

BY-LAWS OF
THE CRAWFORD COUNTY FAIR ASSOCIATION

(As revised April 21, 2021)

ARTICLE 1

The name of this Board shall be the CRAWFORD COUNTY FAIR ASSOCIATION (hereinafter "the Board") and shall function as a Fair Board established by the County of Crawford, Commonwealth of Pennsylvania, as set forth in Section 2503 of the County Code.

ARTICLE II

Purposes

The purposes of the Board shall be to promote agriculture in Crawford County, Pennsylvania; to stimulate interest among the people of Crawford County in the vocation of farming; to conduct a county-wide Fair annually for the display of farm products and exhibition of livestock; to encourage improved production on the farm by the award of prizes; to promote county-wide competition to the end that higher standards of living be created among people of Crawford County; to encourage industry and promote knowledge of it throughout the county; to establish and maintain suitable fair grounds for the use of the County Fair.

ARTICLE III

Membership

Section 1a: Directors: The membership of the Board shall consist of nine (9) Directors appointed by the Crawford County Commissioners in conformity with Section 2503 of the County Code. The aforesaid nine (9) members shall constitute the voting membership of the Fair Board and they shall serve for five (5) year terms on a staggered basis as required by the County Code.

Section 1b: Five Year Term Expiration: A Director's five-year term that ends on December 31st of the current calendar year shall be advertised in September of the year of expiration with applications and resumes being accepted from interested persons residing in the same Section of the county of the Director whose term is expiring. The incumbent Director may apply and be interviewed to be considered for reappointment to that position.

Section 1c. Unexpected Vacancy: In the event of a vacancy on the Board of Directors by reason of death, resignation or other reason not due to a five-year term expiration, the Board of Directors shall, at the time of the vacancy, solicit letters of interest and conduct interviews of interested persons and recommend to the County Board of Commissioners, a person to fill such vacancy provided that person resides in the same Section of the county for which the vacancy occurs.

Section 1d. A person may not serve as a County Commissioner and a voting director of the Crawford County Fair Association simultaneously.

Section 2: Ex-Officio Membership. There shall be six (6) additional non-voting members of the Board who shall serve as ex-officio members, namely, the three (3) County Commissioners, the Crawford County Extension Director, the Master of the Crawford County Pomona Grange, and the Crawford County Vocational Agricultural Coordinator.

Section 3: Honorary Membership. Additional members of the Board shall be permitted to serve as non-voting Honorary Members. This membership shall include any person who has served as a regular voting Director of the Board and who has completed not less than three (3) five (5) year terms as a regular Director.

Section 4: Officers. The officers of the Board shall include the President, Two Vice-Presidents, Secretary and Treasurer. The Board may, at its discretion, appoint officers who are not voting members of the Board.

Section 5: All ex-officio members, honorary members, and officers who are not permitted to vote, shall be accorded all other rights and privileges identified in these By- Laws and may be accorded other rights and privileges as approved by the Board.

Section 6: The absence of a Director from three (3) consecutive meetings of the Board of Directors, without valid excuse, shall be equivalent to a resignation.

Section 7: Nominating Committee: Prior to the annual meeting or at the time a Director vacancy is announced, the President shall appoint a nominating committee for the nomination of all elective offices and Director vacancies. The Committee shall make its report and recommendations to be voted on at the annual meeting. All approved nominations for the Board of Directors vacancies shall be submitted to the Board of County Commissioners for their consideration. The nomination committee shall nominate persons who shall reside in the areas they represent; it being the intention of these By-Laws that there shall be three (3) members from the Eastern Section of Crawford

County, three (3) members from the Central Section, and three (3) members from the Western Section of Crawford County. The Eastern Section shall consist of the townships of Sparta, Rome, Oil Creek, Troy, Steuben, Athens, Bloomfield, Rockdale, Richmond, Randolph, and any borough or city geographically located therein. The Central Section shall consist of the townships of Wayne, Fairfield, East Fairfield, West Mead, East Mead, Woodcock, Cambridge, Venango, Cussewago, Hayfield, Union, Vernon, Greenwood, and any borough or city geographically located therein. The Western Section shall consist of the townships of East Fallowfield, West Fallowfield, Sadsbury, Summit, Summerhill, Spring, Beaver, Conneaut, Pine, North Shenango, South Shenango, West Shenango, and any borough or city geographically located therein.

Section 8: Any voting Director of the Crawford County Fair shall not serve as a Department Chairperson or Vice Chairperson.

ARTICLE IV

Meetings

Section 1: Regular meetings of the Board shall take place on a monthly basis. Meetings may be held in person or virtually as decided by the Executive Committee. The Board shall meet on a daily basis when the Fair is operating if needed. The date and time for regular monthly meetings of the Board shall be established by the Board of Directors.

Section 2: Annual meeting. The meeting to be held in the month of December shall constitute the annual meeting of the Board, at which time the following officers shall be elected for a term of one (1) year: President, two (2) Vice-Presidents, Secretary and Treasurer.

Section 3: Notice of regular meetings shall be given by the Executive Secretary to each member in writing at least ten (10) days prior to said meeting. At least three (3) of the regular monthly meetings shall be held as an evening meeting.

ARTICLE V

Duties of Officers

Section 1: President. The President shall preside at all meetings of the membership of the Board. The President, with the advice and consent of a majority of the Directors, shall appoint committees and Department Chairpersons. The President may, or upon the request of three (3) members of the Board of Directors shall, call a special meeting of the Board. The President need not be a voting member of the Board of Directors.

Section 2: Vice-Presidents: It shall be the duty of the Vice-Presidents, in order of their election, in the case of the absence or disability of the President, to perform the duties of the President. Each Vice-President shall have such powers and perform such duties as may be delegated by the Board of Directors.

Section 3: Secretary. In the absence of the Executive Secretary, it shall be the duty of the Secretary to keep the minutes of all meetings of the Board and to attend to such correspondence as the business and best interest of the Board shall demand, and make known the results of such correspondence at each Board meeting. In the absence of the Executive Secretary, the Secretary shall keep the records and books of account, and shall have custody of the seal of the corporation, and shall perform all duties usually pertaining to this office.

Section 4: Treasurer. The Treasurer shall have the custody of all monies and securities of the Board and shall comply with the County Code with respect to the depository requirements set forth therein. The Treasurer shall keep regular books of accounts. All monies shall be deposited in the proper approved depository. All checks drawn on the depository shall be signed by the Treasurer and one other designated officer, those being the President or one of the Vice Presidents. The Treasurer shall, in addition, perform all duties pertaining to the office, and shall give sufficient security as the Board of Directors shall require for the protection of the monies handled.

ARTICLE VI

Limitation of Funds

Section 1: All payments by the Fair Board will be approved by the Directors.

Section 2: Unless contrary to the laws of the Commonwealth of Pennsylvania or any other laws, all monies received by the Board, after payment of such expenditures as may be authorized by the Board of Directors for Association purposes, shall be retained by the Association to be used solely and exclusively for the purpose for which the Board was established.

ARTICLE VII

Quorum

At all meetings of the Board, a majority or five (5) members entitled to exercise normal voting privileges shall constitute a quorum. A quorum shall be necessary for the transaction of business.

ARTICLE VIII

Amendments

The Board of Directors shall have the power to make amendments to the By-Laws of the Board by vote of two-thirds majority of all the Directors. All proposed amendments to the By-laws must be presented at two (2) consecutive Board meetings. If no further changes to the proposed amendments are presented at the second consecutive Board meeting, the Board may with a two-thirds majority, vote on such amendments.

ARTICLE IX

Conducting Meetings

Section 1. Procedure: The Roberts Rules of Order shall be the rules for Parliamentary Procedure for all meetings.