

WASHINGTON STATE FAIRS ASSOCIATION BY-LAWS

ARTICLE I — NAME

Section 1. This Association is a federation created for the mutual benefit of agricultural fairs and youth agricultural fairs and shows conducted in the State of Washington and shall be known as the Washington State Fairs Association hereinafter referred to as WSFA.

ARTICLE II — PURPOSE

Section 1. The purpose of this organization is: 1) to establish an association through which the membership may discuss mutual issues and by united efforts improve operation, management, and types of agricultural fairs held; 2) to serve the membership by promoting the fair industry as a benefit to the people of the State of Washington; 3) to educate the general public; 4) To promote and develop fair participation by youth, 4-H, FFA, family and community organizations 5) to provide a service to the membership by advocating beneficial legislation or rules affecting all fairs in the State of Washington.

ARTICLE III — MEMBERSHIP

1. Each agricultural fair association or youth agricultural fair or show that actively conducts fair activities or shows in the State of Washington annually shall be eligible for membership in WSFA. Membership may be granted to any organization participating in agricultural fair activities by a majority vote of the voting delegates at an annual meeting.

Section 2. Persons or firms providing carnivals, entertainment, or services utilized by agricultural fairs in this state shall be eligible to apply annually for Service Membership upon payment of dues.

Section 3. Individuals, who desire to aid the attainment of the purposes of this association, without voting privileges, shall be eligible to apply annually for Individual Membership upon payment of dues.

Section 4. Honorary Membership for life, without payment of dues, and without voting privileges, may be accorded certain persons upon the approval of the WSFA Board of Directors.

Section 5. The Director or designee of the State Department of Agriculture and the State Fair Commission shall be ex-officio members without voting privileges.

Section 6. Each WSFA member receiving a State Allocation shall pay dues based on a percentage rate of up to one (1) percent of their State Allocation or twenty dollars (\$20.00) whichever is greater. The exact rate shall be set by the WSFA Board of Directors. Service Members annual dues shall be determined by the Board of Directors. Any fair not receiving a State Allocation shall pay annual dues of one hundred and fifty dollars (\$150.00).

Section 7. Dues shall be considered delinquent sixty (60) days after billing by the association. Non-payment of dues shall result in an assessment of one and one-half (1) percent per month of the unpaid balance. Dues not paid sixty (60) days prior to the annual convention shall result in loss of voting privileges.

ARTICLE IV — DIRECTORS

Section 1. The affairs of the Association shall be managed by a board of eight (8) directors with positions one through four from Western Washington and positions five through eight from

Eastern Washington, and one member elected by the Service membership biennially with full voting privileges. The Cascade Mountain Range shall be the geographical dividing line. The immediate past president shall serve as a board member for the following one (1) year term without voting privileges in the event that his or her board term has expired.

Section 2. A Director must be nominated for a specified position and elected by the voting delegates at the annual meeting. A member in good standing per Article III, Section 1 may not have more than one (1) representative serving at any time.

Section 3. The term of the elected director shall be for a period of three (3) years. A person eligible to serve is defined as an individual that manages, supervises, administers, directs, or oversees a member association fair or a portion of its operation. In the event any director shall cease to be eligible to serve as a Director as stated above, then such director shall automatically be ineligible to serve, and it shall be the duty of the Board of Directors of the WSFA to declare the office vacant and fill such vacancy until the next annual meeting.

Section 4. A person may be eligible to serve for two full elected terms (of three years each) regardless of whether that person may have been appointed to fill an unexpired term. of a director who may have become ineligible to serve as a director. After two full three (3) year terms a person shall not be eligible to serve as director again, until three (3) years have passed.

Section 5. All terms of out-going directors shall expire at the conclusion of the annual meeting.

Section 6. Meetings of the Board of Directors may be called at any time by the President or by the majority of voting members upon sufficient notice to permit directors to attend in the ordinary course of travel and existing condition.

Section 7. A majority of the Board of Directors shall constitute a quorum, but no motion or proposal may be carried at any directors meeting without the affirmative vote of at least a simple majority of the authorized voting Board members.

Section 8. The Board of Directors shall have and exercise all the power and authority granted by law or the Association except as is reserved to be exercised by the members.

Section 9. No member of the State Fair Commission shall, during his/her term of appointment, be eligible to serve as a voting director of this organization.

ARTICLE V — OFFICERS

Section 1. The officers of the Association shall consist of a president, a vice president and a secretary and/or treasurer. The Board of Directors shall elect its officers at the first Board of Directors meeting immediately following the annual meeting.

Section 2. The office of secretary and treasurer may be combined, and the person elected thereto need not be a member of the Board of Directors. The president and vice president shall be elected from the membership of the Board of Directors.

Section 3. The president shall preside at all meetings of the Association, shall be an ex-officio member of all committees and perform all duties as may be directed by the Association membership. The President shall have authority to refer matters requiring attention to proper committees and shall, with Board approval, appoint all standing committees.

Section 4. In the absence of the president, the vice-president shall perform all duties of that office.

Section 5. The secretary shall keep minutes of all meetings of the Association and perform other duties as may be required by the Board of Directors.

Section 6. The Treasurer shall have charge of the funds, books of account of the Association and Washington State Fairs Association Trust and make disbursements, develop financial reports for the annual meeting of the Association, and submit the books for annual audit under the direct supervision of the Board of Directors.

Section 7. The Board of Directors may elect to create the office of Executive Secretary to replace the offices of Secretary and Treasurer, and define the powers and duties and fix compensation. The Executive Secretary shall not be a member of the Board of Directors and will be directly responsible to the Board. The Executive Secretary shall submit a written report at each Board meeting of activities since the last report.

ARTICLE VI — ELECTIONS

Section 1. At least ninety (90) days prior to the opening session of the annual meeting of the WSFA, the president shall appoint a nominating committee of three members to submit to the annual meeting nominations for directors positions to be filled. Said members shall represent the different members of the WSFA as described in Article III, Section 1. Additional nominations may be made from the floor by any voting delegate at the annual meeting.

Section 2. Elections shall be conducted by secret ballot.

Section 3. The President shall appoint two current WSFA Board members and two voting delegates to count the ballots.

ARTICLE VII — MEETINGS

Section 1. The annual meeting of the WSFA shall be held within sixty (60) days immediately preceding the fifteenth (15th) day of December of each year. The exact date and place is to be determined by the Board of Directors.

Section 2. A special meeting of the WSFA may be called by the president with the approval of a majority of the Board of Directors.

Section 3. Ten (10) days written notice of all meetings setting forth the business shall be given to all member local associations.

Section 4. Fifteen (15) member associations must be represented at the annual or any special meeting of the WSFA to constitute a quorum.

Section 5. Each member association in good standing shall, in writing, at time of registration, designate a representative in attendance as a voting delegate authorized to cast a ballot for said member association, and may also designate an alternate to act in case of absence of such voting delegate. Service Members shall be represented by a director elected biennially to cast a ballot for the Service Members.

Section 6. The right to participate in discussion at the annual meeting is limited to voting delegates, x-officio members and nonvoting members of the WSFA Board.

Section 7. A roll call vote may be demanded at any time by five (5) voting delegates. Unless a roll call vote is demanded all matters, except election of directors, shall be decided either by voice vote or division, and all voting delegates of local associations, in attendance at the meeting may vote.

Section 8. In all cases not specifically covered in the by-laws, "Roberts Rules of Order, Revised" shall govern.

ARTICLE VIII — BYLAW AMENDMENTS

Section 1. Proposed bylaw changes shall be submitted by member associations to the Board of Directors for their consideration no later than July 1st. Proposed bylaw changes submitted to the Board of Directors will be made available to all member associations at least thirty (30) days prior to the annual meeting. Adoption of a bylaw change must be approved by 2/3 majority vote of the voting delegates present at the annual meeting.

ARTICLE IX — DISSOLUTION

Section 1. In the event the Washington State Fairs Association shall be dissolved, after all debts are satisfied, it's assets including, but not limited to, cash and real or personal property, shall be given to the Washington State Department of Agriculture Fair Fund for distribution to the Fairs.

Approved at the Annual Meeting of the Washington State Fairs Association, October 20, 2007.