position of Treasurer as are assigned by the President of the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section I. Powers and Functions

The administration of the organization shall be vested in a Board of Directors, which shall have charge, control and management of the property, funds and affairs of the organization, and shall have the power and authority to do and perform all acts and functions not inconsistent with these By-laws or any law of this state.

Section II. Councils

- (A) Advisory Council: An advisory council shall consist of individuals interested in and supportive of the Cabell County Fair Board, Inc., activities. This group shall act as an advisory council to the Board of Directors.
- (B) Junior Fair Board Advisory Council: A Junior Fair Board Advisory Council shall consist of county youth and shall advise the Board of Directors on youth programs for the Cabell County Fair Board, Inc.

Section III. Number, Terms, Composition, and Replacement of Officers

- (A) The Board of Directors shall consist of nineteen (19) members. There shall be a President, First Vice-President, Second Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. Members of the Board of Directors will be elected by the full membership at the annual meeting. Board of Directors members shall be elected to serve a three (3) year term on rotation basis. Annual vacancies shall be filled during the election process at the annual meeting. Vacancies on the Board of Directors occurring during the year shall be filled by the Board of Directors until the annual meeting. At the annual meeting, the position shall be filled for the balance of the term. Board of Directors members shall be relieved of their responsibilities if they miss three (3) consecutive meetings without an acceptable excuse.**
- (B) The process of absentee removal shall be addressed during a regular Board of Directors meeting. A registered letter shall be drafted and mailed (by the Secretary or Membership chair) notifying the Board of Directors member of the removal process. The member in question should respond either by written or verbal response to the Board of Directors. Failure to respond will be understood by the Board of Directors as an agreement, by the Board of Director member in question, to be replaced on the Board of Directors. The removal process should be made formal during the following monthly meeting of the Board of Directors in the form of a motion; thereby being voted on by the membership of the Board.**

ARTICLE VI. COMMITTEES

Section I. Standing Committees

Standing Committees shall be:

(a) Entertainment

- 1. Carnival**
- 2. Wheeled events**
- 3. Pageants**
- 4. Stage Shows**
- 5. Horse Show**
- 6. Parade**

(b) Ways & Means

(c) Exhibits

- 1. Arts & Crafts**
- 2. Agriculture & Home Arts**
- 3. Commercial**
- 4. Youth Exhibits/Junior Fair Board**

(d) Publicity

- 1. Scheduling**
- 2. Posters**
- 3. Flyers**
- 4. Media Dinner**
- 5. Fair books**
- 6. Information Booth**
- 7. Website**

(e) Livestock

- 1. Livestock Dinner**

(f) Concessions

(g) Building/Grounds

(h) Admissions

(i) Security

(j) Membership

and any other committee authorized and created from time to time by the Board of Directors and designated by said Board of Directors as a standing committee.

Section I. Special and Ad-Hoc Committees

Special or Ad-Hoc Committees may be created and appointed by the President, with the approval of the Board of Directors, for such special tasks as circumstances warrant. Such special or Ad-Hoc committees shall limit their activities to accomplishment of the tasks for which created, upon completion of which they shall stand discharged.

ARTICLE VII. ELECTIONS

Section I. Annual Elections

The annual election of members to fill vacancies on the Board of Directors shall be held at the annual meeting of the organization, and in accordance with all provisions of these By-laws.

Section II. Notice of Elections

The time and place for the annual election shall be announced by the President and shall be published once by the Secretary in a newspaper having general circulation in said Cabell County, not less than one week nor more than two weeks before such election is to be held.

Section III. Assumption of Office

All officers and members of the Board of Directors elected to fill vacancies shall assume office on the first day of the month following their elections.

ARTICLE VIII. ANNUAL FAIR

It shall be the duty of the corporation to plan for and hold an annual Cabell County Fair and to annually select the date thereof.

ARTICLE IX. INDEMNIFICATION

Each member of the organization, his heirs and personal representatives, shall be indemnified and saved harmless by the corporation against any costs and expenses reasonably incurred by him, and judgments and decrees at any time adjudged against him arising out of or in connection with any claim, action, suit or proceeding against him or to which he may be made a party by reason of his being or having been a member of the corporation, or a Director or Officer thereof, unless he shall have been adjudged guilty of willful and intentional misconduct respecting the matter or matters at issue, such indemnification to be in addition to any and all protection provided said member, Officer, or Director as a matter of law.

Section II Corporate Funds

Each Officer of the corporation, or each member who, at the request of any officer, becomes custodian of funds of the corporation, his heirs and personal representatives, shall be indemnified and saved harmless by the corporation against the loss of such funds, in whole or in part, through theft, casualty loss or in the inadvertent misplacing of such items, unless he, in full compliance with all civil right laws and regulations in effect at the time, shall have been found to be a principal or an accomplice in such theft, or to have been guilty of gross negligence in the protection of such funds.

ARTICLE X. GENERAL

Section I. Fiscal Year

The fiscal year of the Cabell County Fair Board, Inc. shall be January 1 through December 31.

Section II. Use of Masculine Terms

The use of masculine terms throughout these By-laws is for drafting convenience only, and such terms shall be interpreted to include the equivalent feminine term.

Section III. Use of Corporation Facilities

All Corporation facilities except administrative space shall be open to the public without regard to race, religion, sex, national origin, status in the community or economic circumstances; and charges, if any, made to the public and those utilizing the facilities shall not exceed the amount essential to defray the expenses of upkeep of the facilities and their care, management, and operation.

Section IV. Denial of Compensation to Members, Officers, and Directors

No compensation shall be paid by the corporation to any member, officer or director except for supplies and/or services furnished as part of his business or trade.

Section V. Expenditure of Corporation Funds

All expenditures for the corporation will be by check and signed by the Treasurer or the Assistant Treasurer and the President or First Vice-President. All expenditures exceeding \$1000 and not having prior approval shall be presented for approval by a majority of those directors present at a meeting of the Board of Directors.

Section VI. Dissolution of the Corporation

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all assets of the corporation to such organization(s) organized and operated exclusively for purposes similar to those of the corporation or to the federal government, or to a state or local government, for a public purpose. Any of such assets not so disposed of shall be disposed of by the circuit court of Cabell County exclusively for such purposes or to such organization(s), as the court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XI. AMENDMENTS TO BY-LAWS

Section I. Method of Proposal

Amendment to these By-laws or adoption of the superseding By-laws may be proposed only by a majority of the quorum present at any regular meeting of the Board of Directors.

Section II. Presentation to Membership for Study and Consideration

Any amendments to these By-laws or superseding By-laws shall be presented in writing to the membership of the corporation one month prior to the corporation's next annual meeting following the meeting of the Board of Directors at which the amendment is approved for proposal.

Section III. Required Vote to Amend By-laws

A simple majority vote of those members present at the annual meeting of the corporation is sufficient to amend or suspend these By-laws.

Section IV. Public Notice

Public notice of amendments to Corporate By-laws shall be made one month in advance of action to adopt said amendments.

