

Prepared with the cooperation of the:

Wisconsin Department of Agriculture, Trade and Consumer Protection

Marketing Division

Bureau of Economics and Market Development

RESTATED ARTICLES OF INCORPORATION

The following Restated Articles of Incorporation duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes supersede and take the place of the existing articles of incorporation and amendments thereto:

ARTICLE 1

Name

1.01 The name of the corporation shall be:

WINNEBAGO COUNTY FAIR ASSOCIATION, INC.

ARTICLE II

Principal Office

2.01 The principal office shall be located at 2892 Ruschfield Drive, Oshkosh, County of Winnebago, State of Wisconsin, and the Post office Address shall be 2892 Ruschfield Drive, Oshkosh, WI 54904.

ARTICLE III

Registered Agent

3.01 The name of the registered agent is Michael Domke.

ARTICLE IV

Address

4.01 The Address of the registered agent is 2892 Ruschfield Drive, Oshkosh, WI 54904.

ARTICLE V

Purpose

5.01 The purpose shall be to engage in any lawful act of activity for which corporations may be organized under chapter 181, exclusively for educational and scientific purposes including but not limited to:

- a) to promote, conduct, and sponsor livestock shows, general fair, 4-H Club and associated activities;
- b) to promote and conduct activities for improvement and knowledge of household arts;
- c) to promote and conduct industrial, agricultural, horticultural, cultural exhibits, displays and sales.

ARTICLE VI

Membership

6.01 Qualifications. The methods and conditions upon which members will be accepted, terminated, or expelled and their rights shall be set forth in the bylaws.

ARTICLE VII
Directors

7.01 The number of directors shall not be less than three (3) and the number, method and manner of election shall be set forth in the Bylaws.

ARTICLE VIII
Capital

8.01 Stock. All capital stock issued prior to April 14, 1982 shall be redeemed by the Board of Directors for a one (1) year membership in the association when presented to the appropriate corporate officer in the manner described by the Board of Directors. Each shareholder shall receive a one (1) year membership transferred or reissued by the association. No dividends or pecuniary profits shall be declared or paid to members.

ARTICLE IX
Distribution of Net Earnings

9.01 Any net income remaining after the payment of all costs and expenses, together with reasonable and necessary reserves, may be retained by the association as unallocated surplus.

9.02 None of the earnings shall be distributed to or inure to the benefit of any members, directors, or officers.

ARTICLE X
Liquidation and Dissolution

10.01 Upon liquidation of dissolution the liabilities and obligations of the association shall be paid and any remaining assets shall be transferred to a similar nonstock, nonprofit or public organization, providing the organization is qualified as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XI
Amendments

11.01 These articles may be amended in the manner authorized by law at the time of amendment.

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Resolved, that this association hereby adopts the following Restated Bylaws which shall supersede all existing Bylaws and amendments thereto.

**REINSTATED BYLAWS
of the
WINNEBAGO COUNTY FAIR ASSOCIATION, INC.**

BYLAW 1

Name

1.01 The name of this association shall be THE WINNEBAGO COUNTY FAIR ASSOCIATION, INC.

BYLAW 2

Location

2.01 The principal office shall be located at ~~3017 State Road 116, Omro~~, and County of Winnebago, State of Wisconsin, and the Post Office Address shall be ~~3017 State Road 116, Omro, WI 54963.~~

2892 Ruschfield Drive, Oshkosh

*2892 Ruschfield Drive, Oshkosh WI,
54904*

BYLAW 3

Purposes

3.01 The purposes shall be to engage in any lawful act or activity for which corporations may be organized under Chapter 181, exclusively for educational and scientific purposes including but not limited to:

- (a) to promote, conduct, and sponsor livestock shows, general fair, 4-H Club and associated activities;
- (b) to promote and conduct activities for improvement and knowledge of household arts;
- (c) to promote and conduct industrial, agricultural, horticultural, cultural exhibits, displays and sales.

BYLAW 4

Membership

4.01 Voting Member. Any person residing in Winnebago County interested in advancing the purpose of the association may become a member of this association upon payment of a fee designated by the Board of Directors.

4.02 Acceptance. Members shall be accepted by the Board of Directors. The Board of Directors shall have the conclusive right to determine whether the qualifications required for membership are being met at any time both for the purpose of accepting a member and termination of membership.

4.03 Termination.

- (a) A member shall automatically cease to be a member and lose the right to vote in this association when he ceases to meet any of the qualifications.

- (b) Any member may be discharged or expelled by a majority vote of the Board of Directors at any regular Board meeting if written notice signed by the association's secretary stating the reason for the proposed vote of expulsion is mailed to the member thirty (30) days prior to the date of meeting.

4.04 Transfers. Membership in the association is nontransferable.

4.05 Evidence. This association may issue a certificate of membership to each member which shall be in such form as may be prescribed by the Board of Directors.

BYLAW 5

Meetings of Members

5.01 Annual Meeting. The annual meeting of the association shall be held as soon as possible after the audit report for the fiscal year is ready, but not later than one hundred eighty (180) days after the end of the fiscal year, at such time and such place in Wisconsin as the Board of Directors shall determine.

5.02 Notice. Not less than ten (10) nor more than thirty (30) days before each annual meeting, written notice of the time and place of the meeting shall be given to the members personally or by mail to their last known address as shown on the association's records.

5.03 Special Meetings.

- (a) The president may call a special meeting of the association upon giving notice to the members in the manner herein described for the annual meeting, except that the notice shall also specify the purpose of the special meeting.
- (b) Upon written demand signed by a least twenty percent (20%) of the members, the president shall call a special meeting for the purpose to which the demand related, in the manner herein described.

5.04 Quorum. A quorum at a member meeting shall be ten percent (10%) of the members, present in person. A quorum shall never be more than fifty (50) members nor less than five (5) members, or a majority of all members, whichever is smaller. A majority of the votes entitled to be cast by the members present in person at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon.

5.05 Voting. Each member is entitled to one (1) and only one (1) vote on each question. Voting by proxy is not allowed in this association.

5.06 Order of Business. The order of business at annual meetings, and so far as applicable at other meetings of the members, shall be substantially as follows:

- a. Roll call or registration
- b. Proof of due notice of meeting
- c. Reading and disposing of unapproved minutes
- d. Report of officers and committees
- e. Unfinished business
- f. New Business
- g. Election of directors
- h. Adjournment

5.07 Rules of Order. Meetings for the members and of the Board of Directors shall be conducted according to and governed by Roberts Rules of Order (revised) except as otherwise provided in these Bylaws.

BYLAW 6

Board of Directors

6.01 Qualifications.

(a). Any member, 18 years or older, residing in Winnebago County and in good standing may be elected as a director.

(b). No Spouse of current fair director allowed to run. No two people from the same household are allowed on the board.

6.02 Number. There shall be nineteen (19) directors elected from the membership to serve as directors of the association.

6.03 Election.

(a). At the first annual meeting, upon adoption of these Bylaws, seven (7) directors shall be elected for a three (3) year term, six (6) directors for a two (2) year term, and six (6) directors for a one (1) year term; and from then on at each annual meeting directors shall be elected for terms of three (3) years each for those whose terms have expired.

(b). A vacancy occurring before the end of the term may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office for the unexpired term only. Each director shall hold office for the term for which he is elected and until his successor is elected and enters upon his duties.

(c). Members shall elect directors by ballot.

6.04 Nominations. Nominations may be made from the floor; or a nominating committee may be appointed by the Board, but the committee's nomination may be supplemented by nominations from the floor.

6.05 Vacancies. Vacancies occurring on the Board of Directors may be filled by the remaining directors until the next election of members of the association.

6.06 Meetings.

(a). Time. The directors shall hold their annual meeting immediately after the membership meeting. The president may call any additional meetings at any time and shall do so upon the demand of a majority of the directors.

(b). Notice. Notice need not be given of the annual meeting of the directors if it is held immediately after the annual meeting of the members. Notice of the time and place of all other director meetings shall be given personally or by mail to each director.

(c). Quorum. Nine directors shall be a quorum at a Board meeting, but a less number may adjourn to another time upon given notice to the absent members of the time and place of the adjourned meeting.

6.07 Removal.

(a). Directors are not subject to removal during their term of office except upon cause after hearing.

(b). Following three (3) unexcused absences of scheduled monthly meetings within one (1) fiscal year, the position of director on the Winnebago County Fair Board will be terminated.

BYLAW 7
Officers and Duties

7.01 Election.

(a). The directors, at their annual meeting, shall elect from their number a president and a vice-president. They shall also elect a secretary and a treasurer, and such other officers as may be necessary who may or may not be directors.

(b). All officers may be reelected to as many terms of office as the directors approve.

7.02 Method of Election. Directors shall elect officers by ballot. A nominating ballot shall be taken on which each director may write the name of one (1) nominee for the office being elected. If none of the nominees have a clear majority on the informal ballot, the chairman may declare the two (2) high as candidates.

7.03 Office Vacancy. The directors shall elect any eligible director as an officer to the unexpired term for which there is a vacancy.

7.04. Duties of Officers.

(a). The president shall be the chief executive officer of the association, shall preside at all meetings of the association, of the Board of Directors and in general he/she 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.

(b). The principal duties of the vice-president shall be to discharge the duties of the president in the event of the absence or disability for any cause whatever of the latter in order of designation.

(c). The secretary shall keep the minutes of the meetings of the members and of the Board of Directors; seeing that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; the custodian of the association's records; keep a register of the post office address of each member which shall be furnished to the secretary by such member; shall annually prepare a Premium List and other needed material; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

(d). The treasurer shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for monies due and payable to the association from such sources whatsoever, and deposit all such monies in the name of the association in such banks and other depositories as shall be selected in accordance with these Bylaws; have charge of the sale of tickets for each annual exhibition; and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

7.05 Check Signing. All checks, notes, bills of exchange and other instruments calling for the payment of money which shall be issued by the corporation shall be signed by such officers as the Board of Directors may from time to time designate.

7.06 Compensation of Officers. The Board of Directors may set the compensation for officers on an annual basis. The treasurer or secretary when not a director, may be employed on a regular salary.

BYLAW 8

Capital Structure

- 8.01 Membership Fee. The Board of Directors shall determine the initial membership fee.
- 8.02 Budget. The Board of Directors at the case of each fiscal year shall prepare a budget for the coming year.
- 8.03 Income. All dues, gifts, and contributions shall be income to the association.
- 8.04 Unallocated Surplus. Any net earnings remaining after payment of all operating costs and expenses, together with reasonable and necessary reserves, may be retained by the association as an unallocated surplus.

BYLAW 9

Audits

- 9.01 At the close of each fiscal year or at such time as the Board of Directors shall determine, the books and accounts of the association shall be carefully examined by either a qualified auditor or a committee named by the board of Directors who shall make a detailed report thereon.

BYLAW 10

Fiscal Year

- 10.01 The fiscal year of the association shall end on November 30th.

BYLAW 11

Amendments of Bylaws

- 11.01 Members. Any Bylaw may be amended, adopted, or repealed by a major vote in any regular member meeting or at special meeting where a statement of the notice of the amendment has been contained in the notice of such special meeting.
- 11.02 Board of Directors. The Board of Directors is authorized to adopt, amend, or repeal any Bylaw. Bylaws adopted or amended by the Board of Directors shall be reported at the next regular member meeting and shall be subject to repeal or amendment by the members.