

## **ARTICLE I - PURPOSE AND POWERS**

The purpose for which this Association is formed and the powers which it may exercise are set forth in the Articles of Incorporation of the Association.

## **ARTICLE II - MEMBERSHIP**

**SECTION 1. QUALIFICATIONS.** The qualifications of the members of this Association shall be that they shall either be residents and citizens of Pasco County, Florida, or that they be owners of real property located within Pasco County and engaged in or connected with agricultural or horticultural activities within the County. They shall be elected to membership by the Board of Directors of this Association. The Board of Directors may also provide, upon such terms as they may determine, for ex-officio membership in this Association by persons, firms, partnerships, corporation, or associations not possessing any of the above qualifications.

**SECTION 2. PROCEDURE FOR ESTABLISHING MEMBERSHIP.** Any person, firm, partnership, corporation or association meeting the aforementioned qualifications for membership, desiring membership in the Association may, either through their own proper person, or through the acts of a member of the Association, direct an application for membership to the Board of Directors, stating briefly their name, address, telephone number, occupation or business enterprise. Thereafter, the Board of Directors shall have discretionary authority to approve or reject such application for membership as appears in the best interest of the Association.

**SECTION 3. PERIOD OF MEMBERSHIP.** The period of membership shall be for a period of one fiscal year as defined in Article XI; provided, however, that the Board of Directors of the Association may from time to time, provide for Life Membership in the Association for any person, firm, partnership, corporation, or association as the Board determines appropriate and deserving.

**SECTION 4. SUSPENSION OR TERMINATION.** The Board of Directors of the Association may suspend the rights of, or terminate the membership of a member, with or without cause, or hearing, by a vote of not less than two-thirds (2/3) of the membership of the Board of Directors.

**SECTION 5. MEMBERSHIP DUES.** The annual membership dues will be those prescribed by the Board of Directors of the Association.

**SECTION 6. MEMBERSHIP CARDS.** The Board of Directors shall cause to be issued to each member annually an appropriate membership card, which shall be in such form as the Board of Directors may prescribe but shall not be transferable.

## **ARTICLE III - MEETING OF MEMBERS**

**SECTION 1. ANNUAL MEETING.** The annual meeting of the members of the Association shall be held in Pasco County, State of Florida on any date which the Board of Directors shall designate at least thirty (30) days in advance of the date specified. Notice of the meeting shall be sent to all current Association members. A meeting may be held at any time and attendance at a meeting shall constitute an automatic waiver of notice thereof.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the members of the Association may be called at any time by order of the Board of Directors, and shall be called at any time upon written request of at least ten percent (10%) of the members. The request shall be addressed to the President of the Association, and state the time, place and object of the meeting.

**SECTION 3. NOTICE OF MEETINGS.** Written or printed notice of every regular and special meeting of the members shall be prepared and lawfully mailed to the last known post office address of each members not less than ten (10) days before such meeting. Such notice shall state the object or objects thereof and the time and place of meeting and at the discretion of the Board of Directors may be given by publishing the same at least ten (10) days prior to the date of the meeting in a newspaper of general circulation in Pasco county, Florida where the principal place of business of the Association is located. No business shall be transacted at special meeting other than that referred to in the call.

**SECTION 4. VOTING.** Each member shall be entitled to only one vote. Voting by proxy, with permission in writing from the proxy voter, shall be permitted. Cumulative voting, or split voting shall not be permitted. Absent members may vote on specific questions other than the removal of Directors by ballots transmitted to the Secretary by mail; and such ballots shall be counted only in the meeting at the time at which such vote is taken, provided that all members have been notified in writing, pursuant to action by the Board of Directors, of the exact wording of the motion or resolution upon which such vote is taken, and a copy thereof is forwarded with and attached to the vote of the member voting. Unless otherwise provided by law, the Articles of Incorporation, or these By-laws, affirmative votes by a majority of the membership voting in person, by proxy and by mail shall be necessary to pass any question presented to the membership for such vote.

**SECTION 5. QUORUM.** Thirty percent (30%) of the membership shall constitute a quorum for the transaction of business at any meeting of the Association except for the transaction of business concerning which a different quorum is specifically provided by law, by the Articles of Incorporation, or these By-laws; provided that in the event a quorum is not present, such meeting may be adjourned from time to time by those present until a quorum is obtained. If such a quorum shall not have appeared in response to two (2) consecutive calls, the attending members shall constitute a quorum.

**SECTION 6. ORDER OF BUSINESS.** The order of business at the annual meeting shall be:

1. Roll Call.
2. Proof of due notice of meeting.
3. Reading and disposal of Minutes.
4. Annual reports of Officers and Committees.
5. Unfinished Business.
6. New Business.
7. Election of Directors.
8. Adjournment.

## **ARTICLE IV - DIRECTORS AND OFFICERS**

**SECTION 1. NUMBER AND QUALIFICATIONS OF DIRECTORS.** The Association shall have a Board of Directors of thirty-two (32) members of whom thirty (30) members thereof shall be elected by the membership; that the thirty-first member of said Board of Directors shall be an ex-officio Director and shall be a representative of and appointed annually by the extension Homemakers Council of Pasco County, Florida; and that the thirty-second and thirty-third members of said Board of Directors shall be ex-officio Directors, and shall be County Commissioners of Pasco County, Florida. The qualifications for Directors of the Association shall be that each Director shall be a current paid-up member of the Association for at least one year and shall have made some worthwhile contribution of time and/or in-kind services to the Association during that time.

**SECTION 2. ELECTION OF DIRECTORS.** A nominating committee, comprised of five (5) Directors whose term is not due to expire, appointed by the President of the Association and approved by the Board of Directors at least thirty (30) days prior to the election of Directors shall present names of nominees to the Board of Directors' meeting held immediately preceding the annual fair for approval. The approved nominees shall be presented to the membership at the annual meeting and additional nominations for Directors may be made from the floor at the time of election. The terms of office of Directors shall be for a period of three (3) years, ten Directors shall be elected each year. All Directors, if requested by any member of the Association attending the Annual Meeting, shall be elected by secret ballot and in each election the nominees receiving the greatest number of votes shall be elected provided, however, each ballot to be valid must contain ten (10) separate and individual candidate's names. The Board of Directors of the Association shall have the power to designate as "Directors Emeritus" those individuals who have previously served as regularly elected Directors, and who the Board of Directors feels appropriate and deserving of such recognition. Such Directors Emeritus shall have the ability to fully participate in meetings of the Board of Directors; however they shall not hold an officer position and shall not be counted in determination of a quorum for such meeting.

**SECTION 3. ELECTION OF OFFICERS.** Nominations for Board of Directors officer positions shall be submitted to the Secretary within two weeks following the annual election of the Board of Directors. The Secretary shall confirm the nominees accept their nomination and shall distribute the list of officer nominations to the Board of Directors members at least one week in advance of the election. Nominations from the floor are allowed when the nominee is present to accept the nomination. The Board of Directors shall meet within thirty (30) days after each annual election and shall elect by ballot a president, vice-president, secretary and treasurer (a secretary-treasurer), each of whom shall hold a term of office for one year or until the election and qualification of his/her successor unless earlier removed by death, resignation, or for cause. The president shall hold no more than three (3) consecutive terms of office. The president, vice-president, secretary and treasurer shall be members of the Board of Directors. The president and vice-president shall have been a member of the Board of Directors for a minimum of three (3) years and must have served on one of the three (3) standing committees. The outgoing president shall take the office of Immediate Past President. If the outgoing president is removed by death, resignation, or for cause, the Immediate Past President office shall remain vacant for the remainder of the ensuing year. The Board of Directors shall also elect an officer to be known as General Manager, who need not be a member of the Board of Directors, who shall hold a term of office for one year or until the election and qualification of his/her successor unless earlier removed by death, resignation, or for cause. Vacancies in such offices shall be filled by the Board of Directors through election by ballot. The General Manager may also hold another office.

**SECTION 4. VOTING.** Each elected Board of Directors member and Directors Emeritus shall have voting privileges and be entitled to only one vote. Ex-officio Directors are not entitled to voting privileges. Voting by proxy, with signed and dated permission in writing from the proxy voter, shall be permitted for all matters. All proxy forms must be submitted to the Secretary prior to the intended Board meeting.

**SECTION 5. VACANCIES.** Whenever a vacancy occurs in the Board of Directors other than from expiration of a term of office, the remaining Directors may appoint a member to fill the vacancy until the next regular annual meeting of the Association. A majority of the Board of Directors, voting by secret ballot, may declare a directorship vacant for adequate cause if the Director (excluding "Ex-officio Directors" and "Directors Emeritus") fails to attend three (3) consecutive meetings of the Board of Directors without notification to the Fair Office or Secretary and declared as unexcused. The Board of Directors will vote to excuse or not excuse all absent Directors at each meeting. Directors so removed from the Board of Directors for cause shall not be qualified to succeed himself/herself on the Board of Directors for a period of one (1) year.

**SECTION 6. BOARD MEETINGS.** In addition to the meetings mentioned above, regular meetings of the Board of Directors shall be held at least quarterly or at such times and places as the Board of Directors may determine. On the signing of a waiver of notice of a board meeting, such a meeting may be held at any time, and such notice may be waived by any or all the Directors before, at, or after the meeting, and attendance at a meeting shall constitute an automatic waiver of notice thereof. In the absence of specific direction in these By-laws, all meetings will be governed using Robert's Rules of Order.

**SECTION 7. SPECIAL MEETINGS.** A special meeting of the Board of Directors shall be held whenever called by the President or by a majority of the Directors. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing, signed by the person or persons making the call, addressed and delivered to the Secretary, and shall state the time and place of such meeting. On the signing of a waiver of notice of a meeting, a meeting of the Board of Directors may be held at any time; and such notice may be waived by all the Directors before, at, or after the meeting, and attendance at a meeting shall constitute an automatic waiver of notice thereof.

**SECTION 8. COMPENSATION.** A section 501(c)(3) organization must not be organized or operated for the benefit of private interests, such as the creator or creator's family, shareholders, of the organization, other designated individuals, or persons controlled directly or indirectly by such private interests. No part of the net earnings of a section 501(c)(3) organization may inure to the benefit of any person having a personal and private interest in the activities of the organization. As such, the compensation, if any, of the members of the Board of Directors and of the Executive Committee or other committees, shall be determined by the Board of Directors using a process consisting of no less than three (3) competitive bids to avoid any conflict with the 501(c)(3) requirements. Any Director that may benefit from such compensation, or whose relatives may benefit from such compensation, shall not be allowed to vote on such considerations.

**SECTION 9. QUORUM.** The presence of nine (9) Directors shall constitute a quorum at any meeting of the Board of Directors, provided that in the event a quorum is not present, such meeting may be adjourned from time to time by those present until a quorum is obtained. If such quorum shall not have appeared in response to two (2) consecutive calls, the attending Directors shall constitute a quorum.

## **ARTICLE V - DUTIES OF DIRECTORS**

**SECTION 1. MANAGEMENT OF BUSINESS.** The Board of Directors shall have general supervision and control of the business and affairs of the Association and shall make all rules and regulations not inconsistent with law, the Articles of Incorporation or these By-laws, for the management of the business and the guidance of the members, officers, employees and agents of the Association. It shall have installed an accounting system which shall be adequate to the requirements of the business and it shall be its duty to require that proper records be kept of all business transactions. It shall be responsible for the physical security and oversight of all property of the Association.

**SECTION 2. EMPLOYMENT OF PERSONNEL.** The Board of Directors shall have power to employ or authorize the employment of such employees, agents and counsel as it from time to time deems necessary or advisable in the interest of the Association, prescribe their duties, fix their compensation and may dismiss them, or it, with or without cause at any time.

**SECTION 3. BONDS AND INSURANCE.** The Board of Directors may require all officers, agents and employees charged by the Association with responsibility for the custody of any of its funds or negotiable instruments to give adequate bonds. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by the Board of Directors and the cost thereof shall be paid by the Association. The Board of Directors shall provide for the adequate insurance of the property of the Association, or property which may be in the possession of the Association, or stored by it, and not otherwise adequately insured, and in addition adequate insurance covering liability for accidents to all employees and the public.

**SECTION 4. AUDITS.** At least once each year, and at the time of each change in responsibility and accountability by one person for all the property of the Association, the Board of Directors shall secure the services of an independent certified public accountant, who shall make a careful audit of the books and accounts of the Association and render a report in writing thereof, which report shall be submitted to the members of the Association at their Annual Meeting. This report shall include at least (1) a balance sheet showing the true assets and liabilities of the Association; (2) an operating statement for the fiscal period under review which shall show the cost of and receipts from the Association's annual fair or exposition; (3) a statement of all expenses for the period under review; and (4) a statement of sources and application of funds.

**SECTION 5. DEPOSITORY.** The Board of Directors shall have the power to select one or more banks to act as depositories of the funds of the Association and to determine the manner of receiving, depositing and disbursing funds of the Association with the power to change such banks and the person or persons signing such checks and the form thereof, at will.

## **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 meetings of the Board of Directors; (3) perform all acts and duties usually performed by an executive presiding officer; and (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. The President shall perform such other duties as may be prescribed by the Board of Directors.

**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 (OR SECRETARY-TREASURER).** The Secretary shall 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. He/she shall sign all papers pertaining to the Association as he/she may be authorized to sign by the Board of Directors. He/she shall sign all notices required by law and by the By-laws and shall make a full report of all matters and business pertaining to his/her office to the members at the Annual Meeting. He/she shall keep the corporate seal and affix the corporate seal to all papers requiring a seal. He/she shall keep complete membership records and determine who shall be eligible to vote in any Association election or upon any occasion wherein Association business is to be voted. He/she shall act as Secretary to the Executive Committee. He/she shall make all reports required by law and shall perform such other duties as may be required of him/her by the Association or the Board of Directors. Upon election of his/her successor, the Secretary shall turn over to him/her all books and other property belonging to the Association that he/she may have in his/her possession. (In the case of Secretary-Treasurer, in addition to the duties of Secretary prescribed above, he/she shall perform all duties of Treasurer as provided by these By-laws).

**SECTION 4. DUTIES OF TREASURER.** The Treasurer shall have general charge and custody of the financial records of the Association and perform such duties with respect to the finances of the Association as may be prescribed by the Board of Directors.

**SECTION 5. IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall serve as an advisor to the President.

## ARTICLE VII - COMMITTEES

**SECTION 1. EXECUTIVE COMMITTEE.** There shall be created by these By-laws an Executive Committee which shall consist of the President, Vice-President, Secretary, Treasurer, General Manager (unless not a Director), and the chairman of each Standing Committee. The Board of Directors shall allot to the Executive Committee, by written policy approved by the Board of Directors, all or any stated portions of the functions and powers of the Board of Directors. The minutes of any meeting of the Executive Committee shall be read to all Directors during the next meeting of the Board of Directors.

### **SECTION 2. STANDING COMMITTEES.**

**SUB-SECTION 1. BUDGET AND FINANCE COMMITTEE.** The Board of Directors shall elect a Budget and Finance Committee. This committee shall consist of five Board members elected by the Board of Directors and the Treasurer shall serve as an ex-officio member. 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; attend to all financial interests of the Association; make, recommendations to the Board concerning budget and financial matters and all times be under the direction of the Board of Directors.

**SUB SECTION 2. BUILDING AND GROUNDS COMMITTEE.** The Board of Directors shall elect a Building and Grounds Committee which shall consist of five (5) Board members. This committee shall develop plans and make recommendations to the Board of Directors concerning the Fairgrounds, buildings and all tangible property of the Association.

**SUB SECTION 3. ANNUAL FAIR COMMITTEE.** The Board of Directors shall elect an Annual Fair Committee which shall consist of five (5) Board Members. This committee shall develop plans and make recommendations to the Board of Directors concerning the development of the plans for and coordinating the activities of the Annual Fair, and the Committee may appoint such additional sub-committees as necessary for the efficient operation of the Annual Fair.

**SUB SECTION 4. OTHER STANDING COMMITTEES.** The Board of Directors shall have the power to elect all Standing Committees necessary for accomplishing the Association's business.

**SECTION 3. SPECIAL COMMITTEES.** The President shall have the power to appoint all special committees necessary to accomplish the Association's business.

**SECTION 4.** The President and the General Manager shall be ex-officio members of all committees except as so specified in Section 1 – Executive Committee – above, and shall not have voting rights in the committees.

**SECTION 5.** All committees shall keep written minutes of all official committee meetings. The minutes shall be submitted as the official report and record of the committees' activities. They shall be submitted to the Board of Directors in the case of Standing Committees and to the President in case of Special Committees.

## **ARTICLE VIII- DUTIES OF GENERAL MANAGER**

**SECTION 1. IN GENERAL.** The General Manager shall have executive charge of the business and the affairs of the Association under the direction of the Board of Directors. He/she shall have executive charge and supervision of the records of the Association and shall be responsible for the oversight of all property of the Association. He/she shall sign such papers pertaining to the Association as he/she may be authorized or directed to sign by the Board of Directors. The General Manager shall transmit to the Treasurer all money belonging to the Association which comes into his/her possession in the name of the Association, and if authorized to do so by the Board of Directors, shall make all disbursements by check for the ordinary and necessary expenses of the business in the manner and for the purposes prescribed by the Board of Directors. In the absence of the President and Vice-President, the General Manager may preside over a meeting of the Board of Directors. Upon the appointment of his/her successor, the General Manager shall deliver to him/her all money and property belonging to the Association which he/she has in his/her possession or over which he/she has control.

**SECTION 2. DUTY OF ACCOUNT.** The General Manager shall be required to maintain his/her records and accounts in such a manner that the true and correct condition of the business may be ascertained therefrom at any time. He/she shall render annual and periodical statements in the form and in the manner prescribed by the Board of Directors. He/she shall carefully preserve all books, documents, correspondence and records of whatever kind pertaining to the business which may come into his/her possession.

## **ARTICLE IX - DISSOLUTION**

The Association may be dissolved and its affairs wound up voluntarily by a petition signed by a majority of the members either in person or by their agent, which petition shall be presented to a circuit judge, who shall direct notice thereof to be published for such time as he/she may judge expedient. After the expiration of the times of such notice, the circuit judge may decree a dissolution of the Association including the application of its assets toward the satisfaction of the claims of creditors so far as may be and order such public funds remaining to be distributed as recommended by the Board of Directors.

## **ARTICLE X - FISCAL YEAR**

The fiscal year of the Association shall commence on the first day of July each year and shall end on the last day of June of the following year.



## **ARTICLE XI - AMENDMENTS**

**SECTION 1. ARTICLES OF INCORPORATION.** The Articles of Incorporation of the Association may be amended by a majority vote of a quorum of the members attending a meeting, on which notice of the proposed amendment shall have been given. Such approved amendment, upon presentation to a Circuit Judge, as required by law and when approved by such Circuit Judge, shall be come and be taken as part of the original Articles of Incorporation.

**SECTION 2. BY-LAWS.** A majority vote of a quorum of the members attending a meeting, of which notice of the proposed By-laws shall have been given, is sufficient to adopt or amend these By-laws.

## **ARTICLE XII - MISCELLANEOUS PROVISIONS**

**SECTION 1. BY-LAWS PRINTED OR ELECTRONIC COPIES.** After adoption, these By-laws preceded by the Articles of Incorporation, shall be printed or made available in electronic form and a copy thereof shall be given to all Board of Directors members or any member of the Association requesting such.

**SECTION 2. SEAL.** The corporate seal of this Association shall have inscribed on it the name of the Association, Pasco County Fair Association, Inc., and the year of incorporation, 1947.

**SECTION 3. INSPECTION OF BOOKS AND RECORDS.** The Books of the Association and such papers as may be placed on file by the Board of Directors shall at all times during business hours be subject to the Directors and or by member of the Association.