

**BYLAWS OF
THE SANTA ROSA COUNTY FAIR ASSOCIATION, INC.**
(A corporation not for profit)
MISSION STATEMENT

To promote Agriculture through Educational Outreach & Special Events.

ARTICLE I

Name and Location

Name. The name of this organization is The Santa Rosa County Fair Association, Inc., chartered pursuant to Chapter 616, Florida Statutes, November 20, 1992, Milton, Florida.

Address. The address of this corporation shall be any address such as the Board of Directors shall from time to time designate.

ARTICLE II

Purpose

Purpose. The purpose of the Santa Rosa County Fair Association, Inc. shall be as follows:

1. Operation of an annual county fair.
2. Other purposes as may be provided in the articles of incorporation, and other objects and purposes as may be permitted under the laws of the State of Florida.

ARTICLE III

Membership

Section 1: Association Member.

- a. Members of the Santa Rosa County Fair Association, Inc. shall be composed of not more than forty (40) members. Any reputable person who is eighteen (18) years of age and is a citizen of the United States shall be eligible for consideration for membership.
 1. Prospective members shall complete a membership application, to include a background investigation form.
 2. Upon receipt of the recommendation of the membership committee and completion of a background investigation, the Board of Directors shall vote on approval or disapproval of the application.
 3. Requirements.
 - A. **Membership** requirements shall include the following:
 - 1) Attend six (6) meetings annually which includes attendance at Board of Directors meetings and/or Committee meetings, (not including the annual meeting) unless excused by the Board of Directors.
 - 2) Volunteer for not less than twenty (20) hours during fair dates unless excused by the Board of Directors.
 - 3) Serve on an active committee.
 - B. Members not meeting the above requirements may be removed from membership by the Board of Directors.

- C. Members shall be expelled for failure to retain their reputable status. Such expulsion shall take place at any Board of Directors meeting or at any special meeting called for that purpose, upon the vote of three-fourths (3/4) of the voting members present.
- 4. The Santa Rosa County Fair Association, Inc., Association Members shall have one vote for each of the positions on the Board of Directors during the annual elections.
- b. **Friends of the Fair.** Membership of the Friends of the Fair shall be composed of people who wish to volunteer their time and/or services to the operation of the fair. Any reputable person shall be eligible for consideration for membership.
 - 1. Prospective members shall complete a Friends of the Fair application, to include a background investigation form.
 - 2. Upon receipt of the recommendation of the membership committee and completion of a Background Investigation, the Board of Directors shall vote on approval or disapproval of the application.
 - 3. Requirements.
 - A. Serve during one Fair before becoming a Santa Rosa County Fair Association, Inc., Member.
 - B. Friends of the Fair will have no meeting requirements.
 - C. Friends of the Fair will have no committee requirements.
 - 3. Friends of Fair will be non-voting members.
- c. **Lifetime Members.**
 - 1. Lifetime members shall consist of those who have demonstrated outstanding service to the Santa Rosa County Fair Association, Inc., and shall be approved by the Board of Directors.
 - 2. Lifetime members shall be non-voting members.

Section 2: Affairs of Membership Committee.

- a. The affairs of this committee shall be managed by the Board of Directors.

Section 3: Voting.

- a. Each member present shall be entitled to one vote for the election of the Board of Directors at the annual meeting, or at any other meeting to change bylaws or expel a member.
- b. Each member of the Board of Directors present at any annual, regular or special meeting shall be entitled to one vote on each question presented at such meeting.
- c. Any Director that is not physically present at the meeting but is audibly present, then that director may cast their vote on each question presented at such meeting.

Section 4: Meetings.

- a. The annual meeting of the Santa Rosa County Fair Association, Inc., shall be held in June.

ARTICLE IV
Board of Directors

- Section 1: Number.** The Board of Directors shall be composed of thirteen (13) members of the corporation who shall serve a term of (3) years. The first election of Directors will be elected for Terms as follows: four (4) directors – three (3) years; four (4) directors – two (2) years; five (5) directors – one (1) year.

Section 2: Board qualifications.

- a. No two members of the EXECUTIVE Board shall be members of the same household or immediate family. Immediate family defined as spouses, children, or siblings.
- b. Board members shall be residents on Santa Rosa, Escambia, or Okaloosa County, Florida.
- c. Must have served 12 consecutive months as a member of the Santa Rosa County Fair Association, Inc.
- d. Must have served actively on at least one (1) Fair Committee.

Section 3: Duties. The Board of Directors shall establish a disaster plan and business policies of the corporation, which said policies shall be carried out by the officers of the corporation. The Board of Directors shall be empowered to hire and fire employees as necessary. Each Director shall chair or co-chair a committee.

Section 4: Quorum. The presence of a majority of all the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of quorum present at a meeting shall be the act of the Board of Directors.

Section 5: Meetings. Regular meeting of the Board of Directors shall be held each month. Time and place will be determined by the Board of Directors. Special meetings may be called by the Chair or by a majority of the Board of Directors. The business to be conducted at such meetings shall be limited to the purpose for which such special meeting is called.

Section 6: Notice. Written notice of each special meeting shall be electronic notice, verbal notice, mailed to the last known mailing address or called by phone to each member of the Board of Directors by the delegated authority of the Board of Directors not less than three (3) days prior to the said special meeting. The notice of the special meeting shall specify the purpose for which the said meeting has been called and waiver of notice must be signed by all members present. All notices shall set forth the date, time and place of the meeting.

Section 7: Vacancies. The Board of Directors shall elect a duly qualified member to serve on the Board whenever there is a vacancy. Such election shall be held as soon as practical after such a vacancy occurs, and may be held at a special meeting called for such purpose.

Section 8: Election of Officers. The Board of Directors shall, at their May meeting, elect the officers of the corporation. All officers must be members of the Board of Directors.

Section 9: Delegation of Powers. The Board of Directors may, for any reason they deem sufficient, delegate any power or duty of any officer or director to any other officer or Director; provided, however, that no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10: Removal.

- A. A member of the Board of Directors may be removed for just cause, by the affirmative vote for such removal, by three-fourths (3/4) of the committee

members present at a regular or special meeting called for such purpose. An investigation to determine just cause shall be conducted by a special board consisting of not less than three (3) members.

- B. Any director who misses three (3) consecutive meetings without notifying either the Chairperson or Secretary of the reason for their absence, may be removed from the Board of Directors.

Section 11: Ex-Officio Positions. Extend an invitation to five (5) ex-officio positions for non-voting Board of Directors, to include one (1) position each for: County Commissioner or County Administrator or their appointed Representative, County Extension Office, School Board Representative, Representative from Pensacola State College, Milton Campus and Gulf Power Representative. Appointments will be from June through May and have privileges the same as other association members.

ARTICLE V

Officers

Section 1: Officers. The officers of the corporation shall consist of the Chair, Vice-Chair, Secretary and Treasurer, all of whom shall be members of the Board of Directors. Each officer shall be elected to hold respective office for a period of one (1) year.

Section 2: Chair.

- a. No person shall be elected to the office of Chair who has served less than two (2) years on the Board of Directors.
- b. The Chair shall:
 1. Preside at all meeting of the Board of Directors.
 2. Make all committee appointments.
 3. Serve as an ex-officio member of all committees.
 4. Perform such other duties as pertains to the office of Chair.
 5. After each meeting, sign the approved minutes of the last meeting.
- c. The Chair shall be limited to not more than two (2) consecutive terms/years.

Section 3: Vice-Chair.

- a. The Vice-Chair shall:
 1. Preside at all meetings of the Board of Directors in the absence of the Chair and perform such other duties as pertains to the office of the Chair.
 2. Chair the membership committee.

Section 4: Treasurer.

- a. The Treasurer shall:
 1. Manage all funds as directed by the Board of Directors.
 2. Serve as the finance committee Chair.
 3. Perform other duties as may delegated by the Board of Directors.
 4. Submit written copies of the Treasurer's Report to the Board of Directors at regular and annual meetings and make copies available to the members at meetings.

Section 5: Secretary.

- a. The Secretary shall:
 1. Record the minutes of all meetings or delegate authority to do so.
 2. After each meeting, see that a copy of the minutes is signed and properly

- recorded in a corporate minutes book.
3. Maintain attendance records of all meetings or delegate authority to do so.
 4. Perform such other duties as may be delegated by the Board of Directors.
 5. Furnish a written copy of minutes to members prior to regular and annual meetings.
 6. Secretary shall Chair the office staff committee.

Section 6: Requirements.

All members of the Board of Directors are required to miss no more than 3 consecutive meetings. If he/she is going to miss a meeting, he/she will need to notify the Chairperson or Secretary one day prior to the meeting date. If an officer misses more than 3 meetings, he/she will be subject to the same dismissal as Board of Directors.

Section 7: Financial Bond.

All officers designated to make withdrawals of funds shall give bond in such amount as the Board of Directors may require. The corporation shall pay the premium for such bonds.

ARTICLE VI

Executive Committee

Section 1: There shall be an association executive committee of seven (7) members of the Board of Directors who shall serve one (1) year terms commencing with each annual election. The executive committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer and three (3) members of the Board of Directors who will be elected by the Board of Directors.

Section 2: The executive committee shall have the general executor duties of the affairs of the association consistent with the adopted policies of the Board of Directors of the Association. It shall approve of the transaction of business, where required, on a managerial nature and shall have the responsibility for review and recommendation of the recommended annual budget.

Section 3: The executive committee shall meet at the call of the Chair. Four (4) members thereof shall constitute a quorum and a majority of the members present and voting shall constitute binding action on any matter.

Section 4: The executive committee shall have no authority to approve or bind the association to contracts of major capital expenditure or to any long-term agreements. Its executor function shall be to attend to the day-to-day processes of the association and to such acts as are authorized by the Board of Directors.

Section 5: The Executive Committee has the authority to approve up to, a \$500.00 expenditure. Expenditures in excess of this shall be brought before the Board of Directors for approval by vote.

Section 6: The executive committee is empowered to expend funds for the association for emergency purposes, which expenditures shall not exceed one thousand (\$1,000.00) dollars for any project and shall not exceed the sum of five thousand (\$5,000.00)

dollars for any fiscal year, unless expressly approved by the Board of Directors of the association.

ARTICLE VII

Standing Committees

Section 1: Standing committees are as follows:

- a. Membership committee
- b. Finance Committee –
- c. Office Staff Committee -
- d. Grounds Committee –
- e. Agriculture/Livestock Committee –
- f. Exhibit Committee -
- g. Advertising/Publicity/Sponsorship Committee -
- h. Gate/Parking/Security Committee –
- i. Arena Committee -
- j. Entertainment Committee –
- k. Special Events Committee -

Section 2: Additional committees can be established on as-needed basis. The standing committees can be divided in sub-committees at the desire of the committee. Each standing committee shall consist of a minimum of three members. The Chairperson shall be an ex-officio member of all committees.

ARTICLE VIII

Fiscal Year

The fiscal year of the corporation shall be from November 1, until October 31.

ARTICLE IX

Parliamentary Rules

The parliamentary authority of all procedural matters not specifically covered by these bylaws shall be Robert's Rules of Order Newly Revised.

ARTICLE X

Distribution of Assets Upon Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to SANTA ROSA COUNTY which themselves are exempt as organizations described in Section 501 © (3) and 170 © (2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purposes.

Article XI

Audit Provisions

Section 1: The financial books and records of the corporation shall be audited annually as specified in Florida Statutes, Chapter 616.

Section 2: An audit shall be performed prior to the Annual meeting and at such times as may be designated by the Board of Directors. The audit committee shall consist of three (3) members, one (1) of which must be a Board of Directors member.

ARTICLE XII

Order of Business

The order of business at all meetings of the Board of Directors shall be as follows:

1. Call to order (a quorum being present)
2. Roll Call
3. Reading of the secretary's report of minutes of the preceding meeting and action thereon
4. Reading of the Executive Committee meeting minutes
5. Treasurer's report
6. Reports of committees
7. Unfinished business
8. New business
9. Announcements
10. Adjournment

ARTICLE XIII

Bylaw Changes

The bylaws can be amended at any regular meeting by a two-thirds (2/3) majority of the members present, after being read at a previous regular meeting provided a quorum of ten (10) voting members are present.

Bylaws amended and signed this ____ 13th ____ day of ____ July __ 2013

Chairperson

Secretary