

**BY-LAWS  
OF THE  
GRIMES COUNTY FAIR ASSOCIATION**

**ARTICLE I - AIM**

The aim of the Grimes County Fair Association, Inc. is to promote and encourage the work of 4-H Clubs, FCCLA, FFA, and Adult Leaders of Grimes County in promoting any phase of agriculture, homemaking, and industry.

**ARTICLE II - PURPOSE**

The purpose of the Association shall be the encouragement of agriculture, horticulture, and homemaking by associations for the maintenance of public fairs and exhibits of stock and farm products in Grimes County, Texas, by the youth of Grimes County, and to award scholarships to the youth of Grimes County.

**ARTICLE III - MEMBERSHIP**

Section 1. Any reputable person, business, corporation, or organization, who is in accord with the aim and purpose of the organization and who is willing to cooperate in the accomplishment of its aim and purpose, may become a member. Such business, corporation, or organization, shall appoint annually, one person, 18 years of age or older, to be entitled to one membership vote.

Section 2. Individual membership fees shall be \$10.00 per annum. Membership becomes effective from annual meeting to annual meeting. Dues must be paid before a member is eligible to vote. Failure on the part of any member to pay the annual fee shall be considered as termination of his membership, but any person whose membership is terminated in this manner may again become a member by payment of the annual membership fee or life-time membership.

Section 3. Life-time memberships may be purchased by any person, business, corporation, or organization for \$100.00. Such business, corporation, or organization shall appoint annually, one person, 18 years of age or older, to be entitled to one membership vote and any other benefits derived from a life-time membership. Life-time memberships are nontransferable.

Section 4. At any time deemed necessary by the Board of Directors, annual or life-time memberships may be terminated if member is not in accord with Article III, Section 1.

Section 5. No member shall become in any manner liable for any expenses or other indebtedness of this organization other than a life-time or annual membership fee.

Section 5.1. The Grimes County Fair Association, Board Members, or Members cannot enter into any long term debt on behalf of the Grimes County Fair Association without first presenting it to the members in accordance with the Grimes County Fair Association By-Law's and conducting a membership vote, either by mail or at the yearly meeting, in accordance with the Grimes County Fair Association By-Laws.

Section 6. Each member, 18 years of age or older, or the appointed person, 18 years of age or older, from a business, corporation, or organization memberships, in good standing, shall be entitled to one vote on any business matter becoming before the house at a membership meeting. It is provided, however, that the Board of Directors may submit by mailed ballot to the membership for their decision on matters of time importance. Decisions submitted to ballot vote or membership will be decided by a majority of the ballots returned.

Section 7. The annual meeting shall be held the third Tuesday in August for the purpose of reviewing the past Fair and the electing of directors and any other business deemed appropriate.

Section 8. A special meeting of the membership may be held at any time upon call by the President of the Board of Directors. The purpose of the meeting shall be stated in the notice.

Section 9. Meetings will be held the second (2nd) Tuesday of each month at 7pm. Notice of annual meeting shall be published by the Secretary in the local newspaper no later than ten (10) days prior to the date of the meeting.

Section 10. Ten (10) members present at any called meeting of the membership shall constitute a quorum to transact business and any matter brought before the meeting shall be decided by a majority.

## **ARTICLE IV- GOVERNING BODY**

Section 1. The management, administration and rules of the affairs of this association shall be made by a Board of Directors, 18 years of age or older, and a resident of Grimes County or having a child involved in 4-H, FFA or FCCLA, consisting of seven (7) members elected by a majority vote of the members present at the annual meeting of the Association for a term of three (3) years and non-voting members consisting of representatives from each of the following groups:

- a. County Extension Agents
- b. FFA Teachers
- c. FCCLA Teachers
- d. County Commissioners
- e. Youth Advisory Board consisting of a representative from each 4-H Club, FCCLA and FFA Chapter in the County
- f. Community members as appointed by the Board of Directors

Section 2. It shall be the duty of a nominating committee to select nominees with a view of keeping the Board of Directors representative of the important geographical, economic, cultural, and other interests of Grimes County and of the Association. Nominees and Directors shall be paid-up annual or life-time members.

Section 3. An elected director will serve a (3) year term. After which, they will be eligible to run for election again. Elected/Appointed directors may only serve for (6) consecutive years before being required to sit off the board for a minimum of (1) year.

Section 4. After the annual election of the Board of Directors, The Board of Directors shall hold a meeting and elect a President, Vice President, Secretary, and Treasurer. Said officers shall hold office for the ensuing year, or until their successors are elected.

Section 5. Four (4) directors present at any regular or special meeting of the Board of Directors shall constitute a quorum to transact business, and any matter brought before a meeting of the Directors shall be decided by a majority.

Section 6. Special meetings of the Board of Directors shall be called by its President.

Section 7. Any Board member missing (2) consecutive meetings, without a valid reason, may be terminated from the Board.

Section 8. Any vacancy that might occur on the Board of Directors shall be filled by a majority vote of the Directors, with the understanding that the Directors shall choose its new member from the membership, and the member so elected shall serve out the term of the Director whom he is replacing.

Section 9. The Board of Directors shall adopt such policies and procedures for the operation of this Association as may be consistent with its By-laws and Articles of Incorporation and designed to carry out the purpose of this Association.

Section 9.1. The board is responsible to facilitate the completion of a financial review of the Association's financial statements at a minimum once per year. The review will be completed by no less than 3 competent members of the Association and/or volunteers from the local business community but shall not include current fair board of directors. Members of the final review committee will be appointed by a majority vote of the board of directors.

Section 10. The President of the Board of Directors shall preside at all meetings of the Board and Membership. He shall perform all duties incident to his office and such action as deemed by him likely to increase the effectiveness of the Association. He shall form all committees, as necessary, with the Chairman(s) being elected by the Board of Directors.

Section 10.1. Committee Chairperson(s) and all committee members must be a paid-up annual or lifetime member. Committee Chairperson or delegate is responsible for attending all meetings. Any Committee chairperson missing two (2) consecutive meetings without a delegate present, may be replaced by the Board.

Section 11. The Vice President shall act in the absence of the President and in all manner carry out the purpose herein before set forth.

Section 12. The Secretary shall keep minutes and records of this Association and its Board of Directors and shall perform other duties as the Board shall direct.

Section 13. The Treasurer shall have custody of all funds of the Association and shall pay out same upon direction of the Board of Directors. President, Vice President, Treasurer and Secretary have signature authority on all financial transactions.

## **ARTICLE V - SUPERINTENDENT**

The Superintendent of the Fair shall be appointed each year by the Board of Directors. He shall carry out all duties assigned by the Board of Directors.

**ARTICLE VI - RULES FOR MEETINGS**

Meetings will be governed by Robert's Rules of Order.

**ARTICLE VII - DISTRIBUTION OF ASSETS IN CASE OF DISSOLUTION**

Section 1. Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, specifically 4-H Clubs, FFA, and FCCLA organizations of Grimes County, Texas, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall be disposed of by the District Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII - AMENDMENTS**

Amendments to By-Laws must be posted on the Grimes County Fair Association website along with the Grimes County Fair Facebook page thirty (30) days prior to the proposed call for changes. The By-Laws may be amended by two-thirds of votes cast by ballot or at a general meeting.

AMMENDED AND ADOPTED THIS THE 16 DAY OF August, 2022.

Kari Lynn Eidenman  
Secretary of the Board