

BYLAWS  
CHESTERFIELD COUNTY FAIR ASSOCIATION

ARTICLE I

1. The name of this organization shall be the Chesterfield County Fair Association, Inc. (501C3)

ARTICLE II

PURPOSE

1. The purpose of this association shall be to hold county fairs and festivals that promote agriculture, education, arts & crafts, industry, business and the general betterment of Chesterfield County, its metropolitan area, and its rural heritage.

ARTICLE III

DEFINITIONS

1. The following words shall have the following meaning when used in these bylaws.
  - a. Association means the Chesterfield County Fair Association, Inc.
  - b. The Board of Directors (Board) includes four officers and ten directors elected to govern the association.
  - c. Executive committee means the elected officers and one director who are decision makers between board meetings.
  - d. Fiscal Year means the period of January 1<sup>st</sup> thru December 31<sup>st</sup>.
  - e. Same family is defined as husband, wife, parents, children, brothers, and sisters, to include adopted and stepfamily members.
  - f. A quorum is the number of board members who must be physically present at a board meeting or special meeting to legally transact business. A quorum consists of seven members of the board, which must include two elected officers.
  - g. In-person meeting, you must be physically present to vote. This association does not allow voting by proxy.
  - h. Under mitigating circumstances, electronic meetings may be held as determined by the board.
  - i. Boarding municipalities and counties include Amelia, Charles City, Colonial Heights, Dinwiddie, Goochland, Henrico, Hopewell, Petersburg, Powhatan, Prince George, and Richmond.

ARTICLE IV

MEMBERSHIP

SECTION 1

1. The membership shall be open to any person(s) with interest in supporting or service providing to the association as defined in ARTICLE III.
2. Interested person(s) must complete an initial membership application.
3. Annual membership fee will be established by the Board.
4. Annual membership period is August 1<sup>st</sup> thru July 31<sup>st</sup>.

## SECTION 2

1. Each member, 18 years of age or older, present at the Annual Membership Meeting shall be entitled to one vote on each issue presented.
2. In order to vote at the annual meeting, all membership dues must be paid and received by September 15 of the current year. The Secretary will provide a list of members to the Board at the September board meeting.

## ARTICLE V OFFICERS

### SECTION 1

1. The officers of the association shall be elected annually and include the President, Vice President, Secretary, and Treasurer.
2. All officers must be members of the Association, at least 18 years of age prior to taking office, and a resident of Chesterfield County or boarding municipalities and/or counties.
3. All officer candidates must be currently serving on the Chesterfield County Fair Association Board. If more than 1 current board member is running for the same office, it will go to the annual membership meeting for a vote. If only 1 current board member is running for a position, the secretary will cast the vote. Nominations from the floor will not be accepted.
4. The newly elected officers shall take office effective January 1<sup>st</sup>.
5. Any officer vacancies existing or occurring on the Executive Board after the annual meeting shall be filled by the board. The appointee will serve the unexpired term.

### SECTION 2 DUTIES

1. PRESIDENT shall:
  - a. Be Chairman of the Board and work closely with the General Manager.
  - b. Preside at all board meetings, executive board meetings, special meetings, and the annual membership meeting.
  - c. Set the meeting agenda
  - d. Appoint all standing committees and any special committees necessary.
  - e. Assist in reviewing and executing all contracts for programs and services relating to the annual fair and/or special event(s).
  - f. Be authorized to sign checks
  - g. Call special meetings of the board and the association.
  - h. Have such powers as may be conferred by the board.
  - i. Perform other duties as assigned by the board.
  - j. Transfer to a member of the executive committee all necessary paperwork, documentation, and other fair-related materials associated with this position a minimum of 15 days prior to transition of position.
  - k. Dismissal of the President shall occur when by their actions, deeds, or words, conducts themselves in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full board and Reviewed for appropriate action(s) to be taken.
2. VICE PRESIDENT shall:

- a. Assume the duties and responsibilities of the President during absence, disability, or vacancy.
  - b. Perform such duties as assigned by the President or board.
  - c. Be authorized to sign checks.
  - d. If there is an occurrence of a conflict of interest or absence, the Vice President may sign contracts.
  - e. Transfer to a member of the executive committee all necessary paperwork, documentation, and other fair-related materials associated with this position a minimum of 15 days prior to transition of position.
  - f. Dismissal of the Vice President shall occur when by their actions, deeds, or words, conducts themselves in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full board and reviewed for appropriate action(s) to be taken.
3. SECRETARY shall:
- a. Maintain and keep the official records of the association.
  - b. Be authorized to sign checks.
  - c. Provide notice to all board members of all board meetings and special meetings at least five days prior to set meetings
  - d. Maintain the association's corporate seal.
  - e. Provide minutes of all meetings.
  - f. Coordinate the election of the board at the annual meeting.
  - f. Perform other duties as assigned by the board.
  - g. Provide a list of all current members of the Chesterfield County Fair Association at the September board meeting that are eligible to vote at the annual meeting.
  - h. Transfer to a member of the executive committee all necessary paperwork, documentation, and other fair-related materials associated with this position a minimum of 15 days prior to transition of position.
  - i. Dismissal of the Secretary shall occur when by their actions, deeds or words conducts themselves in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought before the full board and reviewed for appropriate action(s) to be taken.
4. TREASURER shall:
- a. Deposit, disburse and maintain all funds of the Association, as approved by the board.
  - b. Pay all financial obligations upon receipt.
  - c. Be Authorized to sign checks
  - d. Prepare and present a financial report at each meeting of the board and annual meeting.
  - e. Prepare and present financial records for an annual compliance review to include contracts, (inside vendor contracts are not included), W-9's, 1099's, and all other records in compliance with established laws
  - f. Coordinate preparation of necessary tax form(s)
  - g. Maintain all financial records and related correspondence
  - h. Perform other duties as assigned by the board
  - i. Transfer to a member of the executive committee all necessary paperwork, documentation, and other fair-related materials associated with this position a minimum of 15 days prior to transition of position

j. Dismissal of the Treasurer shall occur when by their actions, deeds, or words conducts themselves in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full board and reviewed for appropriate action(s) to be taken.

### SECTION 3 SIGNATURES

1. Only one signature shall be required on all checks written in amounts less than \$2500.00 Two signatures shall be required in the amount of \$2500.00 and higher.
2. The President, Vice President, Secretary, and Treasurer shall be authorized to sign checks.

### SECTION 4 NOMINATIONS

1. The nominating committee shall consist of one board member and two members of the association appointed by the President on or before March 1 of the current year.
2. Recruit and review applications for directors with the association Secretary.
3. Submit nominations for directors by the September board meeting.
4. There will be no nominations from the floor.

### ARTICLE VI BOARD OF DIRECTORS

#### SECTION 1

1. The board is empowered by the association. The board shall consist of the association officers and a total of ten directors.
2. All directors must be members of the association, at least 18 years of age prior to taking office, and residents of Chesterfield County or boarding municipalities and counties.
3. Directors will be elected for a three (3) year term.
4. No two members of the same family, (as defined in Article III, 1, e), shall hold a position as an officer, member of the board, or General Manager during the same term.
5. Persons interested in becoming a director must complete an application and mail it to the CCFA Post Office box NO LATER THAN SEPTEMBER 15th of the current year. Qualified applicants may attend a board meeting and MUST ATTEND THE ANNUAL MEETING.
6. No member of the Board can hold more than one elected position at the same time.

#### SECTION 2

1. The directors shall be elected by members of the association at the annual meeting.
2. Any vacancies existing or occurring on the Board of Directors after the annual meeting shall be filled by the board. The appointee will serve the unexpired term.

#### SECTION 3

1. The board shall replace any member under the following conditions:
  - a. Missing two regularly scheduled board meetings in a row, without an excuse approved by the President.
  - b. Dismissal of a Director shall occur when by their actions, deeds or words conducts themselves in a manner not in the best interest of the Chesterfield

County Fair Association, Inc. Actions will be brought to the full board and reviewed for appropriate action(s) to be taken.

2. Resignations shall be accepted as follows:
  - a. Any board member may resign at any time by delivering either a written or electronically notice to the President. The resignation shall be effective when the notice is delivered.

ARTICLE VII  
THE EXECUTIVE COMMITTEE

SECTION 1

1. The executive committee shall consist of the President, Vice President, Secretary, Treasurer and one director (Member-At-Large). The member at large shall be elected by the board annually.

SECTION 2  
EXECUTIVE COMMITTEE DUTIES

1. This committee shall serve as the decision-maker for in- between meetings but must inform the board of all decisions made at the next meeting.
2. Perform any duties assigned by the board and those enumerated by the bylaws and rules and regulations.

ARTICLE VIII  
CONTRACTS

1. Annual contracts shall be negotiated by the General Manager and reviewed by the President for programs and services relating to the annual fair and/or special events. Multi-year contracts must be presented to the board for review.
2. Contracts must have two signatures. The General Manager and the President must sign contracts to be valid. In the occurrence of a conflict of interest or the absence, the Vice President may sign contracts on behalf of the President or General Manager.
3. Any board member having an existing or potential interest or conflict of interest in a contract or other financial transaction must present such to the board for deliberation and authorization approval.

ARTICLE IX  
PAYMENT APPROVALS

1. All reimbursements must have a payment approval form properly completed and approved prior to any payments being made by the Treasurer.
2. This form must have the appropriate receipts or contracts attached and approved by the President as in the budget guidelines.
3. The Vice President or Secretary must approve reimbursements submitted by the President

ARTICLE X  
MANAGEMENT

1. General Manager is an employee of the Chesterfield County Fair Association, Inc hired by the board.
  - a. This position is subject to periodic review by the board.

- b. Compensation is to be reviewed annually by the board
  - c. Should the board release the General Manager, or should the General Manager resign, the board will decide if any compensation is due.
  - d. A sixty- day notice of separation must be submitted either written or electronically to the President.
  - e. Upon vacancy, the board will search for qualified applicants to fill the position.
2. GENERAL MANAGER shall:
- a. Work closely with the President
  - b. Attend all meetings of the board, special meetings, and the annual meeting in a non-voting capacity.
  - c. Inform the board of all fair matters and decisions in a timely manner.
  - d. Have general supervision of the sponsored festivals, annual fair and fairgrounds during fair set up and operations including oversight of volunteers and helpers, with assistance by the Board of Directors.
  - e. Allot space to the exhibitors and concessionaires.
  - f. Serve as the liaison with Chesterfield County for special events and the annual fair.
  - g. Negotiate all contracts for programs and services relating to the annual fair and/or special events.
  - h. Consult with the President on any emergency or major decision concerning fair operations.
  - i. Be a member of the association.
  - j. Perform other duties as assigned by the board.
  - k. Transfer to a member of the executive committee all necessary paperwork, documents, and other fair-related materials associated with this position a minimum of 15 days prior to transition of position.
  - l. Dismissal of the General Manager shall occur when by their actions, deeds or words conducts themselves in a manner not in the best interest of the Chesterfield County Fair Association, Inc. Actions will be brought to the full Board and reviewed for appropriate action(s) to be taken.

ARTICLE XI  
EX-OFFICIO MEMBERS

- 1. The extension agents from Chesterfield County shall be ex-officio members of the board.
- 2. Ex-officio members shall not have a vote at board meetings, special meetings, or the annual meeting.

ARTICLE XII  
MEETINGS

SECTION 1

- 1. The board will hold regular monthly meetings or as deemed necessary.
- 2. Seven members of the board, which must include two officers, shall constitute a quorum. board with notice from the Secretary. The notice must clearly state the object of the special meeting.

SECTION 2

- 1. The annual meeting shall be held in November.
- 2. Association members should attend the annual meeting of the association to elect directors who will reflect the goals and objectives of the annual fair.

ARTICLE XIII  
VOTING

1. Directors shall have one vote on each issue at all board meetings and special meetings except for the President who shall have one vote in the event of a tie.
2. In accordance with conflict-of-interest guidelines, any member who receives compensation, directly or indirectly, from the association for services, is precluded from voting on such matters. However, they are not prohibited from providing information related to such matters.

ARTICLE XIV  
AMENDING OR ENLARGING OF THE BY-LAWS

1. The bylaws may be amended by a majority vote of members casting a vote at the Annual meeting or a special called meeting of the association, providing that the purpose of the meeting has been stated in the notice made to the association membership.
2. Amendments or revisions shall be effective immediately upon approval.

ARTICLE XV  
PARLIAMENTARY AUTHORITY

1. All meetings of the Association shall be governed by parliamentary law as set forth in Robert's Rules of Order, most current edition, when it does not conflict with these Bylaws or procedures adopted by the board and/or membership at large.

ARTICLE XVI  
SUPERCEDE

1. These bylaws adopted at the special called meeting to discuss bylaws on September 15, 2021 supersede those adopted on July 15, 2015.

Signed by the following:

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Terry Lynn, CCFA President

Date

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Donnie Yancey, CCFA Secretary

Date

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Lorie Lythgoe, CCFA Treasurer and Bylaws Committee Chair

Date