

BY-LAWS
ST. JOSEPH CO GRANGE FAIR ASSOCIATION CENTREVILLE MICHIGAN

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Amended August 1, 1966
Amended December 1, 1978
Amended December 11, 1982
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Revised & Adopted November 13, 2023
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BY-LAWS OF THE ST JOSEPH COUNTY GRANGE FAIR ASSOCIATION

ARTICLE I – PURPOSE

The business and objectives of this association shall be to operate exclusively for charitable and educational purposes, promoting and advancing the interests of agriculture, horticulture, household arts, and kindred arts and sciences in their varied branches. The association will strive to develop and encourage all forms of 4-H Club work and other similar youth programs. The association will promote and conduct an educational and recreational fair and exhibition for the purpose of drawing the attention of the general public thereto, and to do and perform any and all acts authorized by law to be done and performed by a corporation organized for charitable and educational purposes.

This association shall be a nonprofit association and any net income which may be derived from its operations, in pursuance of the purposes set forth herein, shall not inure to the benefit of any member of the association, but shall be used to promote the purposes of the association.

ARTICLE II – MEMBERSHIP

Section 1 – *Individual Membership*: Any person who has attained the age of 18 years, who shall pay into the treasury of the of the St. Joseph County Grange Fair Association, hereafter to be known as “Fair Association”, annual membership dues in the amount of \$25.00 will become an individual member of the “Fair Association”, and shall be entitled to vote at the “Fair Association” annual meeting, provided said individual member is present at that meeting, and shall have paid dues on or before thirty (30) days prior to that annual meeting. Each individual member shall be entitled to one (1) vote for each Director At large position available on the “Fair Association” Board of Directors, but votes can not be cumulative. Upon the death of any individual member, the membership shall terminate, without refund or pro-ration of the membership fee.

Section 2 – *Subordinate Grange Membership*: Any St. Joseph County Subordinate Grange, which has a charter issued on or before December 11, 1995, and maintains at least thirteen(13) active members as required by existing by-laws of the Michigan State Grange as recorded at the State Office at the end of the second quarter and submitted to the Fair Office by August 1 each year, who shall pay into the treasury of the “Fair Association” an annual membership fee in the amount of \$25.00 will become a Subordinate Member Grange of the “Fair Association”. Each Subordinate Member Grange shall be entitled to one (1) Grange Director on the “Fair Association” Board of Directors. Subordinate Member Granges and Grange Directors shall not be entitled to vote at the “Fair Association” annual meeting. Grange Members may obtain individual memberships according to procedures in Article II, Section 1. Upon closing or termination of any St. Joseph County Subordinate Grange, the Subordinate Grange Membership, and the term of the present Director, shall terminate as of the date of the last meeting of that Subordinate Grange

A Grange will be deemed not in good standing if dues are not paid 30 days prior to the Fair Association meeting. At that time the position becomes at-large director. Refer to Section 6 to fill position.

ARTICLE III – BOARD OF DIRECTORS AND MANAGEMENT

Section 1 –Board Composite: The “Fair Association” shall have a Board of Directors, hereafter known as the “Board”, consisting of fifteen (15) members. One Grange Director shall be elected from each Subordinate Member Grange. Directors At Large shall be elected from the individual “Fair Association” membership as set forth in Section 3. The number to be elected dependent upon the number of Grange Directors. If any Subordinate Member Grange surrenders its charter, and/or membership declines, to less than thirteen (13) active members, the number of Directors At large shall increase to maintain a fifteen (15) member board. Any Subordinate Member Grange that surrenders their Board Directorship for any reason, shall not be able to reclaim their Director’s position.

Section 2 –Grange Directors: Each chartered Subordinate Member Grange shall be entitled to one (1) Grange Director to serve on the “Board”. Said Director to be elected at a regular Subordinate Member Grange meeting held in October. All Grange Directors shall be elected to serve three (3) year terms. Each Subordinate Member Grange shall submit the annual membership fee, and a written election report signed by said Grange Master and Secretary, stating the name of the Grange Director elected and the date elected, to the Fair Office on or before thirty (30) days prior to the “Fair Association” annual meeting. A Grange Director shall be deemed qualified upon receipt of this election and report and annual membership fee. Each Grange Director so elected shall hold office and serve until the end of his/her term, or until his/her successor shall have been elected. If a Grange Director cannot serve their full term or office, the Subordinate Member Grange shall, within forty-five (45) days, appoint a replacement to serve until the end of said term. Failure to comply with said procedure will result in surrender of the Director position.

Section 3 –Directors at large: Directors At Large will be elected by the individual membership at the annual meeting of the “Fair Association” for a three (3) year term and take office immediately after being elected.

The Executive Committee shall appoint a nominating committee to present a list of candidates for consideration as Directors At Large prior to each annual meeting. Said nominating committee members must be active individual members of the “Fair Association”. Beginning in 1999 and thereafter an individual member of the “Fair Association” will be eligible to be elected to the position of director At Large of the “Board” only after being a “Fair Association” member for three (3) current consecutive years.

Years are based on the date of membership not Fair Association year.

Section 4 –Voting: Each Director shall be entitled to one (1) vote on any matter coming before the “Board”, unless voting on said matter would result in a conflict of interest as described in Article 3, Section 10.

Section 5 – Director Attendance: If any Director has an unexcused absence for three (3) “Board” meetings without reasonable cause, in a fiscal year, then the “Board” may declare a vacancy. Proxies or substitutes shall not be accepted at board functions in lieu of a Director. If a Director is absent, the Board shall make a determination by vote to call the absence excused or unexcused.

Section 6 – Director Vacancy: In case of any vacancy of a Director At Large, the “Board” shall fill such vacancy from the individual membership of the Fair Association. This position shall be filled by a majority vote of the “Board” until the following Annual Fair Association meeting, at which time the position shall be filled by a majority vote of Fair Association members present at the meeting. This shall be a valid position until the original vacating director’s position would have expired.

In case of any vacancy of a Grange Director, the Subordinate Member Grange shall be notified to replace said Director in accordance with Section 2. If no suitable replacement can be made by the Grange, the position shall be filled in the same manner as section 6.

Section 7 –Resignation: A Director may resign by giving written notice to the Fair Office. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

Section 8 –Boards Responsibility: The “Board’s” responsibility shall be to develop and adopt the policies of the Fair, approve the annual Fair Budget and provide direction to the Fair Manager. It shall cause accurate records to be kept of all transactions and in general perform such services as are usual. The “Board” shall determine and define the duties, responsibilities, and authority of the officers, with approval of the Fair Association, at any regular Fair Association meeting.

Section 9 –Fair Manager: The “Board” may appoint a Manager of the St. Joseph County Grange Fair, if the Board elects to do so by majority vote, if so referred to herein as “Fair Manager”.

Said “Fair Manager” shall not have a vote at any regular or special meetings of the “Board”. The “Fair Manager” shall not be a Director of the “Fair Association” but should be an individual member of the “Fair Association”. The Fair Manager shall generally manage and direct Fair operations on a day-to-day basis and carry out the directions and directives of the “Board”. The “Board” shall determine the duties, responsibilities, and authority of the “Fair Manager”. The Executive Committee of the Fair Board shall annually evaluate the Fair Manager prior to the annual Board meeting. It is the responsibility of the Fair Manager to hire and evaluate, (if there is no Fair Manager it will be the responsibility of the Executive Committee) all other paid employees.

Section 10 –Conflict of Interest: It is the policy of the “Fair Association” that all officers, directors, committee members and employees of the “Fair Association” shall scrupulously avoid any conflict between their own respective individual interests and the interests of the “Fair Association”, and avoid any appearance of impropriety in any and all actions taken by them on behalf of the “Fair Association” in their respective capacities. If any officer, director, committee member or employee of the “Fair Association” shall have any direct or indirect interest in any individual or organization which proposes to enter into any transaction with the “Fair Association”, the officer, director, committee member or employee shall immediately give the “Board” notice of the conflict and shall thereafter refrain from voting or in any way participating with the “Boards” discussion or decision making with regard to that issue.

Section 11 –Fiscal Year: The Fiscal Year of the “Fair Association” shall be from January 1 to December 31 unless changed by the “Board”.

Section 12 –Expenditure Approval: The “Board” shall designate officers to approve expenses and sign checks, drafts, or other obligations for the payment of money. These officers shall be bonded.

ARTICLE IV – MEETINGS

Section 1 –Annual meeting: The annual meeting of the “Fair Association” shall be held on the second Monday in November each year, at the St. Joseph County Grange Fair Grounds. Said meeting shall convene at 6:00pm, Eastern Standard Time (EST) unless otherwise directed by a majority of the Board. Notice of the annual meeting must be by written notice to each member in good standing at least thirty (30) days prior to the meeting via first class mail to their last-known address on file unless otherwise directed in writing by any Fair Association Member to the Secretary. The notice shall state the date, time, location, and purpose of the meeting. The following business shall be conducted at the meeting:

- A. Call to order
- B. Review and adoption of agenda
- C. Roll call of members
- D. Review and approval of minutes
- E. Financial report
- F. Election of Directors (The standing Nominations & Elections Committee shall be in charge of running annual elections, no Director that is standing for election may participate in running the elections.)
- G. Old business
- H. New business
- I. Adjournment

Section 2 –Organizational Meeting: An organizational meeting of the “Board” shall be held on the first Monday in December of each year at the “Fair Association” fairgrounds. The purpose of the meeting shall be to elect officers and select a Fair Manager, if applicable, determine meeting dates, and act on other matters that may be deemed necessary.

Section 3 –Regular “Board Meetings”: Regular meetings of the “Board” shall be held as scheduled by the “Board” at the organizational meeting each year.

Section 4 –Special Meetings: Special Meetings of the “Board” may be called by the President, or by any five (5) members of the “Board”, when deemed necessary; providing all Directors have been duly notified by the President or Secretary of the “Board” at least 24 hours prior to convening of the special meeting.

Section 5 –Meeting Order: All meetings of the Fair Association and Board of Directors shall be conducted pursuant to the most current edition of Robert’s Rules of Order.

Section 6 – “Fair Association” Meeting Quorum: A minimum of 20 eligible association members present shall constitute a quorum to transact business at any “Fair Association” meeting. Fair Association quarterly meeting dates shall be established at the Board Organizational Meeting, Notice of the Fair Association meetings must be by written notice to each member in good standing at least thirty (30) after the Board Organizational Meeting via first class mail to their last-known address on file unless otherwise directed in writing by any Fair Association Member to the Secretary.

Section 7 – “Board” Meeting Quorum: A majority of the total number of Directors shall constitute a quorum to transact business at any “Board” meeting.

ARTICLE V – OFFICERS

Section 1 –Officers: The Officers of the Board and the Fair Association shall be the same. There shall be a President, Vice President, Secretary and Treasurer, who shall be elected by the Board in every even numbered year at the organizational meeting. Terms of office shall commence immediately upon election, and officers shall serve until a successor is elected. If an officer cannot serve or becomes ineligible to serve, the Board shall elect a replacement that will serve until the end of the term by a majority vote of the eligible Board members

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in attendance at the next regularly scheduled Board Meeting.

Section 2 –Officer Eligibility: The officers shall be elected from the Directors. If any officer is not re-elected as a Director, he/she shall not be eligible to continue in that office and a replacement shall be elected by the “Board” to serve until the end of the term by a majority vote of the eligible Board members in attendance at the next regularly scheduled Board meeting.

Section 3 –Officer Responsibilities:

President: The President shall preside at all meetings of the “Board” and the “Fair Association”, and, subject to the direction of the “Board”, shall have general powers of supervision and management of the affairs of the “Fair Association”.

Vice-President: In the absence or disability of the President or in the event of (and during the period of) vacancy in that office, the Vice-President shall have the powers to perform the duties of the President.

Secretary: The Secretary shall cause a record to be kept in the permanent form of all meetings of the Board. The secretary shall perform such other duties as may be assigned by the Board or the President.

Treasurer: The Treasurer will cause to be kept a full and accurate account of all receipts and disbursements of the Fair Association as well as records related to the financial dealings and obligations of the Fair Association. The treasurer shall provide a full and accurate reporting of Fair Association financial status at each Fair Association and Board meeting. A report Statement of Activity and Statement of Financial Standing shall be given at each Fair Association annual meeting, and all financial records shall be available for inspection by Fair Association members upon request.

ARTICLE VI – COMMITTEES

Section 1 –Executive Committee: The Executive Committee shall consist of the President, Vice-president, Secretary, and Treasurer of the Board of Directors.

Section 2 –Standing Committees: The Executive Committee shall appoint all standing committees as per determined on an annual basis. Each committee shall consist of not less than two (2) “Board” Directors and one (1) individual member of the “Fair Association”. Required Standing Committees are: Policy & By-Laws, Personnel, Nominating & Elections, Budget & Finance.

Section 3 –Special Committees: The President shall appoint special committees as needed. Each committee

should consist of not less than two (2) "Board" Directors and one (1) individual member of the "Fair Association". Upon completion of the assigned task, the committee shall be dissolved.

Section 4 –Ex-Officio Members: The President of the "Board" shall be an ex-officio member of all committees.

ARTICLE VII – BY-LAWS

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Section 1 – Alterations and Amendments: The By-laws of the Fair Association may be altered or amended at any Annual Meeting of the Fair Association by a two-thirds (2/3) majority vote of the membership present. Notice of the intended alterations or amendments shall be filed with the Secretary at least forty-five (45) days prior to the Annual Meeting of the Fair Association. It shall be a duty of the Secretary to provide a copy of proposed alterations or amendments to the By-laws when giving notice of the Annual Meeting at least thirty (30) days prior to said Annual Meeting. The alterations or amendments adopted shall be duly certified by the President and Fair Secretary and filed in the Office of the Michigan Department of Agriculture and Rural Development (MDARD), whereupon the alterations or amendments shall have the same force and effect as the original By laws.

Section 2 –Effective Date: Alterations and Amendments to the By-laws shall become effective upon adoption.

ARTICLE VIII – INTERESTS OF THE ASSOCIATION

Section 1 –Actions in the Best Interest of the Association: The Fair Association shall have power to indemnify if the Fair Association has reasonable cause to believe his or her conduct was not unlawful.

Section 2 –Actions by or in Right of the Association: The "Fair Association" shall have the power to indemnify any person who is a party or potential party to any action or suit by or in the right of the "Fair Association" to procure a judgement in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the "Fair Association" against expenses (including attorneys' fees) and the amounts paid in settlement actual and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the "Fair Association" or its members, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the "Fair Association" or in which the "Fair Association" is the criminal case complainant.

Section 3–Expenses: To the extent that a director, officer, employee or agent of the "Fair Association" has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4 –Determination of Indemnification: Any indemnification under Sections 1 and 2 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2 above and upon an evaluation of the reasonableness of the expenses and amounts paid in settlement. The determination shall be made(i) by the "Board" by a majority vote of a quorum (as defined in Article IV, section 7 of these by-laws)

consisting of directors who are not parties to such action, suit or proceeding; (ii) if a quorum is not obtainable, by a majority vote of a committee duly designated by the "Board" (in which designation all "Board" members may participate) and consisting solely of two or more directors not at the time parties or threatened to be made parties to the action; (iii) by independent legal counsel, in a written opinion, selected by the "Board" or its committee in the manner described in the foregoing clauses (i) or (ii) or, if a quorum under the clause (i) cannot be obtained and a committee under clause (ii) cannot be designated, by the "Board" (in which action all Board members may participate); or (iv) by majority vote of the members other than directors, officers, employees or agents of the "Fair Association" who are parties or threatened to be made parties to the action. Notwithstanding the failure or refusal of the directors or counsel to make provision therefor, indemnification shall be made if a court of competent jurisdiction makes a determination that the director, officer, employee or agent has a right to indemnification hereunder in any specific case upon the application of a director, officer, employer or agent.

Section 5 –Advancement of Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding as described may be paid by the "Fair Association" in advance of the final disposition of such action, suit or proceeding as authorized by the "Board".

Section 6 –Insurance: The "Fair Association" may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the "Fair Association", against any liability asserted against him or her or the "Fair Association" and incurred by him or her or the "Fair Association" in any such capacity, or arising out of his or her status as such, whether or not the "Fair Association" would have the power to implement the provisions of this Article.