

BYLAWS OF THE ROSHOLT FAIR ASSOCIATION
Adopted the Fourth Day of May in the year 2004

ARTICLE I NAME

Section 1.1 The name of the organization, fka Rosholt Community Fair Association, Inc., and reorganized on May 12, 2003, shall be the Rosholt Fair Association, Inc.

Section 1.2 The address of the Rosholt Fair Association is Post Office Box 244, 186 Forest St. W., Rosholt WI 54473.

ARTICLE II MISSION

Section 2 The Rosholt Fair Association is organized and shall be operated for the following purposes:

2.a) Host and organize the Annual Labor Day Fair aka the "Official Portage County Fair".

2.b) Provide for the exhibition of area 4-H, FFA, FHA and other youth group projects and events.

2.c) Provide a location and facilities for community activities and groups.

ARTICLE III MEMBERSHIP

Section 3.1 Membership shall be held by individuals who support the mission of the Rosholt Fair Association.

Section 3.2 Whereas this is a volunteer organization any interested person may be considered for membership and there shall be no discrimination as to race, color or creed.

Section 3.3 New members may be considered when there are fewer than 15 Directors as specified in the Articles of Incorporation.

Section 3.3a Nominees shall come to the Board by the Nominating Committee. This Nominating Committee shall be comprised of the Vice-President and one other Board member who shall be selected by a majority of Board members.

Section 3.4 Directors shall be elected by a simple majority ballot vote.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 The Board of Directors shall be the elected members of the Rosholt Fair Association.

Section 4.2 No member of the Board of Directors shall have no more than one vote.

4.2a The exercising of an assigned proxy does not constitute an additional vote.

ARTICLE V EXECUTIVE BOARD of DIRECTORS

Section 5.1 The elected officers of the Rosholt Fair Association shall constitute the Executive Board of Directors.

Section 5.2 The Executive Board shall have authority to act for the organization between meetings.

Section 5.3 The Executive Board shall meet on call by the president, or by any two members of the Executive Board, for the consideration of special matters between regular meetings of the organization.

Section 5.4 A minimum of three members of the Executive Board shall constitute a quorum only for specially called meetings of the Executive Board.

ARTICLE VI DUTIES OF OFFICERS

Section 6.1 President

The president shall be the principal officer of the organization and shall:

- (a) Preside at all meetings of the Board of Directors, and the Executive Board.
- (b) Serve as ex-officio member of all committees except the nominating committee as a non-voting member.
- (c) Coordinate the activities of the organization.
- (d) Represent the organization in public relations and official functions.

Section 6.2 vice-president

- (a) Shall assume all duties of the president if necessary or the President refuses to act.
- (b) Help coordinate all committee work.

Section 6.3 Secretary

- (a) Prepare and send out the meeting agenda.
- (b) Prepare and present the minutes of all meetings.
- (c) Be responsible for the correspondence of the Rosholt Fair Association.
- (d) Maintain member attendance and activity records

Section 6.4 Treasurer

- (a) Receive, record and deposit funds and issue receipts
- (b) Present monthly treasure reports at meetings;
- (c) Pay all bills upon authorization from organization;
- (d) Keep an itemized record, in a permanent file, of all receipts and expenditures.

ARTICLE VII MEETINGS

Section 7.1. Regular meetings shall be held monthly on the First (1st) Tuesday of the month, unless otherwise ordered, except for the months of January, February and March.

Section 7.2 The regular monthly December meeting each year shall be designated as the Annual Meeting at which time reports summarizing the year's activities shall be given and there shall be an election of Directors and Officers.

Section 7.3 Special meetings may be called by an unanimous vote by the executive committee.

ARTICLE VIII ELECTIONS

Section 8.1 Directors shall be elected at the Annual Meeting held in December of each year.

Section 8.2 Terms of Office shall be 2 years each for Officers of the Rosholt Fair Association.

Section 8.2a The offices of **President and Secretary** and of **Vice-President and Treasurer** shall be elected in alternating years so the terms of all Officers shall not end simultaneously.

Section 8.2a All elections shall be by ballot vote without exception.

Section 8.2b All other Directors shall be elected annually.

ARTICLE IX PARLIAMENTARY PROCEDURE

Section 9.1 The rules of parliamentary procedure comprised in the current edition of Robert's Rules of Order shall govern all proceedings of the Rosholt Fair Association.

ARTICLE X AMENDMENTS

Section 10.1 Amendments to these bylaws may be proposed only by current Rosholt Fair Association members.

Section 10.2 All proposed amendments shall be sent in writing to every member the month before they are to be voted upon.

Section 10.3 These bylaws may be amended by a two-thirds majority vote of all the members at any regular meeting.

Section 10.3a Clarification: It shall require 11 affirmative votes to amend these Bylaws.

Section 10.4 A Quorum, for the purpose of conducting regular business of the Rosholt Fair Association shall consist of Seven (7) Board members.