

Bylaws for the Needville Youth Fair Corporation

Needville, Fort Bend County, Texas

Approved 09/09/2024

ARTICLE I: Name and Eligibility

Section 1. The name of this organization shall be the Needville Youth Fair Corporation.

Section 2. The territorial limits of eligibility to participate in this corporation and its sponsored events shall be the same as those of the Needville Independent School District (NISD), including transfer students attending NISD or Damon ISD.

Section 3. Only FFA, FCCLA. And 4-H members who **RESIDE** in the boundaries of Needville ISD or **ATTEND** a Needville ISD or Damon ISD school are eligible to show and sell. Exhibitors must be an active member of an **ACTIVE** club or chapter recognized by the Needville Youth Fair. Those recognized clubs or chapters are as follows:

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|-------------------------|-----------------------------------|
| -4H Livestock Producers | -Big Creek 4-H |
| -Lone Star Bend 4-H | -Needville FCCLA Chapter |
| -Needville 4-H | -2 Rivers Rabbit & Photography 4H |
| -Needville FFA | |

Exhibitors must be at least eight (8) years of age and enrolled in the third (3rd) grade at the **beginning** of the project.

ARTICLE II: Objectives

Section 1. To sponsor and hold annually a fair to be called the Needville Youth Fair.

Section 2. To promote the interest of youth in agriculture, educational, scientific, and other related activities.

Section 3. To bring into closer relationships the youth and adults in the community.

Section 4. To make funds available for scholarships to worthy eligible participants.

Section 5. To cooperate with the FFA, FCCLA, and 4-H clubs/chapter organizations and promote their work in the community.

Section 6. To cooperate fully with the NISD board and their administrators.

ARTICLE III: Membership

Section 1. Any person who volunteers and works at a fair and then attends a minimum of three (3) monthly meetings and is willing to support the objectives for which this corporation is organized may become an active member once nominated by a current board member in good standing.

Section 2. Said organization is organized exclusively for charitable, religious, education, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on [a] by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or [b] by organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. The corporation shall not lend any of its assets to any officer or director of this corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV: Officers (Executive Board)

Section 1. The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer Elect, and Public Information Officer; and shall constitute the Executive Board.

Section 2. Each officer shall be an active member of the Board of Directors in good standing. Before you can become an officer you must be on the board for 2 years.

Section 3. All officers shall enter upon their “official duties” at the end of the meeting at which they are elected and shall serve for a term of two (2) years or until their successors shall be duly elected.

Section 4. No officer shall be eligible to the same office for more than two (2) consecutive terms.

Section 5. A board member shall fill a vacancy, occurring in an office, by a vote of the Board of Directors at the next regular meeting with due notice of such an election having been given.

Section 6. The duties of the officers shall be as follows:

- A. The **President** shall be the Chief Executive Officer of the corporation and shall preside at all meetings of the corporation, Board of Directors, and the Needville Youth Fair Corporation. The President shall be an Ex-Officio member of all standing and special committees with the exception of the Nominating Committee and shall perform all other duties usually pertaining to the office. The President shall require each officer and chairperson to submit a chronological detailed list of duties performed by said officer or committee. These reports shall be submitted at the first regular meeting following the fair. (May meeting) The President will file a master copy with the Secretary.
- B. The **Vice-President** shall act as an aide to the President and shall perform the duties of the President in the absence of that Officer. The Vice-President shall serve as Chairman on the committee of Laws, Rules and Regulations. The Vice-President will act as Livestock Superintendent for the fair. The Vice-President, in the absence of the President, shall preside at all the meetings of this organization and of the Board of Directors. The Vice-President shall also perform such other duties as usually pertain to that officer, or as may be assigned by the President of the Board of Directors.
- C. The **Secretary** shall record the minutes of all meetings and keep the records of the Corporation. It is also the duty of the Secretary to keep the roll of the members including a record of attendance at all meetings. It is the responsibility of the Secretary to send out proper notices of all regular meetings (at least seven days in advance) and other meetings when necessary. Prior to regular monthly meetings as well as the annual meeting the secretary shall prepare an agenda or order of business and submit it to the President for approval and distribution at the meeting. The Secretary should have at each meeting, a list of all standing committees, and special committees in existence, as well as the by-laws of the organization, the minutes and a copy of Robert's Rule of Order.

- D. The **Treasurer Elect** shall receive all funds paid to the corporation and shall deposit the same in the official depository. The Treasurer and Co-Treasurer Elect shall disburse such funds in the manner authorized by the Board of Directors. The Treasurer and Co-Treasurer Elect shall maintain an accurate record of all receipts and disbursements. The Treasurer and Co-Treasurer Elect shall file required income tax forms annually or as required. The books and accounts shall at all times be open for the inspection of the President, Board of Directors, and their authorized auditor or Audit Committee. The Treasurer and Co-Treasurer Elect shall present a statement of account at every meeting of the corporation, Board of Directors and at other times when requested by the Board of Directors and shall make a full report at the Annual Meeting. The board may require that the Treasurer and Co-Treasurer Elect give and execute a good and sufficient bond for the faithful performance of the Treasurer's duties and the proper accounting of all funds. Such bond is to be approved by the Board of Directors if required.
- E. The **Public Information Officer** shall prepare a history of the current year's activities and maintain the historical activities file of the corporation. The PIO will be responsible for all Youth Fair media correspondence such as social media, news releases and advertisements.

ARTICLE V: Meetings

- Section 1. The Annual Meeting of the corporation shall be held at the time of the regular meeting in September.
- Section 2. Annual reports shall be received, new officers elected and changes to the Bylaws approved at this meeting.
- Section 3. Special meetings may be called by the board of directors provided advanced notice is given of the specific purpose period.
- Section 4. All members of the Board of Directors in good standing are eligible to vote on the election of officers and other businesses requiring the approval of the corporation.
- Section 5. Eight (8) board members present shall constitute a quorum.
- Section 6. No audio or video recording during board meetings unless approved by the Executive Committee prior to the meeting.

ARTICLE VI: Board of Directors

- Section 1. The Board of Directors of the corporation shall consist of the (President, Vice-President, Secretary, Treasurer Elect, and Public Information Officer), the Immediate Past President or if inactive, the most recent active Past President and thirty-three (33) members at large. The Board of Directors shall not exceed a total of forty (40) members. All vacancies are to be filled after recommendation of the executive board and majority vote of the executive board. Only the forty (40) elected board of directors have voting privileges.
- Section 2. The duties of the Board of Directors are:
- a. To conduct the necessary business of the corporation
 - b. To approve committee plans
 - c. To select an auditor or audit committee
 - d. To create or authorize such standing committees as is deemed necessary to the business of the corporation.
 - e. To elect officers
 - f. To elect board members
 - g. To approve board membership changes.
- Section 3. Regular meetings of the Board of Directors shall be held the first (1st) Tuesday of each month with the exception of the second (2nd) Tuesday of May, no meeting in July and August. The meeting time shall be 7:00 PM, unless otherwise provided by the Board of Directors. Three (3) days notice shall be given of change of date. Special meetings of the Board of Directors may be called by the President; by three (3) of the five (5) officers; or by a majority of the members of the board.
- Section 4. The general public is invited to attend the meetings of the Board of Directors, however voting shall be limited to the members of the board.
- Section 5. Directors missing three (3) consecutive meetings are subject to removal.
- Section 6. In the absence of the President or Vice-President from a meeting, the board of directors shall designate one of its members to act as chairman.
- Section 7. Eight (8) members of the Board of Directors shall constitute a quorum to transact business, and a majority of those present shall decide any question, with the exception of those questions for which a greater proportion is specifically required by these bylaws.

ARTICLE VII: Lifetime Board of Directors

Section 1. There is a Lifetime Board of Directors. The Lifetime Board member is elected by the Board of Directors and holds a lifetime position.

Section 2. Lifetime board members may be added at any regular monthly meeting by a majority vote of the Board of Directors. Lifetime board members are subject to the rules and regulations of the Needville Youth Fair Corporation.

Section 3. Lifetime board members hold no voting privileges. Lifetime board members may serve on committees and attend board meetings

Section 4. Lifetime board members must have been a board member in good standing for a minimum of fifteen (15) years prior to being elected to the Lifetime Board Member.

ARTICLE VIII: Honorary Member

Section 1. Honorary members are elected each year by a committee appointed by the president prior to the current upcoming fair.

Section 2. The current elected Honorary Member shall serve as the Needville's Youth Fair Corporations "Parade Marshall". This position holds no other official stature with the Needville Youth Fair Corporation.

ARTICLE IX: Standing Committees

Section 1. The basic committee structure shall include the following standing committees:

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| a. Nominating | e. Media/Public Relations |
| b. Audit/Finance/Budget | f. Long Range Planning |
| c. Laws, Rules and Regulation | g. Fair |
| d. Fund Raising | h. Scholarship |
| | i. Safety |

Section 2. Such standing committees shall be created by the Board of Directors as may be required to promote the objectives and interests of the corporation.

Section 3. The standing committee chairperson shall be selected from and approved by the Board of Directors. Their term of office shall be one year except on the Long Range Planning Committee.

Section 4. Members of the standing committees are to be appointed by the President unless otherwise specified in these Bylaws and shall consist of at least three (3) members and shall serve for a term of one (1) year.

Section 5. The chairperson of all standing committees shall present plans for their activity to the Board of Directors. No committee work shall be undertaken without the approval of the Board of Directors.

Section 6. Members of all committees except for the members of the Long Range Planning Committee shall be subject to removal by the President.

Section 7. The Long Range Planning Committee shall be composed of six (6) members with the President, Vice-President, and immediate Past President serving as ex-officio members. The six (6) members shall be divided into two (2) classes of three (3) members each with a term of each class to be for a period of four (4) years. The term of class will be staggered by two (2) years from the other classes with the result being that three (3) vacancies occur at the end of each presidential two (2) year term. The president shall appoint three (3) new members of the committee at the beginning of his or her term of office. The chairperson of the committee shall be selected from the three (3) carryover members of the committee and shall serve a two (2) year term.

ARTICLE X: Duties of Standing Committees

Section 1. The Nominations Committee shall be appointed by the President at least a month prior to the Annual Meeting and shall be composed of three (3) members, one of which must be an Immediate Past President of the corporation.

Section 2. The Audit/Finance/Budget Committee shall be chaired by the Treasurer and consist of the Co-Treasurer Elect and three (3) additional members appointed by the Board of Directors by the June meeting. Annually, after review of the Treasurer's Report, records, and accounts, this committee is to sign a statement at the end of the Treasurer's Report stating their satisfaction with the correctness of the report.

Section 3. The Laws, Rules & Regulations Committee shall be shared by the Vice- President of the corporation. Members shall be appointed by the President and should represent: 4H, FFA and FCCLA. All changes to corporate Bylaws are to be submitted to this committee before being presented to the board. The committee shall have the authority to recommend to the Board of Directors any changes to the Bylaws and shall cooperate with the Board of Directors in drafting proposed amendments suggested by the board. The committee shall also cooperate with the board in interpreting the spirit of the Bylaws and in securing the proper observance of obligations, standards and practices arising there under including the adjustment of any grievances.

- Section 4. The Fundraising Committee shall prepare a budget or estimated income and expenditures for submission to the Board of Directors at the first regular meeting following the Annual Meeting, and shall submit such other recommendations as may be requested by the Board of Directors. This committee will also present ideas for fundraising activities.
- Section 5. The Media/Public Relations Committee shall concern itself with the material and the media by which the public shall receive a true knowledge of the ideas, objectives, programs and achievements of the corporation.
- Section 6. The Long Range Planning Committee shall be charged with the responsibility of investigating, studying, reporting, and making recommendations to the President and the Board of Directors on any matter brought to the committee by the President or the Board of Directors which relate to policy, capital purchases or improvements, or administration of the corporation. The committee shall have authority to initiate study by majority vote on any matter not so submitted and shall have the authority to report to and to request action from the board on matters it deems necessary. The committee shall meet at least once following the fair and prior to the Annual Meeting and may hold other meetings at the call of the chairman.
- Section 7. The Fair Committee shall be chaired by the President and shall be made up of the committee chairpersons for each of the fair related committees. This committee shall assist the Board of Directors in formulating the official program and order of business for the fair.
- Section 8. The Scholarship Committee shall be made up of five (5) Board members appointed by the President. Board members related to applicants are not eligible. One of the five (5) shall be appointed as chairman of the committee and shall be responsible for calling a meeting to select the scholarship recipients.
- Section 9. The Safety Committee shall be stop charged with the duties of investigating, studying, reporting, and making recommendations to the President and the Board of Directors on areas of safety related items and issues which may affect the safety of our exhibitors, members, participants, and the general public. The purpose of this committee is to work towards continually improving the safety of our facility, equipment, operations, and procedures in order to make the Needville Youth Fair Corporation a safer place for our exhibitors, members, participants, and the general public. The safety committee is intended to be a proactive effort of the Needville Youth Fair Corporation to promote safety and security for participants of the Needville Youth Fair. This committee is not a substitute for personal responsibility, awareness, and common sense. Its members are charged only with the duty of making a good-faith effort to assess and improve adverse conditions that may come to its attention.

ARTICLE XI: Special Committees

Section 1. Special Committees may be appointed by the President and shall perform such duties as may be defined in their creation. Such committees shall consist of at least three (3) members. Each committee shall be responsible to the President and shall make such reports as the President directs. All committee persons shall be subject to removal by the President.

ARTICLE XII: Youth Fair

Section 1. The annual Youth Fair shall be held at the Needville Youth Fair Corporation complex in the month of April. The specific dates are to be confirmed no later than May for the subsequent fair. The dates should be reported to the NISD Superintendent.

Section 2. The official program of the Fair, as approved by the Board of Directors shall be the order for all activities of the fair.

Section 3. Fair Events/Activities Coordinators of these activities are members of the Standing Fair Committee (Ref. Article IX, Section 1 G.) A board Member shall not serve as a chairman or Co chairman of more than one (1) livestock committee livestock committees are defined as follows: commercial heifer, steer, swine, lamb, goat, rabbit, roaster, or broiler. **Each board member is required to participate in at least two (2) of the events/activities listed below. Any deficiencies in an event will be filled by board members appointed by the President.**

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| a. Parade | h. Livestock Auction |
| b. Fair Dinner | i. Education |
| c. Concession | j. Archery |
| Stand/Clean-up | k. BBQ Cook Off |
| d. Creative | l. Livestock (<i>commercial heifer,</i> |
| Arts/Auction | <i>steer, swine, lamb, goat, rabbit,</i> |
| e. Awards | <i>roaster, or broiler)</i> |
| f. Entertainment | m. Commercial Booths |
| g. Junior Livestock | n. Queens |
| Committee | o. Scholarships |
| | p. Honorary Member |
| | q. Facilities and Maintenance |

ARTICLE XIII: Nomination and Election of Officers

- Section 1. The Nominations Committee shall report to the Board of Directors at the second regular meeting after the Fair, the name of one candidate for each office to be filled. The consent of each candidate must be obtained before his or her name is placed in the nomination. Additional nominations may be made from the floor at the appropriate time during the annual meeting.
- Section 2. The President, Vice-President, Treasurer and PIO shall be elected on odd-numbered years and the Secretary shall be elected on even-numbered years for two-year terms.
- Section 3. The officers shall be elected by ballot at the Annual Meeting. If there is but one candidate for any office, by motion from the floor the election may be by voice vote.

ARTICLE XIV: Finance

- Section 1. The fiscal year of the corporation shall begin on the first day of July each year and end on the last day of June of the sequential year.
- Section 2. At the first regular meeting of the Board of Directors (in October) a budget of estimated income and expenditures for the year shall be approved and adopted by the Board.
- Section 3. Total disbursement in any given year shall not exceed the gross amount of income received during a given administration without the approval of the corporation.
- Section 4. The financial records of the corporation shall be audited by the Audit Committee or by the Auditor at least once each administrative year following the fair.
- Section 5. The Board of Directors shall determine and designate the official depositories of all corporate funds.
- Section 6. The Board of Directors shall designate the official or officials who shall sign checks and in case the Treasurer are unable to countersign checks the President shall act as a substitute.
- Section 7. The Board of Directors shall outsource bookkeeping services to an independent contractor on an annual basis beginning July 1st and ending June 30th of each physical year. Contractor shall be decided at the June meeting.

ARTICLE XV: Rules of Order

Section 1. “Robert's Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XVI: Amendments

Section 1. Amendments to these Bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors members present and voting at the Annual Meeting or called meeting of the corporation. Amendments proposed by members must be submitted in writing thirty (30) days in advance of such a meeting to the Secretary. The secretary will provide a copy to the Chairperson of the committee on Laws, Rules, and Regulations for review of proper wording. The Board of Directors may by majority vote of a quorum of the Board, recommend and substitute any amendments proposed by any standing committee, or member of the Board if approved at least thirty (30) days prior to the Annual Meeting.

ARTICLE XVII: Disclaimer – Hold Harmless/Indemnification Resolution

Section 1. It is hereby resolved that the Needville Youth Fair Corporation shall indemnify and hold harmless any and all of its Officers and Directors from any suit or proceeding by reason of the fact that he or she was or is a Director or Officer of the Corporation operating in an official capacity, against expenses including attorney's fees, judgment, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action if such person acted in good faith in a manner he or she believed to be in the best interest of the Corporation and had no reason to believe his or her conduct was unlawful. Provided however, no indemnification shall be made in respect to any suit or proceeding as to which such Officer or Director shall be judged to have committed an act including wanton or willful misconduct in the performance of his or her duty. Furthermore, the Needville Youth Fair Corporation, shall in no way be held responsible for any loss, damage, or injury to any person (s) or property regardless of how such loss, damage or injury is occasioned and by whom, while on the Needville Youth Fair Corporation fairgrounds, property rented by the Needville Youth Fair Corporation, or at a Needville Youth Fair sponsored event, including individually and co-sponsored events.

ARTICLE XVIII: Dissolution Clause

Section 1. In the event that the Needville Youth Fair Corporation becomes nonexistent, all properties, holdings, assets, and liabilities will be awarded to the recognized clubs and chapters as listed in Article I, Section 3.

Upon the dissolution of the organization, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by Court of Common place of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.