

***By-Laws***  
***Dane County Fair Association, Inc.***  
***As adopted by the Board of Directors***  
***May 8, 2023***

**Article First. Board of Directors**

- a. The Directors shall be as follows
  1. One (1) member of the Dane County Board of supervisors as designated by the chairman of the University Extension committee.
  2. Three (3) Dane County 4-H Leaders Association representatives, which includes one (1) Youth Leader to serve on the Dane County Fair Youth Committee, as designated by the Association.
  3. One (1) teacher representative of the Dane County Agriculture Teachers as designated by the organization.
  4. Up to twelve (12) Directors-At-Large elected by the Board of Directors, representing Dane County businesses, education and/or human services, media, or Dane County Fair sponsors.
  5. Up to seven (7) Youth members who have not reached 20 years old on January 1 of the exhibit year elected by the Board of Directors to serve on the Dane County Fair Youth Committee, representing a Dane County youth organization (4-H, FFA, Scouts, Girl Scouts, etc.). Youth organizations may only have a maximum of three (3) members from the same youth organization on the committee. The Youth Committee will not consist of members solely from one youth organization. Only one member of the Dane County Fair Youth Committee will be recognized as a Board of Directors member.
  6. One (1) representative from the Dane County Fair Youth Committee as designated by the committee.
  7. Up to seventeen (17) total members will make up the Board of Directors, including the Executive Committee and appointed members.
  8. Up to three (3) non-voting Director Emeritus positions. Emeritus Directors are elected by the Board of Directors and shall have a lifetime term or until voted otherwise by the Board of Directors.
- b. The Board of Directors of the Association shall serve in relation to their elected or appointed position.
- c. Designated Directors shall serve terms as set by their affiliated organizations.
- d. Directors-At-Large shall serve a two-year term beginning at the annual meeting following their election.
- e. Youth members shall serve a one-year term beginning at the annual meeting following their election and may serve consecutive terms based on age requirements. Youth members may serve additional terms as a Director-At-Large after their Youth member eligibility has expired.
- f. If vacancies occur in the at-large or youth member positions, the President shall appoint a replacement to serve the unexpired term.

- g. The Board of Directors shall confirm all appointments and approve all committee actions.

**Article Second. Officers**

- a. The officers of the Association shall consist of a President, Vice-President, Secretary, Treasurer, and Director-At-Large.
- b. All officers shall be selected by members of the Executive Committee. Once selected, a rotation of positions will occur – Secretary, Treasurer, or Director-At-Large to Vice President and Vice President to President after each term. Vice President and President may serve up to two terms.
- c. Officer's term of office shall consist of three-years and commence at the annual meeting following their election. Once a member joins the Executive Committee, their term on the Board of Directors ends.
- d. Officers may serve for a maximum of three consecutive terms (nine years). Executive Committee members may apply to return to the Board of Directors once their term ends on the Executive Committee. Members may also reapply to the Executive Committee after returning to the Board of Directors for at least one term.
- e. Executive Committee terms may be changed or extended for extenuating circumstances at the discretion of the Board of Directors.
- f. If a vacancy occurs in any office other than that of President, the President, with confirmation by the Executive Committee, shall appoint a replacement from the Board to serve the remainder of the unexpired term.
- g. If a vacancy occurs in the position of President, the Vice-President shall assume the responsibilities of the office of President. The Board of Directors shall elect a replacement to serve on the Executive Committee for that member's unexpired term. The Executive Committee will select a replacement to serve the unexpired Vice-President term.

**Article Third. Officer's Duties**

- a. The President shall preside at all meetings of the Board of Directors and the Executive Committee.
- b. The Vice-President shall perform all duties of the President in his/her absence.
- c. The Secretary, or designated person(s), shall keep a record of the minutes of all Board of Directors and Executive Committee meetings.
  - 1. The Secretary, or designated person(s), shall act as custodian of all books, papers, records and documents belonging to the Association except the financial records maintained by the treasurer, or designated person(s).
  - 2. The Secretary, President, or designated person(s) shall sign or countersign all papers of the Association as directed.
- d. The Treasurer, or designated person(s), shall maintain an accounting of all receipts and disbursements of the Association.
  - 1. The Treasurer, or designated person(s), shall present the financial records for annual audit in compliance with State Statute.

2. The Treasurer, or designated person(s), shall present the results of the annual audit to the Board of Directors for approval.

#### **Article Fourth. Meetings**

- a. There shall be at least three (3) regular meetings of the Board of Directors.

#### **Article Fifth. Quorum**

- a. A quorum of the Board of Directors shall be a minimum of 50% of the filled board seats of the Board of Directors.

#### **Article Sixth. Committees**

- a. Standing committees appointed by the President, with approval of the Board of Directors, shall be Education, Nominating, and Dane County Fair Planning Committees.
- b. The President of the Board of Directors shall appoint a three (3) member Nominating Committee prior to an election year. The Nominating Committee will consist of at least one (1) Executive Committee member and no more than two (2) seated Board members. The President will select one (1) member to serve as chair of the committee; this individual oversees the nomination process.
- c. The Nominating Committee shall recommend a slate of directors and Executive Committee members.
- d. The President shall appoint members to other committees as established by the Board of Directors.
- e. Each committee shall consist of at least three (3) directors. Persons other than directors may be appointed to a committee. Committee duties shall be as designated by the Board of Directors. The President shall designate the chair of each committee.
- f. The Board of Directors shall appoint a six (6) to eight (8) member Dane County Fair Youth Committee each year. The Dane County Fair Youth Committee will consist of at least one (1) Dane County Fair Executive Committee member on rotation at each meeting. The Youth Committee will host bi-monthly meetings and will manage the following events at the Dane County Fair – Dane County Fair Gift Shed Merchandise Fundraiser, Dress-A-Critter, Master Showman, Rooster Crowing Contest, and represent the Dane County Fair as Fair Youth Directors. The Youth Committee will select one (1) member to serve as Chair of the committee; this individual will attend Dane County Fair Board of Directors' meeting representing the committee.
- g. All committee actions are subject to Board of Directors approval.
- h. The President shall be an ex--officio member of all committees.

#### **Article Seventh. Executive Committee**

- a. The Executive Committee will be comprised of current board members, elected by the Board of Directors based on a recommendation by the Nominating Committee each year at the meeting prior to the annual meeting.
- b. The Executive Committee shall consist of five (5) adult voting members. The five (5), by virtue of position, include board President, Vice-President, Secretary, Treasurer, and Director-At-Large. The Committee also includes one (1) non-voting member, the Dane County Fair Manager.

- c. The Executive Committee shall have full responsibility for the operation of the Association.
- d. A quorum of the Executive Committee shall be a majority of the voting members.
- e. The Executive Committee shall meet as needed.
- f. If a vacancy occurs on the Executive Committee, the Board of Directors shall elect a replacement from the Board of Directors to complete the unexpired term.

**Article Eighth. Parliamentary Authority**

- a. Robert's Rules of Order shall be the parliamentary authority on all matters not covered by the Articles of Incorporation or By-Laws of the Association.

**Article Ninth. Suspension of By-Laws**

- a. These By-Laws may be suspended in case of emergency by unanimous vote of all directors present at a meeting at which a quorum is present.

**Article Tenth. Dissolution**

- a. After payment of all debts and obligations of the Association, the remaining net assets, if any, shall be given to Dane County for youth service.

**Article Eleventh. Amendment**

- a. These By-Laws may be amended at any meeting at which a quorum is present by a two-thirds vote of those directors present. To be considered, amendments must be made in writing and submitted to each director thirty (30) days prior to any regular Board meeting.

## Dane County Fair Association, Inc. Executive Committee Additional Duties

### **President:**

- Preside over all Executive Committee and Board of Directors meetings.
- Provide leadership to Board of Directors as appropriate.
- Maintain cooperative relationships with board members, management, and committees.
- Act as official spokesperson of the Dane County Fair Association Board of Directors for Publicity and Public Relations interviews.
- Participate on the annual budget process.
- Provide guidance and interpretation of policies and procedures; ensures compliance to state, federal and local regulations.
- Demonstrate ability to make sound decisions to manage and organize programs and events for the Fair based on input from the Management, Board of Directors, Superintendents, and Public.
- Assume additional leadership responsibility as assigned by the Board of Directors.

### **Vice-President:**

- Move to the President position once the President's term expires.
- Fulfill the role of President when President cannot meet those obligations.
- Review monthly financial statements and authorized signer on the bank accounts.
- Possesses ability to plan a comprehensive county fair based on input from the Management, Fair Board, Superintendents, and Public.
- Assume additional leadership responsibility as assigned by the President or the Board of Directors.

### **Treasurer:**

- Provide complete financial report at monthly meetings.
- Authorized signer on bank accounts.
- Participate on the annual budget process.
- Assume additional leadership responsibility as assigned by the President or the Board of Directors.
- May move to Vice President role when Vice President's term expires.

### **Secretary:**

- Records full and accurate minutes of meetings of the Board and the Executive Committee and gives final version to Management.
- Assume additional leadership responsibility as assigned by the President or the Board of Directors.
- May move to Vice President role when Vice President's term expires.

### **Director-At-Large Member:**

- Serve on the Nominating Committee to develop a slate of qualified board members for the following year.
- Assume additional leadership responsibility as assigned by the President or the Board of Directors.
- May move to Vice President role when Vice President's term expires.

### *Overall Time Commitment:*

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- Regular attendance at bi-monthly Board of Directors meetings and quarterly Executive Committee meetings as needed
- Attendance at the Dane County Fair
- All other related activities