

REVISED BY-LAWS
DELTANA FAIR ASSOCIATION, INC.

ARTICLE I

Purpose

The purpose of this Corporation shall be those set forth in the Corporation's Articles of Incorporation.

ARTICLE II

Offices

The principle place for transacting the business of the corporation shall be at Delta Junction, Alaska. The mailing address of the corporation shall be Post Office Box 408, Delta Junction, Alaska 99737.

ARTICLE III

Seal

The Corporate Seal shall have inscribed thereon "Deltana Fair Association, Inc., Corporate Seal, 1980" and other appropriate works in conformity with the laws of the State of Alaska. Said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced or otherwise.

ARTICLE IV

Membership

(A) Any person who is a resident of the State of Alaska may become a member of this corporation by paying the annual membership fee hereinafter specified and agreeing to comply with and be bound by the Articles of Incorporation and the By-laws of this organization. The membership year of the corporation shall begin on the 1st day of September each year and end on the 31st day of August of the next year.

(B) The annual membership fee will be:

Individual membership: Twenty-five Dollars (\$25.00) per year and includes one 3-day adult pass to the fair and one vote at the general membership meeting.

Business membership: Fifty Dollars (\$50.00) per year and includes one 3-day adult pass to the fair, one 3-day parking pass during the fair and one vote at the general membership meeting.

Lifetime membership: Two Hundred Fifty Dollars (\$250.00) paid one time only per person (not transferable) and includes name on a plaque in the office cabin on the fairgrounds and free parking during the fair and one vote at the general membership meeting.

(C) The private property of the members shall be exempt from execution for the debts of the Corporation and no member shall be personally liable or responsible for any debts or liabilities of the Corporation unless he/she voluntarily agrees to be so bound.

(D) The transfer of membership is prohibited.

(E) No member may be a candidate or be elected an officer or director or vote at any meetings unless the annual membership fee has been paid on or before the date of the annual membership meeting of the current year.

ARTICLE V
Membership Meetings

- (A) All meetings for the election of Directors or for any other purpose shall be held at a convenient assembly room near or in Delta Junction, Alaska. Members shall be advised of such time and place in the notice of meeting.
- (B) An Annual Meeting shall be held on the day chosen by the board of directors, at 7:00 o'clock pm. The Membership shall transact such business as may be proper, and elect Directors as prescribed by the Articles of Incorporation.
- (C) A quorum shall consist of a quorum of the board of directors and five additional members in good standing. Proxy voting shall not be permitted. In the event a quorum is not present, those members present and entitled to vote shall have the power to adjourn the meeting until a quorum is present.
- (D) Each member having the right to vote shall be entitled one (1) vote. Roberts Rules of Order shall be followed in the event of questions on parliamentary procedure.
- (E) Notice of the Annual Meeting shall be given to the Membership at least ten (10) days prior to the meeting by publishing the date in the local paper and in such other publications as may be deemed necessary to adequately inform the membership.
- (F) Special meetings of the membership may be called by the President or by the written request to the secretary of fifteen (15) members in good standing. Such a request shall state the purpose (or purposes) of the proposed meeting. Business transacted at all special meetings shall be confined to the object(s) stated in the call.
- (G) Written notice of a special meeting stating the time, place and object(s) thereof shall be mailed, postage prepaid, or delivered in person, at least ten (10) days before such meeting, to each member at such address as appears on the membership roster.

ARTICLE VI
Directors

- (A) At the first meeting of the Membership of the Corporation, Directors shall be elected to succeed the incorporating Directors.
- (B) The number of Directors shall be seven (7), and they shall serve overlapping three (3) year terms. Directors shall be elected at the Annual Meeting of the Membership and shall serve until their successors are elected and qualified.
- (C) Any Director may resign at any time by mailing or delivering his/her resignation, in writing, to the Corporation. The acceptance of such resignation, unless required by the term thereof, shall not be necessary to make it effective.
- (D) If the office of any Director becomes vacant for any reason, the majority of the remaining Directors shall choose a successor within thirty (30) days, who shall hold office for the unexpired term or until the next Annual Meeting.
- (E) Any Director may be removed for cause by the affirmative vote of two-thirds of the Directors present at a meeting called for that purpose.
- (F) The Directors shall have control of all expenditures. No officer, director, committee, agent or employee shall have the power to obligate the Corporation for any indebtedness, purchase or thing whatsoever, without first having been approved by the majority of the Directors present at a regular or special meeting. No expenditures shall be made without first having been approved by a majority of the Board of Directors present at a regular or special meeting.
- (G) The Directors may appoint such agents or employees as it shall deem necessary, which shall exercise such powers and perform such duties as shall be determined by the Board.

Persons so appointed shall receive such remuneration as may be determined by the Board of Directors.

ARTICLE VII

Meetings of the Board of Directors

- (A) Regular meetings may be held at such time and place as shall be determined by the Board.
- (B) Special meetings of the Board may be called by the President or by the written request of two (2) Directors to the Secretary on two (2) days notice to each Director, either personally or by telephone, mail or e-mail. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.
- (C) A majority of the Directors shall constitute a quorum for the transaction of business. The act of a majority present at any meeting at which there is a quorum shall be an act of the board of Directors, except as may be otherwise specifically provided by Statute, Articles of Incorporation or by these By-laws.

ARTICLE VIII

Officers

The officers chosen by the Board of Directors shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Directors may also choose assistant Secretaries and Assistant Treasurers. The Secretary and Treasurer may be the same person, or a Vice President may at the same time hold the office of Secretary or Treasurer. All officers other than Assistant Secretaries and Assistant Treasurers shall also be Directors.

- (A) The President
 - (1) The President shall preside at all meetings of the members and Directors; shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.
 - (2) The President shall execute bonds, mortgages, deeds, negotiable instruments and other contracts requiring a seal; under the Seal of the Corporation,
 - (3) The President shall be an ex-officio member of all standing committees, and shall have the general powers, responsibilities and duties of supervision and management usually vested in the Office of President of a Corporation.
- (B) The Vice Presidents
 - (1) The Vice Presidents in the order of seniority, shall perform the duties and exercise the powers of the President in the absence or disability of the President.
 - (2) The Vice Presidents shall perform such other duties as the Board of Directors shall prescribe.
- (C) The Secretary and Assistant Secretaries
 - (1) The Secretary shall attend all sessions of the Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose. Shall perform like duties for the standing committees when required. Shall give, or cause to be given, notice of all meetings and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President. Shall keep in safe custody the Seal of the Corporation and, when authorized by the Directors, affix the same to any instruments requiring it. When so affixed, it shall be attested by his/her signature or by the signature of the Treasurer.
 - (2) Assistant Secretaries shall, in the order of seniority, perform the duties and exercise the powers of the Secretary in the absence or disability of the Secretary,

except as noted in these By-laws. The Assistant Secretaries shall perform such other duties as the Directors shall prescribe.

(D) The Treasurer and Assistant Treasurers

(1) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Directors.

(2) The Treasurer shall disburse the funds of the Corporation as may be ordered by the Directors, taking proper vouchers for such disbursement and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation.

(3) If required by the Directors, the Treasurer shall give the Corporation a bond in such sum, and with such surety or sureties as shall be satisfactory, for the faithful performance of the duties of office, and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property or whatever kind in his/her possession or under his/her control belonging to the Corporation. The cost of the premium for any such required bond shall be borne by the Corporation.

(4) The Assistant Treasurers shall, in the order of seniority, perform the duties and exercise the powers of the Treasurer in the absence or disability of the Treasurer, except as noted in these By-laws. The Assistant Treasurers shall perform such other duties as the Directors shall prescribe.

ARTICLE IX

Audit

At least once per year, the Board of Directors shall have an audit of the accounts of the Corporation. Such audit shall be prepared and be available ten (10) days before the Annual Meeting each year so that such audit may be examined and considered at the Annual Meeting of the members.

ARTICLE X

Directors Annual Statement

The President, on behalf of the Board of Directors, shall present at each Annual Meeting a full and clear statement of the business and conditions of the Corporation. The business year shall be from January 1 to December 31.

ARTICLE XI

Waiver of Notice

Any member or Director may waive in writing any notice of meeting required to be given by these By-laws, except as may pertain to removal from office of any Director.

ARTICLE XII

Order of Business

The order of business at any meeting of the membership or the Board of Directors shall be:

1. Roll call
2. Establishment of a quorum
3. Reading and disposal of unapproved minutes

4. Presentation of the Treasurer's report
5. Correspondence
6. Committee reports
7. Unfinished business
8. New business
9. Adjournment

ARTICLE XIII
Amendment

These By-laws may be altered, amended, or repealed by a majority vote of the members present at an Annual or Special Meeting. Ten (10) days notice shall have been given to the membership of the proposed action at any special meeting.

ARTICLE XIV
Adoption

The revised foregoing By-laws of the Deltana Fair Association, Inc., if and when duly adopted, shall be signed by each of the members of the present Board of Directors of the Corporation.

Signed and attested to this 12th day of March, 2009.

President Dani Markham *Dani Markham*

Vice President Rae Ann Filla *Rae Ann Filla*

Secretary Ellie Schneider *Ellie Schneider*

Treasurer Ann Geise *Ann Geise*

Director Pablo Martinez *Pablo Martinez*

Director Lynn Robertson *Lynn M. Robertson*

Director Flower Cole *Flower C. Cole*