

**PROPOSED BYLAWS
OF THE
BELKNAP COUNTY FAIR ASSOCIATION, INC.**

ARTICLE I -NAME, OFFICES, AND PURPOSES

Section 1. Name. The name of the corporation shall be the Belknap County Fair Association, Inc. (hereafter “the Organization”). The Organization is a New Hampshire voluntary corporation.

Section 2. Places of Business. The physical place of business of the Organization shall be 174 Mile Hill Road, Belmont, NH.

Section 3. Purposes. The Organization is organized exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The principal purposes of the Organization are:

1. To promote and educate the youth of Belknap County in good agriculture, animal science, forestry, soil conservation, and family consumer science practices.
2. To work with 4-H and promote 4-H activities in Belknap County.
3. To educate, encourage, and assist the youth of Belknap County to become better citizens of tomorrow's world.
4. To hold annually a Belknap County Fair for the youth of Belknap County.
5. To raise sufficient funds to operate the Belknap County Fair.
6. To promote events at the fairground having a positive impact on the citizens of Belknap County.

Section 4. Powers: The Organization shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

ARTICLE II – TAX EXEMPT STATUS

Section 1. Tax-exempt. The Organization shall apply to the Internal Revenue Service for recognition as a public charity under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Limit to Tax-exempt Activities. Notwithstanding any other provision of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III - MEMBERSHIP

Section 1. Member Qualification. Any individual interested in the promotion of the purposes of the Organization may become a Member, subject to approval by the Board of Directors.

Section 2. Membership Approval. The Board of Directors shall adopt such prerequisites, policies and procedures as it deems necessary or desirable for its consideration of applications for Membership.

ARTICLE IV – CONDUCT OF MEETINGS

The President, with the consent of a majority of the Board of Directors, shall determine the order of business at all meetings of the Organization and the procedure by which such business is to be conducted. Should the Board of Directors not consent to President's determination of the order and procedure by which business is to be conducted, the rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the order and procedure by which business is conducted in all cases to which they are applicable and in which they are not inconsistent with these bylaws and the laws of the State of New Hampshire.

ARTICLE V - BOARD, OFFICERS & COMMITTEES

Section 1. The Board of Directors. There shall be a Board of Directors consisting of the four officers of the Association, the Immediate Past President and up to six additional Members nominated by the Board of Directors and elected at the annual meeting of the Members. Directors shall serve for the term of three years. All Directors shall be subject to term limits of two (2) consecutive three (3) year terms. If no satisfactory candidate is nominated, the current Director may continue another term if approved by a majority vote of the Members. Their duties shall include the supervision and administration of all funds, gifts, and property of the Organization, ensuring compliance with the laws of the State of New Hampshire and these by-laws, and perform such other and further duties assigned to it by these by-laws and by the Organization.

Section 2. Officers and Elections. The officers of this Organization shall be a President, Vice President, Secretary, and Treasurer. Said officers shall be elected by the Members at the annual meeting of the Members. The officers shall hold office for the term of three years. All officers shall be subject to term limits of two (2) consecutive three (3) year terms. If no satisfactory candidate is nominated, the current officer or board Member may continue another term if approved by a majority vote of the voting Members.

(a) President. The President shall be the principal executive officer of the Organization and shall in general supervise and control all the business and affairs of the Organization. He/she shall preside at all meetings of the Organization, shall perform all duties incidental to the office of the President, and such others duties which may be prescribed by the Organization. The president shall appoint a nominating committee in October to select a slate of officers and Board of Directors to be voted on at the annual meeting as terms expire.

(b) Vice-President. The Vice-President shall exercise the powers and perform the duties of the President in the latter's absence. He/she shall further perform such other duties, as the President of the Organization shall direct.

(c) Secretary. The Secretary shall keep the minutes of all the meetings, maintain a list of all Members of the Organization, and perform all duties incidental to the office of Secretary and perform such other duties as may be assigned to him/her by the President or by Board of Directors. A copy of all minutes will be kept on file at the offices of the Organization.

(d) Treasurer. The Treasurer shall have charge of all funds and other property of the Organization, receive and give receipts for moneys transferred to the Organization from any source whatsoever, and deposit all such moneys in the name of the Organization; and in general shall perform all the duties incidental to the office of Treasurer, including the developing of a budget, the issuance of proper checks, drafts or orders for the payment of moneys as approved by the Board of Directors. He/she shall perform such other duties as assigned to him/her by the President or by the Board of Directors. The Treasurer shall submit the complete books yearly for external review by the Board of Directors. The Treasurer shall be responsible for the filing of the IRS Form 990 tax return, NHCT Form 2A, and any other requested documents, on behalf of the Organization.

(e) Executive Committee. The Executive Committee shall consist of the officers of the Association: President, Vice President, Secretary, Treasurer, and such other Members as the President may appoint with the consent of a majority of the Board of Directors. The Executive Committee shall manage the daily affairs of the Organization. It shall further approve and certify the Treasurer for payment all expenditures to be made on behalf of the Organization. Expenditures in excess of \$100.00 must have the approval of three of the officers of the Organization. The stated exception would be pre-approved budget line items (i.e. advertising, judges, entertainment, and ordinary maintenance expenditures to operate the Fair Grounds). Any individual not adhering to the purchase approval procedure may bring the expenditure before the Board of Directors for action.

(f) Advisory Board. The President, with the consent of a majority of the Board of Directors, may appoint an Advisory Board to voice issues and concerns to the Board of Directors and Executive Committee related to running the fair.

(g) Standing Committees. Any Standing Committees shall be appointed by the President when so directed by the Board of Directors.

(h) Special Committees. Any Special Committees may be appointed by the President with the consent of a majority of the Board of Directors.

(i) Delegation of Powers: The Board of Directors shall have the power to delegate to the any Committee the power to act on behalf of the corporation to take any specific action that the Board of Directors had the power to take and, once so delegated, the decision of said Committee shall have the full force of a vote of the Board of Directors. The Board of Directors shall fully consider the potential impacts of such delegation and shall only utilize such delegation powers in connection with matters upon which the Board of Directors cannot reasonably act within a specific timeframe necessary for taking such action.

Section 3. Removal of Officers and Directors. Any officer may be removed by a vote of two thirds (2/3) of the Directors whenever in its judgment the best interests of the Organization

will be served by such action. Such a vote must be noticed in writing to the Board of Directors seven (7) days in advance and shall require a quorum of at least two thirds (2/3) of the Board of Directors. Any Director who is absent for three (3) consecutive meetings of the Board of Directors without prior approval by the President may be removed by a majority vote of the Directors

Section 4. Vacancies. All vacancies among the officers and directors shall be filled by election at the next regular meeting following the vacancy, or at a special meeting called by the President for the purpose of conducting such election. Notice of the election shall be sent to the Members not less than seven (7) nor more than 30 days prior to the date of the meeting at which the election will be held. In case of necessity, the President may appoint a Member to pre tempore to act in the event such vacancy until the election of the new officer or Members of the Board of Directors is held.

ARTICLE VI – MEETINGS

(a) Annual Meeting. The Annual meeting of the Organization shall be held during the month of January of each year for the purpose of electing officers and Members of the Board of Directors, passing the budget for the upcoming year, for receiving reports of the President and Treasurer and for the transaction of such other business as may come before the meeting

(b) Regular Meetings and Special Meetings. Regular meetings and special meetings shall be set by the Executive Committee, at such times and places, as set forth by the Committee. Any voting Member of the Association may request a Special Meeting for a specific purpose by sending a written request to the Executive Committee.

(c) Place of Meetings. The Executive Committee may designate any place within Belknap County as the place of meeting for any annual meeting or for any special meeting called by the Executive committee or the Board.

(d) Notice of Meetings. Written notice (mail or e-mail) stating the place, day, and hour of any meeting of Members shall be delivered to the membership not less than seven days or more than thirty days before the date of such meeting. In the case of a special meeting, the purpose from which the meeting is called shall be stated in the notice. Any notice required to be given by these By-Laws may be waived by any Director or other person entitled thereto.

(e) Quorum. Quorum for the Annual meeting and any other meetings of the full association a quorum shall consist of at least thirty percent (30%) of the Members present in person or by proxy received by the Secretary at least three (3) days in advance of such meeting. For regular board meetings a quorum shall consist of a majority of board Members.

(f) Participation in Meeting By Electronic Device. A Member or officer may participate in a meeting by means of telephone conference or similar communication equipment, if available, enabling all Members and officers participating in the meeting to hear one another. Participation in a meeting pursuant to this shall constitute presence in person at such meeting. Under no circumstance shall any meeting be conducted via email.

(g) Voting: All matters considered at a meeting shall be decided by a majority or those present, each Member having one vote. Voting may be by voice vote or ballot at the election sole discretion of the President. Proxy votes may be made if authorized in writing by the absent Member, said written authorization having been given to the President in either paper or electronic form prior to the vote.

(h) Members' Action Without Meeting. Any action which may be taken at a meeting of the board may be taken by all of the board Members without such a meeting if consent in writing, setting forth the action so taken or to be taken, is signed severally or collectively by all of the Members. Email or other electronic transmissions intended to constitute the consent and signature of the sender and otherwise complying with New Hampshire RSA 294-E will constitute a writing for the purpose of this provision. The Secretary shall file such consent or consents with the minutes of the meetings of the Members.

ARTICLE VII - FISCAL YEAR, FINANCES & INDEMNIFICATION

Section 1. General. The Organization shall manage its finances in accordance with the requirements of, and in compliance with 501(c)3 tax exempt status.

Section 2. Fundraising. Fundraising efforts shall be conducted in accordance with the New Hampshire law and such policies and procedures as may be adopted by the Board of Directors.

Section 3. Tax Exemption. The Organization may receive tax-deductible contributions in accordance with appropriate sections of the current Internal Revenue Code of 1986, as amended (the "Code") and any future tax code.

Section 4. Fiscal Year. The fiscal year of the Organization shall be January 1 to December 31 of each year.

Section 5. Authority to Contract: The Board of Directors may authorize in writing the President, any Member of the Executive Committee, any officer or employee in the name of and on behalf of the Organization to enter into any transaction, contract or lease agreement, or to execute and deliver any instrument, or to sign checks, drafts or other orders for payment of money or notes or other evidence of indebtedness and such authority may be general or it may be confined by the Board of Directors to specific instances; and unless specifically authorized by the Board of Directors, no officer or employee shall have the power or authority to bind the Organization by any contract or transaction, to pledge its credit, or to render it financially liable for any purpose, or in any amount. In the absence of bad faith, no contract or transaction by the Organization shall be void or voidable by reason of the fact that the contract or transaction is: (a) with one or more of its Members, Directors or Officers, (b) with an organization, corporation or other concern in which an Member, Director or officer of this Organization is an Officer, Director, Stockholder, or Employee, or (c) one in which an Member, Director or Officer of this Organization is in any way interested; and in the absence of bad faith, no Member Director or Officer of this Organization shall be liable to this Organization, or creditor thereof, or to any person for any loss incurred by reason of such contract or transaction; or to be accountable for any gains or profits realized as a result of such contract or transaction.

Section 6. Organization Funds. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select; and for the purpose of such deposit, the officer and/or employees to whom such power is expressly delegated by the Board, may endorse, sign and deliver checks, drafts and other orders for the payment of money to the order of the Organization.

Section 7. Indemnification. Each Member, Director, Officer, Employee and Committee Member of the Organization (and their respective heirs, executors and administrators) shall be indemnified by the Organization against any cost, expense (including attorney's fees), judgment and liability reasonably incurred by or imposed upon him in connection with an action, suit or proceeding to which he may be made a part or with which he shall be threatened by reason of his being or having been an Member, Director, Officer, Employee or Committee Member of this Organization. Such indemnification shall not cover acts of willful misconduct on the part of the Member, Director, Employee, or Officer, or the breach of the fiduciary duties. The foregoing right of indemnification shall be in addition to any rights to which any Member, Director, Officer or Employee may otherwise be entitled.

ARTICLE VIII - CONFLICT OF INTEREST

Section 1. Prohibited Actions. No Director shall (i) borrow money or property from the Organization; (ii) sell, purchase or lease land from the Organization without prior court approval; or (iii) do business with the Organization that is unfair to the Organization or impairs its ability to perform its' mission.

Section 2. Duty to Disclose. Each Director, prior to taking his position on the Board, and all present Directors shall submit in writing to the President of the Board a list of all businesses or other organizations of which the director is an officer, director, trustee, Member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Organization has or might reasonably in the future enter into, a relationship or a transaction in which the Director would have conflicting interests. The President of the Board shall become familiar with the statements of all Directors in order to guide his conduct should a conflict arise.

Section 3. Voting. At such time as any matter comes before the Board in such a way to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that might be asked of him, shall withdraw from the meeting for so long as the matter shall continue under discussion. In addition, other Directors who themselves have had pecuniary benefit transactions with the Organization within the same fiscal year, should also not be present and not participate in the discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary benefit transaction with the Organization in the same fiscal year shall vote on it. The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirement of a two-thirds vote and, if the financial benefit exceeds \$5,000 in a fiscal year, publication in the required newspaper.

Section 4. Statutory Requirements: The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19-a and RSA 292: 6-a) are hereby incorporated in full into and made an integral part of this conflict of interest policy; and a copy of the relevant New Hampshire statutes are attached hereto so that every Board Member is aware of the statutory requirements. These requirements include, but are not limited to, absolute prohibitions on loans from a charitable trust to a director, officer, or trustee and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by the attached statutes.

ARTICLE IX -PROPERTY AND IMPROVEMENTS

Any and all improvements made on the properties known as the Belknap County Fairgrounds, will become the property of the Organization. No capital improvements, significant alterations, destruction or relocation will be done without written permission of the Board of Directors.

ARTICLE X - PROHIBITED ACTIVITIES

Section 1. No Private Inurement or Private Benefit. The Organization is not organized for pecuniary profit and shall not have any capital stock No part of the net earnings of the Organization shall inure to or for the benefit of, or be distributable to its Members, directors, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I, Section 3 hereof.

Section 2. No Political Activities. No substantial part of the activities of the Organization shall be the carrying on of propaganda, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Equal Opportunity. The Organization shall be an equal opportunity organization, and it shall not discriminate on the basis of age, race, color, creed, sex, disabilities, financial status, or national origin (i) in the persons serviced, or in the manner of service; (ii) in the hiring, assignment, promotion, salary determination, or other conditions of staff employment; (iii) in the selection of Members; or (iv) in the Membership of its Board of Directors.

ARTICLE XI - AMENDMENT TO THESE BYLAWS

These By-Laws may be altered, amended, or repealed and new by-laws may be adopted at any regular meeting of the Organization called for that purpose. No action may be taken without a quorum present and shall require a two-thirds vote for adoption. A written notice containing proposed by-law changes will be sent to the Membership no less than seven nor more than thirty days prior to the scheduled meeting set for that purpose.

ARTICLE XII - DISSOLUTION

Upon the dissolution of the Organization, any assets remaining after the payment of debts and the satisfaction of liabilities are to be distributed either (1) to the State of New Hampshire or a political subdivision thereof for a public purpose or (2) for one or more exempt purposes to an organization described in IRC § 501(c)(3) and whose income is also excludable from gross income under IRC § 115(1), as the Board of Directors of the Organization shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive. In determining to whom the assets shall be distributed, the Board of Directors shall give preference to organizations that shall use for purpose of recreation, and welfare of the youth and citizens of the County of Belknap and who will agree that it not be further sold, subdivided or conveyed for any purpose inconsistent herewith.