

EAU CLAIRE COUNTY FRIENDS OF THE FAIR BYLAWS

ARTICLE I: MISSION STATEMENT

"The Eau Claire County Friends of the Fair aims to support and strengthen a community of young individuals by providing them with opportunities to learn leadership, citizenship, and life skills. All youth organizations that participate in the fair share the same goal of promoting positive youth development. Our objective is to secure the necessary resources to ensure financial stability and guarantee the future of the Eau Claire County Fair as a family and youth-focused community event."

ARTICLE II: STRUCTURE

The Eau Claire County Fair is managed by its Executive Board, which consists of five Executive Officers and up to six Directors. Individuals who meet the membership criteria may participate as the Voting Membership. The Executive Board, along with its Voting Membership, institutes policies which flow down through each subgroup/committee with the subgroups/committees advising and making recommendations to the Executive Board.

ARTICLE III: DEFINITIONS

- 1) *Committee Chair*: The committee chair is responsible for overseeing committee meetings, communicating milestones, and keeping committee members on track. Committee Chairs may also serve as Directors.
- 2) *Department of Superintendents*: Volunteers who lead the functions of judging, exhibitions, and public relations for a specific area at a fair.
- 3) *Director*: One of six (6) elected positions, usually Committee Chairs, that sit on the Executive Board as a voting member, to include one youth from the Youth Advisory Committee.
- 4) *Executive Board*: The Executive Board consists of 7-11 elected members from the voting membership, comprised of 5-Executive Officers and up to 6-Directors. Exhibitors are not eligible to be on the Executive Board.
- 5) *Executive Officers*: One of five (5) elected positions to include:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Corresponding Secretary

- 6) *Fiscal Year*: The Organization’s fiscal year shall begin on the first day of November of each calendar year and shall conclude on the last day of October of the succeeding calendar year. There shall be an independent audit of the Organization’s financial records following the conclusion of each fiscal year.
- 7) *Organization*: As used in these Bylaws, the term “Organization” means the Eau Claire County Friends of the Fair.
- 8) *Voting Members/Voting Membership*: Any member who has met the membership requirements each year and has paid their annual dues. A Voting Member does **not** have to be on the Executive Board. The Voting Membership should be representatives from the diverse committees/subgroups within the Organization.

ARTICLE IV: EXECUTIVE BOARD

- 1) *Composition*. The Executive Board shall consist of no less than 7, and no more than 11 individuals who have met the requirements of membership and are in good standing according to the membership rules, before the new year’s annual meeting when elections occur. The Executive Officers consist of five (5) elected position filling the roles of President, Vice-President, Secretary, Corresponding Secretary, and Treasurer. The Directors consist of up to six (6) elected members (usually Committee Chairs), that sit on the Executive Board as voting members.
- 2) *General Powers*. The business affairs, activities, and property of the Organization shall be conducted and managed by its Executive Board.
- 3) *Advisor*. The immediate past president of the Organization shall serve as an advisor to the Executive Board.
- 4) *Terms of Office*. Elected Officers and Directors shall serve two-year, staggered terms. No Elected Officer or Director may serve more than three (3) consecutive two-year terms on the Executive Board. After serving three (3) consecutive terms, members must get off the Executive Board for one (1) year before being re-elected. The Executive Officers shall hold elections at the annual meeting as follows:
 - a. **President**: November of 2026 and all **even** numbered years thereafter.
 - b. **Vice President**: November of 2025 and all **odd** numbered years thereafter.
 - c. **Secretary**: November of 2025 and all **odd** numbered years thereafter.
 - d. **Treasurer**: November of 2026 and all **even** numbered years thereafter.
 - e. **Corresponding Secretary**: November of 2025 and all **odd** numbered years thereafter.
- 5) *Merging of “Friends of the Fair” and “Eau Claire County Fair Committee”*. At the 2024 Annual Meeting, the Executive Officers from “Friends of the Fair” and the “Eau Claire County Fair Committee” will be merged into a new, integrated “Eau Claire County Friends of the Fair” Executive Board. The previous Executive Officers from each

organization will be identified and delegated into their newly assigned roles on the “Eau Claire County Friends of the Fair” Executive Board, thus eliminating and disbanding the “Eau Claire County Fair Committee”. All members of the new “Eau Claire County Friends of the Fair” shall be in good standing with their respective committees to be eligible for the Executive Board.

6) Resignation or Removal of Elected Officers, Directors, or Fair Coordinator.

- a. Resignation: An elected Officer, Director or Fair Coordinator may resign at any time by filing a written resignation with the Secretary of the Organization.
- b. Removal: Documentation must be presented in writing detailing any cause for removal of an elected Officer, Director or Fair Coordinator to the Executive Board for consideration. The Executive Board will hold a private meeting with the individuals involved to allow for a detailed understanding of the events before any action is taken. The Executive Board may use either (i) administrative action or (ii) formal removal steps to remedy the problem. An elected Officer, Director, or Fair Coordinator may be removed only by the affirmative vote of two-thirds of the voting members present at a properly noticed meeting.

7) Filling the Vacancy of an Elected Officer or Director. A vacancy caused by the death, resignation, removal, or term expiration of an elected Officer or Director shall be filled by the affirmative vote of a majority of the voting members present at a properly noticed meeting. A person who fills a vacancy due to death, resignation or removal shall only fill the remaining time left in that term.

ARTICLE V: EXECUTIVE OFFICER ROLES & RESPONSIBILITIES

- 1) President. The President of the Organization’s Executive Board shall be the Chief Executive Officer of the Organization and shall preside at all meetings of the Executive Board. The President shall appoint the members of all *ad hoc* committees of the Board and shall serve as an *ex-officio* member of each such committee. The President shall present a report at the annual meeting of the Executive Board covering the operations during the preceding fiscal year. The President is authorized to sign, execute, and acknowledge on behalf of the Organization all deeds, mortgages, notes, bonds, contracts, leases, reports, and other documents or instruments necessary or proper to the Organization’s regular business, interests, or purposes, or which may be authorized by resolution by the Executive Board. The President shall also perform all duties incident to their office or that may be authorized by resolution of the Executive Board from time to time.
- 2) Vice President. The Vice President shall be the Chief Operating Officer of the Organization and shall have the authority to manage the day-to-day business affairs, activities, and property of the Organization as directed by the Executive Board. The Vice President shall be an *ex-officio* member of each *ad hoc* committee of the Board. With the advice and consent of the Executive Board, the Vice President shall also have the

authority to accept or refuse gifts tendered to the Organization. The Vice President shall also fulfill the duties of the President whenever the President is absent or otherwise unable to perform those duties.

- 3) Secretary. The Secretary shall provide notice of all meetings of the Executive Board, keep minutes of all meetings of the Executive Board, retain corporate records, and perform such other duties as may be assigned to them by the President.
- 4) Treasurer. The Treasurer shall be responsible for the funds and other property of the Organization as well as advising the Executive Board regarding the Organization's financial condition and the investment and expenditure of its funds. They are authorized to execute documents or instruments necessary or proper to the Organization's financial interest or which may be authorized by resolution by the Executive Board, and to perform such other duties that may be specifically assigned to them by the President. The Treasurer shall secure a bond executed by a Corporate Surety approved by the Executive Board for the faithful performance of the duties of the Officers and Directors for the Organization. The face amount of the bond shall at no time be less than the amount of the Organization's funds for which the Treasurer is responsible. The premium of the bond shall be paid out of the funds of the Organization.
- 5) Corresponding Secretary. The Corresponding Secretary shall compose and send all correspondence required by the Organization, chair the Partnership Committee, the Hospitality Committee, and perform such other duties as assigned by the President.

ARTICLE VI: COMMITTEES/COORDINATORS

- 1) Ad Hoc Committees. The Executive Board may create *ad hoc* committees to assist it in carrying out the business affairs and activities of the organization. The Executive Board shall specify the name, purpose, and duration of the *ad hoc* committee. An *ad hoc* committee may consist of Directors, Officers, or other people.
- 2) Advertising & Promotions: Promotes the fair; explores advertising options and follows through.
- 3) Animal Manager: Collects certificates from the Youth for the Quality Care of Animals (YQCA), health papers, and managerial paperwork. Be a point person for the animal superintendents. Member of the judge selection committee.
- 4) Awards: Select awards to be given and ensure all are ordered in time and within budget.
- 5) Budget: Sets the budget by the December meeting for the upcoming year.
- 6) Entertainment: Attend Wisconsin Association of Fairs (WAF) Conference in January and use approved budget to book entertainment. Book entertainment and educational events for the fair.

- 7) Expo Manager: Set-up Expo building. Point person for Expo superintendents. Member of the judge selection committee.
- 8) Fair Coordinator. The voting members shall vote to hire a Fair Coordinator for a two-year term, which is a paid salary position at the September meeting. The Fair Coordinator will have a yearly review in August to ensure the individual in the position is still meeting the requirements of the Friends of the Fair. Concerns regarding the Fair Coordinator and their position must be put in writing to the Executive Board for review. The position will be advertised in early August and applications will be due and interviews will take place at the end of August with the Hiring Committee. The salary will be determined at the time of hire.
- 9) Fair Coordinator Hiring Committee: Three members of the Executive Board (President and two others) who review applications and bring recommendations to the Executive Board for approval by the voting members.
- 10) Fair Coordinator Assistant. A Fair Coordinator Assistant will be hired if the need arises and is demonstrated by the Executive Board and the Fair Coordinator that there is a need based on workload. The individual may be hired anytime during the fiscal year, by working with the Executive Board to advertise, interview and provide eligible candidates to the Friends of the Fair voting members. The Assistant Coordinator works in conjunction with the Fair Coordinator and would be able to step into the Fair Coordinator position upon the Fair Coordinator's retirement or replacement. Responsibilities include but are not limited to those specified in the Fair Coordinator description. Specific duties will be assigned in writing by the Organization and the Fair Coordinator. Compensation to be determined by the Executive Board, based on previous experience and time commitment.
- 11) Food: Plan food at the fair. Collaborate with Dairy Promotion, Older Youth Council (OYC), 4-H Leaders Association, and other Youth Organizations. Hire food trucks prior to January 1st.
- 12) Grounds & Facilities: Facilitates the setting up of grounds and maintenance the week of the fair, to include the Tribute Garden.
- 13) Hospitality: A committee set up to welcome and accommodate the needs of any judges, volunteers, and special guest to the fair.
- 14) Judge Selection: Select all judges for the fair. Animal manager, Expo Manager, Fair Coordinator, and President to be members of this committee.
- 15) Livestock Education Committee. The Livestock Education Committee is responsible for planning meetings, which should include; educational events, Youth Quality Care of Animals (YQCA), animal selection, nutrition, and fitting and showing clinics.
- 16) Livestock Market Animal & Auction Committee. This committee is responsible for setting the rules and expectations for the Market Animal Exhibitors, monitoring points,

planning weigh-ins/tag distributions, and all other business related to the Livestock Market Animals and Auction. This committee is the business end of the Livestock Education Committee and ensures all exhibitors have met all the requirements to sell livestock.

- 17) Partnership Committee/Soliciting Donations. This committee, chaired by the Corresponding Secretary, will include the Treasurer and other interested Board members. The Committee shall record data of all donors and active, contributing members and maintain mailing lists and contact information. Solicit donations for the fair. Send donation letters out in the Fall and follow-up.
- 18) Raffles: Set up the raffles, obtain items, get tickets printed and distributed. Keep accurate records of where tickets were distributed, and money collected. Provide list of donated items to Corresponding Secretary.
- 19) Show Tents: Manages tent set up and ensures all requirements are present for each show.
- 20) Silent Auction: Manages the silent auction, including obtaining items to distribute after the sale is completed. Provides list of donated items to corresponding secretary.
- 21) Social Media Coordinator/Website. The social media coordinator is a volunteer position for the organization, who shall serve for a one year elected term that coincides with the organization's fiscal calendar. The Social Media Coordinator shall maintain the organization's social media platforms and work collaboratively with the Webmaster and Fair Coordinator. The responsibilities of the Social Media Coordinator include the following: create and post resources and news across all social media platforms; solicit material for platform post and assist in navigating the association's various social media platforms. The Social Media Coordinator maintains the website and hires a photographer.
- 22) Volunteer Coordinator: Set up Sign-Up Genius and be a point of contact for volunteers.
- 23) Youth Advisory Committee: A group of youth, led by the youth member who serves on the Friends of the Fair Executive board, who assists in planning activities throughout the year and at the fair that are focused on leadership, development and communication. Members should be active animal and/or expo project exhibitors from a variety of the youth organizations represented at the fair.

ARTICLE VII: MEETINGS

- 1) Regular Meetings. Regular meetings of the organization will meet monthly.
- 2) Special Meetings. Special meetings of the Executive Board may be called by the President of the Executive Board or by a written request of three (3) Directors.

- 3) Annual Meetings. The annual meeting of the Friends of the Fair shall be held in November of each calendar year at a place, date, and time selected by the President of the Organization. All Officers and Directors are elected at the Annual Meeting.
- 4) Notice of Meetings. A notice of the place, date, time, and purpose of a meeting shall be given to all voting members, either personally or to their designated email address at least ten (10) days prior to the time of that meeting.
- 5) Emergency Action Meetings. With the exception of electing officers or filling vacancies on the Executive Board, a simple majority of the Executive Board members that are present for an emergency action meeting may exercise the full power of the Executive Board between monthly meetings, to include during the fair week. These meetings will be held when decisions need to be made immediately and there is no time for a properly noticed meeting. Voting shall be done in person for all emergency action meetings.

ARTICLE VIII: MEMBERSHIP

- 1) Qualifications. Any person interested in the Eau Claire County Fair may become a member of this Organization on approval of the Executive Board and by satisfying the following:
 - a. Be 16 years of age or older;
 - b. Pay the annual dues of \$20 no later than January 1st each year to be an eligible voter;
 - c. Actively be involved in planning and executing the Eau Claire County Fair; and
 - d. Attend a minimum of eight (8) meetings each fiscal year.
- 2) Terms. Annual memberships shall be from November 1st of the current year to October 31st of the following year.
- 3) Disqualifications. Any member who fails to be an active, contributing member and/or fails to pay their annual \$20 dues shall be expelled from membership as of the January meeting for that fiscal year.

ARTICLE IX: VOTING

- 1) Voting Members: Each member who has paid their \$20 dues, been an active, contributing member for the current fiscal year (November 1st to October 31st), is at least 16 years of age and is present at a minimum of eight (8) meetings annually, shall be entitled to one vote. You do not have to be on the Executive Board to be a voting member.
- 2) Quorum. A simple majority of the voting members present at a properly noticed meeting shall constitute a quorum for the transaction of business at any meeting of the Organization. Any member participating in a meeting by video or audio-conferencing equipment will not be allowed to vote.

- 3) *Special Circumstance Voting.* Under special circumstances, the acting President may call for a vote by email. If an email vote is cast, copies of the emails will be stored and forwarded to the Secretary. The President will inform the membership of the vote outcome.

ARTICLE X: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

- 1) *Liability of Directors and Officers.* No person shall be liable to the Organization for any loss or damage suffered by it on account of any action taken or omitted to be taken by them as a Director or Officer of the Organization or any other Organization in which they serve as a Director or Officer at the request of the Organization, in good faith, if such person:
 - a. exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs, or
 - b. took or omitted to take such action in reliance upon the advice of the counsel for the Organization or upon statements made or information furnished by Officers or employees of the Organization which they had reasonable grounds to believe to be true.
- 2) *Indemnity of Officers and Directors.* Every person who is or was a Director or Officer of the Organization, and any person who may have served at its request as a Director or Officer of another Organization in which it owns shares of capital stock or of which it is a creditor, shall (together with the heirs, executors, and administrators of that person) be indemnified by the Organization against all costs, damages, and expenses asserted against, incurred by, or imposed upon them in connection with or resulting from any claim, action, suit, or proceeding, including criminal proceedings, to which they are made or threatened to be made a party by reason of their being or having been such Director or Officer, except in relation to matters as to which a recovery shall be had against them by reason of their having been finally adjudged in such action, suit, or proceeding to have been guilty of fraud in the performance of their duty as such Officer or Director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit, or proceeding. In the case of a criminal action, suit, or proceeding, a conviction or judgment (whether based on a plea of guilty or *nolo contendere* or its equivalent, or after trial) shall not be deemed an adjudication that such Director or Officer is guilty of fraud in the performance of their duties, if such Director or Officer was acting in good faith in what they considered to be the best interests of the Organization and with no reasonable cause to believe that the action was illegal.
- 3) *Indemnification of Employees and Agents.* The Organization, by resolution of its voting members, may indemnify in like manner, or with any limitation, any employee or agent, or former employer or former agent, of the Organization with respect to any action taken or not taken in their capacity as an employee or agent.

- 4) *Indemnification Provided in this Article Not Exclusive.* The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled as a matter of law.
- 5) *Liability Insurance.* This Organization may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Organization, or is or was serving at the request of the Organization as a Director or Officer of another Organization, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Organization would have the power to indemnify them against such liability under this Article.

ARTICLE XI: AMENDMENTS

All provisions of these Bylaws shall be subject to amendments by an affirmative vote of a majority of the voting members present at any annual, regular, or special meeting of the Executive Board that is properly noticed.

ARTICLE XII: FAIR OPERATION AND GRANTS

- 1) *Fair Operation.* The Executive Board may approve expenses that are specific to the operation of the fair that are under \$250. Anything over \$250 needs to be voted on by the voting membership. The President is responsible for signing all contracts.
- 2) *Grant Requests.* All Grants requested for the fair will require a vote of the voting membership.

ARTICLE XIII: EAU CLAIRE COUNTY LIVESTOCK PROJECT FISCAL COMMITTEE

Responsibility and Reporting. The Eau Claire County Livestock Project, to be compliant with the State of Wisconsin DATCP reporting requirements for the auction held in conjunction with the Eau Claire County Fair, will be required to provide a detailed financial report at all regularly scheduled meetings. The Livestock Project will continue to have its own separate account from the organization and be responsible for all accounting of transactions, income, and debts, of the project. The Livestock Project account is in no way tied to the Organization's account and the Organization will not be responsible for any fiscal mismanagement of the Livestock Project accounts.

ARTICLE XIV: ASSETS

- 1) *Benefit of Assets.* No part of the assets of the Organization shall inure to the benefit of any Director or Officer of the Organization or any private individual except that reasonable compensation may be paid for services rendered in carrying out the purposes of the Organization.

- 2) *Dissolution.* Upon the dissolution of the Organization, the Executive Board shall, after paying or making provisions for the payment of all liabilities of the Organization, dispose of all the assets of the Organization in such manner that is consistent with section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Executive Board shall determine.

ARTICLE XV: CODE OF CONDUCT

It is the Organization's policy that Officers, Directors and Voting Members maintain a working environment that encourages mutual respect, promotes civil and congenial relationships among its members, and is free from all forms of harassment and violence. To ensure orderly operations and provide the best possible work environment, the Organization expects members to conduct themselves in an appropriate manner as judged by a reasonable person to protect the interests and safety of all its members.

Presented: 8/20/2024

Approved: 8/20/2024



