BYLAWS of
MINNESOTA FEDERATION of COUNTY FAIRS
(Approved January 15, 2017)

ARTICLE 1- NAME and PURPOSE

Section 1 - Name: The name of this organization is the Minnesota Federation of County Fairs or abbreviated as "MFCF" (herein, the "Federation"). It is a nonprofit corporation incorporated under the laws of the State of Minnesota.

Section 2 - Purpose: The purpose of this Federation is as stated within the Articles of Incorporation, as amended from time to time, which is to promote the interests of County and District fairs throughout Minnesota and to encourage all agricultural pursuits and any other business incidental thereto or connected therewith. The Federation shall also help guide, educate and inform Minnesota county fairs on Minnesota's laws and pending legislation and to hold an annual convention to provide education, ideas and presentation of Minnesota county fairs.

ARTICLE II — MEMBERSHIP

Section 1 - Eligibility of Membership: To be a voting member (member in good standing) of the Minnesota Federation of County Fairs an applicant must be registered with the Minnesota Department of Agriculture as an Agricultural Society or association under Section 38.02 subd. 1, Minn. Stats., as amended from time to time. Upon the payment of annual dues, the applicant shall be admitted to the Minnesota Federation of County Fairs. An individual person may acquire a life membership in this Federation by three-fifths majority vote of the Federation Board of Directors. A life member shall have voting rights in this Federation.

Section 2: Dues: The annual fee for membership in this Federation shall be determined by the Board of Directors of the Minnesota Federation of County Fairs but not less than $25.00.

Section 3 - Rights of members: Each County or District Agricultural Society or association holding membership in this Federation is entitled to send three delegates and three alternate delegates to the Annual Meeting. Each County or District Agricultural Society or association shall have three seated delegates for the Annual Meeting which shall be filled by the three named delegates, and then the alternate delegates as needed so as to provide the three seated delegates. Each seated delegate is entitled to cast one vote for each matter properly brought before the Annual Meeting of the Federation.

Section 4 - Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III — MEETINGS of MEMBERS

Section 1 – Annual Meeting: The annual meeting of the MFCF shall be held during the month of January each year in cooperation with the annual meeting of the State Agricultural Society at such time and place as may be fixed and determined by the Board of Directors of this Federation

(the "Annual Meeting"). The time and place of such Annual Meeting shall be posted on the website at least three (3) weeks prior to the date of the Annual Meeting.

Section 2 - Special meetings: The Board of Directors shall convene a special membership meeting by the President or by a request of three (3) members of the Board of Directors to the Executive Secretary.

*Section 3 - Notice of special meetings: N*otice of each meeting, time and place, shall be given to each Fair in good standing, by mail or email not less than five days prior to the meeting.

Section 4 - Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 5 - Voting: Each member organization must pay the annual dues to the Federation before exercising any voting privileges at the Annual Meeting or any other Federation meetings. 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.

Section 6 – Rules: Robert's Rules of Order shall be used at all meetings.

ARTICLE IV — BOARD of DIRECTORS

Section 1 - *Board roll:* The board of directors is responsible for overall policy and direction of the Federation, and shall delegate responsibility for the day-to-day operations to the staff and committees.

Section 2 – Terms and Elections President and Vice-President: At the Annual Meeting starting 2018 and every even year thereafter, a president and vice-president shall be elected, each for a term of two years to serve no more than one elected term, if there is a vacated office of President or Vice-President the election of President and Vice-President is to take place at the odd year Annual meeting, if there is a vacated office of the Vice-President the election of the Vice President is to take place at the odd year Annual meeting for a term of one year. To be elected President or Vice-President; the candidate must receive a majority of all votes cast for that particular office by the voting delegates representing the voting members throughout the state.

a. President: The candidate for President is the Vice-President of this Federation. In the event, there is no Vice President the most senior director of this Federation would be the nominee at the Annual Meeting for election to fill the term.

b. Vice President: A candidate for Vice President of this Federation most senior director of this Federation would be the nominee at the Annual Meeting for election to fill the term.

c. In the event, there are two or more directors with same seniority the MFCF Board will vote on the seniority of the qualified directors to fill such position prior to the Annual Meeting.

d. In the event that both offices need to be filled in the same year the most senior Director shall be the nominee for President and the second most senior Director shall be the nominee for Vice President.

e. Should a Vice President or Director decline to fill the position which their respective seniority qualifies, then their term on the board shall cease at such time.

Section 3 – Terms and Elections Directors: At the Annual Meeting in odd-numbered years, a director shall be elected from each of the odd-numbered Federation Districts and at the Annual Meeting in each of the even-numbered years, directors are to be elected from even-numbered Federation Districts. All Directors are selected for two-year terms. To be declared an elected director, the candidate must receive a majority of all votes cast for that particular office by the voting delegates of member fairs within the district caucus to which his/her fair belongs. A candidate for District Director for the Minnesota Federation of County Fairs at the Annual Meeting must be all of the following:

a. A duly certified delegate or alternate from the Federation District in which the fair is located with the fair being in good standing.

b. A fair board member from the fair presenting its credentials form for delegates.

c. A district director cannot be the president or vice president and a director of the MFCF at the same time

Vacancies on the MFCF Board of Directors shall be filled by the board of directors until the next Annual Meeting. If the past president office becomes vacant it will stay vacant until the present president's term is completed.

Section 4 – Term and appointment of Executive Secretary (secretary): The Executive Secretary shall be appointed by the Board of Directors annually at the *Annual Reorganization Meeting* of the MFCF Board of Directors if the position is then-vacant. The candidates for such position may be a director from the Board of Directors or a person hired from a slate of applicants obtained through an application process identified by the Board. The new hiring prosses will be done in a timely matter. The Executive Secretary does not have any term limits. The Executive Secretary does not have to be a member of the MFCF Board of Directors to be appointed. If the Executive Secretary is not a Director of the Board he/she shall have no voting rights.

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Section 5 – Term and appointment past president: The past president is the most recent past president that has fulfilled their term. The past president shall have a term of two years. When a past president finishes his/her term as president he/she automatically becomes the past president and may take the two-year term. The Past President has no voting rights on the Board of Directors.

Section 6 - Term and appointment of Treasurer: The Treasurer shall be appointed by the Board of Directors annually at the *Annual Reorganization Meeting* of the MFCF Board of Directors if such position is then-vacant. The candidates for such position may be a director from the Board of Directors or a person hired from a slate of applicants obtained through an application process identified by the Board which at minimum should include an accounting background. The Treasurer does not have any term limits. The Treasurer does not have to be a director of the MFCF

Board of Directors to be appointed. If the Treasurer is not a Director of the Board he/she shall have no voting rights.

Section 7 – Quorum: A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

Section 8 - Officers and Duties: There shall be five officers of the board, consisting of a president, vice-president, past president, executive secretary and treasurer. Their duties are as follows:

a. The President shall preside at all meetings of the board and at all meetings of the Federation. He/she shall sign all resolutions and instruments necessary and proper for the conduct of the affairs of the Federation, and shall perform all acts necessary and proper in his/her position as President. He/she shall be a voting member of the Board of Directors.

b. The Vice-President shall perform all the duties of the President whenever the President is absent or unable to act. He/she shall act as chairperson of the Member relations committee and in his/her absence an appointed chairperson shall act. He/she shall be a voting member of the Board of Directors.

c. The past president shall advise the board but shall not be a voting member.

d. Executive Secretary or other positions to perform administrative duties of the Federation as defined by a job description. The Executive Secretary shall be responsible for but not limited to 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. Shall distribute the proposed minutes within ten business days of a meeting.

e. The Treasurer shall keep a true and accurate record of all proceedings and of the receipts and expenditures of the Federation. At the Annual Meeting of the Federation he/she shall submit an annual report summarizing the past year's activities and setting forth in detail the receipts and expenditures.

f. The Treasurer shall pay all just claims not to exceed $2500.00. Claims larger than $2500.00 shall be co-signed by the President after he/she is satisfied that the claim is just and true.

Section 9 - Resignation, termination: Resignation from the board must be in writing and received by the Executive Secretary. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 – Officer's Bond: The Treasurer shall furnish a surety bond in the sum of $10,000.00, a copy of which is to be sent to the President and retained by the President. The Board of Directors may provide a surety bond for other Board members or staff as deemed appropriate. The premium for said surety bond is to be paid by the Federation.

Section 11 – Compensation: All members of the Board of Directors shall be paid a per diem to be fixed by the Board of Directors at the re-organizational meeting. In addition, they shall be paid mileage for each mile traveled to Board Meetings or to any authorized committee meetings and returning home by the most direct route. The rate per mile is to be paid at the then applicable Internal Revenue Service mileage rate. The Executive Secretary and Treasurer shall be reimbursed

for actual traveling expenses incurred in the performance of his/her duties for the Federation as determined by the MFCF Board. The Executive Secretary, treasurer and any other shall be compensated for their work for the MFCF and the compensation set by the MFCF Board of directors.

ARTICLE V – BOARD MEETINGS

Section 1 – Meetings: The Board of Directors of the Federation shall meet at least four times a year to conduct the business of the Federation. The schedule of MFCF Board meetings shall be prepared at the annual reorganizational meeting. If there are any changes to the schedule, there shall be a notice given at least 2 weeks in advance. A notice shall be provided either by letter, email, at a meeting or telephone call.

Section 2 - 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 ten days in advance.

Section 3 – Reorganization meeting: The first meeting of the MFCF Board of Directors after annual convention of MFCF members will be called the "Annual Reorganization Meeting".

Section 4 – Rules: Robert's Rules of Order shall be used at all board meetings.

ARTICLE VI — COMMITTEES

Section 1 - Committee formation: The board may create committees as needed, such as: Audit and Finance, Associate Member, IAFE, Legislative, Member Relations, Nominations, Website, Communications Contest, Credentials, Delegates and Guest Registration, Fair Person of the Year, Great Exchange, Life Members, Program, Registration, Resolutions, Service Awards, Showcase etc. The board president appoints all committee chairs.

Section 2 – Audit committee: The Treasurer shall act as a consultant to the Auditing Committee. Three delegates, each from a different District, shall act as the auditing committee and report to the membership at the Annual Meeting.

Section 3 - Member Relations Committee: Any grievance must be explained in writing and sent to the Vice-President prior to December 1 of the year in which the grievance is claimed. A copy will be sent to each officer and Board Member. The vice president of the Board is the chair of this committee.

Section 4 – Committee Duties: The board members will receive from the Executive Secretary committee sheets that explain what all the standing committees do, on or before the annual reorganizational meeting.

ARTICLE VII - Hennepin County Agricultural Society

Section 1 -- The Hennepin County Agricultural Society: The Hennepin County Agricultural Society shall, for the Articles of Incorporation of Minnesota Federation of County Fairs and of all by-laws supporting such Articles of Incorporation be considered as functional wholly in District no. 5.

ARTICLE VIII - Associate Members

Section 1 - Associate Members: Any individual, firm or company, in good standing with the Federation can become an Associate Member in the Minnesota Federation of County Fairs by making application to the Minnesota Federation of County Fairs and upon payment of membership dues, which are established by the Board of Directors. Associate members are not voting members in the Federation.

ARTICLE IX - Petition to Change Districts

Section 1 - Petition to Change Districts: Fairs wishing to change districts must meet the following criteria:

a. The fair must be adjoining the district in which it wishes to join.

b. The fair must submit a written statement to the Minnesota Federation of County Fairs Board of Directors at least four weeks prior to the convening of the Annual Meeting stating the reason for the request.

c. The fair requesting a transfer from one district to another must receive the approval of the receiving district.

d. The fair requesting a transfer from one district to another must receive the approval of the releasing district.

ARTICLE X – AMENDMENTS to the BYLAWS

Section 1 – Amendments to the bylaws: These By-laws may be altered *or* amended only at the Annual Meeting of the membership. Written notification of proposed by-law changes must be sent to the membership no less than two weeks prior to the Annual Meeting.

Certification

These bylaws were approved at the Annual Meeting of the Minnesota Federation of County Fairs by a majority vote of the voting members on January 15, 2017.

Executive Secretary Tiffany Kuek Date 1/15/2017

President Sharon R Stillings Date 4/12/2017