

BYLAWS

for

The Highland County Fair Association, Inc.

Article I

Name

The name of this corporation shall be The Highland County Fair Association, Inc.

Article II

Purposes

The purposes for which the corporation is formed are as follows:

- A. This corporation is organized exclusively for the charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code (hereinafter "Section 501(c)(3)").
- B. To teach, aid, and assist the citizens of Highland County in the raising of livestock, arts, crafts, horticulture, canning, baking, gardening, weaving, sewing, agriculture, and other like and similar endeavors.
- C. To provide a forum where such activities, skills, arts, and crafts may be demonstrated, and the products therefrom exhibited.
- D. Any other lawful activity consistent with Section 501 (c) (3).

Article III

Membership

The corporation shall have no members.

Article IV

Board of Directors

- A. The affairs of the corporation shall be managed by a Board of Directors, as follows:
- i. Twelve (12) directors shall be appointed, two each by the following six sponsoring civic organizations from their members in good standing: the Stonewall Ruritan Club; the Highland County Chamber of Commerce; the Monterey Lions Club; the Blue Grass Ruritan Club; the Bolar Ruritan Club; and the Mill Gap Ruritan Club.
 - ii. In addition, the directors shall elect four (4) officers who may or may not be selected from among the appointed directors. All officers shall be *ex officio* members of the board of directors with full voting rights. In the event that an officer is selected from among the appointed directors, the appointed seat previously occupied by such officer shall be considered vacant, and the civic organization that appointed such director may fill the seat in accordance with Article IV, Section A(v) hereof.
 - iii. The term of office of a director shall be one year, provided that (i) notwithstanding the expiration of their one-year term, a director or officer shall continue to serve until their successor has been appointed or elected, as applicable, and (ii) if a sponsoring civic organization ceases to exist or

provides notice that it is withdrawing, the term of office of the directors appointed by such sponsoring civic organization shall end, the number of appointed directors shall be decreased by two, and the sponsoring civic organization shall no longer have any right to appoint directors of the corporation, all as of the date of such notice of withdrawal or cessation of existence.

- iv. Any director may be removed for cause upon a two-third's vote in favor of such removal by the directors then holding office. Examples of cause shall include, but are not limited to, repeated lack of attendance, conviction of a felony or misdemeanor involving moral turpitude, and willful violation of any board policy or directive.
- v. In the event of a vacancy of an appointed director due to death, resignation, removal, or otherwise, the sponsoring civic organization who appointed such director may appoint a replacement director who is a person other than the director that was removed, who shall serve for the remainder of the applicable term. In the event that an appointed director ceases during their term to be a member of the sponsoring civic organization which appointed them, such sponsoring civic organization shall have the option, but shall not be required, to remove and replace such appointed director.

B. The Board of Directors will meet monthly at the County Modular Conference Room in Monterey or at such other place and time as designated by the Board of Directors. Special meetings may be called by the President or by a majority of the vote of the members of the Board of Directors. Written notice of such meeting shall be made by

the secretary at least five (5) days prior to the date of the meeting, and the notice shall state the purpose of the meeting and no other business shall be transacted at said special meeting.

- C. To transact business at a meeting, a quorum equal to nine (9) or more of the Board of Directors shall be present, either physically or by telephone or electronic means if such participation is approved by the Board of Directors. In the event of one or more vacancies on the Board of Directors, this quorum requirement shall be reduced by the number of vacant seats, but in no event shall the quorum be less than a majority of the members of the Board of Directors.
- D. The act of a majority of the directors present at a meeting with a quorum shall be the act of the Board of Directors, unless a greater number is required by law, by these bylaws, or by the articles of incorporation,

Article V

Officers

- A. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer.
- B. The officers of the corporation shall be elected annually in October by the Board of Directors and serve for a period of one (1) year beginning January 1st of each year.
- C. An officer may be any person selected by the Board of Directors whether or not this person is a director or a member of one of the sponsoring civic organizations.

- D. Any officer elected by the Board of Directors may be removed at any time by the Board of Directors with or without cause.
- E. The president shall preside at all meetings and shall have general supervision of the affairs of the corporation. The president shall sign all contracts and other instruments of the corporation and shall make reports to the directors of the corporation and shall perform such other duties as are incident to the office or properly required by the Board of Directors.
- F. The vice president shall exercise the authority of the president in the absence of the president and perform all such other duties as are incident to the office or are properly required by the Board of Directors.
- G. The secretary shall be responsible for recording the minutes of the board meetings, maintaining such other records as may be required by the president or the Board of Directors and shall have charge of the correspondence, notify directors of the meetings, keep a roll of the directors and their addresses, and shall have charge of the seal and corporate books. The secretary shall make such reports and perform such other duties as are incident to the office or are properly required by the Board of Directors.
- H. The treasurer shall have custody of all funds and all monies due or belonging to the corporation and shall deposit the same in a bank designated by the Board of Directors in the name of the corporation. The treasurer shall report to the board at every meeting the condition of the corporation's finances and every item of receipt or payment. The treasurer shall sign all checks, drafts, notes, and orders for the payment of money and shall pay out and dispose of same under the direction of the

president. The treasurer shall at all reasonable times, exhibit the records and accounts to any director or officer of the corporation.

Article VI

General Manager

The Board of Directors may secure one or more general managers (whether one or more, the "General Manager"). The General Manager shall oversee the maintenance, upkeep, and repair of the facilities and grounds of the corporation. The General Manager shall perform such other duties as assigned by the president to include but not limited to set-up and storage associated with the annual fair event and necessary duties of other non-fair events. The General Manager shall report to or attend monthly Highland County Fair Association, Inc. regular meetings to give updates on the grounds and facilities.

Article VII

Committees

The Board of Directors by resolution or resolutions may designate one or more committees to assist in the operation of the corporation. Committee members need not be directors or a member of one or more of the six (6) sponsoring civic organizations. The committee shall perform only such delegated functions as are specified in the resolution of the Board of Director, and shall expend funds or incur financial obligations only if and to the extent authorized in such resolution.

Article VIII

General

- A. This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates or stock or declare dividends and no part of this earning shall inure to the benefit of any director, officer, or individual. The balance of any or all money received by the corporation from its operation after payments in full of debts and obligations of the corporation, of whatever kind and nature, shall be used and distributed exclusively for charitable and scientific purposes consistent with the provisions of Section 501(c)3.
- B. No director or officer shall act as a judge in any activities or the corporation for which monetary prizes are given or awarded.

Article IX

Fiscal Year

The fiscal year of the corporation shall be the calendar year.

Article X

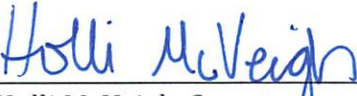
Amendment of Bylaws

These bylaws may be amended, repealed, or altered in whole or in part, by a majority vote of the board of directors at a duly-called meeting at which there is a quorum.

These bylaws have been amended and approved by the Highland County Fair Association, Inc., at their regular meeting held on August 7, 2025

Signed:


Raymond Lightner, President


Holli McVeigh, Secretary