

CALHOUN COUNTY AGRICULTURAL AND INDUSTRIAL SOCIETY
ORGANIZED UNDER MICHIGAN P.A. 80 OF 1855

AMENDED AND RESTATED BYLAWS

Effective: November 18, 2021

ARTICLE I: NAME, PURPOSE, AND LOCATION

Section 1 – Name: The name of this organization shall be "Calhoun County Agricultural and Industrial Society" (the "Society").

Section 2 – Purpose: The purpose of the Society is to preserve its agricultural heritage, to foster connections between agriculture, business, education, industry, and technology, and to engage an ever-increasing number and diversity of people from across the county and beyond.

Section 3 – Registered Office: The registered office of the Society shall be located at 720 Fair Street, Marshall, County of Calhoun, Michigan.

ARTICLE II: FISCAL YEAR

Section 1 – Fiscal Year: The fiscal year of the Society shall begin with the first day of November and end with the thirty first day of October of each year.

ARTICLE III: MEMBERSHIP

Section 1 – Membership: Membership in the Society is open to any person who has attained the age of 18 years and who shall annually pay into the treasury of the Society dues in the sum of twenty-five dollars (\$25.00). Membership fees are non-refundable and shall not be pro-rated.

Section 2 – Membership Term: Membership terms are for a single calendar year and shall begin on the first day of January and end on the thirty-first day of December. To allow the change in membership term to be put into effect, for the year 2021, any fully paid active membership which would end on August 31, 2021, will be extended to December 31, 2021. Thereafter, membership terms will be the actual calendar year.

Section 3 – Voting: Each member of the Society, having paid dues in full at least thirty (30) days prior to any vote of the membership, shall have full voting privileges as a member of the Society. Membership payments must be received at the office of the Society prior to the end of the business day on the thirtieth (30th) (or the last business day prior to the thirtieth day if that day is not a regular business day) day prior to the Annual Meeting.

Section 4 – Lifetime Membership: The Board of Directors may from time-to-time designate gifts of lifetime membership in the Society to those person(s) who have aided the Society in fulfilling its purpose. Lifetime members are not required to pay dues to maintain their membership.

Section 5 – Rights: The Board, Officers, agents, or employees of the Society shall not take away or abridge any right of a member granted to that person by a Federal, state, or local constitution, charter, law, or ordinance.

Section 6 – Non-transferability: No membership in the organization shall be transferable in any manner whatsoever.

Section 7 – Resignation or Termination: A member may resign their membership by written notice to the Secretary of the Society, which resignation shall be effective upon receipt by the Society or at a subsequent time as set forth in the notice. Membership shall terminate upon the death or resignation of the member or dissolution of the Society.

Section 8 – Removal: A member may be removed at any time by action of the members for actions deemed adverse or contrary to the best interest of the Society.

ARTICLE IV: MEMBERS' MEETINGS

Section 1 – Annual Meetings: An annual meeting of the members for the election of Directors and for such other business as may properly come before the meeting shall be held at any location within the County of Calhoun, on the third Thursday in November of each year or upon such other date and at the time designated by or under the authority of the Board, but in no event shall such date be more than thirty (30) days before or after the third Thursday in November.

Section 2 – Special Meetings: Special meetings of the members may be called by the Board or by any ten percent (10%) of current members who shall make such request in writing to any member of the Executive Committee. The president shall provide notice of the special meeting within fifteen (15) days of the request, with such meeting to be held within thirty (30) days of the request at such place within the County of Calhoun that the Executive Committee designates.

Section 3 – Notices: Written notice of any meeting of the members shall be given by mail or any other means permissible under Michigan law to each member of record entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days prior to the date of such meeting, at their last known regular mail or email address as the same appears on the membership records of the Society. Written notice shall be considered given when deposited, with postage thereon prepaid in a post office or official depository under the control of the United States Postal Service or transmitted electronically in the usual means by email. Such notice shall specify the time and place of holding the meeting, the purpose or purposes for which such meeting is called, and the record date fixed for the determination of members entitled to notice of and to vote at such meeting. The record date for determining members entitled to notice of and vote at a meeting of the membership shall be thirty (30) days before the date of the meeting.

Section 4 – Quorum: A quorum for the transaction of business at any meeting of the members shall consist of not less than twenty (20) members.

Section 5 – Proxies: Proxies are not permitted except for the purpose of the election of directors. A proxy must be signed and dated to be effective. Proxies are valid for one meeting only.

Section 6 – Remote Communications Equipment: Members may not participate in a meeting of members by conference telephone or other remote communications equipment.

ARTICLE V: DIRECTORS

Section 1 – Number: The Board of Directors of the Society shall consist of eleven (11) members of the Society.

Section 2 – Nominations: Nominations to the Board shall be submitted to the Nominating Committee at least sixty (60) days prior to the date of the Annual Meeting. Each person so nominated shall be contacted by the Nominating Committee and given the opportunity to accept or decline such nomination. The Nominating Committee shall proceed in accordance with Article

IX Section 5 with respect to preparing a list of candidates. Members may also be nominated from the floor for write-in on the ballot immediately prior to the election. Nominees from the floor shall be given the opportunity to accept or decline nomination in reverse order of being nominated. A member may nominate himself or herself as a candidate for the Board.

Section 3 – Election: The Directors shall be elected by plurality vote at the Annual Meeting of the Society. Election shall be by written ballot. Ballots shall be maintained for a period of no less than thirty (30) days. If no recount or inspection of ballots has been requested by a Society member during that period, a vote of the Board for the destruction of ballots shall be held at the next regular monthly Board Meeting.

Section 4 – Proxy Voting: Included with the notice of the Annual Meeting shall be means for members to vote by proxy for Directors. Members wishing to designate another to vote by proxy must have their proxy designations in the mail or personally delivered so that they are received by the registered office of the Society prior to the end of the business day on the date of the Annual Meeting. Voting proxies may only be given to other Society members in good standing. Any one member may not vote more than two (2) proxy ballots. Members voting by proxy shall be considered as present at such meeting for the purpose of voting for Directors only.

Section 5 – Eligibility: In order to be eligible for nomination or election to a position on the Board of Directors a person shall be a member in good standing, whose membership dues have been paid in full for the current membership year at least thirty (30) days prior to receiving such election.

Section 6 – Term of Office: The Directors shall hold office from the date of their election for a period of three (3) years and until their successors are elected and shall qualify. Directors' terms shall alternate so that no fewer than three (3), nor more than four (4) Directors' terms expire each year. No Director shall serve more than two (2) consecutive three-year terms. If a Director is selected by the Board to fill a vacancy for a partial term of any length, that partial term shall not be counted toward the two-term limit. A Director may be re-elected or reappointed to the Board if there is at least a one year (12 month) hiatus between the end of the Director's service on the Board and being re-elected or re-appointed. This provision shall take effect starting with the Director election in 2021 as any then current Board member reaches the end of a second term to which they were elected so that the staggered Board terms are not affected.

Section 7 – Resignation; Removal: Directors may be removed per the following methods:

- a. A Director may resign by written notice to the Secretary of the Society, which resignation shall be effective upon receipt by the Society or at a subsequent time as set forth in the notice.
- b. A Director or the entire Board may be removed with or without cause, by a two-thirds vote (2/3) vote of members in attendance at an Annual Meeting of the members. To request a vote on the removal of a Director or Directors, a written petition requesting removal must be presented to a Society officer with the signatures of at least twenty (20) members in good standing of the Society membership. The petition must contain the names of the Director or Directors sought to be removed from office, and the printed and signed names of the petitioners. The petition must be presented to a Society officer at least 60 days prior to an election of Directors. Notice of the proposed action shall be provided to the membership in accordance with notice provisions for business to be handled at the Annual Meeting.
- c. Any Director absent from three (3) consecutive regular board meetings or a total of two (2) unexcused absences from regular board meetings within a fiscal year shall be relieved from office. An unexcused absence from a regular meeting is any absence that is not

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reported to the Secretary or other officer prior to the convening of such meeting. The Secretary shall maintain records of attendance and shall promptly notify a Director if the Director has been absent for two (2) consecutive regular Board meetings or has one unexcused absence, such that the Director would be at risk of removal in the event of further absences.

- d. An elected Director may be removed for conduct detrimental to the integrity and reputation of the Society, by a vote of two-thirds (2/3) of the seated Board.
- e. An elected Director who is delinquent in timely paying member dues may be removed by the Board by a simple majority vote.

Section 8 – Vacancies: Any vacancy or vacancies in the Board of Directors arising from any cause shall be filled within sixty (60) days by the affirmative vote of a majority of the Directors then in office. Any person appointed to fill a vacancy shall serve the remaining period of the term of that vacancy, and until his or her successor is elected and qualified.

Section 9 – Employment:

- a. No Director of the Board shall serve as a paid employee of the Society.
- b. Directors are not restricted from being remunerated for professional services provided to the Society. However, such remuneration shall be reasonable and fair to the Society and must be reviewed and approved in accordance with state law. In all cases where a Director wishes to provide services and receive any remuneration, at least three (3) bids for such services must be solicited. No Director shall enter into any contract with the Society unless the contract or transaction has been approved by two thirds (2/3) of the Board of Directors and so shown on the minutes of the Board of Directors together with a record that the Board of Directors is cognizant of the Board member's interest, that the Board Member proposing to contract did not participate in the discussion on the motion to approve the transaction, and that Board Member also abstained from voting on the motion.

Section 10 – Duties: The business and property of the Society shall be managed and controlled by the Board.

Section 11 – Oath of Office: Upon election to the Board the newly elected Directors shall qualify by taking the following oath (or affirmation) before a competent authority: "I do solemnly swear (or affirm) that I will support the Constitution of the United States of America, the Constitution of the State of Michigan, laws of the State of Michigan, laws of the County of Calhoun, rules and regulations of the Michigan Department of Agriculture and Rural Development, the Bylaws of the Society, and to the best of my ability perform the duties of Director of the Calhoun County Agricultural and Industrial Society, so help me God."

ARTICLE VI: DIRECTORS' MEETINGS

Section 1 – Duties: The Board shall conduct the business affairs of the Society and shall keep accurate records of all transactions. Minutes of Board meetings shall be reported at the next regular meeting of the Board and, subject to modification where appropriate, shall be adopted by the Board at that meeting.

Section 2 – Meetings: The Board, without written notice, may hold meetings as often as necessary to carry out the purpose of the Society at such time and place as shall from time to time be determined by the Board. Meetings of the Board shall be open to attendance of members anytime

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it is reasonable and practical to allow such; provided, however, that the Board by vote may elect to go into executive session and exclude non-directors from the meeting when they deem it appropriate to discuss personnel issues, matters involving attorney-client privilege, and other subject matter where confidentiality or privacy is deemed critical. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

Section 3 – Special Meetings: Special meetings of the Board may be called by the President and shall be called upon written request of any three (3) Directors, upon at least seven (7) days' notice to each Director or at least twenty-four (24) hours' notice when given personally, by telephone, fax, or electronic mail. The notice does not need to specify the business to be transacted or the purpose of the special meeting. Attendance of a Director at a special meeting constitutes a waiver of notice of the meeting, except where a Director attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4 – Meeting by Communication Equipment: Directors may participate in a meeting of the Board by using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at the meeting.

Section 5 – Quorum: A majority of the Directors then in office shall constitute a quorum for the transaction of business. Official business must be conducted during meetings or as otherwise provided by these Bylaws or state law.

Section 6 – Voting: Each Director shall be entitled to one (1) vote on any issue coming before the Board.

Section 7 – Unanimous Written Consent: Any action required or permitted to be taken under authorization voted at a meeting of the Board or a committee of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office or of the committee consent to the action in writing or by electronic transmission. The written consent shall be filed with the minutes of the proceedings of the Board or committee and shall be reported at the next regular meeting of the Board. The written consent shall have the same effect as a vote of the Board or committee for all purposes.

Section 8 – Records: The Board shall maintain the minutes of the proceedings of meetings of the members, meetings of the Board, and keep the books and records of account for the Society and in such place or places as the Board may from time to time determine.

Section 9 – Report to the Members: The Board shall cause a financial report of the Society for the preceding fiscal year to be available for distribution to each member within four (4) months after the end of the fiscal year. The report shall include the Society's statement of income, year-end balance sheet, and such other statements or reports the Board shall deem appropriate.

Section 10 – Executive Director/Fair Manager: The Executive Director/Fair Manager shall be selected by the Board. The Board shall set compensation of the Fair Manager. The Fair Manager shall have no voting privileges on the Board.

ARTICLE VII: OFFICERS

Section 1 – Positions: Officers shall consist of a President, 1st Vice President, 2nd Vice President, Secretary, and a Treasurer. No Officer shall hold more than one office simultaneously.

Section 2 – Term: All Officers shall be elected by and from the Board for a term of one (1) year or until their successors are elected. Such election shall be made as soon after the adjournment of the Annual Meeting as is practical.

Section 3 – Assistants: Officers may appoint such assistants as are necessary to accomplish the duties of their office. Such assistants shall serve at the pleasure of the appointing Officer.

Section 4 – Duties of Officers:

- a. **President** – The President shall be the chief executive of the Society and in the recess of Directors shall have general control and management of the Society affairs, subject however, to the right of the Board to delegate any specific power except such as may be conferred upon any other Officer, Officers, or the Society. The President shall preside at all meetings of the Directors and all meetings of the membership unless incapable of acting in such capacity.
- b. **1st Vice President** – In case the office of President shall become vacant by death, resignation, absence, disability, or otherwise, the duties of President shall devolve upon the 1st Vice President. The 1st Vice President shall perform the functions of President until such time as the President can fulfill his duties, or a new President is chosen by the Board.
- c. **2nd Vice President** – The duties of the 2nd Vice President shall be similar to that of the 1st Vice President except that the 2nd Vice President shall be second in succession to the office of President in case of vacancy or absence of the President.
- d. **Secretary** – The Secretary shall be responsible for the keeping of minutes of all meetings of the membership and Board, giving, and receiving all notices of the Society, and keeping charge of all data and papers of the Society. All data and records kept by the Secretary and pertaining to the Society shall be open to examination by any Director or member at reasonable times upon application to the Secretary.
- e. **Treasurer** – The Treasurer shall have custody of all financial data and keep account of all money, funds, and property of the Society. The Treasurer shall render such accounts and present such statements to the Directors at each regularly scheduled monthly meeting of the Board and at the annual meeting of the membership. The Treasurer shall deposit all funds of the Society in such financial institution and accounts as the Board may designate. The Treasurer shall keep all accounts of the Society in the name of the Society. The Treasurer shall exhibit all books and accounts, at all reasonable times, to any Director upon application. The Treasurer shall pay out all money as may be required. The Treasurer, within one-hundred twenty (120) days after the close of the county fair or June 30, whichever occurs first, shall make out and transmit to the State of Michigan Director of Agriculture and Rural Development, at his or her office, a statement of transactions of the Society for the preceding year, and give a full detail of the receipts and expenditures thereof, with a list of the premiums awarded, and to whom, and for what purpose.

Section 5 – Resignation; Removal: An officer may resign by written notice to the Society. The resignation is effective upon its receipt by the Society or at a subsequent time specified in the

notice of resignation. The President, Vice Presidents, Secretary, or Treasurer may be removed from office at any time, with or without cause, by an affirmative vote of a majority of the Board.

Section 6 – Vacancies: The Board shall attempt to promptly fill any vacancy in an officer position. Individuals appointed to fill vacancies in an officer position shall serve for the balance of the term of the vacant position.

ARTICLE VIII: INDEMNIFICATION

Section 1 – Non-Derivative Actions: Subject to all of the other provisions of this Article, the Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that person is or was a Committee Chairperson, Committee Member, worker, Director or Officer of the Society, or is or was serving at the request of the Society in such capacity, against expenses (including legal fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit or proceeding if that person acted in good faith and in a manner that person reasonably believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal action or proceeding, had no reasonable cause of to believe that their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon the plea of nolo contendere or its equivalent shall not, of itself create a presumption that the person reasonably believed to be in or not opposed to the best interests of the Society or its Board of Directors and with respect to the criminal action or proceeding, had reasonable cause to believe that their conduct was not unlawful. This right of indemnification shall insure to each Director or Officer whether the person is a Director or Officer at the time these costs or expenses are imposed or incurred, and whether or not the claim asserted against that person is based upon matters which antedate the adoption of this Section of these By-laws; and in the event of that person's death, these provisions shall extend to that person's legal representatives. Each person who shall act as a Director or Officer shall be deemed to be doing so in reliance upon such right of indemnification; and such right shall not be exclusive of any other right which that person may have.

Section 2 – Derivative Actions: Subject to all of the other provisions of this Article, the Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that person is or was a Committee Chairperson or worker, Committee Member, Director or Officer of the Society, or is or was serving at the request of the Society in such capacity, against expenses (including legal fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit or proceeding if that person acted in good faith and in a manner that person reasonably believed to be in, or not opposed to, the best interests of the Society or its Board of Directors, 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 for negligence or misconduct in the performance of their duties to the Society unless and only to the extent that the court in which such action or suit was brought shall determine on application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably, entitled to indemnity for such expenses which such court shall deem proper.

Section 3 – Expenses of a Successful Defense: To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article, or in the defense of any claim, issue, or matter therein, that person shall be

indemnified against expenses (including legal fees) actually and reasonable incurred by that person in connection therewith.

Section 4 – Determination that Indemnification is Proper: Any indemnification under Sections 1 and 2 of this Article (unless ordered by the court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification is proper under the circumstances because that person has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article, whichever is applicable. Such determination shall be made in any of the following ways:

- a. By the vote of the majority vote of the Board of Directors consisting of a quorum of Directors who were not a party to the action, suit or proceeding; or
- b. If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5 – Expense Advance: Expenses incurred in defending a civil suit or criminal action, suit or proceeding described in Sections 1 or 2 of this Article may be paid by the Society in advance of the final disposition of such action, suit or proceeding, as authorized in the manner provided in Section 4 upon the receipt of an undertaking by or on behalf of the person involved, to repay such amount unless it shall be ultimately determined that person is entitled to indemnification by the Society.

Section 6 – Death or Incapacity: The indemnification provided in the forgoing subsections continue as to a deceased or incapacitated person and shall inure to the benefit of the heirs, personal representatives, guardians, executors, or administrators of such a deceased or incapacitated person.

Section 7 – Changes in Michigan Law: In the event of any change in Michigan statutory provisions applicable to the Society relating to the subject matter of this Article of the Bylaws, then the indemnification to which such person is entitled shall be determined by such changed provisions.

Section 8 – Insurance: The Society may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Society or is or was serving at the request of the Society as a Director or Officer, against any liability asserted against that person and incurred by that person in such capacity or arising out of his status as such, or against any liability indemnified by the Society under this Section.

ARTICLE IX: COMMITTEES

Section 1 – Power: The Board shall have the power to appoint committees as it deems necessary for the performance of certain functions, provided however, a committee's authority to act must be authorized by the Board. Any action taken by any such committee shall be presented for ratification by the Board. Each committee shall have at least three members. Committee membership may include Board members, staff, current CCAIS members in good standing, as well as non-members with special expertise; provided, however, that only an Executive Committee comprised solely of directors may exercise the powers and authority of the Board in the management of the business and affairs of the Society. All committees shall include a current member of the Board designated by the Board (such Board member may serve as ex officio),

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shall be subject to the supervision and control of the Board, and shall be responsible to the Board.

Section 2 – Operations: The Operations Committee is responsible for monitoring buildings and grounds condition and maintenance, and general operations and events. The Operations Committee shall support all other committees of the Society logistically through setup, execution of, and completion of each committee's respective events.

Section 3 – Finance: The Finance Committee is responsible for reviewing budgets initially prepared by staff, helping to develop appropriate procedures for budget preparations, reporting to the board any financial irregularities, concerns, opportunities, recommending financial guidelines to the board, working with staff to design financial reports and ensure that reports are accurate and timely and advising the board and staff on financial priorities and information systems. The Finance Committee shall be chaired by the Treasurer of the Board. The Finance Committee shall provide that the books and records of the Society are reviewed or audited by a certified public accountant periodically.

Section 4 – Bylaws: A Bylaws Committee shall be appointed by the Board at a minimum of once every five (5) calendar years for the purpose of reviewing and recommending alterations or amendments to these Bylaws.

Section 5 – Nominating: A Nominating Committee shall be timely appointed by the Board to present a list of candidates for consideration to be elected to fill regular terms as Directors at the Annual Meeting of the membership. The Nominating Committee shall nominate at least as many members as open positions each year to serve on the Board but may nominate more. The list of candidates shall be provided in time to send the information with the Annual Meeting notice.

Section 6 – Youth: A Youth Committee may be appointed by the Board to represent the youth of Calhoun County and act as a liaison between youth groups and the Board.

Section 7 – Limitation on Committee Powers: Notwithstanding any other provision of this Article IX, no committee shall have the power to amend the Articles of Incorporation or Bylaws, adopt an agreement of merger or conversion, recommend to members the sale, lease, or exchange of all or substantially all of the Society's property and assets, or a dissolution of the Society, fill vacancies in the Board, fix the compensation of directors for serving on the Board or on a committee, or terminate memberships.

ARTICLE X: CALHOUN COUNTY BOARD OF COMMISSIONERS

Section 1 – Representation: The Society shall allow for a representative of the Calhoun County Board of Commissioners (CCBC) to act as liaison between the CCBC and the Society Board of Directors. This representative shall be appointed by the CCBC.

Section 2 – Authority: Except as provided in Article VI, Section 2, CCBC and its representatives shall be entitled to notice of all meetings of Society Members and Directors, and shall have the right to speak at such meetings, but shall have no voting privileges.

ARTICLE XI: RULES OF ORDER

Section 1 – Rules of order: For all situations not otherwise covered by law or Society Bylaws, the latest edition of Robert's Rules of Order shall be the parliamentary authority for all meetings of the Society.

ARTICLE XII: FINANCIAL COMMITMENTS

Section 1 – Limitations: Except as approved as part of the Society's annual operating budget, the Board shall make no purchases, investments, or monetary commitments in excess of fifty thousand and no/100 dollars (\$50,000.00) per project, or an overall total of not more than two hundred fifty thousand and no/100 dollars (\$250,000.00) per fiscal year, without membership approval.

Section 2 – Charitable Gifts: The Society pursues funding in the form of gifts, grants and sponsorships that advance its mission. Donors have the right to be assured their gifts will be used for the purposes for which they were given. All funds received as gifts for specific purposes shall be used only for such purposes, as long as the use does not compromise the Society mission or programs. No restricted gift in excess of \$5,000 shall be accepted without Board approval. No funds donated to the Society for a designated purpose, project, or use, may be spent or redirected for other purposes or withheld without prior donor consent, unless the following requirements are met:

- a. The fund-raising committee or entity shall provide a unanimous recommendation to the Board as to the requested change including use and amount. Contact will be made with the donor when possible, to explain the request.
- b. The Board shall review the request and must unanimously recommend that the request be put to a vote of the membership.
- c. The membership must approve the requested change by a 2/3 vote of the membership in attendance in person at the meeting where the vote is taken. There must be quorum of members present.

Section 3 – Exceptions to Limitations: In the event that the Society receives a gift, grant or donation for a specific project or purchase, the limitations listed in Section 1 of this Article, shall not apply to purchases, investments or monetary commitments by the Board specifically related to the designated gift, grant or donation.

ARTICLE XIII: PROPERTY & ASSETS

Section 1 – Property: All property owned by the Society, both real and personal, shall be held in the name of the Society.

Section 2 – Sale of Real Estate: The Board may sell all or part of its real estate when authorized by the membership at any Annual Meeting or special members' meeting called for this purpose. Majority vote of members present shall be required to authorize such decision. Notice of the intention to vote on the question of the sale shall be published in some newspaper published in the county, if there be one published, and if not, then in some newspaper published in an adjoining county, once a week for three (3) succeeding weeks next preceding such annual or special meeting.

Section 3 – Compilation: There shall be a compilation of the financial records of the Society by an independent accountant annually. Results of the year's compilation shall be included in each Annual Report to the membership.

ARTICLE XIV: INSURANCE

Section 1 – The Board shall cause to be purchased and at all times the Society shall be covered by any and all insurance necessary to protect the long-term financial best interests of the Society. The Society shall be covered at all times by a minimum of General Liability and Directors & Officers policies.

ARTICLE XV: ANNUAL FAIR

Section 1 – Control: The Board shall have full control of the management of the annual County Fair and all Fairground events. The Board shall let all contracts for carnival, stage attractions, entertainment, exhibits, ground rentals, and other customary actions and shall have full control of the property of the Society.

Section 2 – Time: The Board shall determine the time of holding the annual County Fair.

Section 3 – Rules and Regulations: The rules and regulations concerning the operation of the Fair and Fairgrounds shall be established by the Board.

ARTICLE XVI: 4-H BUILDING AND ARENA SCHEDULING

Section 1 – Fair: Superintendents for youth project areas and Recognized Youth Organizations approved by the Society under the policies of the Society, such as the 4-H clubs of Calhoun County and FFA clubs, shall have priority to use the Boys and Girls Exhibit Building and Covered Arena during the annual County Fair.

Section 2 – Balance of Year: Superintendents for youth project areas and Recognized Youth Organizations approved by the Society shall have the use of Society facilities so long as said facilities have not been rented, leased, or in any other way committed to a prior use by another person, organization, or business.

ARTICLE XVII: NON-DISCRIMINATION

Section 1 – Policy: The Society prohibits discrimination in membership, employment, programs, and activities on the basis of race, national origin, color, creed, religion, sex, age, disability, height, weight, familial, marital, or veteran status, or any other status as required by law.

ARTICLE XVIII: AMENDMENTS

Section 1 – Proposed Amendments: The Board, or any ten (10) members, may propose amendments to these Bylaws.

Section 2 – Procedure: If proposed by members, the proposed amendment shall be submitted to the Board Secretary not less than sixty (60) days prior to the member meeting at which the amendment is to be voted on. The Secretary shall specify, in giving notice of any member

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meeting, the amendments of the Bylaws to be brought before the membership, at least thirty (30) days prior to the meeting. A two-thirds (2/3) majority vote of the membership present at the meeting shall be required to alter or amend these Bylaws.

Section 3 – Effective Date: Alterations or amendments so made to the Bylaws shall be duly certified by the President and Secretary of the Society. Upon certification, alterations and amendments shall be filed within seven (7) days in the office of the director of the State of Michigan Department of Agriculture and Rural Development, whereupon the alterations or amendments shall have the same force and effect as the original Bylaws.

ARTICLE XIX: DISSOLUTION


Section 1 – Vote: The Society may be dissolved upon receiving the affirmative vote by a majority of members entitled to vote thereon at a special meeting called for such purpose under the provisions of Article IV.

Section 2 – Property: If, for any reason, the Society ceases to function, all assets, including real and personal property, shall be transferred to the County of Calhoun.

History: Adopted Nov. 15, 2012, Amended December 2, 2015, Amended April 14, 2021, Amended November 18, 2021.

CERTIFICATIONS

I duly certify that the foregoing is a true and correct copy of the Bylaws of the Society as amended by the membership on November 18, 2021.



Doug Wildt, Interim President



Teri Letts, Interim Secretary

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