

BY-LAWS
of the
JESSAMINE COUNTY FAIR ASSOCIATION, INC.

Ratified by the Board of Directors: January 8, 2019

ARTICLE I – NAME

The official name of the corporation shall be: “JESSAMINE COUNTY FAIR ASSOCIATION, INC.”

ARTICLE II – PURPOSES AND OBJECTS, POWERS AND SCOPE OF THE CORPORATION

The purposes and objects of the Corporation shall be: (1) To conduct, manage, maintain, and educate people engaged in the business of agriculture, mechanical and industrial arts, fine arts, domestic and industrial economy; (2) To foster, promote and encourage the raising and training of fine livestock; (3) To promote the educational activities of the 4-H clubs, the National FFA Organization, the Family and Consumer Science organizations, and other agricultural organizations, with particular emphasis on encouragement to agricultural youth organizations. (4) To sponsor, promote, publicize and manage a fair to be held in Jessamine County, Kentucky, once each year, and more often at the discretion of the Board of Directors, which fair shall be primarily arranged to cover all phases of agricultural production and activity in Jessamine County, Kentucky, and in and about said county; said fair shall be open to all residents of Jessamine County Kentucky and to all nonresidents of Jessamine County, Kentucky at the discretion of the Board of Directors or a fair board appointed by the Board of Directors in accordance with the by-laws of the organization; (5) To acquire ownership and hold title to real estate and personal property to the extent that the same may be necessary and desirable in carrying out the other purposes and objects of the corporation; and (6) To exercise all other powers and duties and to engage in all other activities and functions which are necessary to and incidental to the proper appropriate desirable carrying out of the forgoing powers and purposes. The powers and purposes of the organization as set forth above shall be construed in a liberal manner so as not to hamper or curtail the Board of Directors in carrying out a successful operation in the manner indicated above.

ARTICLE III – DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV – PRINCIPAL OFFICE AND PROCESS AGENT

The place in Kentucky where the principal office of the corporation shall be located in: the residence of the acting Treasurer or in a location to be designated by the Board of Directors.

ARTICLE V – GOVERNING BODY

The governing body of the Corporation shall be a Board of Directors composed of an unlimited number of members selected from the eligible membership of the Corporation. Members of the Board of Directors shall be those members of the Corporation qualified as set forth below. Members of the Board of Directors shall serve until they resign or are no longer qualified. The County Agent, Home Demonstration Agent, Vocational Agriculture Instructors, and Home Economics Teachers, who hold such positions in Jessamine County, Kentucky, shall serve as non-voting ex-officio members of the Board of Directors in addition to the unlimited number of Directors. At the beginning of the membership meeting for the election of Officers, and prior to the election of officers, the Secretary or his designee shall present an attendance report for all members of the corporation for the previous 12 months, and

ending with the meeting prior to the election (per Article VI below, this period would normally by September of the prior year through August of the current year). This report shall indicate those members of the Corporation who have: (1) been a member in good standing of the Corporation for a minimum of 12 months; and (2) have attended at least 50% of all public meetings of the Board of Directors over the reported period. The Secretary shall report such members as qualifying for membership in the Board of Directors for the next 12-month period and those members shall be immediately eligible to exercise the power and privileges as members of the Board of Directors after acceptance of the Secretary's report by the Board of Directors. Members of the Corporation who have not met these requirements shall not be deemed members of the Board of Directors but shall retain membership in the Corporation if they have attended at least one (1) meeting during the report period. The Executive Committee shall direct the Secretary to notify members removed from the Board of Directors or removed as members of the Corporation if they are not in attendance at this meeting. The Board of Directors shall exercise all the powers of the Corporation, except as hereinafter provided for exercise by the members of the Corporation, or by specific officers or duly constituted committee. The Board of Directors shall have the power and authority to delegate such specific duties to an executive committee as it shall deem proper; however, it shall not have the power to delegate authority to sell, mortgage, encumber or convey real estate, or to incur any item of indebtedness in excess of \$5000.00, except by specific resolution for each such transaction setting forth complete terms and conditions of such transaction; and any expenditure in excess of \$5000.00 must be approved by the Board of Directors.

A twenty-five (25%) percent majority of the members of the Board of Directors shall constitute a quorum at any meeting for which notice has been properly given in accordance with the by-laws; and in the absence of a specific by-law covering any specific question, Roberts Rule of Order, Parliamentary Procedure, shall constitute the authority in both the meetings of the Board of Directors and the Executive Committee. Until changed by a resolution of the Board of Directors, regular meetings of such Board shall be held on the second Tuesday night of each month at 7:00 p.m. without formal notice.

ARTICLE VI – MEMBERSHIP MEETINGS

An annual membership meeting of the Corporation shall be held in the month of September, following the annual fair, at which time the Board of Directors shall make a financial accomplishment report; and, at which time the Secretary shall present the attendance report indicating those members of the Corporation who have met requirements to become members of the Board of Directors. Regular meetings for the members of the corporation shall be set at a time by the Board of Directors; and a special meeting may be called by the Board of Directors or by the Executive Committee, or by a request in writing of at least ten (10) percent of the entire membership.

ARTICLE VII – CORPORATE STRUCTURE

No person shall be entitled to any private, pecuniary profit from the Corporation, which shall be strictly a non-stock, non-profit Corporation within the meaning of Kentucky Revised Statutes, Chapter 273. No director or officer shall receive any salary or compensation for his services; however, other persons serving as laborers and operational personnel and persons not members of the corporation, may be compensated for services actually performed, by authorization of Board of Directors, or it's officers or it's executive committee with power so to act.

ARTICLE VIII – INDEBTEDNESS

The Corporation shall not, at any one time, be authorized to incur indebtedness in the excess sum of (\$5000.00) FIVE THOUSAND AND NO/100 DOLLARS; provided, however, that in the event real estate and improvements or contemplated improvements thereon are acquired or are to be acquired the indebtedness (\$5000.00) FIVE THOUSAND AND NO/100 DOLLARS may be authorized by and with the consent of the members of the

Corporation at a regular meeting or at a special meeting called for such specific purpose, and provided further that such indebtedness shall be secured by a mortgage of or lien on such real estate and improvements thereon.

ARTICLE IX – AMENDMENTS

The forgoing Articles may be amended as provided by Kentucky Revised Statutes; however, any proposed Amendment or Amendments first must be presented to the members of the Corporation at a regular meeting or at a special meeting called and constituted for such purposes; and such amendments must be included in the notice for any special meeting, in writing to the members at least ten (10) days prior to the time of such meeting, whether such meeting be a regular meeting or special meeting, a two thirds (2/3) vote of the members present and voting shall be required for approval of any amendment to these Articles of Incorporation; and such proposed Amendments may then be made on action by a majority of the members of the Board of Directors.

ARTICLE X – OFFICERS

The Officers of the Corporation (Executive Committee) shall be as follows: President, Vice-President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. Officers shall be elected by the Board of Directors from the membership of the Board of Directors. Such officers shall serve for a term of one year each or until their respective successors are duly elected and qualified. In the absence or incapacity of the President, the Vice President, shall act as such. While all attempts should be made to gather the Board of Directors or the Executive Committee for decisions to be made concerning the fair, the President shall be responsible to make decisions concerning the operations of the fair during the fair if the Board of Directors or Executive Committee is not able to be contacted and/or assembled.

ARTICLE XI – RULES AND REGULATIONS

The following general rules and regulations shall be in force during the weeks before and after, but especially during the fair.

1. Exhibitors in each department should read the rules in each department since they are expected to abide by them.
2. All entries must be made in the name of the actual owner.
3. The Fair Board reserves the right of declining to accept entries from any exhibitor, or to remove any animal or attendant from any show without liability and the board also reserves the right to dismiss at any time any contestant who does not show a proper amount of cooperation and courtesy to committee members, consultants, judges or fellow contestants.
4. Every possible protection and courtesy will be extended exhibitors at the fair, but the board shall not be responsible for any loss of exhibits, animals, or equipment in case of fire, theft or from any other cause.
5. The Jessamine County Fair, Inc. its agents, servants or employees shall not be held liable in case of any accident or in the buildings from any cause whatsoever while on the grounds of the Jessamine County Fair.
6. Every exhibitor and concessioner will pay admission at the gate. No refunds.
7. The Jessamine County Fair is planned and conducted according to the rules and regulations of the Kentucky Department of Agriculture for the use of state funds.
8. All open classes open for youth also.

9. No alcoholic beverages and/or drugs are allowed on the premises.
10. Open classes are open to all exhibitors unless otherwise specified.
11. Entries made in 4-H, FFA and FCCLA classes must have been produced in conjunction with an approved project sponsored by these organizations.
12. Skateboards and bicycles are not allowed on the fairgrounds unless to be used in approved events.

Copies of these rules and regulations shall be made available to each and every contestant and/or exhibitor by the chairperson of each event. In addition, each year, the chairperson of each event shall present to the Board of Directors, for its approval, a list of rules and regulations for each event which will also be provided to every contestant and exhibitor in a fashion such as that outlined above.

By our signatures below, we certify that the above by-laws of the Jessamine County Fair Association, Inc. were made public and, upon motion and second, passed by a two-thirds (2/3) majority vote of the members of the corporation on this 8th day of January, 2019 at Nicholasville, Kentucky.

Jay W. Bruner
Jay W. Bruner, President

Holly Hollon
Holly Hollon, Secretary

State of Kentucky
County of Jessamine

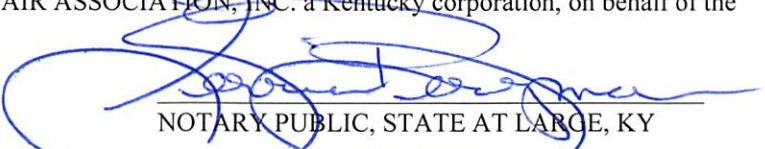
The foregoing instrument was acknowledged before me this 18 day of Jan, 2019, by Jay W. Bruner, President of JESSAMINE COUNTY FAIR ASSOCIATION, INC. a Kentucky corporation, on behalf of the corporation.

[Signature]
NOTARY PUBLIC, STATE AT LARGE, KY
Commission #: 534126
My Commission Expires: 7/2/19



State of Kentucky
County of Jessamine

The foregoing instrument was acknowledged before me this 18 day of Jan, 2019, by Holly Hollon, Secretary of JESSAMINE COUNTY FAIR ASSOCIATION, INC. a Kentucky corporation, on behalf of the corporation.



NOTARY PUBLIC, STATE AT LARGE, KY

Commission #: 537126

My Commission Expires: 7/2/19

