

CONSTITUTION AND BY-LAWS
of the
New York State Association of Agricultural Fairs, Inc.

Article I
Name

The name shall be the New York State Association of Agricultural Fairs and shall be incorporated under the Non-Profit Organization laws of the State of New York.

Article II
Objectives

The objectives of this Association shall be:

- (a) To promote and encourage agriculture, family farms, agribusiness, horticulture and the domestic arts through annual fairs of member organizations.
- (b) To further interest in the material and educational development of agriculture and industry in the State of New York.
- (c) To encourage and assist in the development and improvement of fairs and expositions.
- (d) To foster a spirit of cooperation among its members and to exchange ideas on management and problems of general interest.
- (e) To recognize the economic impact in villages, towns, cities, counties and regions where our fairs are held.

Article III
Membership

Section 1 – The active membership of this Association shall consist of any county, town or sectional agricultural society in the State of New York qualified under Section 286 of the Agriculture and Markets Law. Each society shall appoint before the annual meeting a delegate and alternate as its representative in voting at said annual meeting or any special meeting of the general membership of the Association.

Section 2 – The associate membership of the Association shall consist of any individual or firm who is not directly connected with a fair association as outlined in Article III, Section 1, and yet has an interest in the promotion and encouragement of fairs. The associate members shall register with the Executive Secretary before each annual meeting. The Board of Directors of the New York State Association of Agricultural Fairs, Inc. shall select two associate members to be directors for a period of two years. The Board of Directors may accept the recommendations submitted by the associate members at the annual meeting in arriving at final decisions on identities of the associates' representatives.

Section 3 – Voting privileges: Only delegates or alternates of active members shall have the right to vote for officers and directors or on the conduct of the affairs of the Association. Each fair which has active membership shall be entitled to one vote. This vote shall be cast by that person duly authorized by his own local Fair Board.

Section 4 – Suspension or Expulsion: It shall be within the power of the Board of Directors to summon before it any member whose conduct appears to be prejudicial to the character or welfare of this Association, or contrary to or in violation of its articles and rules. After proper hearing, the member may be censured, suspended or expelled by a two-thirds majority of the entire Board of Directors.

Article IV Officers and Directors

Section 1- The affairs of this Association shall be managed by Officers, Board of Directors which shall consist of a representative from each of the eight districts (*Schedule A) in the State, the State Fair in Syracuse, two representatives from the associate members and the immediate past president.

*The selection of an alternate representative in addition to the director. The alternate would attend meetings in the absence of the director is permitted. The alternate would attend meetings in the absence of the director.

Section 2 – The officers of the Association shall be a President, a First Vice President, a Second Vice President, a Third Vice President and a Treasurer. The officers shall be elected at the annual meeting of the members. The officers will each be elected for a term of one year and the president shall not succeed himself/herself.

Section 3 – There shall be an Executive Committee consisting of the five officers of the Association, the Executive Secretary and the Immediate Past President. This committee has authority to act on Association matters of an immediate nature as representatives of the entire Board.

Section 4 – The President shall be the Executive Officer of the Association and shall preside at all meetings of the Association. (S)He shall be chairperson of the Board of Directors and as such shall preside at all meetings of the body. The President shall be entitled to call meetings of the Board of Directors, the Executive Committee or of other committees as may be necessary for proper operation of the Association. Notice must be given to each Committee or Board Member a reasonable time prior to the meeting, which notice shall give the purpose of the meeting. A majority of Board members must be present to constitute a quorum.

Section 5 – The President shall also appoint the necessary committees for the operation of the Association and shall appoint an Auditing Committee to audit the Treasurer's books and accounts and report to the members as the annual meeting.

The First Vice President shall preside in the absence of the President. (S) He shall also be chairperson of the Program Committee for the annual meeting. The Second Vice President and the Third Vice President and the Executive Secretary shall assist the President.

Section 6 – The Board of Directors may appoint an Executive Secretary. (S)He shall take minutes of all meetings, keep records and attend to all correspondence received by him/her and present official communications to the Board of Directors at its meetings. (S)He shall attend to the serving of notices of all meetings of the Board of Directors and the members of the Associations. (S)He shall perform all other duties as stated in his/her job description.

Section 7 – The Treasurer shall have custody of and be responsible for all the funds of the Association and shall deposit same in the name of the Association in such banks, trust companies or other legal depositories as the Board of Directors may designate. (S)He shall sign all checks and other orders for the payment of money under the direction of the Board of Directors and shall keep accurate books of accounts of all business transactions of the Association. (S)He shall render a report of condition of the finances of the Association at each regular meeting of the Board of Directors and shall make a full financial report of the affairs of the Association at the Annual Meeting of members and shall perform all duties incident to the office of a treasurer of a corporation. The Treasurer shall be adequately bonded by the Association.

Section 8 – The Officers shall receive such salary or compensation as may be fixed by the Board of Directors.

Section 9 – The Past Presidents shall act as an advisory committee and meet with the Board of directors. The immediate Past President shall be a vote in the affairs of the Association.

Section 10 – The State shall be divided into eight districts. Each district shall elect a representative to serve on the Board of Directors for a term of two years. Even numbered districts shall elect their representative in even numbered years and odd numbered districts in odd years. (See schedule A for districts) Director vacancies shall be filled by appointment by the President for the unexpired term.

Section 11 – The vacancy of any elected officer shall be filled by a special election by member fairs with each fair having one vote.

Section 12 - It shall be the duty of the Secretary of the member fair to provide the Executive Secretary of this Association with the name and address of the delegates and alternate that will represent its fair at the annual meeting of this Association.

Article V Dues

Section 1 – Active membership dues shall be determined in a formula based on the attendance at the member fairs. (Schedule B) Dues will be payable before the annual meeting.

Section 2 – Associate membership dues shall be payable in advance at the time of the annual meeting in an amount set by the Board of Directors. The fee to be commensurate with Fair Association dues.

Section 3 – Dues for other classes of membership may be adopted by the Board of Directors from time to time.

Article VI Annual Meeting

Section 1 – The annual meeting shall be during the month of January of each year. The time and place shall be recommended and voted on by the members at the annual meeting at least one year in advance.

Section 2 – Each active member fair shall receive not less than Thirty days notice of the annual meeting by written notice to its Secretary.

Section 3 – The Associate Members shall be notified of the annual meeting through advertisements in trade journals or any other means deemed necessary by the Board of Directors.

Section 4 – No member whose dues are in arrears shall have a vote or privilege at the annual meeting.

Article VII Adoption and Amendments

This constitution and by-laws shall be adopted by a majority vote of the members present at an annual meeting of the Association and may be amended by a majority vote of the members present at any succeeding meeting with all member Fairs notified thirty (30) days in advance of meeting.

Approved, as amended

January 16, 2012