

Bylaws of Kerr County Fair Association, Inc. A Nonprofit Corporation

Article 1 - Offices

1.01 Principal Office

The principal office of the corporation in the State of Texas shall be located in the City of Kerrville, County of Kerr. The corporation may have offices, within the city of Kerrville, State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.02 Registered Office and Registered Agent

The corporation shall have and continuously maintain in the County of Kerr, State of Texas a registered office, and a registered agent whose office is identical with such registered office as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be; identical with the principal office of the corporation in the County of Kerr, State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Article 2 – Purpose

2.01 Purpose

The corporation's objectives and purposes shall be to sponsor the Annual Kerr County Fair, for the purpose of providing the residents of Kerr, Bandera, Real, Edwards, Kimble, Gillespie, and Kendall counties an opportunity to exhibit their finished skills and receive recognition for their achievements; and, to serve people of all ages, regardless of socio-economic levels, race, creed, color, sex, religion, or national origin who are interested in promoting the welfare of the family, home, and community.

Article 3 – Members

3.01 Class of Members

The corporation shall have four (4) classes of members, which shall be exclusive of the Officers of the corporation. Officers must be members of the Board of Directors. The classes are (1) Board of Directors; (2) Fair Sponsors; (3) Advisory Members; and (4) Life Member. Membership in any class of members shall be open to all persons and businesses, who subscribe to the objectives and purposes of the corporation. A board member is any person twenty-one (21) years of ages, resides in Kerr, Bandera, Real, Edwards, Kimble, Gillespie, or Kendal county, whose application for membership has been signed by a current Board Member in good standing and accepted by the Board of Directors. The corporation will not discriminate against persons, from membership, solely on the basis of race, creed, gender, age, and physical handicaps.

3.02 Board of Directors

Its Board of Directors, which shall also be referred to as Board Members, shall manage the affairs of the corporation. Each Board Member shall be entitled to vote at all annual, regular and specially called meetings of the Board.

3.03 Fair Sponsors

A Fair Sponsor is any business or individual who has contributed a minimum of \$25.00 during a FAIR YEAR in services or gifts to the Annual Kerr County Fair. Fair Sponsors shall be recognized by the presentation of a certificate of appreciation or plaque by a member of the Board of Directors after the closing of each FAIR YEAR.

3.04 Advisory Members

Advisory Members shall assist the Board of Directors in an advisory capacity. The Kerrville Convention and Visitors Bureau, Kerr County Extension Agents, Kerr County 4-H Youth Coordinator, Commissioners Court members, and Facilities Manager shall hold the title of Advisory Members. Other advisory members including but not limited to, may be an Attorney at Law and a Certified Public Accountant, can be recognized by the Board of Directors as needed. Advisory Members may not vote at any meeting of the corporation, but may serve for terms of two (2) years, which term may be renewed by the Board at the Annual Meeting of the Board of Directors.

3.05 Life Member

Any person twenty-one (21) years of ages who pays the Life Member fee of \$100.00 and whose application for membership has been signed by a current Board Member and accepted by the Board of Directors shall be considered a Life Member. No further dues or assessments are required. Each Life Member shall be entitled to enter the Fair Grounds at the general admission gate, when present Life Member card, during the fair time with one (1) guest as no charge. Life Member is non-transferable and ceases to be active upon death of member. Life Member's name shall be removed from membership roll. Life Member will be privileged to the following: Kerr County Fair souvenir items purchased at reduced cost; receive Kerr County Fair Association annual report and special newsletters; access to hospitality area at Kerr County Fair; listed in annual Kerr County Fair catalog.

Article 4 – Meeting of Members

4.01 Annual Meeting

An Annual meeting of the Board of Directors shall be held, upon ten (10) days' notice by regular mail or electronic mail to each Board Member during the month which is two (2) months after the Annual Kerr County Fair, at a designated time and place as established by the President, for the purpose of electing its officers, establishing the number of the Board of Directors for the current year, determining the number of Vice-Presidents, appointing Standing Committee and Standing Committee Chairpersons, appointing a committee chairperson for the transaction of any other business as may come before the meeting. No day fixed for the Annual Meeting shall be on a legal holiday in the State of Texas. If the election of officers shall not be held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

4.02 Regular Meetings

Regular Meetings of the Board of Directors shall be held for the purpose of conducting the regular business of the Board, once a month on a day designated by the majority of the Board Members, except for the period of time preceding and following the fair during which time meetings may be held as deemed necessary by the President. All notice of Regular Meetings shall be given in the manner set forth hereinafter.

4.03 Notice of Meetings

Notice of any Regular Meeting of the Board of Directors shall be given at least ten (10) days previously thereto to all Board Members. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage thereon prepaid.

4.04 Special Meetings

Special Meetings of the Board of Directors may be called by the President, or not less than one-third (1/3) of the Board of Directors upon notice to as many Board Members as possible prior to said meeting.

4.05 Informal Action by Board Members

Any action required by law to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors, except those actions designated to take place at the Annual Meeting, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by one-third (1/3rd) of the Board Members entitled to vote with respect to the subject matter thereof. The informal action taken by Board Members as specified above shall be presented to the Board at the next Regular Meeting and recorded in the minutes of the Board.

4.06 Quorum

One-third (1/3rd) of the board of Directors shall constitute a Quorum for the transaction of business at any meeting of the Board; but if less than one third (1/3rd) of the Board of Directors are present an official meeting shall not be held.

4.07 Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

4.08 Conduct of Meetings

All meetings of the Board of Directors shall be conducted within ninety (90) minutes each, except upon a vote of the Board to extend said meeting for greater than ninety (90) minutes. All meetings shall be conducted in accordance with Robert's Rules of Order.

Article 5 – Rules and Regulations Manual

5.01 Rules and Regulations Manual

The Board of Directors shall appoint a chairperson to head a Rules and Regulations Manual Committee at its Annual Meeting whose job it shall be to establish, amend, update and/or maintain a Rules and Regulations Manual. Said Rules and Regulations Manual, in addition to specific duties as set out in these Bylaws, shall include, but not be limited to further outlined job descriptions, the number of Standing Committees needed during each Fair Year, examples of forms necessary to perform on each Standing Committee, and monetary results of Standing Committees. Said Rules and Regulations Manual shall serve to provide Board Members current information in order to improve the efficiency of said office, Standing Committee and/or the Kerr County Fair. No formal notice is required to alter, amend or update the Rules and Regulations Manual, other than by presentation by said appointed committee chairperson before the Board of Directors at a Regular Meeting; however presentation shall be made within three (3) months after the Annual Meeting of the Board. Acceptance of the Rules and Regulations Manual, and any

revisions thereto, shall be by one-third (1/3) majority vote of the Board of Directors at any Regular Meeting.

Article 6 – Board of Directors

6.01 General Powers

Its Board of Directors shall manage the affairs of the corporation.

6.02 Voting Rights

Each Board Member shall be entitled to one vote on each matter submitted to a vote of the members. Board Members must be present at a meeting to vote.

6.03 Termination of Membership

The Board of Directors, by affirmation vote of one-third (1/3) of the Board Members present at a Regular or Annual Meeting, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who shall miss three (3) consecutive meetings without due cause and/or prior notification to the President, First Vice-President, or Secretary. Notice of Termination shall be given in writing. Such notice shall be deemed to be delivered when deposited in the United States Mail addressed with postage thereon prepaid to the last know address of such terminated Board Member.

6.04 Resignation

Any member may resign by filing a written resignation with the Secretary of the Board.

6.05 Release

Such termination or resignation shall not relieve a Board Member of any obligations, assessments, or other charges theretofore accrued and unpaid, and will not limit the board Member's legal liabilities, if any, unless specifically released by the vote of one-third (1/3) of Board Members present at a Regular or Annual Meeting.

6.06 Property of the Corporation

It shall be mandatory that all materials and property belonging to the corporation including, but not limited to: correspondence, records, financial reports and records, and all personal property, whether tangible or intangible, purchased with funds from the corporation, shall be turned over to an officer of the Board of Directors within fourteen (14) days, and/or upon demand by written notice to the terminated or resigned Board Member.

6.07 Compensation

Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore. No compensation for services or goods shall be paid to any Board Member unless said the board prior to the provision of said services or goods approved compensation.

Article 7 – Officers

7.01 Officers

The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the then current Board of Directors at its Annual Meeting, and recorded in the minutes of the Annual Meeting), a Secretary, a Treasurer, a Parliamentarian, and a Historian, and such other officers as may be elected in

accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The President and any and all Vice-Presidents, the Treasurer, or Assistant Treasurer in the absence of the Treasurer and Secretary, may also be described herein as the Executive Committee. Term of office is limited to five (5) consecutive years in any office after which time member may serve in another office capacity before being re-elected to serve in a previous held office or may be amended by majority vote to extend length of service.

7.02 Election and Term of Office

The officers of the corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors. The officers shall hold office until the next Annual Meeting of the Board of Directors and remain in office until their successors are elected and qualified. If the election of officers shall not be held at such Annual Meeting, such election shall be held as soon thereafter as convenient. Election of officers shall be made by floor nominations from the Board of Directors. All votes may be by written or verbal ballot. If by written ballot, the ballots will be distributed, collected, counted and reported on by the Parliamentarian. The Parliamentarian will dispose of said ballots father the election report is given.

7.03 Removal

Any officer elected or appointed by the Board of Directors may be removed by one-third (1/3) of the entire elected Board of Directors at a regular or Annual Meeting whenever in its judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice in the contract rights, if any, of the officer so removed.

7.04 Vacancies

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by election of the Board of Directors for the unexpired portion of the term.

7.05 President

The President shall be the principal executive officer of the corporation and shall in general supervise all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President shall be an ex-officio member of all committees. The President shall sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and perform such other duties as may be prescribed by the Board of Directors from time to time, and/or as stated in the Rules and Regulations Manual of the Corporation.

7.06 Vice-President

In the absence of the President and by his/her written delegation of duties or in the event of the President's inability to perform the duties of President, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in order of their number) shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all restrictions upon the President. Any Vice-President shall

perform such other duties as from time to time that may be assigned by the President or Board of Directors, and/or as stated in the Rules and Regulations Manual of the corporation. Vice President will serve as president-elect.

7.07 Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety of sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 11 of these Bylaws; and in general perform all the duties incident to the office of Treasurer, including, but not limited to, filing timely Internal Revenue Forms and Sales Tax forms, and perform such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors and/or as stated in the Rules and Regulations Manual of the corporation.

7.08 Secretary

The Secretary shall take and keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; keep a register of the post-office address and/or electronic address of each member which shall be furnished to the Secretary by each member; and, in general perform all duties incident to the office of the Secretary; and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors and/or as stated in the Rules and Regulations Manual of the corporation.

7.09 Parliamentarian

The Parliamentarian shall be responsible for maintaining proper parliamentary procedures in accordance with Robert's Rules of Order at all meetings of the Board of Directors.

7.10 Historian

The Historian shall be responsible for maintaining, including, but not limited to, tax information, records, reports, minutes, bank statements, correspondence, newspaper clippings, posters, catalogs, and committee information, including a copy of these Bylaws and the Rules and Regulations Manual; advise the Board of Directors of the current location of all files in Historian's possession; and perform such other duties as from time to time may be assigned to the Historian by the President or by the Board of Directors and/or as stated in the Rules and Regulations Manual of the corporation.

Article 8 - Committees

8.01 Committees

The Board of Directors, by resolution adopted by a majority of the Directors present at and as recorded in the minutes of the Annual, Regular or Special Meeting of the Board of Directors, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference of amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any Director or

officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed on it or him by law.

8.02 Standing Committees

The Board of Directors shall by majority vote create each Standing Committee and the chairperson of each Stand Committee. The chairperson of each Standing Committee shall appoint all members of each Standing Committee, which members may include some citizens who are not officers or directors. The chairperson of each Standing Committee shall serve for an annual term, which shall run from Fair Year to Fair Year the following year. Each chairperson of a Standing Committee shall report to the Board of Directors on a regular basis at any Regular, Annual or Special Meeting of the Board of Directors. The chairperson may appoint subcommittees, which shall report to the committee. The numbers of the Standing Committees and the performance thereof shall be determined by the Board of Directors at its Annual Meeting by resolution of the Rules and Regulations Manual of the corporation. Any members of a Standing Committee whenever in their judgment the best interests of the corporation shall be served by such removal. The Board of Directors shall, by resolution, appoint a member of the Executive Committee to be responsible for the different Standing Committees. Any files provided to or created for said Standing Committees shall be turned over to the Historian within one month of the close of the Annual Kerr County Fair for the purpose of making a permanent record, updating Rules and Regulations manual and issuance to the following year's Stand Committee who is not a Board Member may vote at any meeting of the Board of Directors, nor perform any duties other than those duties specified by prior written consent of the Standing Committee chairperson and/or as designated in the Rules and Regulations Manual.

8.03 Committee Meetings

Committee chairperson shall conduct committee meetings (minimum 2 per year) for the purpose of planning, discussing, and reporting committee activities. A written report will be submitted with the next regular Board of Directors meeting agenda. Report should include date, members present and discussion or action taken.

Article 9 – Fiscal Year

9.01 Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article 10 – Fair Year

10.01 Fair Year

The Fair Year of the corporation shall begin on the date of its Annual Meeting and end on the date of the Annual Meeting the following year.

Article 11 – Contracts, Checks, Deposits, and Funds

11.01 Contracts, Checks, Deposits, and Funds

The Board of Directors may authorize in writing and recorded in the minutes of the Board, any officer or officers in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. All contracts and instruments must be approved by the Board of Directors before they are executed and delivered or before any commitment is made.

11.02 Checks and Drafts

The President, a Vice President, Treasurer and Assistant Treasurer, if any, shall be responsible for having their signatures on file with the financial institute which is handling corporation funds. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by two of four officers of the corporation designated herein whose signature card is on file with said financial institute.

11.03 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such financial institution as the Board of Directors may select.

11.04 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

11.05 Kerr County Fair Court Applicants

Applications will be received from female residents of Kerr County attending public, private, or home school as long as their primary residence is in Kerr County and enrolled in grades 9 through 11. Applicant must be single, never been married, reside with parent or legal guardian, must not have, nor never have had a child and they must not be pregnant. Applicant must not have a criminal record; this includes but is not limited to a misdemeanor (minor in possession, driving under the influence, criminal mischief, destruction of property, etc.) Applicant may not use alcohol, any form of illegal drug, smoke (includes vapor) or use tobacco in any form. Applicant must have a passing grade-point average; written proof is required with application. Applicant may not be related to a Kerr County Association board member without board approval with the related board member abstaining. Applicant shall be financially responsible for their wardrobe.

11.06 Kerr County Fair Court Member

(1) A Kerr County Fair Court member may attend a public, private or home school, as long as their primary residence is in Kerr County. (2) Member must be female. (3) Member must be currently enrolled in grades 9 through 11 during their reign. (4) Member must be single, have never been married, and reside with parent or legal guardian. (5) Member must not have, nor have had a child, and must not be or become pregnant. (6) Member must not have a criminal record; this includes but is not limited to a misdemeanor (minor in possession, driving under the influence, criminal mischief, destruction of property, etc.). (7) Member may not use alcohol, any form of illegal drug, smoke (vapor) or use tobacco in any form. (8) Member must have a passing grade-point average at all times. Written proof is required to be provided to the fair court sponsor. (9) Any member who relinquishes their position by choice or who has been asked to relinquish due to

violation of rules and/or bylaws shall be barred from participating in future Kerr County Fair pageants. (10) The Queen may never compete again. (11) Member shall not hold any other title or enter any other pageant other than a school function or religious organization unless sanctioned by the Board of Directors with request submitted in writing and presented in person at a regularly scheduled board meeting. (12) Members are financially responsible for their own wardrobe whether it be casual attire worn at civic functions or attire selected by the fair court sponsor for representing the Kerr County Fair Association. (13) Member must attend parades, civic functions, fund raisers, and other scheduled events as determined by the fair court sponsor. (14) Members may have three (3) excused absences due to school activities, illness, family emergencies, and planned family events. (15) Member must provide written excuse to fair court sponsor signed by parent or legal guardian. Any member who does not provide written and signed excuse request will be deemed as unexcused absence, two (2) unexcused absences will result in termination of position and scholarship. Members will sign a contract accepting the bylaws and rules. (16) Members who violate any of the bylaws and/or rules are subject to review by the board of directors and will be asked to relinquish their position and scholarship. (17) Should a member have held a previous position/title and is asked to relinquish title/position during current reign the previous title and scholarship will also be relinquished due to conduct unbecoming to a Kerr County Fair court member.

11.07 Scholarship Fund

A Scholarship Fund shall be maintained for the use and benefit the Kerr County Fair Court members in such financial institution as the Board of Directors may select, and in an amount as determined by the Board of Directors at its Annual Meeting, which amount may change from year to year. All interest earned in the Scholarship Fund depository shall at year-end be transferred to the General Fund depository. Said Scholarship Fund shall be used for the sole purpose of payment of tuition from year to year at a college, university or learning institution leading to a degree or certification as may be designated by the individual who earns the title of Kerr County Fair Court member. Said sum to be due and payable, without interest thereon, upon enrollment of said Kerr County Fair Court member to a college, university or learning institution leading to said degree or certification.. Any part of the Scholarship Fund not used not used within one (1) year after graduation shall revert to and be the property of the Board. All decisions concerning this fund by the Board are final and not subject to dispute by a non-Board Member. Any court member who has violated any bylaws, rules and/or guidelines as stated in the pageant application will be disqualified.

Article 12 – Books and Records

12.01 Books and Records

The corporation shall keep correct and complete books and record of accounts and shall also keep minutes of the proceedings of its Board of Directors as per Internal Revenue Service guidelines and requirements. All books and records of the corporation shall be maintained by the Historian as set out in Article 7 above, and may be inspected upon request by any officer for any proper purpose at any reasonable time.

Article 13 – Waiver of Notice

13.01 Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, and a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notices.

Article 14 – Amendments to Bylaws

14.01 Amendments to Bylaws

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any Regular or Annual Meeting, if at least two (2) ten (10) days' written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new bylaws at such meeting.

Amended 12-8-98

Amended 4-9-02

Amended 7-10-14