

WASHINGTON STATE 4-H FAIR BOARD, INC.

CONSTITUTION & BY-LAWS

(amended October 2006)

ARTICLE I – NAME

1. The name of this organization is the Washington State 4-H Fair Board of Trustees.

ARTICLE II – PURPOSE

1. The Washington State 4-H Fair Board of Trustees shall have the general management and control of the business affairs of the Washington State 4-H Fair and shall exercise all the powers that may be exercised or performed by the corporation of the Washington State 4-H Fair Board, Inc. under the statutes, the Certification of Incorporation, and the Washington State 4-H Council By-Laws. These affairs may include contractual agreements with WSU, the Washington State 4-H Foundation and other agencies, groups, bodies, or individuals to conduct the Washington State 4-H Fair and similar activities for the benefit of the youth in the state.

ARTICLE III – TRUSTEES AND MEETINGS OF TRUSTEES

1. The Washington State 4-H Fair Board shall consist of twelve adult trustees, two youth trustees, and two WSU Extension Faculty or Staff Representatives.
2. Adult trustee(s) shall be elected at the annual meeting of the Washington State 4-H Council. Adult trustee(s) shall be elected for a three (3) year term. All nominations for adult trustees must be made by the counties in which they are 4-H adult volunteers.
3. Youth trustee(s) shall be appointed by the Washington State 4-H Fair Board. Youth trustee(s) shall be appointed for two (2) year terms. All nominations for youth trustees must be made by the counties in which they are 4-H youth. All nominations for youth trustees must be 16 years of age or older, enrolled members for no less than three (3) years, and be eligible for 4-H membership for the first year of their term of office. If no applications for the Youth Trustee positions are received by the published deadline, the position may be considered a vacancy and filled as outlined in Paragraph 7, Article III.
4. Washington State University Extension Faculty or Staff Representatives shall be appointed by the State Program Leader, 4-H Youth Development. Extension representatives shall be appointed for two (2) year terms.
5. There will be four (4) districts corresponding the four (4) WSU Extension districts in the state. Each trustee district will be represented by three (3) adult trustees. The two Westside districts will be represented by one (1)

- youth trustee and one (1) WSU Extension Faculty-Staff Representative, and the two Eastside districts will be represented by one (1) youth trustee and one (1) WSU Extension Faculty/Staff Representative.
6. No trustee, in the event of WSU Extension district reorganization, will be required to leave the board, except as provided in Paragraph 8, Article III. This may result, temporarily, in a Board of Trustees of more than the normal 16 members.
 7. If no applications for the Adult Trustee positions are received by the published deadline, the position will be considered a vacancy and filled a period of one (1) year on an at-large basis, regardless of home county, by the Washington State 4-H Fair Board of Trustees. At the end of the term, the appointee may stand for election in their own district as defined in Paragraph 5, Article III.
 8. No trustee may be elected to serve more than two (2) consecutive terms.
 9. Regular meetings of the State 4-H Fair Board of Trustees shall be held as called by the President at such time/place as determined by the Board of Trustees. Special meetings may be called by the President or any three (3) trustees by giving reasonable notice to each trustee. The majority of the trustees shall constitute a quorum.
 10. The trustees shall serve without payment. They may be compensated for the actual travel and subsistence expense while attending meetings of the Board and/or Council. In the event that a trustee is appointed manager, he/she may be compensated for the conduct of duty. The rate of compensation shall be designated by the Board of Trustees.

ARTICLE IV – OFFICERS

1. The officers of the Washington State 4-H Fair Board of Trustees shall be selected from the adult trustees and shall consist of a President, a Vice President, a Secretary, and a Treasurer, and such other officers as shall from time to time be chosen and appointed. The officers shall be chosen annually by a majority vote of the trustees. WSU Extension Faculty/Staff Representatives and Youth Trustees are not eligible to serve as officers.
2. The President shall preside at all meetings of the Board of Trustees, and shall have general charge of and control over the affairs of the Corporation, subject to the Board of Trustees. Questions of Parliamentary Procedure shall be resolved with Robert's Rules of Order.
3. The Vice President shall perform such duties as may be assigned to him/her by the Board of Trustees. In case of death, disability, or absence of the President, he/she shall perform and be invested with all the duties and powers of the President.
4. The Secretary shall record minutes during sessions of the Board of Trustees, arrange for social correspondence, record minutes of the Washington State 4-H Council Meeting, and other duties as assigned.
5. The Treasurer shall be responsible for the annual audit of the financial records, serve as a member of the Budget Committee, and assist the Financial Assistant Manager when necessary.

6. The Board of Trustees may designate all or any portion of the business affairs of the organization to appointed staff persons.
7. Each of the officers shall serve for a period of one year or until the next annual election. Vacancies may be filled by appointment by the Board of Trustees. Officers may succeed themselves for the period of time for which they are eligible to be trustees.
8. The Executive Committee of the Board of Trustees shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President, provided their term on the board permits them to remain as a board member. The Manager of the Washington State 4-H Fair shall serve as an ex-officio member of this committee.
9. Designated WSU Extension liaison person(s) will be ex-officio member(s) of the Board of Trustees.

ARTICLE V – ELECTRONIC VOTING

1. In the event that a decision must be made during an interim period between meetings, an electronic vote may be taken. The item to be voted on shall be presented via email to all board trustees and a seven (7) day period shall pass in which all trustees shall have the opportunity to respond. At the end of the seven (7) day period, the votes shall be tallied and announced.

ARTICLE VI – SEAL

1. The Corporate Seal of this Corporation shall be a circular seal with the name of the Corporation around the center and the year of incorporation in the center.

ARTICLE VII – DISSOLUTION

1. In the event that the Washington State 4-H Fair Board, Inc. should ever be dissolved, all remaining funds will be credited to the Washington State 4-H Foundation. In the event that the Foundation is unable or willing to accept these funds, they shall be transferred to the Washington State 4-H Advisory Board.

ARTICLE VIII – AMENDMENTS

1. Any of these By-Laws may be amended by a 2/3 majority vote of the trustees at any meeting. Notices of proposed amendments must be submitted in writing to all trustees thirty (30) days prior to voting on the amendment.

ARTICLE IX – NON-DISCRIMINATION

1. Membership on the Washington State 4-H Fair Board is open to all eligible persons without regard to race, color, religion, gender, marital status, national origin, age, creed, sexual orientation, or presence of a physical, sensory, or mental handicap.

Adopted in regular session of the Washington State 4-H Fair Board, Inc., meeting in Chelan, WA on October 20, 2006.