

# THE ASSOCIATION OF CONNECTICUT FAIRS, INC.

## CONSTITUTION AND BYLAWS

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### ARTICLE I

#### NAME AND OBJECTIVE

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This organization shall be known as the Association of Connecticut Fairs, Inc. (the “**Association**”). The Association shall be an agricultural organization, entitling the Association to exemption from taxation under § 501(c)(5) of the Internal Revenue Code of 1986, as amended (the “**Code**”) and shall promote interest in agricultural fairs in the State of Connecticut. The Association is nonprofit. The Association shall not have or issue shares of stock or make distributions. The Association is incorporated under and shall be governed by the Connecticut Revised Nonstock Corporation Act, as amended (the “**Act**”).

### ARTICLE II

#### MEMBERSHIP

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**Section 1:** The Association shall be a membership corporation and have two classes of members which shall be Member Fairs and Associate Members as defined herein (collectively, the “**Members**”).

**Section 2:** Member Fairs – Any agricultural fair sponsored by a nonprofit organization and conducted in Connecticut may make application to become a member fair of the Association (a “**Member Fair**”).

An agricultural fair shall be defined as an event whose purpose is to educate the public about and promote Connecticut’s agricultural industry and rural heritage. An agricultural fair shall feature exhibits of agricultural products and of home crafts such as baking, canning, and needlework. The purpose of such exhibits is to be in competition and to be judged and awarded prizes.

An applicant must meet all requirements for membership as established by the Association’s Board of Directors (the “**Board**”). Upon approval by the Board, an applicant for membership shall become an associate fair (“**Associate Fair**”) upon

approval as such by the Board. An Associate Fair must apply for full membership after holding two consecutive agricultural fairs in Connecticut as an Associate Fair. Classification of Member Fairs as Major, District, Grange, or 4-H will be decided annually by the Board. An applicant for full membership must meet the requirements of the classification it is applying for and must agree to always conduct its business in a manner which enhances the reputation of agricultural fairs.

A Member Fair shall honor any admission passes issued by the Association.

A Member Fair also shall abide by all rules, without modification, of any Association programs and activities it chooses to participate in. Member Fairs are not required to pay for their contestants’ event expenses.

A Member Fair may be removed from membership in the sole discretion of the Board if that Member Fair fails to meet the definition of an agricultural fair or does not abide by all the rules of membership.

**Section 3:** Delegates - Each Member Fair shall be entitled to two delegates (“**Delegates**”) authorized to vote at meetings of the membership. Delegates shall be selected by each Member Fair. Delegates may vote when on record with the Association as a Delegate of a Member Fair.

**Section 4:** Associate Members - Any person, organization or company may become an associate member of the Association (an “**Associate Member**”) upon payment of annual dues. The amount of the annual dues shall be determined at the Annual Meeting each year. Associate Members will be privileged to advertise at the Association’s Spring and Annual Meetings and will receive any Association communications. Being an Associate Member does not constitute endorsement by the Association. Associate Members have no voting privileges but may be represented at all meetings of the membership.

**Section 5:** The annual dues for each class of Member shall be set by vote of the Delegates at the Annual Meeting. If a Member or Associate Member does not pay its dues by February 1 of each year, all its membership rights and privileges will be forfeited. Those rights and privileges will be reinstated going forward upon payment of the dues.

## **ARTICLE III BOARD OF DIRECTORS**

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**Section 1:** There shall be a Board of at least three and no more than 34 persons who are active in Member Fairs - six to represent the Major Fairs and eight to be Directors At Large; both groups to be elected to serve a two-year term. Directors At Large may be representatives of any Member Fair. There shall be three directors to represent the District Fairs, two to represent the Grange Fairs and two to represent the 4-H Fairs, each group to be elected to serve a three-year term. No Director shall receive any monetary salary for carrying out the duties of their office. Past Presidents serve as lifetime Directors of the Association with the same voting privileges as other Directors.

**Section 2:** All corporate powers, other than those reserved to or shared with the Members, shall be exercised by or under the authority of, and the activities, property, and affairs of the Association shall be managed by or under the direction of, the Board. All authority of the Directors is vested in the Board as a whole, and no individual Director has any authority to act for or bind the Association except by action within the confines of the Board (or committee of the Board, to the extent applicable) or to the extent expressly authorized by resolution of the Board to act as a representative of the Association.

**Section 3:** The Board can appoint honorary directors who have provided faithful service to Connecticut agricultural fairs. Honorary Directors are appointed for life and may attend all meetings, but shall not be counted within the number of Directors, shall not be counted towards quorum, and shall have no voting privileges. The Association may have no more than twenty Honorary Directors at any time.

**Section 4:** The unexcused absence of any Director for two Membership or Board meetings in any fiscal year will cause that person to not be issued a state fairs season pass and may be reason for removal. A vote taken at or subsequent to the second meeting missed, with a majority of the Board present voting in favor of removal, shall warrant removal of a director.

**Section 5:** Any vacant position among the Directors (including a vacancy caused by removal or resignation) shall be filled for the unexpired portion of the term by vote of the remaining Directors.

**Section 6:** Newly elected Directors shall assume their duties at the conclusion of the Annual Meeting of the membership, except that those Directors elected to fill a vacancy for an unexpired portion of the term shall assume their duties immediately upon their election.

**Section 7:** The Board shall meet at least four times a year. A quorum for any meeting of the Board shall consist of the greater of ten Directors eligible to vote or one-third of the Directors then serving. The affirmative vote of a majority of the Directors voting at a meeting at which there is a quorum shall be required for action by the Board on any matter, except for those matters for which the vote of a greater proportion of the Directors is required by the Act, the Association's Certificate of Incorporation (the "**Certificate**"), or these Bylaws

**Section 8:** A Director may participate in a meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting may simultaneously hear one another during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 9:** Any corporate action required or permitted to be taken by the Board (or a committee of the Board, as applicable) under the Act may be taken without a meeting if each Director on the Board (or committee, as applicable) signs a written consent describing the action taken or to be taken and delivers it to the

Association for inclusion within the Association's records. Action taken under this Section is effective when the last Director signs the written consent unless the written consent specifies the time at which the action taken thereunder is to be effective. A consent signed under this Section has the effect of a meeting vote and may be so described. Without limiting the generality of the foregoing, a written consent may be circulated to the Board via email and the directors may "sign" such consent by responding in the affirmative via email, provided each email response contains the applicable director's "electronic signature" as defined in Conn. Gen. Stat. § 1-267(8), as the same may hereafter be revised or replaced.

## ARTICLE IV OFFICERS

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**Section 1:** The Officers of the Association shall be a President, two Vice-Presidents, Corresponding Secretary, Assistant Corresponding/Recording Secretary, Recording Secretary, Treasurer, and Assistant Treasurer. No Officer shall receive any monetary salary for carrying out the duties of their office. Newly elected Officers shall assume their duties at the conclusion of the Annual Meeting except that those Officers elected to fill a vacancy for an unexpired portion of the term shall assume their duties immediately upon their election. They shall hold their respective offices for one year or until the election of their successors. The President shall serve no more than three consecutive one-year terms.

**Section 2:** The President shall preside at all meetings of the membership of the Association, all meetings of the Officers and Directors, and by virtue of the office, be considered a member of all committees except the Nominating Committee. The President shall have general care and oversight of the affairs of the Association under the control of the Board. The President is to approve all bills presented to the Treasurer for payment; no bill to be approved unless provided for in the Association's approved budget.

**Section 3:** The First Vice-President, in the absence of the President shall have all the responsibilities of the President. He or she shall undertake such

other responsibilities as the President or the Board may assign.

**Section 4:** The Second Vice-President, in the absence of the President and First Vice-President, shall have all the responsibilities of the President. He or she shall undertake such other responsibilities as the President or the Board may assign.

**Section 5:** The Recording Secretary shall keep the minutes of all business meetings and shall furnish the Corresponding Secretary with a copy of said minutes for distribution to all Member Fairs and Officers and Directors of the Association.

**Section 6:** The Corresponding Secretary shall do the writing the Association may require. He or she may receive money for the Association and pay it to the Treasurer. It shall also be the responsibility of the Corresponding Secretary to bill Member Fairs for dues at least sixty days prior to each February 1, to collect dues from and keep a list of Associate Members, and to distribute copies of the Recording Secretary's minutes to all Member Fairs and Officers and Directors of the Association

**Section 7:** The Assistant Corresponding/Recording Secretary shall perform all duties assigned by the Corresponding Secretary or Recording Secretary and have all the responsibilities of the Corresponding Secretary or Recording Secretary in their absence.

**Section 8:** The Treasurer shall have custody of the funds of the Association, shall maintain audit-ready records of the Association's financial transactions, shall pay all bills which have been approved by the President, and shall monitor the Association's budget. If, for any reason, the Treasurer is unable to do so, the Assistant Treasurer, First Vice-President, or President, in that order, may sign checks. There shall be an internal audit annually and an outside audit every five years or whenever there is a change of Treasurer.

**Section 9:** The Assistant Treasurer shall perform any duties assigned by the Treasurer and have all the responsibilities of the Treasurer in the absence of the Treasurer.

**Section 10:** The Corresponding Secretary, Assistant Corresponding/Recording Secretary, Treasurer, and assistant Treasurer and any other person handling funds of the association shall be bonded. The Directors shall determine the amount of the bonds at their first meeting of each fiscal year.

**Section 11:** The Immediate Past President shall act as advisor to the President until replaced with a new Immediate Past President.

**Section 12:** Any vacant position among the Officers (including a vacancy caused by removal or resignation) shall be filled for the unexpired portion of the term by vote of the Board.

## **ARTICLE V COMMITTEES**

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**Section 1:** Unless otherwise stated in this document, all committees shall be appointed by the President unless appointed by the Delegates at the Spring or Annual Meetings.

**Section 2:** Scholarship Committee - One member of this committee is to be elected at the Annual Meeting for a five-year term. This means the committee will always consist of five persons and the member who has served the most years of their current elected term becomes chairman. No member may be reelected to this committee for at least two years after serving a five-year term.

**Section 3:** Nominating Committee - A five-member Nominating Committee shall be elected at the Annual Meeting. The Committee shall make recommendations to the following Annual Meeting concerning positions to be filled at that meeting and may make recommendations to the Directors if any vacancies should develop between Annual Meetings. Each member of the Nominating Committee must be active in a Member Fair.

**Section 4:** Any committee with more than three members must have at least one member who is not an Officer or Director but who is active in a Member Fair or is an Associate Member.

## **ARTICLE VI MEMBERSHIP MEETINGS**

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**Section 1:** The Annual Meeting of the membership of the Association shall be held in the State of Connecticut during the first quarter of the fiscal year. The Officers, Directors, Honorary Directors, Nominating Committee, and one member of the Scholarship Committee shall be elected by the Delegates at that meeting. A Spring Meeting of the membership of the Association must be held during the month of March or on the first Saturday of April.

**Section 2:** Special meetings of the membership may be called at any time by the President at the request of at least three Directors. At least ten days, and not more than sixty days, notice of each special meeting, stating the date, time, and place of the meeting, shall be given to each Member. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting.

**Section 3:** The Spring and Annual Meetings of the membership are open to all interested persons but only Delegates may vote and only Association Officers and Directors and Delegates may make and second motions. Anyone present may comment on any matter being discussed.

**Section 4:** Thirty Delegates shall constitute a quorum at any meeting of the membership. The affirmative vote of a majority of the Delegates present at a meeting at which there is a quorum shall be required for action by the membership on any matter, except for those matters for which the vote of a greater proportion of the membership is required by the Act, the Certificate, or these Bylaws.

**Section 5:** The Corresponding Secretary shall give at least thirty days notice of the date and place the Annual and Spring meeting will be held.

**Section 6:** The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for membership meetings of the Association unless

otherwise specified in this constitution. The President is empowered to appoint a parliamentarian for each membership meeting for consultation as to the correct interpretation of the rules.

## **ARTICLE VII FISCAL YEAR; BUDGET**

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**Section 1:** The fiscal year of the Association shall begin on October 1 of each year and end on September 30 of the following year.

**Section 2:** The Board and the Officers shall prepare a budget proposal for each Annual Meeting and shall amend the Association's approved budget as necessary.

## **ARTICLE VIII AMENDMENTS**

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**Section 1:** The Certificate may be amended at any time by the affirmative vote of at least two-thirds of the Directors then serving and the affirmative vote of at least two-thirds (2/3) of the Delegates present, at a duly constituted meeting or meetings for which the notice includes the proposed amendment(s). No change shall be made in the Certificate which will revoke or otherwise negatively affect the exempt status of the Association under § 501(c)(5) of the Code.

**Section 2:** Except as otherwise specified by the Act, new bylaws may be adopted and existing bylaws may be amended or repealed by the affirmative vote of at least two-thirds of the Directors then serving and the affirmative vote of

at least two-thirds of the Delegates present, at a duly constituted meeting for which notice includes the proposed bylaws for approval, or of the amendment or repeal of existing bylaws. No change shall be made to this Constitution and Bylaws which will revoke or otherwise negatively affect the exempt status of the Association under § 501(c)(5) of the Code. All changes shall become effective immediately upon passage by the membership.

## **ARTICLE IX DISSOLUTION**

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The Association may be dissolved and liquidated at any time by the affirmative vote of at least two-thirds of the Directors then serving and the affirmative vote of at least two-thirds of the Delegates present, at a duly constituted meeting. Upon liquidation, the assets remaining after payment of all liabilities shall be distributed pursuant to the Act, subject to and consistent with the Code and any donor-imposed restrictions thereon, to the State of Connecticut Department of Agriculture for use in the betterment of agriculture in Connecticut. Any remaining assets not so disposed of by the Board shall be disposed of by a court having jurisdiction over charitable corporations and assets in the State of Connecticut, exclusively for exempt purposes, or to such organization or organizations as the court shall determine, the purpose and mission of which are substantially similar to the Association.

**Approved June 25, 2022 at a Special Meeting of the Membership.**