

Kenai Peninsula Fair Association
By-Laws

Article 1
Name

The name of the association shall be and is Kenai Peninsula Fair Association, dba Kenai Peninsula Fair and Ninilchik Fair Association.

Article 2
Membership and Dues

Section 1 Definition of Membership: Any person 18 years of age or older, a partnership, business, corporation, association or other legal entity can be a member of the association, subject to further requirements as may hereafter be required by these By-Laws. There is no limitation on the number of members of the association. Membership interests in the association are not transferable. Each member in good standing shall have the privilege of one (1) vote on each matter submitted to a vote of members.

Section 2 Membership Dues: Individuals wishing to become a member of the association shall submit an application of membership to the association. Each member shall pay annual dues to the association at a reasonable rate set by the Board of Directors at a regular meeting.

Section 3 Record of Membership: The association shall maintain a membership book listing the name and address of each association member.

Section 4 Termination of Membership: A member's membership interest in the association may terminate on the occurrence of any of the following events:

- a. Upon receipt by an Officer or Director of a member's written resignation of membership in the association;
- b. Upon death of a member if a natural person or the dissolution of the member if a corporation, business, partnership or association;
- c. Upon the failure of a member to pay membership dues. Termination of membership for non-payment occurs automatically without notice being given by the association, or
 - d. If, after being given an opportunity to be heard, the Board of Directors for the association finds that a member has engaged in conduct that violates the purposes for which the association was formed, or has breached the duty of good faith owed to the association to such a degree that the member's membership interest in the association should be terminated.

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Section 5 Assessments: No member shall be subject to any assessments, or liable in any way by reason of membership in the association.

Section 6 Property Rights: This association does not contemplate pecuniary gain or profit to the members thereof. Upon dissolution of this association any assets remaining after payment of all obligations and debts shall be distributed by the last Board of Directors to any charity or charities selected by said board of Directors, but none of such assets shall be distributed to any member of this association.

Section 7 Voting Privilege: Members of this association shall have the privilege of voting at association elections, and to hold office in this association. No such member who shall be delinquent by reason of non-payment of dues shall be entitled to vote while such delinquency continues. Any votes cast in accordance with this section shall be made in person, proxy votes are prohibited.

Section 8 Special meetings: The membership may be called by the President or Secretary at the request in writing of fifteen (15) Members in good standing. Such request shall state the purpose or purposes of the proposed meetings. Business transacted at all special meetings shall be confined to the object stated in the call for such meeting.

Section 9 Notice: Notice of meeting (Annual or Special) shall be given to the Membership at least ten (10) days before such meeting by posting the date via social media or by electronic notification via e-mail. Electronic addresses must be provided by members. Members are responsible for updating their electronic addresses if they change.

Article 3 **Officers**

Section 1 Management: The affairs of the corporation shall be managed by a Board of Directors except to the extent such authority is delegated by the Board of Directors to one or more of its officers or committees either generally or with respect to specific matters. Each member thereof individually shall be known as a Director.

Section 2 Board Membership: There will be a total of up to nine (9) Board of Directors that will consist of the president, the vice-president, the secretary, the treasurer and up to five (5) members at large, all elected from the general membership. They will serve overlapping three (3) year terms and until successors are elected and qualified as provided for in these By-Laws. (Three Directors will be elected every year) Elections will be held at the annual meeting in the fourth quarter. In order to keep a balanced board, no more than three board members shall reside in the same zip code and no more than three board members can belong to a special interest group, ie Rodeo Association, Vendor Association, 4H.

Section 3 President: The president shall be the chief executive officer of the association and shall preside at all meetings of the Board of Directors and the membership, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4 Vice-President: The vice-president, in the absence of the president, shall have the powers and shall perform the duties of the president and such other duties as from time to time may be assigned by the president of the Board.

Section 5 Secretary: The secretary shall keep, or cause to be kept, a record of the minutes of all general meetings of the membership and all meetings of the Board of Directors, shall be responsible for the correspondence of the association, and such other duties as from time to time may be assigned by the president of the Board.

Section 6 Treasurer: The treasurer shall receive and deposit, or, under his or her supervision, cause to be received and deposited, all monies of the association. The treasurer shall account, or cause to be accounted, for all of the same by itemized reports in detail, to each meeting of the board of directors and at each annual meeting of the members and in general, perform all duties of the office of treasurer and such other duties as from time to time may be assigned by the president of the Board.

Section 7 Duties of Directors:

a. The management of the association shall be entrusted to a Board of Directors. It shall be the duty of the directors to conduct, manage and control the affairs and business of the association and to make known and enforce rules and regulations consistent with the laws of the State of Alaska and the By-Laws of the association.

b. It shall be the duty of the directors to cause to be kept a complete record of all of their minutes and acts of all proceedings of the members, and to present a full statement at the regular annual meeting of the members showing in detail the assets and liabilities of the association and a general condition of its affairs.

c. The directors shall, by resolution duly considered, and regularly passed and recorded in the minutes of their meeting, designate the manner in which checks on any bank account of the association shall be signed, as well as the form of the endorsement of the association to be placed upon checks or other instruments for the purpose of deposit.

d. Any director being absent three consecutive meetings without just cause may have their office declared vacant.

Section 8 Appointments: Upon taking office, the President may appoint committees in accordance to the needs and importance of the association.

Article 4 **Elections**

Section 1 Candidates:

- a) Prior to the annual meeting the Board President on anyone appointed by them will solicit letters of intent to run from any interested candidates, including those who intend to run again.
- b) All candidates intending to run will be compiled into a slate, including their bio and be shared with all fair contacts via constant contact and on Facebook along with an invitation to attend the annual meeting and vote for their candidate a minimum of two weeks prior to the annual meeting.
- c) Election results will be published within 48 hours of the annual meeting.

Section 2 Vacancies: All vacancies in the offices of the association shall be appointed from the general membership by the Board of Directors. Those so appointed must be in good standing and shall serve the balance of the normal term of the officer whose vacancy is to be filled and until election and qualification of the successor. All appointees must attend two regular Board of Director meetings prior to being appointed to the board.

Section 3 Removal and Resignation: The Board may remove any officer from office at any time by a two-thirds (2/3) majority vote of the Board of Directors whenever in its judgment the best interests of the association will be served. Any vacancy in any office of the association shall be filled by a majority vote of the Board of Directors.

Section 4 Elections: The Members shall elect Directors to hold office for the terms provided in these Bylaws at the annual Membership meeting except where a vacancy is filled pursuant to Sections 2 above. Election shall be by secret ballot.

Section 5 Resignation: A Director may resign at any time effective upon giving written notice to the Board of Directors.

Section 6 Voting:

Voting must be done in person or by absentee ballot. All ballots must be received prior to the annual meeting.

Article 5 **Calendar Year**

The Kenai Peninsula Fair shall run in a Calendar Year.

Article 6 **Meetings**

Section 1 Regular Meetings: Regular meetings of the Board of Directors, unless otherwise designated by a resolution of the majority of the directors, or by written consent of all directors, shall be held at least quarterly, at the time and place to be designated by the president. The president shall call said meetings and the secretary shall send, or cause to be sent, notice of the time and place of said meeting to each director at his or her last known address. There shall be no regular meeting in December.

Section 2 Special Meetings: Special meetings of the Board of Directors may be called at any time by the president upon a phone call to the directors personally or by mail, or other form of communication at least forty-eight (48) hours before the date fixed for such special meeting. Notice of the time and place of holding a special meeting need not be given to the absent directors if the time and place were fixed at the previous meeting prior to being adjourned.

Section 3 Annual Meetings: General membership meetings shall be held at least annually, prior to December 31st until more meetings are deemed necessary by the membership. The main

purpose of the annual membership meeting is to elect new board members for the next calendar year, and transact other business deemed necessary.

Section 4 Rules of Order: The affairs of this association shall be conducted in accordance with Robert's Rules of Order.

Section 5 Validity: A transaction at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after being regularly called and noticed, provided a quorum, be present.

Section 6 Quorum: A quorum consists of half plus 1 of the Board of Directors.

Article 7 **Construction of By-Laws**

On all questions arising as to the construction of the meaning of the By-Laws, the decision of the Board of Directors shall be final unless rescinded by the members of the association at a general meeting or at a special meeting called for that purpose.

Article 8 **Amendment of Repeal of By-Laws**

The By-Laws may be amended at any regular meeting of the Board of Directors at which a quorum is present by a vote of the majority of the Directors present, provided that the amendment has been submitted in writing to the Directors at least fifteen (15) days prior to the meeting.

Article 9 **Amendment of Article of Association**

Power to amend the Articles of Association is hereby delegated to the Board of Directors to be exercised under the same conditions as are set forth in Article 8 for the repeal and amendment of By-Laws and the adoption of new By-Laws.

Certification

The undersigned secretary certifies that the above By-Laws were reapproved with changes on September 10, 2016.

Secretary, Kathleen Kitson

Board President, Martha Krohn