

**SOUTHEAST ALASKA STATE FAIR, INC
BYLAWS**

Section 6. The Secretary shall mail notices of regular meetings of the Board to each member of the Board not less than three days before the meeting. Notices of meeting shall state the time and place of the meeting. Notice of special meeting of the Board, stating the purpose of the meeting, shall be mailed by the Secretary to each Member proceeded however, that for any meeting, regular or special, personal notice to each member shall be equivalent to mailing.

Section 7. Each Director, before entering upon the discharge of his/her duties, shall take, subscribe to and file with the secretary an oath in writing in substantially the following form:

United States of America
State of Alaska

I, _____, do solemnly swear that I will faithfully and honestly perform all the duties devolving upon me as a Director of the SOUTHEAST ALASKA STATE FAIR, INC., to which office I was elected on the ____ day of _____.

Director
Subscribe and sworn to before me this _____ day of _____.

Signature of Officer Administering Oath

Section 8. A member of the Board of Directors who, after filing the oath of office with the Secretary, wishes to withdraw from the Board must submit his/her resignation in writing to the Board; said resignation shall be effective immediately upon acceptance by the Board unless otherwise specified.

Section 9. At its discretion, the Board of Directors may appoint an advisory board consisting of persons with desired areas of expertise. These persons shall not be required to attend Board meetings.

Section 10. The Directors shall not be personally liable for the debt, liabilities or other obligations of the Corporation.

Section 11. The Corporation to the fullest extent possible shall indemnify the Directors and Officers of the Corporation under the laws of the state of Alaska.

Southwest Alaska State Fair, INC. Bylaws

Article 1

Membership

Section 1.

The corporation shall not issue stock. Members of the Corporation shall be those qualifying as follows: "Any person interested in the purposes for which this Corporation has been formed and who has paid annual dues shall be eligible for membership."

Section 2. Dues are established and revised by the Board of Directors and are due annually in August. Only members in good standing of the Corporation shall be eligible to serve in any of its elective positions and vote at the membership meeting. Failure to pay dues would mean a general member would not be allowed to vote. All directors shall pay annual membership dues. The Board of Directors, by majority vote, may confer membership without financial obligation due to non-monetary contributions or an inability to pay the required membership fee.

Section 3. Membership entitles a person who has reached his or her 15th birthday to one vote at any membership meeting. Any member who has reached his or her 18th birthday may run for director for the year in which the membership is purchased. To retain the right to run for office a member shall pay annual dues at least 7 days before the annual meeting. No person shall be entitled to more than one membership or more than one vote.

Section 4. Members who have not paid annual dues for two consecutive years will be notified that dues must be paid to remain in good standing.

Section 5. Automatic removal of members not in good standing from membership of the rolls.

Article 11

Meetings and Quorum

Section 1. The Annual Meeting of the members of the Corporation shall be held in Haines, Alaska within six weeks following the last day of the Fair at a time and place to be designated by the Board of Directors.

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Section 2. Special meetings of the members may be called at any time or place by a written resolution of the Board of Directors or upon written request of ten percent of the members.

Section 3. Notice of meeting for each regular and special meeting of the members shall be prepared and emailed to the last known email address of each member not less than three days before any such meeting, and the notice shall state the time and the object or objects thereof: provided however that for any meeting regular or special personal notice to each member shall be equivalent to emailing.

Section 4. A quorum at any meeting of members shall consist of at the very least 15 members or 50% of the membership which ever shall be smaller. Majority of the quorum shall decide any question that may come before the meeting unless otherwise provided for herein: but no business except to adjourn at a later date shall be transacted unless a quorum as herein defined be present.

Section 5. The election of directors shall be held at the annual meeting of the members and shall be conducted by two inspectors of election appointed by the Chairman of said meeting for that purpose. The election shall be by ballot and each member shall be entitled to one vote for each director to chosen.

Section 6. The Chairman of the Corporation shall preside at all regular meetings and special meetings. In his/her absence the Vice Chairman shall preside. In the absence of the Vice Chairman one of the members present shall be elected pro tempore Chairman. Complete minutes of each meeting shall be kept by the Secretary or in his/her absence by Secretary pro tempore chosen from among the members present. The minutes of each meeting shall be preserved and entered in the Record Book of the Corporation.

Section 7. The order of business at the Annual Meeting and, so far as possible all other meetings of the members shall be:

1. Calling of roll
2. Proof of notice of meeting
3. Reading and disposal of unapproved minutes
4. Annual reports of officers and committees
5. Election of officers
6. Unfinished business
7. New business
8. Adjournment

Section 7. The Treasurer and or the Executive Director shall be responsible for keeping a correct account of all the business transactions and for depositing all monies to the Corporation.

Section 8. The Secretary shall keep the records and conduct the general correspondence of the Corporation. She/he shall notify each person elected to membership of office of his/her as required of him/her by the Board of Directors.

Section 9. The books of the Corporation may be reviewed or audited when authorized by the Board or by an affirmative vote of two thirds of the members at a special or regular meeting. The review or audit shall be conducted by an independent agency.

Section 10. No officer of the Corporation shall as such receive any compensation for services rendered unless specifically ordered by the Board of Directors.

Article VI Finance

Section 1. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or depository as the Board shall order and shall be drawn out only be checks signed by the Chairman and Executive Director or Treasurer.

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Article VII Committees

Section 1.

- A. Policy Committee: To draft proposed policies, procedures and bylaws.
- B. Finance Committee: Meet with the Executive Director to draft a proposed budget. This will be presented to the Board in January. The committee may be required to meet at other times to draft updates to the budget.
- C. Facilities Committee: Recommend matters of building and grounds repair, expansion and maintenance and to for see future needs to present to the Board for consideration
- D. Personnel Committee: Draft proposed job descriptions for committees, board members and staff; recommend new board members, recommend to board, candidates to fill any vacancies.
- E. Such other committees as the needs arise.

Section 2. Each committee shall be composed of one Board member such other members as may be deemed necessary. The Chairman of the Board is an ex-officio member of all standing and special committees, except the nominating committee.

Section 3. A person need not be a Corporation member to serve on a committee.

Section 4. Each standing and special committee shall elect or appoint a Chair from among its members. It shall be the responsibility of the Chair to keep the Board of Directors informed of its actions and progress.

Section 6. Board members may not allocate or spend monies on the Fairs behalf without the approval of the Board of Directors and a majority vote during a regular meeting and or a special meeting.

Article VIII Amendments

Section 1. These bylaws may be amended by affirmative vote of two thirds of the Corporations members present at any special meeting called for that purpose or at which be submitted at any regular meeting must be held over and voted upon at the amendment to these bylaws must be further ratified by the Board of Directors at a regular or special meeting.

Article IV Waiver of Notice

Section 1. Any notice of regular or any special meeting which is required by these bylaws, the laws of the United States of America, or the State of Alaska or the Articles of Incorporation, to be given to the members or the Directors of the Corporation, may be waived in writing by any member or the Directors and filed with the Secretary of the Corporation.

Attendance of a Director at a meeting constitutes a waiver of notice, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article X Rules and Waiver of Rules

Section 1. Roberts Rules of Order shall govern all meetings. Any rule or procedure therein for regular and special meetings for members and directors may be waived on motion or resolution adopted by a majority of the quorum present noted in the minutes.

Article XI Corporate Seal

Section 1. The seal of the Corporation shall consist of concentric circles between which is the name of the Corporation and in the center shall be inscribed the year of the incorporation and the "Corporate Seal, Alaska".

Southeast Alaska State Fair Board Member Job Description

1. Attend regular board meetings which are held on Thursday of each month. Members are encouraged to attend meetings by teleconference at their own expense if they find themselves unable to physically attend.
2. Serve on at least one committee.
3. Make an annual personal gift that is meaningful and significant.
4. Attend an occasional Borough meeting.
5. Serve as a liaison between the public and board and staff.
6. Notify the Executive Director three days in advance of any absence from a board meeting.
7. Understand roles and responsibilities and becoming sufficiently knowledgeable about the Fair and its operations to make informed decisions.
8. All board members are expected to be pro-active in their commitment to the Fair. Board members are responsible to question their own effectiveness as board members, and if excessive absences or other commitments make their effectiveness marginal members are encouraged to resign their seat.
9. Complete a written evaluation of the Executive Director.

Board Selection Process

1. The board will strive to maintain diversity on the board.
2. The board will direct the staff to post board openings for 15 days.
3. The personnel committee reserves the right to review questionnaires with applicants to clarify responses.
4. The board reserves the right to extend the recruitment period if the personnel committee does not select any applicants.

Committee Job Descriptions

1. *Finance Committee*: Meet with the Executive Director to draft a proposed budget. This will be presented to the board in January. The committee may be required to meet at other times to draft updates to the budget.
2. *Facilities*: Recommend matters of building and grounds repair, expansion and maintenance, and to foresee future needs to present to the board for consideration.
3. *Policy*: Draft proposed policies, procedures and bylaws.
4. *Personnel*: Draft proposed job descriptions for committees, board members and staff; recommend new board members; recommend to board candidates to fill any vacancies.
5. *Fundraising*: Meet with the Director to discuss and put into place possible grants, create new fundraising ideas.

unanimous consent of all Directors or with the presence of all Directors at the meeting. All meetings of Board of Directors are open to all members of the Corporation.

Section 6. The Secretary shall email notices of regular meetings of the Board to each member of the Board not less than three days before the meeting. Notices of meeting shall state time and place of the meeting. Notice of special meeting of the Board stating the purpose of the meeting shall be emailed by the Secretary to each Member preceded however, that for any meeting, regular or special personal notice to each member shall be equivalent to mailing.

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Section 7. Each Director, before entering upon the discharge of his/her duties shall take, subscribe to and file with the secretary an oath in writing in substantially the following form:

United States of America
State of Alaska

I, _____, do
solemnly swear that I will faithfully and honestly perform all the duties devolving upon
me as Director of the SOUTHEAST ALASKA STATE FAIR, INC., to which office I
was elected on the _____ day of _____.
Director

Subscribe and sworn to before me this _____ day of
_____.

Signature of Officer Administering Oath _____

Section 8. A member of the Board of Directors who, after filing the oath of office with the Secretary wishes to withdraw from the Board must submit his/her resignation in writing to the Board; said resignation shall be effective immediately upon the acceptance by the Board unless otherwise specified.

Section 9. At its discretion, the Board of Directors may appoint and advisory Board consisting of persons with desired areas of expertise. These persons shall not be required to attend Board meetings.

Article III Directors

Section 1. The business and property of the Corporation shall be managed by a Board of not less than 5 nor more than 9 directors who shall be elected by ballot at the Corporation's Annual

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Meeting. Their term of office shall be two years, which years shall coincide with the Fair Fiscal Year. Directors shall serve until election and acceptance to office by their duly elected successors. Any vacancy on the Board of Directors may be filled by the remaining members of the Board until the next meeting of the membership. Directors may succeed self. Directors shall receive no compensation for their services except as otherwise provided herein and no person shall be eligible to serve as Director unless she/he is a member in good standing of the Corporation.

Section 2. Full authority to administer all properties, monies and affairs of the Corporation shall be vested in the Board of Directors and these responsibilities may in turn be transferred by the Board to such staff employees and committees as it sees fit from time to time to employ or appoint.

Section 3. A quorum shall consist of a majority or more members of the Board of Directors. Only duly elected or appointed members of the board shall have a vote in matters brought before the Board.

Section 4. The Directors may be recalled or removed from office in the following manner: Any member of the Corporation may bring charges against any Director by filing in writing with the Secretary of the Corporation together with a petition signed by forty percent (40%) of the Corporation members, requesting the removal of the Director in question. The removal shall be voted upon at the next regular meeting or special meeting of the Corporation and by two-thirds affirmative vote by secret ballot, the Corporation may remove the Director and fill the vacancy. The Director against whom the charges have been brought against shall be informed in writing of the charges previous to the meeting and shall have the opportunity at the meeting to be heard in person or by council, and to present witness; and the person or persons bringing charges against him/her shall have the same opportunity. Any Director who is absent from three consecutive regular Board meetings shall automatically place that position on the agenda for discussion. If absence is due to lack of interest and or commitment, the Board may ask for the Director's resignation and that position be declared vacant.

Section 5. Meetings of the Board of Directors are to be held monthly in Haines, Alaska or such other place as may be designated. A special meeting may be called at any time by the Chairman or two members of the Board or may be held without notice by

Section 10. The Directors shall not be personally liable for the debt, liabilities or other obligations of the Corporation.

Section 11. The Corporation to the fullest extent possible shall indemnify the Directors and Officers of the Corporation under the laws of the State of Alaska.

Article IV Employees

Section 1. The office of the Executive Director shall be a paid position filled by the Board of Directors. The Executive Director will be an ex-officio member of the Board. The Executive Director may perform such duties of the Secretary and Treasurer as the Board directs, and other duties as expressed in the guideline policy.

Article V Officers

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Section 1. The officers of the Board of Directors are the officers of the Corporation.

Section 2. Officers of the Board shall be: Chairman, Vice President, Secretary and Treasurer. At the discretion of the Board the offices may be combined.

Section 3. Officers of the Board shall be elected by the members of the Board of Directors. If any office becomes vacant during the year, the directors shall fill it until the Board of Directors, whenever in its judgment the best interest of the Corporation will be served.

Section 4. The Chairman or in the absence of the Chairman, the Vice-Chairman shall preside at all meetings of the Board of Directors. In the event of the absence of both, the Board of Directors may elect its presiding officer for such meeting.

Section 5. The Chairman with the Executive Director shall sign all vouchers with which the funds of the Corporation are to be disbursed. In the absence of the Chairman or Executive Director, the Vice-Chairman, Treasurer or Secretary may sign said vouchers.

Section 6. The Chairman and Executive Director shall sign all deeds, mortgages and other instruments affecting the properties of the Corporation, after same having been approved at the meeting of the Board of Directors. In the absence of the Chairman the signatures of the majority of the Board including not less than two officers shall be required.