

# **DELTANA FAIR ASSOCIATION, INC.**

## **ARTICLE I**

### *Purpose*

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

### *Mission*

The Deltana Fair Association and Board is committed to producing a successful fair providing the space to showcase the past, present, and future excellence of Delta Junction's Agriculture, Industry and People.

The Deltana Fair Association, Inc. and Board commits to encourage appropriate use of the facilities for the educational and entertainment needs of our community through education, demonstration, competition and entertainment.

## **ARTICLE II**

### *Offices*

The principal 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, 1980N 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, affixed, reproduced, or otherwise.

## **ARTICLE IV**

### *Natural Disaster*

In the event of a Natural Disaster, Deltana Fairgrounds Association, Inc. is declared to be an emergency evacuation location for animals in the affected area. Article XV will be waived in a result of a natural disaster.

## **ARTICLE V**

### *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 1<sup>st</sup> day of September each year and end on the 31<sup>st</sup> day of August of the next year.
- B. The annual membership fee will be:
  1. 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.
  2. Business membership: Fifty Dollars (\$50.00) per year and Includes two, 3-day adult passes to the fair and one vote at the general membership Meeting.

3. Lifetime membership: Three Hundred Fifty Dollars (\$350.00) paid one time only per Person (not transferable) or per Business (not transferable) and includes name on a plaque in the office cabin on the fairgrounds. One 3-day pass, one 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 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 both Individual and Business 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.
- F. The DFA reserves the right to refuse any Individual, Business or Lifetime membership applicant. Applicant refusal must passed with a Board of Directors majority vote.
- G. The DFA reserves the right to revoke any Individual, Business or Lifetime membership of any member with a unanimous Board of Directors vote.

## **ARTICLE VI**

### *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. Meeting time and place will be published via any of the following but not limited to; webpage, online, newspaper etc.
- B. An annual meeting shall be held on the day and at the time chosen by the Board of Directors. 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 three (3) additional members in good standing. 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. Proxy voting of a member of the Board of Directors will only be allowed if a unanimous approval vote of the remaining quorum of the Board of Directors request to have another director hold the proxy, has been approved at a prior meeting. General DFA members shall not be permitted to proxy vote.
- E. Each member having the right to vote shall be entitled to one (1) vote. Roberts Rules of Order shall be followed in the event of questions on parliamentary procedure.
- F. Notice of the Annual Meeting shall be given to the membership at least ten (10) days prior to the meeting by publishing the date on website, online and or / in the local paper and in such other publications as may be deemed necessary to adequately inform the membership.
- G. Special meetings of the membership may be called by the President, a member of the Board or by the written request to the Secretary of the 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.
- H. 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 VII**

### *Directors*

- A. At the first meeting of the Membership of the Corporation, Board of Directors shall be elected to succeed the Incorporating Board of Directors.
- B. The Board of Directors shall be elected by the current holding board. General membership may vote to nominate good standing members to the Board of Director positions.
- C. The number of Directors shall be no less than five (5), and no more than ten (10), 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.
- D. 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.
- E. 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.
- F. 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.
- G. 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.
- H. 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 may be determined by the Board of Directors.

## **ARTICLE VIII**

### *Meetings of the Board of Directors*

- A. Regular meetings may be held 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) Board of Directors to the Secretary on two (2) days' notice to each Board of Director, either personally or by Telephone call, text, 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 Board Member/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 IX**

### *Officers*

The officers chosen by the Board of Directors shall be a President, one or more Vice President(s), Secretary, and Treasurer. The Board of 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. The "Fair Manager" is a paid position and, as such, the Fair Manager cannot hold the Treasurer seat on the Board while performing duties as the Fair Manager.

#### A. The President

1. President will attend and actively participate in all board meetings. The President will respect, uphold, and support collective Board decisions both inside and outside of the meeting.
2. 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.
3. The President shall execute bonds, mortgages, deeds, negotiable instruments and other Contracts requiring a seal; under the seal of the corporation.
4. The President shall be ex-official 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 President (s)

1. The Vice President (s) will attend and actively participate in all board meetings. The Vice President (s) will respect, uphold, and support collective Board decisions both inside and outside of the meeting.
2. 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.
3. The Vice Presidents shall perform such other duties, as the Board of Directors shall prescribe.

#### C. The Secretary and Assistant Secretaries

1. The Secretary and Assistant Secretaries will attend and actively participate in all board meetings. The Secretary and Assistant Secretaries will respect, uphold, and support collective Board decisions both inside and outside of the meeting.
2. The Secretary shall attend all sessions of the Board of 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. Shall keep in safe custody the seal of the corporation and, when authorized by the Board of 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 treasure.
3. 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 the By-laws. The Assistant Secretaries shall perform such other duties, as the Directors shall prescribe.

#### D. The Treasurer and Assistant Treasurers

1. The Treasurer and Assistant Treasurers will attend and actively participate in all board meetings. The Treasurer and Assistant Treasurers will respect, uphold, and support collective Board decisions both inside and outside of the meeting.
2. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in the books belonging the corporation. The Treasurer 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 Board of Directors.

3. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursement and shall render to the President and Board of Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and the financial condition of the corporation.
4. If required by the Board of 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.
5. The Treasurer will bring copies of current statements on all accounts to meetings, Treasure may also email copies to Board of Directors prior to meetings.
6. 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.

E. The Directors / Members at Large

1. Directors / Members at Large will attend and actively participate in all board meetings. Directors / Members at Large will respect, uphold, and support collective Board decisions both inside and outside of the meeting.
2. Serve on DFA committees as assigned.
3. Recruit chairs and team members as needed.

## **ARTICLE X**

### *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 XI**

### *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 XII**

### *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 XIII**

### *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. Board Announcements
4. Reading and disposal of unapproved minutes
5. Presentation of the Treasurers report
6. Correspondence
7. Committee reports
8. Old/Unfinished business
9. New business
10. Adjournment

#### **ARTICLE XIV**

##### *Texting Protocol*

Only two (2) group texts for Board of Directors, group texts will only happen between 0800-1800hrs. Nothing prior or after unless an emergency. Amendments may be made to the following protocols with a majority vote of the Board of Directors.

1. Group Text 1. ~ All Board of Directors only. All Board of Directors may communicate in this group text.
2. Group Text 2. ~ All Board of Directors and Fair Manager. Only the Board President & manager will communicate on this group text. All Board of Directors and manager will see all texts within this group text, keeping communications clear for all Board of Directors & Fair Manager.

#### **ARTICLE XV**

##### *Equine Infectious Anemia ~ (EIA) Protocol & Animal Health Requirements*

The Deltana Fair Association, Inc. requires all equines must provide the Board of Directors a copy of a current Negative "EIA" / Coggins Test, prior to unloading any equines on DFA property.

The Deltana Fair Association, Inc. requires all canine & felines to have a current Rabies vaccination certificate provided, prior to animals being allowed access to any DFA property.

The Deltana Fair Association, Inc. requires all other animals to be inspected via the attending Alaska licensed Doctor of Veterinarian Medicine for a health check, prior being granted permission to be on any DFA property.

#### **ARTICLE XVI**

##### *Amendment*

These By-laws may only be altered, amended, or repealed by a majority vote of the Board of Directors present at an Annual or special meeting every three years, unless approved by 100% Board of Directors vote in a special meeting of the Board of Directors. Thirty (30) days' notice shall have been given to the membership of the proposed action at any special meeting, via webpage, mail, email, telephone call or text.

**ARTICLE XVII**

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 \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

President ~ Ruth Benson \_\_\_\_\_

Vice President ~ Velma Wager \_\_\_\_\_

Secretary ~ Adrienne Lyons \_\_\_\_\_

Treasurer ~ Rafael Encarnacion \_\_\_\_\_

Director ~ Ruby Hollembaek \_\_\_\_\_

Director ~ Bob Edwards \_\_\_\_\_

Director ~ Ellen Clark \_\_\_\_\_