

BYLAWS
OF
THE WEST VIRGINIA ASSOCIATION OF FAIRS AND FESTIVALS, INC.

ARTICLE I

NAME AND PURPOSES

Section 1. **Name.** The name of this corporation shall be The West Virginia Association of Fairs and Festivals, Inc.

Section 2. **Purposes.** The purposes of this corporation shall be those objects set out in the Articles of Incorporation. Specifically, the purposes of this corporation shall include the following:

- a) To provide for a non profit corporation to which all West Virginia fairs, festivals and similar groups may hold membership.
- b) To be a vehicle through which general information relative to fairs and festivals may be communicated for the best interest of its members and the fair and festival-going public of West Virginia.
- c) To provide for an annual meeting and convention.
- d) To provide for a queen's competition consisting of a set of rules for entry, judging, and staging of said pageant; the winner of the pageant to be crowned Miss West Virginia Association of Fairs and Festivals, Inc. for the year then current.
- e) To bring before the membership new ideas, new methods not in practice, and any new or proposed laws or regulations affecting the operation of fairs and/or festivals.

ARTICLE II

MEMBERSHIP

Section 1. **Eligibility.** Any fair or festival association or corporation in West Virginia shall be eligible for membership in this corporation. The payment of annual dues prior

to the commencement of the first business session of the annual meeting shall be a condition of membership for a given calendar year.

Section 2. Voting. Each paid member shall be entitled to one (1) voting delegate at each business session and must submit the names of each delegate, along with the names of up to three alternates on the registration form prescribed by the Board of Directors, prior to the first business session of the annual meeting. An alternate may vote only when the designated delegate is not present.

Section 3. Associate Membership. An associate membership by individuals or commercial firms may be secured by the payment of annual dues. Associate Membership does not permit individuals to hold office. Individuals who are associate members or are representatives of associate members are eligible to be elected as the associate membership representative on the Board of Directors.

Section 4. Membership Applications. Any individual, group, or firm which applies for membership in either classification shall furnish to the Secretary of this corporation such information as may be required by the Board of Directors.

Section 5. Membership Dues. The Board of Directors shall be charged with The responsibility of setting the amounts to be assessed each member or associate member for annual dues, with the members voting at the annual meeting on the amount recommended by the Board of Directors.

Section 6. Termination of Membership. Membership in the corporation shall terminate if:

- a) A member does not pay the required dues prior to the commencement of the annual convention; or
- b) A member, after written notice and opportunity to be heard, is removed for any reason deemed sufficient by a three-fifths (3/5ths) vote of the members present and voting at the annual meeting or any special meeting of the members; or
- c) A member tenders a resignation in writing, but such resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Membership dues shall be nonrefundable upon termination of membership.

Section 7. Annual Meeting. The annual meeting of the members shall be held at a time and place designated by the Board of Directors.. The agenda of the annual meeting shall include (1) the Directors report to the membership on the activities of the corporation; (2) the election of new Officers and Directors; and (3) such other business as may come before the meeting at the request of any member. Any member wishing to have an item placed on the agenda of the annual meeting must contact the Secretary of the corporation at least four (4) weeks prior to the meeting date. At least two (2) weeks' written notice of a detailed agenda for

the annual meeting shall be given to the members by the Secretary of the corporation, acting for and on behalf of the Board of Directors.

Section 8. Special Meetings. Special meetings of the members, for any purpose, may be called by the President, by a vote of a simple majority of the Board of Directors, or by the written request of one-third (1/3) of the voting members. The notice of any special meeting shall include the meeting's purpose(s) and shall be mailed or sent by printable electronic communication, with response requested, to each active member at least twenty (20) days prior to its date.

Section 9. Quorum. A quorum at any annual or special meeting shall consist of the members represented at the meeting by a designated delegate or an alternate delegate.

Section 10. Conduct of Meeting. At all meetings of the members, the President of the corporation shall preside, unless the Board of Directors directs that another officer preside. The meetings of the members shall be conducted according to such rules as the Board of Directors may prescribe.

ARTICLE III

DIRECTORS

Section 1. Number and Qualification. The entire direction and management of the affairs of the corporation shall be exercised, conducted, and controlled by a Board of Directors, which shall consist of eight (8) delegates. No member organization shall be represented on the Board of Directors by more than one (1) Director.

One (1) Director shall be elected to represent The State Fair of West Virginia. The State Fair Board of Directors shall nominate such Director.

The remaining seven (7) Directors shall be elected by the general membership; provided, however, that one (1) Director shall represent the associate membership.

Section 2. Terms.

- a) Initial Members of the Board of Directors. The initial Board shall be elected by the members of the corporation at the initial meeting of the members. At that time, the membership shall elect two (2) classes of directors, to be known as Class I and Class II. There shall be four (4) members of Class I and four (4) members of Class II. The term of office of the Class I directors elected at the January, 1994 meeting of the members shall expire at the 1996 annual meeting of the members. The term of office of the Class II directors elected at the January, 1994 meeting of the members shall expire at the 1995 annual meeting of the members.
- b) Election of Directors. With the exception of the initial Directors, all Directors shall be elected for a term of two (2) years, except as provided in Article III, Section 3.

Section 3. Vacancies. Vacancies on the Board shall exist upon the death, resignation or removal of a Director from the Board. Resignations shall take effect upon notice given to the Board of Directors.

Any vacancies shall be filled by an appointment made by the Board of Directors for the completion of the remainder of the term vacated.

Section 4. Removal from office of Directors. Directors shall be removed from the Board automatically for misconduct or neglect of duty to the corporation, as defined below:

- a) Fiduciary irresponsibility and neglect with respect to corporate assets;
- b) Unauthorized or personal use of corporate funds;
- c) Dereliction of duty as established by law or these Bylaws;
- d) Conviction of a felony while a member of the Board; and
- e) Unexcused absence at greater than fifty percent (50%) of the meetings of the Board within a single year.

All cases involving a challenge to membership on the Board of Directors, shall be referred to and handled by the Board by majority vote of its members in good standing, subject to a ratification vote by the members at the next annual or special meeting of the members.

Section 5. Regular Meetings. The Board of Directors shall hold regular meetings on such schedule as may be established from time to time, but not less often than four times a year, at such time and place as the Board may from time to time designate by resolution, or, in the absence of such designation, at such time and place as may be designated by the President.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the President, or any five (5) Directors, on at least twenty (20) days notice by telephone or by electronic communication, with response requested, to all Directors.

Section 7. Notice of Meetings. Notice of any regular meeting of the Board of Directors shall be given by the Secretary of the corporation, or by the person or persons calling such meeting, at least thirty (30) days before the time of such meeting, by written notice thereof mailed or sent by printable electronic communication, with response requested, to each Director and to the designated contact person of each member or associate member.

Section 8. Appearances at Board Meetings. A duly appointed representative of any member or associate member may appear and be heard at any regular or special meeting of the Board of Directors. Persons wishing to appear at the Board meetings must contact the Secretary of the corporation at least ten (10) days prior to the meeting date.

Section 9. Quorum. A Quorum at each meeting shall consist of five (5) Directors. If at any meeting of the Board there be less than a quorum present, a majority of those persons present may adjourn the meeting from time to time until a quorum is present.

Section 10. Conference Call. Regular or Special Board of Director's meetings may be conducted via conference call. All rules applying to meetings would apply. Members requesting an appearance before the Board may be included in a conference call.

Section 11. Voting. Each Director, including the Director representing the associate membership, shall have one (1) vote upon any-issue which is properly before the Board of Directors for consideration.

Section 12. Liability of the Board. No member of the Board shall be personally liable for debts, liabilities or *other* obligations of the corporation.

Section 13. Compensation. The Secretary and Treasurer shall be compensated in amounts established by the Board of Directors. All Directors are entitled to reimbursement for actual authorized expenses incurred by them on behalf of the corporation.

Section 14. Conflict of Interest. No member of the Board of Directors shall vote on any question in which he or she has a pecuniary interest.

ARTICLE IV

OFFICERS

Section 1. Election and Terms of Office.

- a) Officers. The officers/directors shall be elected by the members and shall consist of a President, First Vice-President, Second Vice-President, Secretary, Treasurer, Parliamentarian, State Fair Representative and Associate Member Representative.
- b) Initial Officers. The initial officers shall be elected by the members of the corporation at the first meeting of the members. The President, First Vice-President, Second Vice-President and Parliamentarian elected by the membership at the first meeting of members shall serve terms of office of two (2) years. The Secretary, Treasurer, State Fair Representative and Associate Member Representative elected by the membership at the first meeting of members shall serve terms of one (1) year.
- c) Election and Terms of Office. With the exception of the initial officers elected by the membership at the first meeting of members, all officers shall be elected for a term of two (2) years, except as provided in Article IV, Section 3.

- d) Succession to President. The First Vice-President shall automatically become President. The Second Vice-President shall automatically become First Vice-President. The Past President shall automatically become Parliamentarian. At the annual meeting, the voting delegates shall elect a Second Vice-President. Once elected as Second Vice-President, such Person shall succeed to First Vice-President, then to President, and then to Parliamentarian.
- e) Consecutive Terms. The Secretary, Treasurer, State Fair Representative, and Associate Member Representative may be elected to serve consecutive terms.

Section 2. Removal. Any officer may be removed from office by vote of two-thirds (2/3rds) of the members of the Board at any regular or special meeting.

Section 3. Vacancies. Vacancies in any office shall exist upon the death, resignation or removal of an officer from office. Resignations shall take effect upon notice given to the Board of Directors.

Any vacancies in any office shall be filled by an appointment made by the Board of Directors for the completion of the remainder of the term vacated.

Section 4. Agents and Employees. All agents and employees of the corporation other than officers shall be appointed, and their salaries or other compensation fixed, by the Board of Directors except to such extent as the Board may have delegated such authority to a committee or officer designated by the Board.

Section 5. President. The President shall be the chief executive officer of the corporation, shall have general supervision of its affairs, shall perform such duties as may be vested in him/her under these Bylaws, shall preside at all meetings of the Board, shall be an ex-officio member of all committees of the Board, shall see that all orders and resolutions of the Board are carried into effect, and shall appoint members to Ad hoc and Standing Committees.

Section 6. Vice Presidents. The First Vice President shall, in the absence or incapacity of the President, perform the duties of the President and shall have such other powers and authority as may be assigned to him/her by the Board of Directors. The Second Vice President shall be next in line to perform such duties in the event the First Vice President is unable to do so and shall have such other powers and authority as may be assigned to him/her by the Board of Directors.

Section 7. Secretary. The Secretary shall have the custody of the minutes, corporate seal and all records and papers of the corporation subject to the supervision and control of the President, except such as the Board may put in the custody of other officers, agents or employees; attend all meetings of the Board of Directors and act as Secretary thereof, keeping a record of the proceedings of such meetings in a book to be maintained for the purpose; give or

cause to be given, unless otherwise specially provided, notice of all meetings of the Board, keep a correct and current list of the Directors of the corporation and perform such other duties as may be prescribed by the Board of Directors or the President.

Section 8. Treasurer. The Treasurer shall have custody of the corporate funds and securities of the corporation, subject to the supervision and control of the President; keep full and accurate accounts of receipts and disbursements of the corporation in proper books to be furnished him/her for that purpose; deposit all monies and other valuable effects in the name of and to the credit of the corporation, in such depositories as may be designated from time to time by the Board of Directors; the President, Vice President, Secretary or Treasurer shall each have the authority to disburse the funds of the corporation in accordance with its fiscal policies and procedures; render to the President and to the Directors at meetings of the Board accounts of all his/her transactions as Treasurer and of the financial condition of the corporation; and have such further duties as shall be from time to time conferred upon him/her by the Board of Directors.

Section 9. Parliamentarian. The Parliamentarian shall have the duty to assure that all activities and meetings of the corporation are conducted in accordance with the laws of the State of West Virginia, the Articles of Incorporation of the corporation, the Bylaws of the corporation, and any binding resolutions of the Board of Directors and/or the members. The Parliamentarian shall advise the officers and Directors of the corporation as to the proper parliamentary procedures to be followed at all meetings. Unless otherwise directed by a vote of the Board of Directors, **Robert's Rules of Order**, as most recently revised, shall govern the proceedings at all meetings of the Directors and members.

Section 10. State Fair Representative. The State Fair Representative shall act as the corporation's official liaison with the State Fair of West Virginia. The State Fair Representative shall have such other duties as may be placed upon him/her by the Board of Directors.

Section 11. Associate Member Representative. The Associate Member Representative shall act as the official liaison between the management of the corporation and the associate members. The Associate Member Representative shall have such other duties as may be placed upon him/her by the Board of Directors.

ARTICLE V

COMMITTEES

Section 1. Creation and Powers. The corporation shall have such standing and ad hoc committees as may be established by the Board of Directors.

Section 2. Membership of Committees. The members of each committee shall be appointed by resolution of the Board of Directors.

ARTICLE VI

QUEEN'S COMPETITION

Section 1. Format of Competition: Duties of Queen. The corporation shall sponsor an annual Queen's Competition. The Board of Directors shall determine the general format of the annual Queen's Competition including (but not limited to) eligibility, number of appearances of contestants, judging systems utilized, required dress, general decor, master(s) of ceremony, contest length, starting time, registration deadlines, chaperoning requirements, and contestants' activities during the annual meeting.

The Board of Directors shall determine the duties and privileges of the Queen during her reign.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Bylaw Amendments. These Bylaws may be amended at any regular or special meeting of the members, by affirmative vote of two-thirds (2/3rds) of the members present represented by a designated delegate or an alternate delegate, provided notice of the proposed amendment be contained in the notice of an annual or special meeting of the members not less than thirty (30) days prior to voting on the recommended amendment. Bylaw changes once passed as aforesaid shall become effective immediately.

Section 2. Non-discrimination. The corporation shall not discriminate based on race, religion, color, national origin, ancestry, age, sex or handicap.

CERTIFICATION OF BYLAWS

I, *Della Gird*, Secretary of West Virginia Association of Fairs and Festivals, Inc., a West Virginia nonprofit, non-stock corporation, hereby confirm and certify that the attached Bylaws are true, complete and correct and currently in full force and effect.

Dated: *January 14, 2012*

Della Gird
Secretary

