

**BY – LAWS  
CLAYTON COMMUNITY FAIR  
SPONSORED BY  
“DEER PARK FAIR ASSOCIATION”**

**DATE OF CHANGE: January 2024**

**ARTICLE I.  
NAME AND MEETING PLACE**

**Section I.**

The name of this corporation shall be Deer Park Fair Association/DBA Clayton Community Fair.

**Section II.**

This corporation was organized under the laws of the State of Washington on September 1, 1939, and amended June 26, 1963, November 23, 1976, October 25, 1988, March 27, 2007, January 27, 2009, March 22, 2011 and January 11, 2017

**Section III.**

The principal place of business of this corporation shall be Clayton, WA.

**Section IV**

Regular meetings will be held on the 4<sup>th</sup> Tuesday of each month except the month of December when there will not be a meeting. August meeting will always be the Tuesday following the Fair. Place of meetings will be announced at the prior meeting.

**ARTICLE 11.  
OBJECTIVES**

**Section I**

**Our Mission Statement**

We are preserving our agricultural heritage and supporting our future.

**Section II**

**Aims and Purposes**

The Deer Park Fair Association is a non-profit organization whose aim is to preserve our agricultural heritage through the annual Clayton Community Fair.

The purpose of the Fair Association is to support the positive education and enrichment of our youth and of our community by providing an inviting environment where young and old alike may demonstrate, display, present or show that something special he or she has baked, grown, created, raised, sewn or trained, be it a hobby or a business. Everyone will benefit by recognizing and promoting the positive abilities of our youth and of our community. To serve the surrounding area and to promote youth participation in Agricultural and Youth projects. To encourage community participation in individual, group and organizational exhibits.

**ARTICLE III.  
OFFICERS AND EXECUTIVE BOARD MEMBERS**

**Section I.**

There shall be **twelve** Executive Board Members elected by secret ballot vote from the qualified membership. This board shall have the power to transact any and all business of this Association between general membership meetings. Any voted on decision made by the executive board conducted between general meetings shall be reported at the next general membership meeting.

**Section II.**

Board members shall be elected for a three-year term, with four members of the board being elected each year. ~~with every 3<sup>rd</sup> year having only 3 board members elected.~~ (effective 1 January of each year.)

**Section III.**

The officers, who shall consist of President and Vice President, shall be elected from the Executive Board Members by the General Membership. Each officer shall serve no more than two consecutive terms in each office. President & Vice President terms are 2 years. However if no replacement can be found the President and Vice President may stay in their appointed office until such time as they are voted out or they resign; this will be voted on annually. Qualifications for the Presidency are to have been an active member on the Executive Board for at least 2 years and to have served as an active Vice President for at least 1 year.

**Section IV.**

In the event that there is no qualified member that is eligible for nomination as President, and the current President does not wish to continue in the position, the requirement of having served as an active Vice President for at least one year will be waived. To be eligible for nomination in this circumstance, the nominee must be a current Board Member in good standing.

**Section V.**

The President has the authority to fill a vacant board position until that position comes up for reelection. This person must meet the qualifications stated in Article V Section II.

**Section VI**

The Secretary and Manager will not have any term limits. Manager and Secretary positions are appointed by executive board members.

**ARTICLE IV  
DUTIES OF OFFICERS**

**Section I**

The President shall preside at all meetings (exceptions are sickness or emergency), and shall have such other and further powers and duties as are provided by law. The President only votes as a tie-breaking vote. He/She shall appoint such committees, as he/she may deem necessary in carrying out the purposes of the corporation.

**Section II.**

**The Vice President shares responsibilities in conjunction with the President in carrying out the purposes of the corporation. In the event of the absence, disability, or death of the President, the Vice President shall act on the President's behalf.**

**Section III.**

**The President or Vice President may call a meeting of the Executive Board Members whenever they may deem it necessary, or whenever a Member shall request either officer to do so.**

**Section IV**

**The Secretary shall keep a correct record of the proceedings of all meetings, and present them at the next meeting for approval.**

**Section V.**

**If a manager is appointed, the primary duties and responsibilities are managing local, state and federal correspondence and other duties as assigned by the executive board.**

**ARTICLE V  
EXECUTIVE BOARD MEMBERS**

**Section I.**

**The Executive Board Members shall have general supervision and direction of the affairs of the corporation, shall exercise its powers, and perform its duties as prescribed by law at meetings called and held as provided. This corporation is operated for the benefit of its members and not for profit. The officers shall receive no compensation for their services as officers. The corporation shall pay for any expense necessary in the conduct of the business of the corporation and as authorized by the Executive Board Members.**

**There shall be no work performed for profit by members, Executive Board Members, or officers (including contract work). There shall be no modification/projects and /or construction to any part of the facilities, without the written permission of the Executive Board's approval. ( ie a copy of the meeting minutes will work).**

**Section II.**

**No one shall be qualified for election or to act as an Executive Board Member of this corporation except members in good standing as shown by the books of the corporation. To be considered for the position of Executive Board Member, you must be a member of the association in good standing for one calendar year.**

**The meaning of good standing is current dues paid or waived, having attended at least 6 general meetings in the previous year and participated in some fair functions.**

**ARTICLE VI.  
EXECUTIVE AND/OR ASSOCIATION MEMBERSHIPS**

**Section I.**

Any resident of the Inland Empire area may become a voting member of this Association by paying membership dues **and meeting the requirements of the articles of incorporation** and the by-laws. Any member dues received at current meeting will be eligible to vote at the next month's meeting

**Section II.**

Review of annual dues will take place each year at the November meeting, this is when next years' dues are due.

In case of a hardship to pay dues, dues could be waived in a (closed door) meeting of the Executive Board Members only.

All board members' dues **MUST BE PAID** by the February meeting.

**Section III.**

All Executive Board Members must be in good standing, they cannot miss more than 3 meetings in a 11-month period (January to November) and be current with their dues.

Board members may attend virtually or in person, proxy does not count as being present.

Board members must be present at a board meeting to vote whether the meeting is conducted in person or virtually. Proxy voting is not permitted for Board members. Board members have a fiduciary duty of the organization and may not delegate the exercise of their fiduciary discretion to others.

**Section IV.**

At the discretion of the board, the position of Manager may be eliminated. The word "Manager" will revert back to Treasurer and the duties of said Treasurer. The job description of Treasurer is one in charge of incoming funds and disbursement of funds. He/She must work in conjunction with the President and /or Vice President.

**Section V.**

Any member needing a leave of absence may request six months leave with no penalties or repercussions. If the board feels it is in the best interest of the association for members to take a leave of absence it will require a three-fourths board approved vote to enact this.

In the event that a board member is not acting in the best interest of the fair association by duty of care, loyalty and obedience, the board has the right to remove said member by a three-fourths vote. The board will refer to the "charity and nonprofit board service in Washington State quick guide."

**Section VI.**

Duties of Auditor that, He/She shall submit an accounting of corporate accounts to the membership as per requested by the board.

**ARTICLE VII.  
QUORUM**

**Section I.**

**At all General Meetings, a majority of the Executive Board Members present in person or virtual shall constitute a quorum for the transaction of business. A quorum shall consist of seven Executive Members of the board. At all General Meetings each member shall be entitled to one vote.**

**ARTICLE VIII.  
AUDIT**

**Section I.**

**The Executive Board shall audit the books and accounts of this association at the change of Manager or Auditor and/or yearly or as deemed necessary.**

**ARTICLE IX.  
RECORDS AND PROPERTIES**

**Section I**

**The officers shall execute all instruments affecting property rights of the corporation immediately after the first of the year. Each officer will be held responsible for the safe keeping of records and properties within his/her possession. All such records and properties shall be made available upon request for general use of the association.**

**Section II**

**All officers will have a packet with copies of all Deeds, Contracts and all official correspondence. This consists of President, Vice President, Secretary and position of Manager, with updated copies each year. (Year is January to November.)**

**ARTICLE X.**

**Section I**

**The By-Laws shall be reviewed annually by a committee of 3 members appointed by the President.**

**Section II**

**Notice of any suggested by-laws change or changes shall be presented in writing to all members at a regular meeting for the purpose of discussion, and to be voted on at the next meeting.**

**ARTICLE XI.  
AGENDA and RULES**

**Section I**

- 1. Welcome**
- 2. Roll Call**
- 3. Minutes**
- 4. Treasurer's Report**
- 5. Committee reports**
- 6. Old Business**
- 7. New Business**
- 8. Open discussion to membership**
- 9. Adjourned**

**Section II**

**Our meetings are based on Roberts Rules of Order.**

**Voted on by membership on 22 March 2011**

**President** \_\_\_\_\_ **Dated** \_\_\_\_\_

**Vice President** \_\_\_\_\_ **Dated** \_\_\_\_\_