



TANANA VALLEY STATE FAIR ASSOCIATION

By-Laws of Tanana Valley State Fair Association, Inc.

March 25, 2026



I NAME AND LOCATION

The name of this corporation shall be the TANANA VALLEY STATE FAIR ASSOCIATION, INC. The principal place for transacting business shall be Fairbanks, Alaska.

II OBJECT

The object of this corporation is as set down in Article II of the Articles of Incorporation to advance the agricultural, industrial and educational interests of the State of Alaska and to that end, to hold events that educate and entertain the community in Fairbanks, Alaska.

III MEMBERSHIP

Section 1. Membership shall be open to any interested person or business entity that maintains its principal business domicile within one hundred and fifty (150) mile radius of the Tanana Valley State Fair Grounds during the membership term.

Section 2. A membership application must be completed and accompanied by the respective Membership dues/ fees:

Individual membership twenty-five dollars (\$25.00) annually - entitled to one vote

Membership fees/dues are not pro-rated.

Section 3. Membership entitles a person who has reached their eighteenth (18th) birthday and has met the above membership requirements to one (1) vote at the Annual Membership Meeting and at any special meetings. Membership does not entitle a person to represent in any manner the Tanana Valley State Fair, the Tanana Valley State Fair Association, or any entity of the Tanana Valley State Fair Association. Membership does not entitle a person to participate in or otherwise attend meetings of the Tanana Valley State Fair staff or Board of Directors Executive Session where business or otherwise confidential matters are discussed.

No person shall be entitled to more than one (1) membership, nor more than one (1) vote.

A member who has reached their eighteenth (18th) birthday is eligible to run for Director in the year for which membership is purchased. Individuals intending to run for the Board of Directors must be a qualified member of the Association as defined in Article IV, Section V, and must maintain residency within a 150 mile radius of the Tanana Valley State Fairgrounds. A member intending to run for the Board of Directors must have completed one (1) full year of membership immediately prior to the year they run for the board.

A member may not serve on the Board of Directors if they have been employed by the Tanana Valley State Fair Association within the previous calendar year, unless they were employed for fewer than twenty (20) calendar days. Candidate submission, including submissions from



retiring Board Directors, must be received by the Tanana Valley State Fair Association office thirty (30) days prior to the annual meeting by submitting a Letter of Intent and a Bio to the Fair office or by emailing them to info@tvsfa.org. These submissions will then be reviewed and evaluated by the Board of Directors. Upon acceptance by the Board of Directors, the candidates' names and bios will be forwarded to the general membership fifteen (15) days prior to the annual meeting.

No person shall be entitled to more than one membership nor more than one vote.

Section 4. Membership is good for one (1) calendar year beginning January 1st and ending December 31st. All memberships expire on December 31st of the current membership year, regardless of when fees were paid.

Section 5. In order to be eligible to vote at annual or special meetings, membership dues/fees must be postmarked or received in the Tanana Valley State Fair office thirty (30) days prior to the annual or special meeting.

Section 6. Lifetime Members will be grandfathered in, no further Lifetime Memberships will be offered or granted.

Section 7: Absentee voting will be allowed upon request. Members that wish to cast an absentee ballot must contact info@tvsfa.org for more information.

IV MEMBERSHIP MEETINGS

Section 1. The annual meeting will be held on the last week of March or at another time or place as determined by the Board of Directors. The annual meeting can also be and serve as the March Board of Directors meeting.

Section 2. A special meeting of the members may be called by the President, or in the President's absence by the Vice President or by a majority of the Board of Directors. The President shall call such a meeting when so requested by a written petition signed by ten (10) percent of the membership qualified to vote. Special membership meetings shall be scheduled at the discretion of the Board so that the meetings do not interfere with Fair operations.

Section 3. In the event of any special membership meetings, voting rights shall be limited to those who were enrolled as members thirty (30) days prior to the date of the meeting.

Section 4. Written notification will be provided to the membership of any membership meeting through the Executive Director and the Tanana Valley State Fair Association staff. The notice shall include the meeting date, location, time, and exact purpose for the meeting being called. If the purpose of the meeting is for the election of Directors, bios must be provided in the meeting notification. The notification will be sent at least fifteen (15) days prior to the meeting. A record shall be maintained as to how and when each member was notified.



Section 5. A quorum shall consist of ten (10) percent of the members qualified to vote, however, a majority of members present though less than a quorum, may recess the meeting to a another time. A qualified member is defined as an individual who is current with payment of dues/fees.

Section 6. The members shall have power, by a two-thirds (2/3) vote of membership present at any meeting, to remove any Director(s) providing:

A. Any member in good standing, whose membership was valid prior to December 31st of the preceding calendar year, may submit a written proposal for the removal of a Director. Such proposal must include a petition signed by not less than ten (10) percent of the voting eligible membership. All signatures must be original (no digital or electronic signatures shall be accepted) and must be submitted to the Association at least thirty (30) days prior to the meeting at which the removal action would take place.

B. The meeting notice shall include the proposal to remove the Director(s).

V DIRECTORS

Section 1. The business assets and property of the corporation shall be managed by a Board of nine (9) Directors, who shall be elected by the general membership. In addition, the Board may appoint up to but no more than two (2) emeritus Directors for a one (1) year term. The role of the Emeritus Director is to act as an advisor, thus giving the corporation a way to make room for new Directors and still retain the benefit of the former Director's experience. This advisor should have had a long standing tie with the Fair. The emeritus Director will have no voting power in Board Meetings thus assumes no risk of personal liability but will receive the same privileges as the Directors and may serve and chair Committees on which they may vote.

Section 2. At each annual meeting, one-third (1/3) of the Directors shall be elected to serve terms of three (3) years.

Section 3. Each Director including emeritus Director(s) must maintain a current membership in the Fair Association and shall not receive compensation for services.

Section 4. A Director may be removed any time by affirmative vote of the majority of other Directors.

Section 5. Board of Director Vacancies

A. Vacancies in the Board of Directors may be filled at any regular or special Directors meeting by a majority vote of the remaining Directors.

B. Seats filled by appointees shall be filled by election at the next Annual Membership Meeting for the remainder of the term.



Section 6. Directors shall be limited to serving three (3) consecutive three (3) year terms with the exception that a Director filling an unexpired term shall be permitted to serving that time plus three (3) full terms.

Directors barred from re-election by the term limitation set forth in above may run again after one (1) year has elapsed.

Section 7. The Tanana Valley State Fair staff shall prepare a written financial report for the preceding year for the Board of Directors to present at each annual membership meeting.

VI DIRECTORS MEETINGS

Section 1. Regular Board Meetings shall be held monthly, excluding the month containing the majority of scheduled fair days and December, at a place and time determined by the Directors for a minimum of ten (10) regular Board Meetings. All Board meetings may be conducted in person, virtually, or hybrid.

Section 2. Special meetings of the Board of Directors may be called by the President, or in the President's absence, by the Vice President or by any five Directors of the Board to deal with a stated and limited agenda. An effort must be made to notify all Directors. Special meetings may be conducted via email or text under exigent circumstances as long as all parties are included in all emails/texts and replies. In such circumstances a reasonable time frame must be stated in the initial call to order, quorum rules apply and are determined by acknowledgment of receipt by each Director. All such emails and texts are a matter of record and shall be retained as part of the meeting minutes.

Section 3. A quorum of the Directors shall consist of a simple majority of the Board of Directors. In the absence of a quorum, a majority of those present shall have power to recess the Meeting until another time.

Section 4. A Director who is unable to attend a meeting in person may submit their vote electronically, including by email or other written electronic communication, provided such vote is received prior to the vote being taken and is entered into the official meeting record.

VII OFFICERS

Section 1. Officers of the corporation shall be elected from among the Directors at the Organizational Directors Meeting following the Annual Membership Meeting.

Section 2. The Officers shall be President, Vice President, Secretary and Treasurer.



Section 3. Officers shall be elected for a one (1) year term and shall hold office until successors are elected and qualified. You must have served as a Director on the Tanana Valley State Fair Association Board for one (1) full year prior to being considered eligible to run for President or Vice-President Position on the Board. Prior service as a Director or Officer shall not disqualify an individual from seeking election to an Officer position, and no waiting period shall be required unless otherwise specified in these By-laws.

Section 4. The President shall preside at Board of Director and Annual Membership Meetings and shall perform duties including but not limited to those duties in the Policy Manual and those duties as requested by the Board. In the absence of the President, the duties shall be performed by the Vice President.

Section 5. The Vice President shall perform duties included but not limited to those duties listed in the Policy Manual in addition to assisting the President as requested. If a vacancy occurs in the office of the President, the Board shall elect a new Vice President at its next regular meeting or at a special meeting.

Section 6. The Secretary shall be responsible for ensuring the accurate preparation and maintenance of the official minutes of all meetings of the Board of Directors and the membership. Distribution of these records may be provided by Association staff under the Secretary's direction.

Section 7. The Treasurer shall oversee the keeping of the corporation's financial records and the preparation of the annual report and shall perform duties included but not limited to those duties in the Policy Manual.

Section 8. Any Officer of the Board (President, Vice President, Secretary, and Treasurer) shall be known as the Executive Committee.

Section 9. A quorum of the Executive Committee shall be three members.

Section 10. The Executive Committee shall have the authority, under exigent circumstances when a regular or Special Meeting of the Board is not possible, practical, or appropriate, to approve financial expenditures or obligations not to exceed fifty thousand dollars (\$50,000).

Any action taken pursuant to this authority shall be documented in written minutes and presented to the Board of Directors at the next regular Board Meeting for inclusion in the official record.

Section 12. Any Officer can be removed from office by a simple majority of the whole Board. Removal from office does not remove the Director from the Board of Directors.



VII COMMITTEES

Section 1. Committees of the Board of Directors will be the Finance Committee, and any other committee decided by the Board of Directors based upon the needs of the Tanana Valley State Fair Association.

VIII RULES OF ORDER

The most recent edition of **ROBERTS RULES OF ORDER** shall be the parliamentary authority for all matters of procedure not specifically covered by these By-laws.

IX FINANCIAL BOOKS AND OFFICIAL RECORDS

Section 1. The corporation shall keep correct and complete books and accounting records and Minutes of all proceedings of its members, Board of Directors and committees having authority of the Board of Directors. Such books, accounting records, and Minutes shall be jointly reviewed quarterly by the President of the Board and the Executive Director. If the President is otherwise indisposed and unable to perform the review, then the review shall be conducted by the Executive Director and the Vice President of the Board. The corporation shall keep at its principal office a record of the names and addresses of its member's qualified to vote.

Section 2. All financial books as required by the IRS and official records of the corporation shall be on file at the Fair office and may be inspected by any member, or his agent or attorney, for any legal purpose during regular office hours. A reasonable fee will be charged for researching records and making copies. Memberships are not public record and will not be released to any entity.

Section 3. An external CPA firm will perform either an annual review, compilation or complete audit annually at the end of its fiscal year-end. The extent of the CPA work will be based on their written recommendation. A complete audit is recommended upon change of the Executive Director and should be discussed by the Finance Committee and the Board of Directors as to whether an audit is necessary.

X AMENDMENTS

Section 1. The membership shall have the power to adopt, alter, amend or repeal the By-laws by a simple majority vote of the membership present and qualified to vote at a membership meeting.



Section 2. Any member in good standing, whose membership was valid prior to December 31st of the preceding calendar year, may submit a written proposal for the adoption, alteration, amendment, or repeal of the Tanana Valley State Fair Association By-laws. Proposed changes from the membership must be submitted to the Board of Directors with a petition signed by one-thirds (1/3) vote of the members duly qualified to vote. The petition must be submitted at least thirty (30) days prior to the meeting at which the proposed changes would be considered.

Section 3. Proposed amendments to these By-laws shall be submitted in writing to the Fair office no fewer than fifteen (15) days prior to the meeting at which they are to be considered. The Board of Directors shall review the proposed amendment and present it to the general membership at a duly noticed meeting. Notice of the proposed amendment shall be provided to the membership at least fifteen (15) days prior to the meeting at which the amendment will be discussed and voted upon.

Revised and Approved: March 25, 2026