

# The Constitution and Bylaws of The South Carolina Association of Fairs

## ARTICLE I- NAME

Section 1. The Name of this Association shall be known as the "SOUTH CAROLINA ASSOCIATION OF FAIRS."

## ARTICLE II- PURPOSE

Section 1. The general purpose of the Association is:

- A. To further the interest in education, agriculture, and industry in the State of South Carolina.
- B. To encourage and assist the maximum educational development and improvement of Fairs, livestock shows and exhibitions.
- C. To encourage and foster a spirit of cooperation among its members.
- D. To exchange ideas on publicity and details of management as well as problems local to each activity and event, but which might become problems of general interest.
- E. To coordinate efforts in setting dates of the various activities so that there may be a minimum of conflict.
- F. To serve as a public relations medium.
- G. To hold annual and special meetings.
- H. To maintain beneficial international, national and interstate contacts offered by annual membership in the International Association of Fairs and Expositions.

## ARTICLE III - MEMBERSHIP

**Section 1. ACTIVE MEMBERSHIP** - Any County, District, community or other agricultural or industrial association organized to conduct agricultural fairs, festivals providing rides, livestock shows, industrial shows and home shows in the State of South Carolina that wishes to become a member of this Association, upon written application to the Secretary, approval of the membership committee and Board of Directors and a payment of dues for one year, as provided in the By-laws of this Association, may become a member. Each Active member of this Association shall be entitled to two voting delegates at all meetings of the Association but may send as many representatives as it desires. Each active member shall designate the voting delegates in writing.

**Section 2. ASSOCIATE MEMBERS** - Individuals who are actively engaged in the public entertainment field, such as owners of midways, carnivals and sideshows and Allied Enterprises that wish to become members of this Association, upon written application to the Secretary, approval of the membership committee and Board of Directors and a payment of dues for one year, as provided for in the By-laws of this Association, may become a member. An Associate Member shall be a non-voting member. This, however, shall not preclude the wise use of an Associate Member in an advisory capacity to any regular or special committee.

**Section 3. HONORARY MEMBERSHIP** - Honorary membership in this Association may be awarded to an individual at the annual meeting. It is contemplated that Honorary Membership may be awarded to members of the Agricultural Extension Service, the Experiment Station Staff, State Department of Agriculture, State Department of Education, Retired Fair Personnel and to any other individual who is considered by a majority vote of the Board of Directors to have rendered conspicuous and outstanding valuable service to the Association. Nominations for Honorary Membership shall be made by the Board of Directors, or at least 5 Active Members. Such Honorary Members shall be elected by the General Membership and not obligated to pay membership dues. Honorary Members shall be non-voting members.

**Section 4. OTHER CLASSES** - Other classes of membership may be provided from time to time by majority vote of the Board Directors.

**Section 5. RECORDATION OF MEMBERSHIP** - Membership shall be recorded in the name of the Association, corporation, partnership, firm, or individual. Membership shall not be transferable.

**Section 6. TERMINATION OF MEMBERSHIP** - Any member may voluntarily resign or withdraw from membership in this Association at any time upon 30 days written notice to the Secretary of the Association. Upon such withdrawal, the member shall cease to enjoy any privileges of membership. The resigning member shall not only forfeit his dues for the current year but may not voluntarily withdraw in good standing if any indebtedness is still owing to the Association.

**Section 7. SUSPENSION OR EXPULSION** - It shall be within the powers of the Board of Directors to summon before it any member whose conduct shall appear to the Board of Directors to be prejudicial to the character or welfare of the Association, or contrary to or in violation of its articles and rules. The Secretary shall notify such members of such hearing at which he shall be accorded all rights to defend himself of the charges. At such hearings, the members may be censured, suspended or expelled, by a majority vote of the Board of Directors at the meeting.

**Section 8. VOTING PRIVILEGE** - Only active members and officers shall have a right to vote. Each active member (i.e. as per Article III, Sec. 1) shall have two votes and said member must designate its voting delegates who are each authorized to cast one vote. Honorary Members have no voting right. Active members and officers, who are members of Active members, who are not current with their dues shall not be entitled to vote. When a designated delegate of an active member is absent from the meeting, for any reason whatsoever, he may designate in writing, witnessed by a third party, another person who shall have all rights and privileges as a designated voting delegate. All officers have the right to vote because of the office they hold. An officer cannot designate someone else to vote for him. An officer cannot vote as an officer and designated delegate. An individual may only vote once.

## **ARTICLE IV - VOTING PRIVILEGES**

**Section 1. ACTIVE MEMBER** - Each member organization shall be entitled to two voting delegates.

**Section 2. OFFICERS** - Each member of the Board of Directors of the Association shall be entitled to one vote.

## **ARTICLE V - DUES**

**Section 1. ACTIVE** - The Annual Dues for active members shall be \$200.00 for Fairs with paid Gate Admissions over \$100,000, \$150.00 for Fairs with paid Gate Admissions between \$50,000 -- \$100,000, and \$75.00 for Fairs with paid Gate Admission under \$50,000 and \$75.00 for Festivals.

**Section 2. ASSOCIATE** - The annual dues for Associate members shall be \$200.00 for Carnivals and \$100.00 for all others.

## **ARTICLE VI - MEETINGS**

**Section 1. ANNUAL MEETING** - The Annual Meeting of the Association shall be held at such time and place as may be designated by the Board of Directors. Proper Notice of such meetings shall be given to the membership. In conjunction with the Annual Meeting a program may be presented, which would be of interest to the general membership. The time and place of the Annual meeting shall be designated by the Board of Directors.

**Section 2. SPECIAL MEETING** - A Special Meeting may be called at the discretion of the President, or by a majority of the Board of Directors.

**Section 3. PARLIAMENTARY AUTHORITY** - Roberts Rules of Order shall be the authority at all meetings of the Association.

## **ARTICLE VII - OFFICERS AND DIRECTORS**

### **Section 1. OFFICERS:**

The officers of the Association shall be a President, Vice President, and Immediate Past President as established by this Association. A Treasurer and Secretary shall be designated by the Board of Directors.

### **Section 2. DUTIES OF OFFICERS**

A. **President** - The President shall preside at all meetings of the Association and at the meetings of the Board of Directors. With the Secretary, he/she shall sign all certificates of membership and obligations of the Association and appoint members of standing and

temporary committees. He/she shall perform other duties as may be assigned to him/her by the Board of Directors and the usual duties pertaining to his/her office.

B. **Vice-President** - In the absence of the President, the Vice-President shall perform the duties of the President.

C. **Immediate Past-President** - In the absence of the President and Vice-President the Immediate Past- President shall perform such duties of the President.

D. **Treasurer** — In conjunction with the Secretary, the Treasurer shall give due and proper notice of all meetings, take the minutes of such meetings, and keep correspondence and all records of the Association. The Treasurer shall be in constant contact with the Secretary and review the books of the Association on an annual basis and at other times as directed by the Board of Directors. Perform such other duties as the Board of Directors may from time to time assign him/her.

E. **Directors** — There shall be eight (8) Directors of the Association. Each director shall serve for a term of two (2) years. Four (4) directors being elected each year at the Annual Meeting.

F. **Executive Committee** - The Executive Committee is composed of the President, Vice President, Immediate Past President and the Treasurer. Two thirds of the Executive Committee is required for any action and constitutes a quorum.

G. **Board of Directors** - The governing body of this Association shall be the Board of Directors. The Board of Directors shall consist of the officer and director of the Association. The Board of Directors shall have the authority to pass upon all matters not in opposition to action taken by the membership at its regular or special meetings or the Bylaws of the Association. Board members will keep in contact with all Fairs in their respective districts and assist the organization in its operation.

H. **Secretary** - The Secretary shall collect all money due the Association, shall deposit all funds in the name of the Association in such bank or place of deposit as designated by the Board of Directors and have custody of all securities of the Association. The Secretary shall keep proper books of account showing deposits of all funds that may pass through the office and make a full report in writing covering the financial condition of the Association at each Annual Meeting of the Association and at other times as requested by the Board of Directors. The Secretary shall keep records of all members of the association and be ready to report the membership status at any meeting of the Association. The Secretary shall have his/her books ready for audit at least once a year and more often if determined by the Board of Directors.

## **ARTICLE VIII - ELECTION OF OFFICERS AND DIRECTORS**

**Section 1. Board of Directors** - At each Annual Meeting of the Association. The Board of Directors shall be chosen by a vote of the active membership. The Board of Directors shall consist of the Officers whose term of office shall be for one year and eight directors, elected from the State at large, whose term of office shall be for two years. Four directors shall be elected each year so that there will be a continuing membership on the Board. To accomplish this, the first year that these by-laws are adopted, four Directors shall be elected for one year and four Directors shall be elected for two years. **These By-Laws are hereby Amended in 2021 for the purpose of allowing a Director to serve two consecutive two-year terms. To accomplish this, two**

fo the four Directors set to rotate off of the Board in 2021 shall serve a second term and two new Directors will be elected to the Board. The same will occur in 2022. No person may serve as a Director or in any office more than two consecutive terms. This does not prevent him from being elected as a Director or to the same office for a third term, provided a period of time of one year has elapsed since he served in that office. The limitation of time does not apply to the Treasurer or Secretary, who may serve as long as the Board of Directors desires. The Immediate Past President shall serve as "ex-officio" member of the board for a two year term.

## **ARTICLE IX – COMMITTEES**

**Section 1. COMMITTEES** - The President shall appoint the following committees:

A. Standing Committees:

- Membership
- Nominations
- Public Relations

B. Temporary Committees:

- Meeting Dates
- Resolutions
- Auditing
- Others as needed

**MEMBERSHIP COMMITTEE** - A membership committee of not less than three shall be appointed annually by the President and approved by the Board of Directors, to which committee all membership applications shall be referred. No member may become eligible for membership in this Association until approved by a majority of the membership committee and the Board of Directors.

**NOMINATIONS** - On each election date (Annual Meeting) the nominating committee shall propose a list of nominees for the vacancies and present this list to the entire voting membership present for their consideration. However, nothing is to be construed to prevent nominations from the floor by any voting delegate.

## **ARTICLE X - QUORUM**

**Section 1. QUORUM** - At any Association Meeting, a quorum shall consist of those present, provided written notice was sent to all members prior to the meeting.

**Section 2. PROXIES** - Proxies are not authorized except that an absent, designated delegate may, in writing, designate his voting privileges to someone else who is not eligible to vote at the annual meeting.

**Section 3. MAJORITY OF MEMBERS** - At any meeting of the Board of Directors the presence of a majority of the members shall constitute a quorum for the transaction of business.

## **ARTICLE XI - FISCAL YEAR**

**FISCAL YEAR** - The Fiscal Year of the Association shall be the calendar year.

## **ARTICLE XII – EXPENSES**

**Section 1. EXPENSES TO BE COVERED BY THE ASSOCIATION** - Personal vehicle mileage at the approved Federal Rate in existence at the time of travel. Public Transportation: Tourist class: Hotel room expenses plus \$25.00 per day for meals. These reimbursements will apply to Board Members, officers and committee members when they have received prior approval from the President.

## **ARTICLE XIII – BOND**

**Section 1. BOND** - Officers and others responsible for finances of the Association may be bonded at the discretion of the Board of Directors. The amount of Bond, to be determined by the Board of Directors, shall be paid for by the Association.

## **ARTICLE XIV - BOOKS AND PAPERS**

**Section 1. BOOKS AND PAPERS** - All books, correspondence, and papers of this Association shall be in the custody of the President, Treasurer, or Secretary, except those records accumulated by the various committees. All records shall be turned over to the successor of the above offices and committee at the termination of such office.

## **ARTICLE XV – FINANCES**

**Section 1. FINANCES** - No funds of this Association shall be withdrawn except upon the signature of the President, Treasurer or Secretary.

**Section 2. FINANCIAL STATEMENT** - The Secretary shall present a financial statement that shall have been audited by the duly appointed Auditing Committee and approved by the Board of Directors.

**Section 3.** The Board of Directors may engage in any activity to finance the Association.

## **ARTICLE XVI – DEPOSITORY**

**Section 1. DEPOSITORY** - The funds of the Association shall be deposited in a Bank to be selected by the Board of Directors on the recommendation of the Treasurer.

## **ARTICLE XVII - AMENDMENTS**

**AMENDMENTS** - The Constitution and Bylaws may be amended at the Annual Meeting. With at least 30 days notice to all Active members, in good standing. By a majority vote, once a Quorum has been determined, the Constitution or Bylaws may be amended at a Special Meeting, with the same restrictions.

Amended January, 2021