

AMENDED BYLAWS OF THE FREESTONE COUNTY FAIR ASSOCIATION, INC.

Effective OCTOBER 9, 2023

ARTICLE 1

- 1.01 The principal office of the corporation in the State of Texas shall be located in the City of Fairfield, County of Freestone. The corporation may have other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent

- 1.02 The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2 **Members**

- 2.01 The corporation shall have one class.
- 2.02 Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Directors shall be required for election.
- 2.03 Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Termination of Membership

- 2.04 The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in article 11 by the bylaws.
- 2.05 Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued unpaid.

Reinstatement

- 2.06 Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members

of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Transfer of Membership

- 2.07 Membership in the corporation is not transferable or assignable.

ARTICLE 3 Meeting of Members

- 3.01 An annual meeting of the members shall be held in October in each year, beginning with the year 1986 at the hour of 7:00 p.m. for the purpose of electing Directors and the transaction of other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meeting

- 3.02 Special meeting of the members may be called by the President, the Board of Directors or not less than one-tenth of the members having voting rights.

Place of Meeting

- 3.03 The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Notice of Meetings

- 3.04 Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers of persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose, or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Informal Action by Members

- 3.05 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken, without a

meeting. If a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

Quorum

- 3.06 The members holding 51% of the votes which may be cast at any meeting shall constitute a quorum at such meeting.

Voting by Mail

- 3.07 Where Directors or officers are to be elected by member such election may be conducted by mail in each manner as the Board of Directors shall determine.

ARTICLE 4 BOARD OF DIRECTORS

General Powers

- 4.01 The affairs of the corporation shall be managed by its Board of Directors; Directors must be residents of Texas and members of the corporation.
- 4.02 The number of Directors shall be nine. The Directors shall be divided into three classes with three directors in each class. The terms of office of Directors of the first class shall expire at the first annual meeting of members after their election in 1986, that of the second class to expire at the second annual meeting after their election in 1986, and that of the third class to expire at the third annual meeting after their election in 1986. At each annual meeting after this classification, the number of Directors equal to the number of class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. In addition to these Directors, there shall be two Advisory Directors representing the Agricultural Teachers in the county. These Advisory Directors will be elected each year on recommendation of their respective organizations by the Board of Directors. They will serve the Board in an Advisory capacity with no vote in matters requiring a vote. Any Director failing to attend three (3) consecutive meetings without good cause may be removed by the board. The board shall decide if the absences were for good cause.

Regular Meetings

- 4.03 A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time

and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board or without other notice than such resolutions.

- 4.04 Special meeting of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Notice

- 4.05 Notice of any special meeting of the Board of Directors shall be given at Least two days previously thereto by written notice delivered personally, by telephone or sent by mail to each Director. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail. Any Director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Either the business to be transacted at, nor the purpose of, any regular or special meetings of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

- 4.06 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Manner of Acting

- 4.07 The act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Compensation

- 4.08 Directors as such shall not receive as stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation, therefore.

Informal Action by Directors

- 4.10 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Directors.

ARTICLE 5
Officers

5.01 The officers of the corporation shall be a President, one Vice-President and a Secretary/Treasurer. The office of Secretary/Treasurer may be split into two separate offices if deemed necessary by the Board of Directors.

Election and Term of Office

5.02 The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Removal

5.03 Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation should be served thereby, but such removal shall be without prejudice to the contract rights, if any of the officers removed.

President

5.04 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by laws or by statute to come from other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice-President

5.05 In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Secretary/Treasurer

- 5.06 If required by the Board of Directors, the Secretary/Treasurer shall file a bond for the faithful discharge of his duties in such sum and with such surety of sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; and receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these bylaws; and in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. He shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; be custodian of the corporate records and of the seal of corporation, and affix the seal of corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of the bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary/Treasurer by each member.

ARTICLE 6 Committees

- 6.01 Committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adapted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

Term of Office

- 6.02 Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member resigns from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

- 6.03 One member of each committee shall be appointed by the person or persons authorized to appoint the members thereof.

Vacancies

- 6.04 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

- 6.05 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which quorum is present shall be the act of the committee.

Rules

- 6.06 Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 7 Contracts, Checks, Deposits and Funds

Contracts

- 7.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

- 7.02 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President of the corporation.

Deposits

- 7.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

- 7.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE 8 Certificate of Membership

Certificates of Membership

- 8.01 The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and

by the Secretary/Treasurer and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

Issuance of Certificates

- 8.02 When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates by membership under the provisions of Paragraph 8.01 of this Article 8.

ARTICLE 9

Books and Records

- 9.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and address of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10

Fiscal Year

- 10.01 The fiscal year of the corporation shall begin on the first day of October and end on the last day in September in each year.

ARTICLE 11

Dues

Annual Dues

- 11.01 The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the corporation by members of each class.

Payment of Dues

- 11.02 Dues shall be payable in advance on the first day of October in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership for the remainder of the fiscal year of the corporation.

Default and Termination of Membership

- 11.03 When any member of any class shall be in default in the payment of dues for a period of 6 months from the period for which such dues become payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article 3 of these bylaws.

ARTILCE 12

Seal

- 12.01 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal of Freestone County Fair Association, Inc.".

ARTICLE 13

Waiver of Notice

- 13.01 whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Article of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE 14

- 14.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, if at least two days written notice is given of an intention to alter, ament, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE 15

- 15.01 A vacancy in any office because of death, resignation, disqualification, or otherwise shall temporarily filled by the Board of Directors, via election by the Board of Directors. The election of this individual/individuals by the Board of Directors will remain valid until the next meeting of the corporation membership. At the membership meeting, the membership will participate in the election to fill the unfilled portion of term of the previously vacated position.

ADOPTED THIS 9TH DAY OF OCTOBER 2023

PRESIDENT-JODY BODINE

VICE PRESIDENT-TODD CRAIG

SECRETARY-LISA M WELCH

TREASURER-BRENT HOLMES

DIRECTOR-KEITH BROCKMAN

DIRECTOR-CLINT FRYER

DIRECTOR-MARLA LOOKABILL

DIRECTOR-COLLIN PUCKETT

DIRECTOR-WILL STEEN