

**BYLAWS OF THE
KOSCIUSKO COUNTY COMMUNITY FAIR, INC.
WARSAW, INDIANA**

ARTICLE I

NAME

This Association shall be known as the Kosciusko County Community Fair, Inc.

ARTICLE II

PURPOSES

This Association, hereinafter called Association, is organized for the following purposes:

The purpose of this Association shall be to hold the Annual Kosciusko County Fair and other family-oriented activities that encourage agriculture, education, industry, science, art, commerce, entertainment and other interests of Kosciusko County which the board of directors deems proper and in the best interests of the membership and the community.

ARTICLE III

MEMBERSHIP

Section 1. Membership

Membership to the Fair Association is open to all persons, 18 years and older, who are invited to join the Association. Prospective members shall submit an application, together with payment of non-prorated dues for the fiscal year of application. All applications are subject to board approval, in a public session, within 40 days of application date.

There shall be two (2) classes of membership in this Association.

- i. Annual Membership – Membership valid for up to 1 year, beginning on October 1 and ending the following year on September 30.

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- ii. Life Membership - Membership begins at time of Board approval and continues in perpetuity until the member's death.

Section 2. Membership Dues

Annual and Life Membership dues shall be established by the Board of Directors. The board may only adjust these fees once per year and it shall be applied on October 1st of the next fiscal year, with no less than 60 days' notice to current members. Current Life Memberships shall not be affected by future fee increases.

Section 3. Annual Dues

Annual dues will be assessed to members after the first year of membership at a rate set by the Board of Directors. Dues are payable by October 1st for the ensuing year. Annual Dues are not refundable. All active members are entitled to two (2) weekly fair passes, priority rental of pier spaces, and discounted rentals of Association facilities.

Section 4. Dues Receipt

The Association shall issue each member a receipt validating membership of the Association upon approval of the Board, and after each renewal. Life members will receive a permanent card.

Section 5. Transfer of Membership

Membership in this Association is not transferable.

Section 6. Term of Membership

Annual dues cover the period of time beginning October 1st to September 30th of the current fiscal year. Life membership continues in perpetuity until the member's death.

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Section 7. Termination / Suspension of Membership

Any member who ceases to be in good standing with the Association may be subject to suspension or termination of their membership without refund of dues as determined by a 2/3 majority vote of the Board of Directors.

The member shall be notified, in writing, of such action.

The member may use the Appeal Committee, as defined in Article VIII, Section 3 to reverse any action taken by the Board of Directors.

Not In Good standing shall be defined as: Behavior or acts that may harm or put the association at risk, including, but not limited to, failure to pay dues, violation of our Bylaws, conviction of a crime (other than moving violations), named party in lawsuit against the Association.

Suspension shall be defined as: Retaining Membership, but with loss of voting rights and other membership privileges, until the end of the suspension period.

Termination shall be defined as: removal from the association.
Re-admittance subject to conditions set forth in Section 1 of this Article.

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**ARTICLE IV
MEETING OF MEMBERS**

Section 1. Place of Meeting

Meeting of the membership of the Association shall be held at such time as may be specified in the respective call, notices or waivers of notices thereof.

Section 2. Annual Meetings

The Annual Meeting of the membership of the Association shall be held on the third Monday of November, unless the President of the Association shall otherwise notify the membership no fewer than ten (10) days prior or more than sixty (60) days prior to the date of any such scheduled meeting.

Section 3. Special Meetings

Special meetings of the membership may be called by the President, by the Board of Directors, or by members who hold not less than one-fourth (1/4th) of all outstanding membership which may be voted on the business proposed to be transacted.

Section 4. Notice of Meetings

Written notice stating the place, date and hour of any meeting of the membership and, in case of special meetings (or when otherwise required by law) the purposes for which any such meeting is called, shall be delivered, mailed or by the Secretary of the Association or by the Officers or persons calling the meeting to each member of record entitled to vote at such meeting, at such address as appears on the records of the Association and at least ten (10) days before the date of such meeting.

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Section 5. Waiver of Notice

Notice of any meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the time and place and subject matter of the meeting.

Section 6. Voting Rights

Each member shall be entitled to one (1) vote regardless of the number of memberships standing in his/her name on the books of the Association. If a membership stands in more than one (1) name, only one (1) of the persons named on the membership shall be entitled to exercise that vote. A member must be fifteen (15) years of age or older to be eligible to vote.

Section 7. Voting Eligibility

To be eligible to vote, a person must be a member of the Association, in good standing at the time of voting. Dues must be current. A new member who joins the Association must be a member for at least thirty (30) days prior to voting.

Section 8. Voting by Proxy

Members shall not be entitled to vote by proxy under any circumstances.

Section 9. Quorum

At any meeting of the members, ten percent (10 %) of all the membership of the Association shall constitute a quorum. A majority vote of such quorum shall be necessary for the transaction of any business.

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**ARTICLE V
BOARD OF DIRECTORS
ASSOCIATE DIRECTORS**

Section 1. Number and Qualification

The business and affairs of the Association shall be managed by a Board of Directors, thirteen (13) in number, with the Directors being members, in good standing, of the Association.

Section 2. Election

At each Annual Meeting of the membership, there will be up to five (5) directors elected who shall hold office for a term of 5 years. There will be a nominating committee to propose names to fill a slate of qualified nominees from which the five (5) directors or fewer will be elected. Candidate applications must be received 30 days prior to the annual meeting. Nominations from the floor are allowed, provided they are seconded, and approved by no less than half ($\frac{1}{2}$) of the eligible voters present at the meeting. If approved, the floor nominee will be added to the ballot. Each nominee will be voted upon individually, with the candidates receiving the highest number of votes being elected. Each Director elected shall hold office for the term elected until a successor shall be qualified and elected.

Directors will be elected by the following schedule; Year A – three (3) directors, Year B – three (3) directors, Year C – three (3) directors, Year D – two (2) directors, Year E – two (2) directors.

Section 3. Number of Terms

The number of terms which a Director is elected to serve shall be limited to one (1) five (5) year term.

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Section 4. Ex-Officio Members

Purdue Extension, Kosciusko County, Agriculture/Natural Resources Educator, Consumer and Family Sciences Educator, and the 4-H Youth Development Educator, by virtue of their offices, will be members of the Board. They shall serve in advisory capacities with no voting power.

Section 5. Past Presidents

The past Presidents of the Association are neither elected nor selected to the position of Past President. They will obtain this designation by being previously elected and serving as President of the Kosciusko County Community Fair, Inc. They will act in the same manner as an Ex-Officio member, with no voting power during Association meetings with the exception of the Immediate Past President who shall have voting rights on the Executive and Personnel Committees. The number of Past Presidents shall not be limited by these bylaws.

Section 6. Associate Directors

Associate directors will be recommended to serve by the 4-H Council, Organizations, or President. An Associate Director will serve one year, with the term ending at the termination of the fiscal year (September 30th). An Associate Director does not have to be a member of the fair Association. They shall serve in advisory capacities with no voting power.

Section 7. Vacancies

Vacancies on the Board of Directors occasioned by an increase in the number of Directors shall be filled by the vote of the members entitled to vote therefore at an Annual or Special Meeting. Any Director so elected by the members shall hold office until his/her successor shall be elected and qualified.

- A. A director may be removed pursuant to Paragraph B if he/she should miss three consecutive meetings without an excused absence.

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- B. Any Director elected or appointed to the Board of Directors may be removed by the Board of Directors upon the affirmative vote of not less than a two-thirds (2/3) majority of the Board of Directors or of the Association Membership. Any vacancy occurring for any reason shall be filled by another individual appointed by the President and approved by the majority of the Board of Directors.
- C. Any vacancy in the Board of Directors caused by death, resignation or otherwise, except by an increase in the number of Directors shall be filled by the majority vote of all remaining Directors. A Director so appointed shall serve until the next Annual Meeting, upon which the director shall be retained by a vote of the membership to serve the remaining term.
- D. Any vacancy of the Associate Directors caused by death, resignation or otherwise, except by an increase in the number of Associate directors, shall be filled by the appointment of the 4-H Council, Organization, or President. The appointed Associate Director will serve for the unexpired term of the Associate Director he replaces.
- E. Any person filling the vacancy of a director's term may serve one (1) five (5) year term thereafter.
- F. Any vacancy shall be filled within ninety (90) days of the occurrence of the vacancy.

Section 8. Annual Meeting

Unless otherwise agreed upon, the Board of Directors shall meet each year, one week following the Annual Meeting of the Members, for the purpose of organization, election of Officers of the Association, and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of the Annual Meeting.

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Section 9. Other Meetings

Other meetings of the Board of Directors may be held regularly pursuant to a resolution of the Board to such matter or may be held upon the call of the President or any two (2) members of the Board upon giving forty-eight hours' notice, specifying the time and place and general purposes of the meeting, given to each Director either personally or by mail, email or telephone. No notice shall be necessary for any regular meeting, and notice of any other meeting may be waived in writing or by email. Attendance at any such meeting shall constitute waiver of notice of such meeting.

Section 10. Quorum

A majority of members of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business. The act of the majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors.

Section 11 Electronic Voting

In the event that a decision must be made during an interim period between meetings, an electronic vote may be taken. The President at his/her discretion shall be the only member allowed to call for an electronic vote. The item to be voted on shall be presented via email to all members of the board of directors and a two (2) day period shall pass in which all directors shall have the opportunity to respond. At the end of the day (2) day period, the votes shall be tallied and announced. The responses are to be sent to and tallied by the secretary of the association.

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**ARTICLE VI
OFFICES**

Section 1. Offices and Qualifications

The officers of the Association shall be the President, a 1st Vice President, a 2nd Vice President a Secretary, a Treasurer and such assistant officers as the Board of Directors shall determine. All officers shall be chosen from and appointed by the Board of Directors. No two (2) offices may be held by the same person. A Director is to have at least one (1) year of experience as a Director of the Association to be eligible for any officer position. A Director must have served as a 1st or 2nd vice president, or have been a past president to be eligible to run for the office of president.

Section 2. Terms of Office

Each officer of the Association shall be chosen and appointed by the Board of Directors unless otherwise agreed upon, at the next stated meeting of the Directors following the Annual Meeting. Each officer shall hold office for a term of one (1) year until his/her successor is appointed by the Board of Directors. At that time, the officers elected will be The President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer.

Section 3. Vacancies

Whenever any vacancies shall occur in any of the offices of the Association for any reason, the same shall be filled by the Board of Directors at a special or stated meeting thereof, and any officer so appointed shall serve for the unexpired term of the officer he replaces.

Section 4. Extension

The term of office may be extended for the offices of the President, 1st Vice President, 2nd Vice President, Secretary and Treasurer by a majority vote of the Board of Directors and the acceptance of that officer, but with these restrictions; the President shall not be allowed to serve more than two (2) consecutive terms.

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Section 5. Removal

Any officer of the Association may be removed at the pleasure of the Board of Directors whenever a majority of such Board shall vote in favor of such removal.

Section 6 Appeal

Any Director, Officer or Past President that has been removed from the Fair Board by the action of the proper authority may request a review and reversal of such action by the Appeal Committee.

ARTICLE VII
POWERS AND DUTIES OF
OFFICERS and DIRECTORS

Section 1. President

Subject to the general control of the Board of Directors, the President shall discharge all the usual functions of the Chief Executive Officer of an Association. He/she shall preside at meetings of members and shall have such other powers and duties as this Code of Bylaws or the Board of Directors may prescribe. The President shall have the right to vote on all matters before the Board of Directors, whether the vote is necessary to create a tie vote, break a tie vote, or otherwise.

Section 2. 1st Vice President

The 1st Vice President shall have all powers of and perform all the duties incumbent upon the President during his/her absence or disability and shall have such other powers and duties as the Code of Bylaws or the Board of Directors may prescribe.

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Section 3. 2nd Vice President

The 2nd Vice President shall have all powers of and perform all the duties incumbent upon the 1st Vice President during his/her absence or disability and shall have such other powers and duties as the Code of Bylaws or the Board of Directors may prescribe.

Section 4. Secretary

The Secretary shall attend all meetings of the members and of the Board of Directors, and shall keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and he/she shall perform a like duty, when required, for all committees appointed by the Board of Directors. He/she shall attest all deeds, leases, agreements and other official documents executed by the Association and affix the Corporate Seal thereto. He/she shall attend to the giving and serving of all notices of the Association required by this Code of Bylaws, shall have custody of the books (except books of account), records and corporate seal of the Association, and shall have such other powers and duties as this Code of Bylaws or the Board of Directors may prescribe.

Section 5. Treasurer

The Treasurer shall be bonded and keep correct and complete records of account, showing accurately at all times the financial condition of the Association. He/she shall be the legal custodian of all monies, notes, securities and other valuables, which may from time to time come into the possession of the Association. He/she shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Association, and shall have such other powers and duties as the Code of Bylaws or the Board of Directors prescribe.

Section 6. Assistant Officers

Such assistant officers as the Board of Directors shall from time to time designate and elect shall have such powers and duties as the Officers whom they are elected to assist shall specify and delegate to them and such other powers and duties as this Code of Bylaws or the Board of

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Directors may prescribe. An assistant secretary may, in the event of the absence or disability of the secretary, attest to the execution by the Association of all documents and affix the Corporate Seal thereto.

Section 7. Past Presidents

The Past Presidents of the Association shall serve as advisors until they indicate their intent to cease participating or otherwise removed as provided by these Bylaws. Past Presidents are to notify the Association each year as to whether they wish to be active.

Section 8. Directors

The affairs of the Association shall be managed by the thirteen (13) directors who shall also have the responsibility of carrying out the purposes of the Association. In addition to the general control previously given, the Directors are specifically empowered with full and final authority in any matters specifically relating to the operation of the Kosciusko County Community Fair, Inc., including planning, programs, and layout. Additionally, the Directors shall have the full and final authority in matters relating specifically to:

- A. Bylaws
- B. Corporate borrowing
- C. Prepayment of term debt
- D. Contracts and/or agreements
- E. Disbursements for any item
- F. Buildings and improvements construction
- G. Sale and/or purchase of real estate
- H. Approval of any financial budget
- I. Approval of the selection of the Association Legal Counsel and the Association Accountant.

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Section 9. Executive Committee

In addition to the powers granted as Directors, the Executive Committee shall have the power to act upon all matters concerning the operation and management of the Association. All decisions shall be subject to the review and approval of the Fair Board except the following that the Executive Committee will have the exclusive power to act:

- A. Conduct the day to day business of the Association and to delegate such responsibility and authority as necessary.
- B. Engage in negotiations on agreements and/or contracts that are subject to the approval of the Directors.
- C. Approve contracts or agreements with a term of one (1) year or from \$5,000.00 or less and/or with an expenditure of \$10,000 or less on budgeted items.
- D. Any contract involving entertainment on the Fair Grounds regardless of the monetary value.
- E. Approve capital expenses for any item costing \$5,000 or less on the capital budget.
- F. Act on behalf of the Fair Board concerning emergency matters for items costing \$10,000 or less where time may be of the essence or it is impractical to contact a majority of the Board of Directors for a decision and where the protection of corporate assets is necessary.
- G. Creation and management of financial budgets.
- H. Selection the Association Legal Counsel.
- I. Selection the Association Accountant.
- J. Act on behalf of the Fair Board concerning all legal matters, but the final decision shall be subject to the approval of the Board of Directors.

Section 10. Legal Counsel

Legal Counsel is to advise on all legal matters and affairs of the Association. However, Legal Counsel is not entitled to vote as a member of the Executive Committee.

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Section 11. Financial Advisor

Financial Consultant is to advise on all financial matters and affairs of the Association. However, Financial Consultant is not entitled to vote as a member of the Executive Committee or as a Director.

Section 12. Associate Directors

Kosciusko County 4H Council, Kosciusko County Extension Board and Kosciusko County Extension Homemakers will appoint three (3) people to serve as Associate Directors. These directors shall serve as bi-directional communication conduits between both organizations.

**ARTICLE VIII
STANDING COMMITTEES**

Section 1. Standing Committees

The following standing committees shall continue within the fiscal year:

A. Executive Committee

The Executive Committee shall consist of the immediate past President, President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and Corporate Legal Counsel, each of who shall serve unless otherwise removed as provided in the Bylaws. All members of the Executive Committee shall be entitled to a vote on matters presented to such committee except Corporate Legal Counsel.

B. Nominating committee

The Nominating committee shall consist of the President, a Vice President, Secretary, and two (2) Association Members in good standing. The duty of the Nominating Committee shall be to meet and nominate persons for the offices of the Association.

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C. Long-Range Plan Committee

1. The Long-Range Plan Committee shall consist of two (2) officers and one (1) Past President selected by the President, three (3) directors, association members or persons of the community at large which are selected by the Board of Directors and one (1) representative from the Kosciusko County 4-H Council.

2. The Long-Range Plan committee shall annually select its chair from those serving on the committee. The duties of the Long-Range Plan Committee shall be to consider and review any proposed or anticipated changes to the Fair or Fairgrounds with respect to its physical location, layout, building construction, building maintenance, utility adequacy, land acquisition, or any other proposal or anticipated change that affect the physical appearance, adequacy, or growth of the Association's Fair, Fairgrounds, or its real estate assets. Any suggestion, recommendation, directive, or action taken by the Long-Range Plan Committee shall be subject to the review and approval of the Executive Committee.

D. Finance Committee

The finance Committee shall be chaired by the Treasurer and serve as an oversight review of any matters dealing with monetary receipts, disbursements, deposits, investments, borrowing placement of funds, budgets, pricing, charges, commissions, fees, purchasing, etc. The Committee shall be made up of not less than (3) and not more than four (4) qualified persons experienced in accounting, banking or business management. The participants need not be a Fair Board Member but must be approved by the Executive Committee. Their recommendations and concerns are to be submitted to the Fair Board President.

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E. Personnel Committee

The Kosciusko County Community Fair, Inc. shall have a Personnel Committee chaired by the current Board President, its 1st Vice President and the Immediate Past President or one additional director who is to be chosen by the President. The Personnel Committee is responsible for the management of corporate employees and all personnel matters (wages, salaries, working conditions, etc.). It is to do employee evaluations for promotion and/or separation. It may delegate these responsibility as deemed necessary; however. The committee is to serve as the final authority.

Section 2. Special Committees

Special Committees may be formed by the President or the Executive Committee as specifically needed. Participation on these committees is not limited to the current Fair Board. Any actions, suggestions, or directives made by a Special committee shall be reviewed by the President or the Executive Committee. All special committees shall terminate at the end of the fiscal year or at the end of their assignment as specified at the time of their creation.

Section 3. Appeal Committee

The appeals committee shall consist of seven persons: The President, two (2) members of the Board of Directors that are not on Executive Committee, two (2) non-board Association Members, all selected by the President and two (2) non-board members of the association agreeable to both the President and the person filing the appeal..

The decision of the majority of the Appeals Committee shall be final.

This committee shall be created on-demand and shall terminate after deciding the single issue before them.

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Section 4. Bylaws Committee

The Bylaws Committee shall consist of eight (8) persons: minimum required members are The President, a past president, two (2) members of the Board of Directors, four (4) non-board Association Members, all selected by the President.

The Bylaws Committee shall be responsible for receiving, reviewing, evaluating, formulating, and recommending changes in the bylaws. The committee shall oversee that the current bylaws of the Association are collected and published. The President, with assistance from the committee, shall evaluate the proposed changes for clarity, proper wording, and consistency with existing articles and sections. With the approval of a majority of the members of the committee, the committee may conduct business by telephone, mail, or any other means of communication it deems necessary.

The committee shall on an annual basis review the bylaws for consistency and relevance. The committee shall formulate its findings as proposed changes for consideration by the association membership at the Annual Meeting of the Members.

The committee shall be created annually or as needed and shall exist up to the date of the annual membership meeting. After which, the committee shall conclude and dissolve.

**ARTICLE IX
MISCELLANEOUS**

Section 1. Corporate Seal

The Seal of the Association shall be circular in form with the name of the Association around its periphery and the word "Seal" through the center.

Section 2. Fiscal Year

The Fiscal year of the Association shall begin on the first day of October of each year and shall end on the 30th day of September of the next year.

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Section 3. Rules of Order

Meetings of members and meetings of the Board of Directors shall be governed by the rules contained in Robert's Rules of Order revised in all cases in which such rules are applicable and are not inconsistent with the Indiana General Not-for Profit Association Act, the Articles of the Reorganization, this Code of Bylaws or any special rules of order adopted by the members or board of Directors.

Section 4. Execution of Contracts

Unless otherwise ordered by the Board of Directors, all written contracts entered into by the Association shall be executed on behalf of the Association by the President or 1st Vice President, and Corporate Seal affixed thereto and attested by the Secretary or an Assistant Secretary.

Section 5. Negotiable Instruments

All checks, drafts or orders of the Association shall be signed by the Treasurer or an Assistant Treasurer and such other Officers, if any, as the Board of Directors shall specify by resolution. All notes or other negotiable instruments shall be shall be executed on behalf of the Association by the President or 1st Vice President and one other officer which shall be the 1st Vice President, where the President is a signor, the 2nd Vice President or the Treasurer and shall be attested to by the Secretary or Assistant Secretary unless the Board of Directors shall specify otherwise.

Section 6. Indemnification

The Association shall indemnify any person made a party to any proceeding by reason of the fact that he/she is or was a Director, Officer, or employee of the Association, against liabilities and expenses, including attorney's fees, incurred in connection with defense of the action. The right to indemnification conferred by this section shall not restrict the power of the Association to make any indemnification permitted by law.

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**ARTICLE X
AMENDMENT PROCEDURE**

Revision or amendments to the Bylaws may be proposed by any member or any director. Any such proposed revision or amendments shall be submitted in writing to the Bylaws Committee not less than ninety (90) days prior to the date of the next annual meeting. Each member shall receive in writing all proposed revisions or amendments to the bylaws not less than thirty (30) days prior to the next annual meeting of the members. Proposed revisions or amendments (not including grammatical or spelling corrections) shall be presented by the Board of Directors to the membership at such next annual meeting. A majority of the members voting shall be required to revise or amend the bylaws, provided a quorum is present.

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**ARTICLE XI
PROVISIONS FOR REGULATION AND CONDUCT
OF THE AFFAIRS OF THE ASSOCIATION UNDER
SECTION 501 C (3) OF THE INTERNAL REVENUE CODE**

Kosciusko County Community Fair, Inc, is organized exclusively for charitable and educational 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law). No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under Section 501 C (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Association, contributions to which are deductible under Section 170 C (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, to Kosciusko County Community Foundation, Inc., or if it does not qualify, to organizations organized and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 C (3) of the Internal Revenue Code of 1954 (or the corresponding provision of my future United States Internal Revenue Law), as the Board of Directors shall by a Court of Competent Jurisdiction exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE XII
Amendments**

The power to make, alter, amend or repeal these bylaws is vested in the members and directors of the Corporation.

These bylaws were last amended at the Annual Meeting held November 16, 2020.



Kevin Harris, Secretary

