

BY-LAWS OF
ALACHUA COUNTY YOUTH FAIR
AND
LIVESTOCK SHOW ASSOCIATION, INC.

ARTICLE I. BOARD OF DIRECTORS/MEMBERS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall also comprise the membership of the Corporation.

Section 2. Number. The Board of Directors shall consist of up to thirty persons as determined by the previous year's Board. The procedure for selection of members of the Board of Directors shall be as follows:

- A. The President shall appoint a Nominating Committee during any regular monthly meeting of the Board. The Nominating Committee shall seek, interview, and nominate prospective Board members and officers.
- B. Nominations shall be submitted to the Board at any regular meeting, but no later than the regular meeting held prior to the Annual Meeting of Directors.
- C. The nominating committee's recommendations shall be elected by a majority vote of the previous year's Board members.

Section 3. Tenure and Removal. Duly elected Board members shall serve until the next Annual Meeting of Members and shall be eligible for re-election to the Board until the death, resignation or removal of such member. Any Board member missing three consecutive meetings, without cause, shall automatically be terminated from the Board and notified writing by certified mail. A majority of the remaining members may reappoint such terminated Board member for one term. Violation of the Board Members Code of Ethics shall be grounds for termination from the Board.

Section 4. Qualifications. To be eligible to serve as a member of the Board of Directors, candidates will be considered from the following:

- A. He or she is active in the business and activities of the association.
- B. He or she has regularly participated on standing committees and meetings.
- C. He or she has a willingness to serve for the benefit of Youth Agriculture Education.
- D. He or she has a willingness to make a true commitment to attend meetings and serve on committees.
- E. He or she has reviewed and agreed to follow the Board Members Code of Ethics.

Section 5. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of May of each year and the agenda for such annual meeting shall be

the election of officers, the appointment of committees, the receipt of reports from committees and officers, and the transaction for such other business as may properly come before the meeting. The annual meeting shall be held on the date and at the time and place stated in the notice of the meeting, which notice shall be in writing and shall be mailed at least ten (10) days before such meeting to each of the members of the corporation.

ARTICLE II. STANDING COMMITTEES.

Section 1. Standing Committees. The Board of Directors may designate and dissolve standing committees with such membership and authority as shall be provided in the resolution of appointment. In so doing, (a) the Board of Directors may designate two more Directors to constitute any committee it deems necessary, and any such committee shall have and may exercise all authority granted to it by the Board of Directors; (b) the Board of Directors may appoint non-directors to any committee as non-voting committee; (c) the Board of Directors shall prescribe the manner in which the proceedings of any committee shall be conducted, and in the absence of any such prescription, the committee shall determine the manner in which its proceedings shall be conducted. Any regular and special meetings and any other actions of the committee shall be governed by the provisions of Article I applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of such committee.

Section 2. The following standing committees shall exist perpetually unless dissolved by the Board of Directors at any regular meeting:

Beef	School Tours
Rabbits	Photographer/Awards
Catalogue	Sponsorship/Signs
Goats	Corporate Sponsors/Publicity
Dairy Heifer	Facilities
Swine	Buyers Luncheon
Poultry	Livestock Judging
Finance	Non-Livestock
Sale	

The following committees will be appointed on from time to time to address specific issues of the Board:

- Rules/Procedures
- Nominating
- Grievance

Section 3. Committee Chair Qualifications.

1. Committee chairs' must be an elected member of the Board in good standing.
2. He or she must be available to participate in all fair activities pertaining to their committee or have an appointed representative present.

Section 4. Numbers. Committee shall consist of 1 chair and 5 members. The Chair of a committee may appoint a co-chair to assist with responsibilities or represent the committee in his or her absence.

ARTICLE III. OFFICERS.

Section 1. Number, Qualification, Term and Election. The officers of the corporation shall be the President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors from among the members of the Board. Assistant Secretaries and Treasurers may be appointed by the Board from time to time. Each officer shall hold office from the date of election until the next succeeding annual meeting of the Board of Directors and until a successor shall have been duly elected and qualified.

Section 2. Removal. Any officer of the corporation may be removed with cause at any time by the Board of Directors.

Section 3. President. The President shall preside at each meeting of the Board of Directors and at the annual meeting of directors. The President shall be entitled to notice of and to attend meetings of all committees. The President shall be the principal executive officer of the corporation and, subject of the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He may sign, with the Secretary or any other proper officer of the corporation here before authorized by the Board of Directors, any contracts, deeds, mortgages, or other instruments with the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the By-Laws or some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The President shall in general perform all the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice President. The Vice President shall assist the President in carrying out the President's duties. In absence of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President.

Section 5. Secretary. The Secretary shall be responsible for supervising the recording and keeping of Minutes of all meetings of the Board of Directors and of the members. The Secretary shall keep a register of the Post Office address of each member and shall cause notice to be given of all meetings of the Board of Directors and members. The Secretary shall be the custodian of the records of the corporation and shall have the charge of the books, records and papers of the corporation relating to its organization as a corporation and shall see that the reports, statements and other documents required by law are properly kept and filed at the county office for public review. The Secretary shall perform all other duties incident to the office of Secretary and such other duties as may

from time to time be delegated to the Secretary, the Board of Directors or by the President.

Section 6. Treasurer. The Treasurer shall have the charge and custody of and be responsible for all funds and securities of the corporation; shall keep full and accurate accounts of assets, liabilities, receipts, and disbursements and other transactions of the corporation in the appropriate corporate records; shall cause regular audits of books and records of the corporation to be made under the guidance and direction of the Board of Directors; and shall deposit or cause to be deposited all monies and other valuable effects in the name of and the credit of the corporation in such banks or other depositories as may be designated by the Board of Directors. The Treasurer, with the authority of the President, shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursement. The Treasurer shall render, whenever so required by the Board of Directors or the President, a statement of all transactions as Treasurer and an account of the financial condition of the corporation. If so required by the Board of Directors, the Treasurer shall give bonds for the faithful discharge of his/her duties in such sums and with such sureties as the Board of Directors may deem appropriate. The Board of Directors may determine that monetary compensation for the Treasurer's duties is warranted.

Section 7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 8. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and secretaries, in general may or may not be members of the Board and shall perform such duties as may be assigned to them by the Board of Directors, the Chairman, the Treasurer, or the Secretary of the corporation. If so required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors may deem appropriate.

ARTICLE IV. CONTRACTS, INCOME AND DISBURSEMENT.

Section 1. The Board may authorize any officer or agent of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or service agreement or to execute and deliver any instrument in the name of and on behalf of the corporation.

Section 2. All checks, drafts, or order for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the Treasurer of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Service Fees. The Board of Directors may set and collect fees and charges to be paid by corporations, agencies, partnerships, joint ventures, and other organizations or individuals for services performed or to be performed by the corporation

in accordance with the Articles of Incorporation and these By-Laws. Such fees and charges may vary in amount based upon the type and quantity of services and the type and size of organization receiving said services. The fair market value of in-kind services provided by such organizations may be counted against the total amount of fees or charges owed.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gifts, bequests, or devises for the general purpose or for any special purpose of the corporation.

ARTICLE V. BOOKS AND RECORDS.

The corporation shall keep correct and complete books and records of account and shall keep summaries of the proceedings of the meetings of its members, Board of Directors and Committees having any of the authority of the Board of Directors and shall keep a record of names and addresses of members entitled to vote. At intervals of not more than twelve (12) months, the corporation shall prepare a balance sheet showing its financial condition as of a date not more than four (4) months prior thereto and a statement of receipts and disbursements for the preceding twelve-month period. All books and records shall be kept at a location designated by the Board and may be inspected by any member or the member's agent for any proper purpose during normal business hours.

ARTICLE VI. FISCAL YEAR.

The fiscal year of the corporation shall begin on the first day of October in each year and shall end on the last day of September in the following year.

ARTICLE VII. NON-LIABILITY OF DIRECTORS AND MEMBERS.

No member of the corporation, no member of the Board of Directors, and no contributor of in-kind services to the corporation shall be liable for the acts or omissions of the corporation, its Board of Directors, its agents, or its representatives or their own individual acts or omissions. The corporation shall indemnify any person who was or is a party, or was threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, civil, criminal, administrative or investigative, when the actions or omissions of such person were or are made in good faith and as a member, director, officer, employee, or agent of the corporation, except that no such right of indemnification shall arise by virtue of willful misconduct or gross negligence. The officers of the corporation are authorized to procure and shall procure appropriate insurance to implement this Article for the benefit of all indemnities.

ARTICLE VIII. DISSOLUTION.

In the event that the Corporation is dissolved pursuant to its Amended and Restated Articles of Incorporation, or any funds remaining after the payment of all just

debts, shall be evenly divided among county 4-H, FFA organizations or other similar organizations, so long as such programs qualify for receipt of such funds under the Internal Revenue Code of 1986, as amended.

ARTICLE IX. OTHER CLASSES OF MEMBERSHIP.

To assist in achieving the purposes of the corporation, other classes of membership may be established by the Board from time to time.

ARTICLE X. AMENDMENTS.

These By-Laws may be amended, altered, or repealed or new By-Laws adopted by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors, provided that the proposed action has been stated in specific terms in the notice of said meeting.

Duly adopted by a majority of the members of the Board of Directors, present at the regular meeting of the Board, held on June 14, 2012, at 7:30 p.m. at Alachua County Extension Office

ADOPTED this 14th day of June, 2012.


Secretary