

# **By-laws and Operating Policy Statement of the Juneau County Agricultural Society, Inc.**

## **ARTICLE I - AIMS AND PURPOSES**

The aims and purpose of the Juneau County Agricultural Society, Inc., shall be to:

1. This corporation is organized for charitable, non-profit activities and to further enhance needed educational programs for the benefit of the people in Juneau County.
2. Conduct such exhibitions, fairs and events consistent with educational interests and the needs of people in Juneau county and the members of this corporation in promotion of agricultural, livestock, manufacturing, horticultural, agronomic and vegetable crops, conservation, family living, food preservation, cultural arts, clothing, youth development, mechanics, protection of the environment, education and whatever can be done to develop the resources and promote the prosperity of Juneau County.
3. Conduct all other non-profit activities by law.

## **ARTICLE II – MEMBERS**

### **Section 1 - Membership**

Memberships shall be for a period of ten years upon the payment of ten dollars. These memberships shall be non-transferable. They shall terminate at the end of ten years when a new ten year membership certificate can be issued upon payment of the membership fee. Memberships do not entitle members to free admission to any fair or other activities sponsored by the corporation.

Membership shall be open to any individual age 18 years or over, regardless of race, creed, color, or national origin interested in advancing the purpose of the corporation.

### **Section 2 – Certificate of Membership**

Membership in the corporation shall be evidenced by a membership certificate which shall be in such form and shall contain such provision as shall be determined by the Board of Directors. Such certificate shall be signed by the president and secretary of the corporation. No certificate shall be issued until the membership has been fully paid. In case certificate is lost, destroyed or mutilated, a new one may be issued, therefore, upon such uniform terms and indemnity to the corporation as the Board of directors may preside.

## **ARTICLE III – MEETINGS**

### **Section 1 – Annual Meeting**

The annual meeting of the corporation shall be within 120 days following the close of fair or as the Board of Directors may determine. The date, time and place shall be determined by the Board of Directors.

### **Section 2 – Notice of Annual Meeting**

Notice of the annual meeting shall be given to the members by email to their last known email address as shown on the records of the corporation and will also be posted on the homepage of the Juneau County Fair website, not less than seven, nor more than twenty days in advance of the meeting, unless otherwise provided by law.

### **Section 3 – Special Meetings**

- a. The President of the Board of Directors may call a special meeting of the corporation upon giving notice to the members in manner herein described for the annual meeting, except that the notice shall also specify the purpose of special meeting.
- b. Upon written demand signed by at least ten members, the president shall call a special meeting for the purpose to which the demand relates, in the manner herein described.

### **Section 4 - Quorum**

At a meeting of the members, each member has one vote and nine members personally present shall constitute a quorum.

## **Section 5 - Roberts Rules of Order**

Meetings of the members and of the board of Directors shall be conducted according to and governed by Robert Rules of Order except as otherwise provided by these by-laws.

## **Section 6 – Voting Rights**

Voting rights, at any meeting commence 30 days following paid membership received by the Fair Board Secretary.

## **Section 7 – Code of Ethics**

Fair Board Directors shall agree to and adhere to the Juneau County Agricultural Society's Code of Ethics / Code of Conduct Policy.

# **ARTICLE IV - BOARD OF DIRECTORS**

## **Section 1 – Number**

There shall be thirteen elected directors.

## **Section 2 – Election**

Directors shall be elected from among the membership at the annual meeting of the membership. Terms of Directors shall be as follows: four directors for 3 years, four directors for 2 years and five directors for 1 year. Directors so elected shall hold office until their successors shall have been selected and qualified. The election shall be by ballot.

Terms of Directors shall be as follows: all directors shall hold 3 years terms, election to office is on a 3 year rotating bases, Year 1 Directors for Office Seats 1, 2, 3, and 4 are elected; Year 2 Directors for Office Seats 5, 6, 7, and 8 are elected; and Year 3 Directors for Office Seats 9, 10, 11, 12, and 13 are elected.

Directors so elected shall hold office until their successors shall have been selected and qualified. The election shall be by ballot.

## **Section 3 – Director Vacancies**

The Board of Directors shall have the power to fill vacancies on the Board by appointment, and such appointees shall serve until the next annual meeting of the members when a director shall be elected to fill the vacancy for the unexpired term.

## **Section 4 – Director Dismissal / Resignation**

Any Director may be dismissed for just cause, by a majority vote of the Directors, at any regular or special meeting of the Board. Such Director shall be removed should the Director cease to be qualified for the office. Any Director may resign, at any time, by giving written notice to the Board of Directors. Any resignation shall take effect at the date of the receipt of such notice or at any later time as specified. The acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

## **Section 5 – Meetings**

- a. The annual organizational meeting of the Board of Directors shall be held at the same place as the annual meeting of members of the corporation and immediately thereafter to organize the board. Special or regular meetings of the Board may be called at any time by the President upon three days notice or as determined by the president.
- b. Quorum is the majority of the Board of Directors shall constitute a quorum for the transaction of business.

## **Section 6 - Compensation**

Compensation of directors shall be set by the Board of Directors for each year.

## **Section 7 - General Powers and Duties, Management Records**

The directors shall conduct, manage and control the affairs and business of the corporation. They shall have installed an accounting system which shall be adequate to the requirements of the business as well as related state and national regulations. It shall be the directors' duties to require proper records to be kept of all business transactions, and to cause proper audits of such records.

## **Section 8 - Officers**

The directors, at their annual meeting, shall elect from their number a President and a Vice-President. They shall also elect a Secretary and a Treasurer or a Secretary-Treasurer who shall be a member of the corporation.

## **Section 9 - Duties of the Officers**

Duties of elected officers shall be those generally accorded officers of most organizations. Specific duties shall be determined and delegates by the Board of Directors.

## **Section 10 - Executive Committee**

The President, Vice-President, Secretary and Treasurer shall constitute the executive committee. This committee shall be only the powers which the Board of Directors shall expressly delegate to it, and they shall cease at the next board meeting.

## **Section 11 - Employees**

The directors may employ such employees as they deem necessary, and shall fix the compensation of all officers and employees.

## **Section 12 - Bonds**

The directors may require officers and employees to whom funds or other property are entrusted, or who are empowered to disperse or authorize disbursement of its funds, or are charged with making or keeping its records, to furnish at corporation expense bond in such amount as the directors shall determine.

## **Section 13 - Insurance**

The directors shall provide for the adequate insurance of the property of the corporation covering liability to employees and the public.

## **ARTICLE V - ENACTMENT, AMENDMENT AND REPEAL OF BY-LAWS**

By a vote of a majority of the members present, by-laws may be enacted, amended or repealed at any annual or special meeting called for that purpose.

Proposed enactment, amendment, or repeal of the by-laws at a special meeting be sent in writing to the membership not less than seven days, nor more than twenty days in advance of the meeting.

## **ARTICLE VI - PROVISIONS OF LAWS GOVERN**

Each provision of these by-laws and of each amendment or addition thereto will be effective only if consistent with the laws governing fair societies or corporations and with the intent of the original articles and subsequent amendments to articles of organization of this corporation.

## **Section 1 - Dissolution and Distribution of Assets**

In the event this corporation ceases to function, dissolution procedures and distribution of assets shall be according to laws governing such organizations.

## **Section 2 - Distribution of Remaining Assets**

Any remaining assets following dissolution of this corporation shall be put in a trust-fund to further education and agriculture in Juneau County in form of scholarship or scholarships for youth in the county. The Juneau County Board of Supervisors shall appoint the Trust-fund Governing Board. This governing board shall consist of adult representatives of county youth organization, public school official, agri-business and Education Committee of the County Board of Supervisors. There should be one representative on this trust-fund governing board residing in the City of Mauston.

**Adopted: May 14<sup>th</sup>, 1987**

## **ARTICLE VII – COMMITTEES**

### **Section 1 – Committee Purpose**

All committees of the Juneau County Agricultural Society, including, but not limited to, the Fairest of the Fair, Dairy, Junior Horse, Livestock, and Small Animal Committees are formed to assist the Juneau County Agricultural Society with the facilitating of their assigned departmental activities prior to and during the Juneau County Fair.

### **Section 2 - Appointment and Disbandment of Committees**

The Fair Board shall have the power to appoint and disband committees of the society as deemed necessary. The committee's authority to act must be authorized by the Fair Board. Any action taken by any committee shall be presented for ratification by the Fair Board, at the next scheduled meeting, prior to implementation.

### **Section 3 – Committee Responsibilities and Guidelines**

- a. Committees shall seek and be granted preapproval from the Fair Board for any and all fundraising activities. Fundraising activities include, but are not limited to: sponsorships, raffles, auctions, new barn funds, barn equipment, non permanent equipment (such as movable gates, stages, etc.). Committees shall also seek Fair Board approval prior to accepting any and all donations on behalf of the Juneau County Agricultural Society, the Fair Board, the Juneau County Fair and / or the Committee.
- b. Committees shall have at least 1 Fair Board Director in attendance at all committee meetings.
- c. Committees shall inform the Fair Board of all committee meetings.
- d. A Fair Board Director shall act as the liaison between the committee and the Fair Board.
- e. The Fair Board liaisons to the committees will be appointed by the Fair Board.
- f. All interpretations, questions and or disagreements of fair rules, coming into question during the fair, shall be decided by the Fair Secretary or Fair Secretary designee.
- g. Committees do not have the authority to decide exhibitors' eligibility in fair events.
- h. Committees shall submit to the Fair Board a complete accounting of all funds raised or dispersed by the committee; prior to, or at the annual meeting of the Juneau County Agricultural Society each year; including, but not limited to; the Committee name as stated on all financial accounts, the name of the banking institutions, the bank account numbers, tax numbers, etc.
- i. The Fair Board shall appoint all Department Superintendents
- j. Committee members shall agree to and adhere to the Juneau County Agricultural Society's Code of Ethics / Code of Conduct Policy

**Admenmended: March 6, 2013**

#### FIRST MEETING OF MEMBERS

The first meeting of the members of the corporation was held at the Fairgrounds on the 14<sup>th</sup> day of May, 1987, at 8:30 o'clock P.M. pursuant to the following Waiver of Notice and Consent signed by all of the members of the corporation.

#### WAIVER AND NOTICE AND CONSENT

We, the undersigned, being all of the members of the Juneau County Agricultural Society, Inc., do hereby severally waive notice of the time , place and purpose of the first meeting of all the members and do hereby call said meeting and consent to the holding thereof and we do hereby severally consent to the transaction of any and all business that may come before said meeting including the perfecting of the organization of said corporation, the adopting of the by-laws and the election of the Board of Directors.

Dated this 14<sup>th</sup> day of May, 1987

Ronald Carter, David G. Hamm, Bette Riddlestine, Albert C. Demaske, Borden Buelow, A.J. Karasch, Philip T. Quinn, Charles S. Bickford, John Kennedy, Earl Rollins, James Ott, Sr., Fred Witcraft

The first meeting was called to order and motion was made, seconded and carried that Ronald Carter be elected Chairman of the meeting and he thereafter acted as such, Motion was then made that A.J. Karasch act as Secretary of the meeting and motion was carried and he thereafter acted as such.

The roll of the members was then called and, it appearing that a quorum was present, the meeting declared competent to transact any and all business.

Thereupon, motion was duly made, seconded and carried that the By-laws, hereinafter set forth, be adopted.

Motion was made, seconded and carried that the following be elected directors of the corporation:

Ronald Carter, David G. Hamm, Bette Riddlestine, Albert C. Demaske, Borden Buelow, A.J. Karasch, Philip T. Quinn, Charles S. Bickford, John Kennedy, Earl Rollins, James Ott, Sr., Fred Witcraft

There being no further business to come before the meeting, a motion was made, seconded and carried to adjourn.

A.J. Karasch Secretary

APPROVED:

Ronald C. Carter Chairman