

BY-LAWS OF
COLUMBIA COUNTY FAIR ASSOCIATION, INC.

Adopted January 17, 1983
Amended May 20, 1985
Amended June 17, 1996
Reviewed February 19, 2001
Amended March 22, 2002
Amended December 2, 2008
Amended December 6, 2010
Amended December 9, 2014
Amended September 21, 2015
Amended February 20, 2023

ARTICLE I. NAME AND PURPOSE

- Section 1. Name. These By-Laws constitute the Columbia County Fair Association, Inc., a perpetual corporation under Wisconsin Statutes, Chapter 181. This corporation is a re-organization of the Columbia County Fair Association.
- Section 2. Site and Seal. The location and principal place of business shall be Portage, Columbia County, Wisconsin. The corporation shall not be required to have a corporate seal.
- Section 3. Object and Purpose. The object and purpose of this non-profit corporation shall be to promote the interests of agriculture, household economy, and the industrial, mechanical, and culture arts, and to hold annual fairs for the encouragement of the same.

ARTICLE II. BOARD OF DIRECTORS

- Section 1. Number and Term. The Board of Directors shall consist of not more than seventeen (17) members. The term of office for Directors shall be three (3) years, and they shall serve until their successors are duly elected and qualified. The Board shall be divided into three successive annual classes of directors (6-6-5).
- Section 2. Election. Directors shall be elected upon nomination by a member of the Board of Directors and a majority vote of the Directors. Members may succeed themselves on the Board without restriction. When there is a vacancy during a term, a Director shall be elected in the same manner to complete the term. Elections shall be by ballot if more than one name is placed in nomination.
- Section 3. Honorary Director. Honorary member(s) of the Board of Directors may be elected from time to time at the pleasure of the Board. Such members shall hold three (3) year term, be non-voting, but shall have the privilege of the floor.
- Section 4. Duties. The duties of the Directors are:
- a) Attendance. Directors shall attend all meetings of the Board of Directors, except

as excused by vote of the Board. An unexcused absence from three (3) consecutive meetings, excluding special meeting, shall constitute resignation.

- b) Service. In addition to participating in the policy-making function of the Board, directors are expected to volunteer their time and services throughout the year, and especially during the time of the fair. "Fair Time" is defined as the eight (8) days leading up to and including the closing day of the fair, plus three (3) days following the fair.
- c) Remuneration. Directors shall serve without remuneration except that mileage may be paid for all meetings other than annual, monthly and special meetings of the Board of Directors.
- d) Contractual Service By Directors. The foregoing provision shall not preclude directors from undertaking contractual services for the Board, exclusive of fair time, at a rate negotiated with the Board prior to performance. Such Director shall abstain from discussion and vote on matters relating to their service contracts.

ARTICLE III. MEETINGS

- Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held on the first Tuesday in December of each year. The time and place of the meeting shall be as fixed by the President, and specified in the notice mailed to each Director. Business to be conducted at the Annual Meeting shall be election of officers, approval of the financial records and minutes of the previous year, and such other business as may properly be considered.
- Section 2. Monthly Meeting. Stated monthly meetings of the Board of Directors shall be held on the third Monday of each month, except July, November, and December, at a time and place fixed by the President, for the conduct of the business and affairs of the Corporation. The December meeting of the Board shall coincide with the Annual Meeting.
- Section 3. Special Meeting. Special meetings of the Board of Directors may be called by the President or by any three (3) Directors upon written petition of the President. The President shall fix the time and place of the meeting and shall cause appropriate written or oral notice of the meeting to be given to the Directors.
- Section 4. Quorum. At any annual, monthly, or special meeting of the Board of Directors, a quorum shall consist of a majority of Directors present at a meeting to conduct business.
- Section 5. Records and Depository. Corporate records shall be based on the calendar year. A bank, located within Columbia County, and chosen by the Board, shall serve as depository for corporate funds, including checking and saving accounts, Certificates of Deposit, and money market funds.
- Section 6. Conduct. All meetings shall be conducted according to the most recent edition of

Robert's Rule of Order, unless otherwise provided in these By-Laws.

ARTICLE IV. OFFICERS AND EXECUTIVE COMMITTEE

- Section 1. Officers. The officers of this Corporation shall be President, Vice-President, Secretary, and Treasurer.
- a) Term and Eligibility. Each officer shall serve a term of one year. All officers shall be members of the Board of Directors of the Corporation, and their rights and privileges, including the right to vote, shall not be diminished by their holding office.
 - b) Compensation. The officers shall serve without compensation except that the Secretary and Treasurer may be compensated on an annual basis as set from time to time by the Board of Directors.
- Section 2. Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and two Directors appointed by the President as members as large.
- a) Meetings. The Executive Committee shall meet at the call of the President, who shall act as Chair of the Committee.
 - b) Duties. The Executive Committee shall have power to act in emergency situations during fair time without approval of the Board of Directors. Other than fair time, the Executive Committee shall act as an advisory committee with their actions subject to the approval of the Board. The Executive Committee may also serve as a special committee for such projects as the Board of Directors may delegate to them, or such other duties as these By-Laws may assign them.
- Section 3. Duties of the President. The President shall preside at all meetings of the Board of Directors, have general supervision of the affairs and committees of the Corporation, and perform such other duties as are usually performed by such officer or as prescribed

by the Board of Directors.

Section 4. Duties of the Vice-President. The Vice President, in the absence, disability, or other inability of the President to perform his/her duties, shall perform the duties as exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 5. Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board of Directors, have charge of all books and papers pertaining to this office, keep an alphabetical list of all members of the Board of Directors, and supervise the publication of the premium list of the fair.

Section 6. Duties of the Treasurer. The Treasurer shall receive and receipt all money paid into the Corporation and disburse the same on the order of the President, attend all the fairs of the Corporation and any other money making endeavors. The Treasurer shall collect all monies due the Corporation for admissions, entries, booths, privileges, rent, etc., and perform all other duties usually performed by such office or prescribed by the Board of Directors. The Treasurer, before entering upon the duties of his office, may give bond to be approved by the Board of Directors in such sum as set from time to time by the Board for the faithful performance of his duties.

ARTICLE V. COMMITTEES

Section 1. Formation. The Board of Directors shall form such committees, as they deem necessary in the discharge of the business of the Corporation. In the absence of Board direction, the President shall appoint the chair and members of the committees.

Section 2. Audit Committee. The President shall annually, at or after the annual fair, appoint an Audit Committee of (3) directors to examine the financial records and accounts of the Treasurer and report to the Annual Meeting. Such books shall be ready for examination on or before December 1st of each year.

ARTICLE VI. AMENDMENTS AND SUSPENSIONS

Section 1. Amendments. These By-Laws may be amended by a two-thirds majority vote of the Board of Directors at annual or monthly meetings of the Board, providing they have received a first reading at the annual or monthly meeting immediately preceding the meeting in which the amending vote is taken.

Section 2. By-Laws Suspension. Provisions of these By-Laws may be suspended by a two-thirds vote of the Board of Directors present at an annual or monthly meeting, but for that meeting only.

NON-DISCRIMINATION STATEMENT AND POLICY

Adopted by the Board of Directors on September 21, 2015

The Columbia County Fair Association, Inc. does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, and vendors.

The Columbia County Fair Association, Inc. is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.