

# BY-LAWS CITRUS COUNTY FAIR ASSOCIATION, INC.

## May 2019 ARTICLE I OFFICE OF THE CORPORATION

**SECTION 1. LOCATION:** The principal office and place of business of said corporation shall be at the Fairgrounds, City of Inverness, County of Citrus, and State of Florida.

## ARTICLE II OBJECTIVES

**SECTION 1. OBJECTIVES:** The objectives of this organization shall be to carry out the procedures and functions as set forth in the Charter of March 1995.

## ARTICLE III GENERAL MEMBERSHIP

### **SECTION 1. TYPES OF MEMBERSHIP:**

1. **Resident Membership** - for residents of Citrus County that are 18 years of age and older.
2. **Non resident Membership** - for non resident of Citrus County must be approved by the Board of Directors.
3. **Family Membership** - for families of 3 or more with maximum of 2 adults and all children up to and including 17 years of age.
4. **Life Membership** - a special honorary life membership may be awarded by the Board of Directors.
5. **Honorary Director** - a special honorary life membership and Board of Directors position may be awarded by the Board of Directors without voting privileges.

**SECTION 2. DUES:** Annual dues shall be determined yearly by the Board of Directors.

**SECTION 3. PERIOD OF MEMBERSHIP:** The period of membership for all paid memberships shall be for a period of one year from July 1 through June 30. The period of membership for Life Memberships and Honorary Directors are perpetual unless the Life Membership or Honorary Director status is specifically rescinded by a two-thirds vote of the membership of the Board of Directors.

**SECTION 4. MEMBERSHIP CARDS:** A membership card shall be presented to each member. **This card is non-transferable.** Presentation of this card will allow the holder to attend and vote at any meeting of the general membership and will serve as a pass during the Fair, that fiscal year. Family memberships; each family member will receive a card. Each Life Member and Honorary Director will receive a new card each year.

**SECTION 5. SUSPENSION OR TERMINATION:** The Board of Directors of the Association may suspend the rights of or terminate the membership of a member, with cause, by a vote of not less than two-thirds of the membership of the Board of Directors.

## **ARTICLE IV MEETING OF THE GENERAL MEMBERSHIP**

**SECTION 1. ANNUAL MEETING DATE:** The annual meeting of the Association shall be held in Citrus County, Florida, on the third Monday of June of each year or on any date which the Board of Directors shall designate in writing at least fifteen days in advance. Any member may request an item to be added to the agenda for the annual meeting by making a written request for such addition prior to June 1. The meeting agenda must accompany the notice.

**SECTION 2. SPECIAL MEETINGS:** Special meetings of the General Membership may be called by the President or in his/her absence, the Vice-President, with fifteen days written notice and a written agenda.

**SECTION 3. VOTING:** Each member present may cast one vote for any matter brought before the general assembly. Absentee ballots for the election of Directors only will be available at the Fair office fifteen days before the Annual Meeting. Signed sealed absentee ballots may be dropped off at the Fair office prior to the Annual Meeting and will also be received at the Annual meeting up until the start of the balloting as designated by the presiding officer. Must be eighteen years or older to vote.

**Ten percent of the current paid membership shall constitute a quorum** at any regular or special meeting of the General Membership for the transaction of any business: provided that in the event a quorum is not present, such meeting may be adjourned by those present until a quorum is obtained. If such a quorum shall not have appeared in response to two consecutive calls the attending members shall constitute a quorum at the second meeting.

**SECTION 4. ORDER OF BUSINESS:** The order of business at the annual meeting shall be as set forth in the agenda provided with the notice of the meeting and shall include, but not be limited to:

1. Roll Call.
2. Proof of Due Notice of Meeting.
3. Appointment of Ballot Committee for the Election of Directors.

4. Election of Directors
5. Appointment of Committee to approve Minutes of Annual Meeting.
6. Annual Written and Oral Report of Committees.
7. Unfinished Business
8. New Business
9. Adjournment.

## **ARTICLE V BOARD OF DIRECTORS**

**SECTION 1. QUALIFICATION:** Each Director must be at least eighteen years of age and must be a member of the Citrus County Fair Association, prior to the last day of February of the current year in order to vote at the annual meeting in June.

**SECTION 2. MEMBERSHIP OF BOARD OF DIRECTORS:** The membership of the Board shall be composed at least twenty-five members. They shall be:

25 (twenty- five) ELECTED MEMBERS

A special Director may be appointed by the President to serve for a term of the fiscal year to fulfill any duty the President deems necessary. This shall be a voting position.

**SECTION 3. TERM OF OFFICE:** The term of the Board of Directors shall be for a period of two years and may be extended by re-election.

**SECTION 4. ELECTION OF DIRECTORS:** In April of each year, the President shall appoint a nominating committee made up of Board Members in good standing. The President shall appoint the Chairman. Twelve board members are elected in even numbered years with the top twelve vote getters being elected. Thirteen board members are elected in odd-numbered years with the top thirteen vote getters being elected.

Prior to May 15th of each year, the nominating committee shall present to the President a slate of approximately twenty candidates to choose from to replace the twelve or thirteen Board of Directors whose term will expire. Before a name can be listed on the report, the committee must get a personal acceptance from the person saying he or she is willing to accept the responsibility. Upon receipt of this report of the Nominating Committee, the President shall immediately notify the membership by mail of the persons nominated as candidates for the Board of Directors.

This notification shall state the time, place, and method of election. Nomination for any vacancy may be made from the floor at the Annual Meeting.

**SECTION 5. ELECTION OF OFFICERS OF THE BOARD OF DIRECTORS:**

1. The nominating committee will present a slate of nominees for officers of the board of directors at their first meeting. The Board of Directors shall meet within thirty days after each annual election and shall elect a President, Vice President, Secretary, and Treasurer. Each officer must be a member of the board of directors. Nominations from the floor will be accepted.

**SECTION 6. VACANCY IN OFFICERS OF BOARD OF DIRECTORS:** Vacant offices shall be filled by the Board of Directors from the membership of board of directors.

**SECTION 7. VACANCY IN BOARD OF DIRECTOR MEMBERS:** Whenever a vacancy occurs in the Board of Directors, other than an expired term, the remaining Directors may appoint a bonafide member to fill the vacancy until the next meeting of the members.

IF A DIRECTOR FAILS TO ATTEND THREE CONSECUTIVE REGULARLY SCHEDULED MEETINGS OF THE BOARD OF DIRECTORS, WITHOUT AN EXCUSE, THE SEAT SHALL BE DECLARED VACANT AND FILLED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH THE PRECEDING PARAGRAPH.

**SECTION 8. BOARD MEETINGS:** In addition to the meetings listed above, regular meetings of the Board of Directors shall be held monthly or at such times and places as the Board may determine.

**SECTION 9. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS:** A special meeting of the Board of Directors shall be held whenever called by the President or a quorum of the Directors.

**SECTION 10. NOTICE OF MEETINGS:** Oral or written notice of regular and social meetings of the Board of Directors shall be given each Director by or under the supervision of the secretary of the Association not less than three week days before the meeting. On rare emergency situations. This time factor may be deleted for emergency situations only.

**SECTION 11. QUORUM OF BOARD OF DIRECTORS:** The presence of nine Directors shall constitute a quorum at any meeting of the Board of Directors. In the event a quorum is not present, such meeting may be adjourned by those present until a quorum is obtained. If such a quorum shall not have appeared in response to two consecutive calls, the attending Directors shall constitute a quorum at the second meeting.

**SECTION 12. EXECUTIVE COMMITTEE:** This committee shall consist of the President, Vice President, Secretary, Treasurer, and immediate Past President. This committee shall have the authority to spend whatever is necessary under emergency conditions, without contacting other members of the Board. The Executive Committee shall have the power to delegate all or any part of its lawful authority in order to facilitate the operation and execution of business affairs. The minutes of any such action shall be

reported at the next regular meeting of the Board of Directors and said Board shall be requested to ratify such action.

**SECTION 13. FAIR MANAGER:** Fair manager shall be hired by the Board of Directors. An employment contract shall be entered into by the Board of Directors with the Fair Manager. All terms and conditions of said contract shall be binding on subsequent Boards unless changes are agreed to, in writing, by both Fair Manager and Board of Directors. Terms of contract not to exceed twelve months or the organizational meeting of the newly elected board whichever comes first.

**SECTION 14. FLEA MARKET MANAGER:** Flea Market manager shall be hired by the Board of Directors. An employment contract shall be entered into by the Board of Directors with the Flea Market manager. All terms and conditions of said contract shall be binding on subsequent Boards unless changes are agreed to, in writing, by both Flea Market Manager and Board of Directors. Terms of contract not to exceed 12 months or the organizational meeting of the newly elected board whichever comes first.

## **ARTICLE VI DUTIES OF OFFICERS**

**SECTION 1. DUTIES OF PRESIDENT:** The president shall:

1. Preside over all meetings of the Association and the Board of Directors.
2. Call special meeting of the Board of Directors.
3. Perform all acts and duties usually performed by an executive presiding officer and other duties at the direction of the Board of Directors.
4. Sign all such papers of the Association as he/she may be authorized or directed to sign by the Board of Directors PROVIDED, HOWEVER, that the Board of Directors may authorize any person or persons to sign any or all checks, contracts, and other instruments in writing on behalf of the Association.
5. After the term of office expires the president shall serve on Executive Committee as immediate Past President until replaced by the next immediate Past President.
6. The President is ex-officio of all committees, but shall not serve as chairman.

**SECTION 2. DUTIES OF VICE PRESIDENT:** In the absence or disability of the President, the Vice-President shall perform the duties of the President.

**SECTION 3. DUTIES OF SECRETARY:** The Secretary shall:

- (1) Keep a complete record of all meetings of the Association and of the Board of Directors and shall have general charge and supervision of the books and

records of the Association.

- (2) Sign all papers pertaining to the Association as may be authorized by the Board of Directors.
- (3) Sign all notices required by law and by these by-laws and shall make a full report of all matters and business pertaining to the office to the members at the Annual Meeting.
- (4) Affix the corporate seal to all papers requiring the seal.
- (5) Keep complete membership records and determines who shall be eligible to vote in any Association election or upon any occasion wherein Association business is to be voted.
- (6) Make all reports required by law and shall perform such other duties as may be required by the Association or the Board of Directors.
- (7) Upon election of a successor, the Secretary shall turn over all books and other property belonging to the Association that may be in their possession. All original records and corporate seal are to be kept in Fair office.

**SECTION 4. DUTIES OF TREASURER:** The Treasurer shall perform such duties with respect to finances of the Association as may be prescribed by the Board of Directors. Shall make a detailed report of the finances of the Association at each regular meeting of the Board of Directors and each year at the Annual General Membership Meeting. The Treasurer and the office staff may be bonded at an amount set by the Board of Directors.

## **ARTICLE VII STANDING AND SPECIAL COMMITTEES**

**SECTION 1. COMMITTEE MEMBERSHIP:** Each committee shall have a chairman and a co-chairman from the Board of Directors. A director shall not chair more than one committee. Other members of the committee may be obtained from the general membership unless otherwise specified. To be a member of a committee, you must first be a paid member of the Citrus County Fair Association.

**SECTION 2. COMMITTEE - GENERAL:** Committees shall not take or make public any formal action or resolution or in any way commit the Association on a question of policy without receiving approval by the Board of Directors. Rules and recommendations of all committees shall be approved by the Board of Directors.

**SECTION 3. EX-OFFICIO MEMBERS:** The President and Fair Manager shall be Ex-Officio members of all committees except the Nominating Committee.

**SECTION 4. BUDGET AND FINANCE COMMITTEE:** This committee shall be made up of three members with the Treasurer as chairman. It shall prepare an annual budget

and make recommendations for changes in the adopted budget devise ways and means of securing funds for the support of the Fair Association; make recommendations to the Board of Directors concerning budget and financial matters and at all times be under the direction of the Board of Directors.

**SECTION 5. BUILDING AND GROUNDS COMMITTEE:** This committee shall be responsible for evaluating the grounds and all existing buildings and making plans and recommendations for future use also to plan for and recommend any remodeling, revamping, or any new structures to be built. The committee will oversee all repairs and improvements.

**SECTION 6. MIDWAY COMMITTEE:** This committee shall have the responsibility for Developing and submitting carnival contracts to the Board of Directors for approval. Arrange for sufficient personnel/volunteers during arm band and/or other promotions.

**SECTION 7. LIVESTOCK COMMITTEE:** This committee shall have the responsibility of planning, carrying out, and evaluating all livestock shows and sales conducted during the Fair. They shall recommend to the Board any policy or rules which they feel necessary to carry out their responsibility. They shall inform the Board of the financial needs by filing a budget. All fees collected by this committee will be deposited into the Association's treasury.

Due to the amount of business conducted by this committee, a Livestock Board will be appointed by the Livestock Chairman and the Fair Board President. This Board will consist of the Livestock Committee Chairman, and any Vice-Chairman and any specific Superintendent for any specific designated work area as deemed necessary and appropriate and as decided on by the Livestock Committee Chairman and the Fair Board President. The Fair Board will be kept currently notified of the members of this Livestock Board, and their specific titles.

**SECTION 8. COMPETITIVE EXHIBITS COMMITTEE:** This committee shall consist of a Chairman with co-chairmen consisting of the chairmen of the Adult Exhibits, Youth Exhibits, Youth & Adult Fine Arts, and Youth & Adult Horticulture. This committee will set up the general rules, the rules and regulations for each exhibit area. The categories and criteria for judging, assuring that the rules and the computer program match. Assure that exhibits are in accordance with Ch. 616. The committee shall prepare publicity, work to encourage exhibitors. Work with the Publicity and Fair Book Committee to have rules printed and have exhibits photographed and identified and prepared for post fair publication. Prepare exhibit area following the Fair theme, when possible, and arrange for special contests. The committee, with the assistance of the Fair Manager, will obtain judges for all areas, arrange for ample supply of ribbons, tags, and other necessary items and obtain volunteers and/or employees as needed.

**SECTION 9. COMMERCIAL EXHIBITS COMMITTEE:** This committee shall be in charge of all commercial space both indoors and out. They should get evaluations from participants each year, recommend rate changes, and organize all space to the best advantage, recommend dates and deadlines, contact commercial people, also work with Building and Grounds Committee to improve facilities. This committee will also

recommend rates for use of grounds at other times of the year. Arrange for any contests such as following the Fair theme and arrange for the booths to be judged.

**SECTION 10. PUBLICITY/FAIR BOOK COMMITTEE:** This committee shall work with the local news media and coordinate news releases with all Chairmen and Fair Manager. Write special interest stories, coordinate activities get material out ahead of time, see that winners are ready for the press and assist other committees with specific news releases. Shall gather all materials for the post fair publication and proof read same.

**SECTION 11. ADMISSIONS COMMITTEE:** This committee is responsible for securing workers for all entrance and exit gates and to coordinate the procedure for ticketing and passes at all gates. Committee shall further be responsible for developing procedure in coordination with Fair Manager for accounting for all funds received.

**SECTION 12. MEMBERSHIP COMMITTEE:** This committee shall strive to educate potential members to understand the importance of being a member and to recommend to the Board any changes in cost, requirements, or duties of a member. Shall set a deadline for the purchase of annual memberships.

**SECTION 13. INSURANCE COMMITTEE:** This committee shall be responsible for developing and submitting insurance plans to the Board for Buildings, Grounds, and General Public liability to cover all reasonable contingencies.

**SECTION 14. FLEA MARKET COMMITTEE:** This committee shall recommend and submit changes to the Executive Board and be liaison between Flea Market Manager and Board.

**SECTION 15. RACETRACK COMMITTEE:** This committee shall be responsible for supervision of racetrack activities and making recommendations to Board regarding contract provisions between Board and racetrack operator.

**SECTION 16. BY-LAWS STANDING RULES COMMITTEE:** This committee shall review By-Laws annually and make suggestions for additions or deletions or changes as needed.

**SECTION 17. TROPHIES COMMITTEE:** This committee shall obtain sponsors and purchase trophies given in the livestock shows.

**SECTION 18. PAGEANTS COMMITTEE:** These committees shall be responsible to oversee all pageants and supervise all activities pertaining to pageants.

**SECTION 19. HISTORIAN COMMITTEE:** This committee shall preserve sufficient materials to ensure a lasting history and update the written history each year.

**SECTION 20. OTHER COMMITTEES:** The President shall be the authority to create any committee as deemed necessary.

## **ARTICLE VIII AMENDMENTS**

**SECTION 1.** The Board of Directors of this corporation shall have the authority to make, alter or rescind such By-Laws for the conduct of its business and the carrying out of its purposes, as they deem necessary from time to time and place to place.

**SECTION 2.** Upon proper notice, the By-Laws of the Board of Directors may be amended, altered, or rescinded, by a two thirds vote of the members present at a second reading, at any regular meeting or special meeting called for that purpose.

May 1974, May 1978, September 1977, February 1982, November 1982, June 1985, January 1989, May 1990, May 1993, August 1995, December 1998, May 2001, September 2007, November 2012, May 2019