



507-546-3986

www.blueearthcountyfair.org

Mailing: PO Box 62, Mankato, MN 56002

Physical: 340 Fairgrounds St, Garden City, MN 56034

Blue Earth County Fair Association Bylaws Amendments Proposal

The following amendments as outlined below through strikethroughs of language to be removed and yellow highlight of language to include are being proposed to update the bylaws of the Blue Earth County Fair Association. Blue highlight is for reference only.

ARTICLE I — NAME AND PURPOSE

Section 1, Name: The name of the organization shall be Blue Earth County Fair Association. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2, Purpose: Blue Earth County Fair Association is organized exclusively for charitable, scientific and educational purposes.

The purpose of this corporation is:

- to preserve the history of agriculture in Minnesota **Blue Earth County and the surrounding area;**
- to ~~teach~~ **foster informational and educational opportunities in** agricultural skills and safety to area youth;
- to prevent the deterioration of agricultural practices;
- to help preserve family farms in Southern Minnesota;
- to show the history of agriculture through active displays and presentations;
- to provide opportunities for exhibition of the arts and agriculture through various youth and community organizations such as Open Class, 4-H, FFA, Master Gardeners, et cetera;**
- all through operating the Blue Earth County Fair and related activities.**

ARTICLE II — MEMBERSHIP

Section 1, Eligibility for Membership: Application for voting membership shall be open to any person over the age of 18 who supports the purpose of Article I, Section 2 Membership is granted after purchase of one Fair Association Share, **payment of annual dues,** and a majority vote of approval by the directors **full membership present** at a regularly scheduled monthly **the annual** meeting.

Section 2, Shares: Each share shall cost five dollars (\$5), unless changed by a majority vote of the members at an annual meeting of the full membership. Shares may not be transferred and nor shall they transfer by way of inheritance.



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Section 3, Annual Dues: The amount required for annual dues shall be ten dollars (\$10) each year due at the Annual Meeting, unless changed by a majority vote of the full present membership. Continued membership and voting eligibility are contingent upon being up to date on membership dues. A member who is up to date on their dues is considered to be “in good standing.”

Section 4, Rights of Members: Each member in good standing shall be eligible to vote in person at association elections, special meetings, and annual meetings.

Section 5, Resignation and Termination: Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of any obligations or charges previously accrued. A member can have their membership terminated by a majority vote of the membership, at any regular meeting.

Section 6, Non-Voting Membership: The board shall have the authority to establish and define non-voting categories of membership.

Section 7, Membership Designation: There shall be two three classes of members with only Active Members holding Fair Association shares:

- 1. Active Members:** Active members shall be those members who are physically able to attend, are up-to-date on their dues, and vote at any annual or special meetings.
- 2. Honorary In Memoriam Members:** Honorary In Memoriam members are those members who are deceased but are still held in respected as remembered members of the association.
- 3. Honorary Members:** Non-voting members given recognition for their contributions and achievements.

ARTICLE III — MEETINGS OF MEMBERS

Section 1, Regular Meetings: Regular meetings of the members shall be held minimum of once a year, at a time and place designated by the President.

Section 2, Annual Meetings: An annual meeting of the members shall take place in the second week of November, on a day, and time set at the September monthly meeting, and location of which will be designated by the President. At the annual meeting, the members shall elect directors, receive reports on the activities of the association, and determine the direction of the association for the coming year.



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Section 3, Special Meetings: Special meetings, may be called by the President, Executive Committee, or a simple majority of the Board of Directors. A petition signed by ~~twenty-five~~ **twenty percent (20%)** of ~~the~~ voting members may also call a special meeting.

Section 4, Notice of Meetings: Notice of a membership meeting shall be posted by newspaper **mailing and/or email** and/or website publication, not less than 2 weeks prior to the meeting.

Section 5, Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6, Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1, Board Role, Size and Compensation: The board is responsible for the overall policy and direction of the Association and delegates responsibility of the day-to-day operations to the staff and committees. The board shall have up to ~~twenty~~ **one (21)**, but not fewer than ~~twelve~~ **five (5)** members. The board receives no compensation other than reasonable expenses.

Section 2, Terms: All board members shall serve three-year terms, with no limit to the number of consecutive terms.

Section 3, Meetings and Notice: The board shall meet monthly, at an agreed upon time and place. An official board meeting requires that each board member have written or email notice two weeks in advance.



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Section 4, Board Elections & Eligibility:

- A. New directors and current directors shall be elected or re-elected by the voting membership at the annual meeting.
- B. Eligible candidates for the board of directors must meet Article II Section 1, "Eligibility for Membership" requirements as well as reside in Blue Earth County, or the adjacent counties of Brown, Faribault, Le Sueur, Martin, Nicollet, Waseca, or Watonwan.
- C. The Board of Directors may have members from outside the geographical area listed in Subsection B so long as the total membership sourced from outside the geographic area does not exceed 20% of the sitting Board of Directors.
- D. Directors will be elected by a simple majority of members present at the annual meeting. Officers will be determined by election process at the first official board meeting after the annual meeting.

Section 5, Election Procedures:

- A) Any board member or voting member can nominate a candidate to the slate of nominees. All members will be eligible to vote for each candidate, for up to nine available positions each year. Each voting member can cast a total of ten votes to fill the ten annual board openings.
- B) All the voting membership are eligible to vote for each open position and position up for re-election.
- C) Nominees will be put on the ballot starting with the current year open position(s) in the order they are nominated or submit interest of position to the Secretary on a first come, first served basis then move to the next year's partial term openings, then the last partial year term until all positions are full.
- D) If a current board member does not receive a simple majority vote, they are removed from their position.

Section 6, Quorum: For business transactions to take place and motions to pass, a quorum of 60% of all active members **directors** must be present at the annual meeting.



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Section 7, Officers and Duties: There shall be four officers of the board, consisting of a President, Vice-President, Secretary and Treasurer, and shall constitute the Executive Committee. Their duties are as follows:

- A) **The President:** shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, Treasurer. Appoint and supervise all committees. Appoint Nomination Committee for purpose of preparing a list of candidates for the slate of director for the annual meeting. Act a liaison between the Board and Staff. Perform such duties as may be assigned by the Board of Directors.
- B) **The Vice-President:** shall chair committees as designated by the President. In the absence of the President, perform the duties of the President. Provide assistance as requested by the President in conducting the affairs of the Fair Association.
- C) **The Secretary:** shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- D) **The Treasurer:** shall make a report at each board meeting, present all bills to be paid physically and voted on by the full board each month/meeting with exception of bills due to be paid between meetings which should be paid and presented to the full board at the next meeting, chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and to the public. Keep accurate and up-to-date accounting of all receipts and disbursements of monies of the Association.

Section 8, Vacancies: When a vacancy on the board exists mid-term, that vacancy shall remain until the following annual meeting.



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Section 9, Resignation, Termination, and Absences:

- A. **Resignation:** Resignation from the board must be in writing and received by the Secretary.
- B. **Termination:** A board member shall be terminated from the board due to excess unexcused absences, more than four regular meetings in a year.
- i) Excused absences that are an exception to this rule include but are not limited to: illness, injury, disability, maternity/paternity leave, death in the family, et cetera.
- C. **Absences:** A board member may be removed for other reasons by a three-fourths majority vote of the remaining directors full present membership. The board member and the full membership must be given two (2) weeks' notice of a proposed vote for removal including the reason(s) for such a vote, and the board member will be given opportunity to defend themselves.

Section 10, Special Meetings: Special meetings of the board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board Member at least two weeks in advance.

Section 11, Remote Communication for Meetings: Any meeting of the directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video via the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a remote meeting by any of the above-mentioned means constitutes attendance at a meeting. This section does not permit a board member to call into an in-person board meeting to qualify as being in attendance nor does it permit them voting rights in said meeting.

Section 12, Action Without a Meeting: Upon initiative of the board chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.



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ARTICLE V — COMMITTEES

Section 1, Committee Formation: The board may create committees as needed, such as fundraising, public relations, entertainment, nomination, etc. The board president appoints all committee chairs.

Section 2, Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board. A quorum of the Executive Committee shall be 75 percent of the officers. All meetings of the Executive Committee must have accurate records kept, and a report/minutes of actions of the committee be reported at the next meeting of the full board of directors.

Section 3, Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members with only one other member being able to be from the Executive Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board must approve the budget, and all expenditures must be within budget. Any major change in the budget must be approved by the full Board or the Executive Committee. The fiscal year shall be the calendar year November 1 to October 31. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VI — AMENDMENTS

Section 1, Amendments: These bylaws may be amended, when necessary, by two-thirds majority of the Board of Directors full present membership. These bylaws may only be amended at the annual meeting, or at a date voted proposed and voted on at the annual meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements. (Voted on first before all other amendments and to go into effect immediately upon successful vote)



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ARTICLE VII – DISSOLUTION CLAUSE

Section 1: This association may be dissolved upon adoption of a resolution approved by a majority of the members present as a regular or called meeting, provided that specific notice of such proposed dissolution has been announced to the entire membership in good standing, at least twelve (12) days prior to the meeting.

Section 2: Upon Dissolution, the assets of the Association shall be distributed (determined by the Board of Directors) to other nonprofits, charitable agencies, or to local governmental agencies for purpose similar to those of this Association, all in accordance with Minnesota State Laws concerning Nonprofit Dissolution.

ARTICLE VIII – CONFLICT OF INTEREST

Section 1: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article IX — PARLIAMENTARY AUTHORITY

Section 1, Robert's Rules of Order: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Fair Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any local, state, or federal law.