

**BYLAWS  
OF  
VALENCIA COUNTY COMMUNITY EXPO**  
*as Amended August 1, 2011*

**ARTICLE I  
PURPOSE**

**Section 1.1. Purpose.** The Corporation is organized and will at all times be operated exclusively for educational and charitable purposes within the meaning of § 501(C)(3) of the Internal Revenue Code and the specific purposes are more specifically set forth below:

(a) To receive and administer funds for educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, or Bylaws of this Corporation, or any laws applicable thereto.

(b) Without limiting the generality of the foregoing, the primary purposes of the Corporation shall be for operating a fair which provides a showplace for educational activities, healthful competition and recognition of the people of Valencia County, New Mexico and to provide positive family activities, entertainment and displays of products and methods of agriculture, business, commerce, history and tourism for Valencia County, New Mexico. The Corporation may also make distributions to such organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

(c) Alone or in cooperation with other persons or organizations to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation.

**Section 1.2. Restrictions.** The Corporation is subject to the following restrictions:

(a) This Corporation shall not engage in any activities not permitted to be carried on by a Corporation exempt from federal income tax. The Corporation shall not participate in any political campaign in any manner. The Corporation shall not attempt to influence legislation.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director, officer or employee of the Corporation, or of any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director, officer or employee of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(c) It is the intent of the Board of Directors that the Corporation qualify as a tax exempt public charity IRC §§ 509(a)(1) or (a)(2) of the Code. In the event this Corporation is no longer able to qualify as a public charity under IRC §§ 509(a)(1) or (a)(2) of the Code, it shall continue to operate as an exempt organization under IRC § 501(c)(3) as a private foundation. During any time that the Corporation is operating as a private foundation as defined in IRC § 509(a), the Foundation shall be:

1. Required to distribute its income for each taxable year at such time and in such manner as not to subject this Foundation to tax under § 4942 of the Code; and
2. Prohibited from engaging in any act of “self-dealing” as defined in § 4941(d) of the Code; and
3. Prohibited from retaining any excess business holdings as defined in § 4943(c) of the Code; and
4. Prohibited from making any investments in such manner as to subject this Foundation to tax under § 4944 of the Code; and
5. Prohibited from making any “taxable expenditures” as defined in § 4945(d) of the Code.

These requirements shall not be applicable so long as the Foundation is a public charity under §§ 509(a)(1) or (a)(2) of the Code.

(d) Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Code Section 501(c)(3) and the Regulations promulgated there under as they now exist or as they may hereafter be amended.

## **ARTICLE II DIRECTORS**

**Section 2.1. Composition of the Board of Directors.** The business, property and affairs of this Corporation shall be managed by the Board of Directors (the “*Board*”) comprised of:

- a. The members of the Executive Committee, as defined in §2.10(d);
- b. The Chairmen of the Standing Committees for that year (chairmen actually functioning as chairmen of those committees);
- c. Four (4) youth representatives from the county (three FFA chapter representatives and one 4H representative). (Youths actively functioning as VCCExpo representative of their group.)

Members of the Board will continue to serve until their successors are duly elected in accordance with these bylaws, or until the date of their resignation.

No more than two people of the same immediate family shall be allowed to vote at any given board meeting, or on any given issue.

**Section 2.2. Removal of Directors.** When any board member has missed two consecutive regularly-scheduled board meetings (s)he should be considered inactive and the matter of his/her removal from office will automatically be set on the agenda of the next regularly-scheduled board meeting. At that meeting, that board member may present his/her reasons for failure to attend the board meetings. That person's removal will be voted on by the board at that meeting. This provision in these bylaws constitutes notice of this procedure.

Notwithstanding the above paragraph, any Director, officer or agent of the Corporation may be removed from office, whether with or without cause and for any reason, as decided upon by a majority of the Directors at any meeting of the Directors, as long as all present board members have had documented or actual two weeks' notice that such removal will be addressed at said meeting.

If there is only one Director, that Director, without a meeting, shall have the sole authority to remove a Director. (*Stock, necessary language*)

**Section 2.3. Vacancies.** Vacancies in the Board shall be filled as set forth in Section 2.1. Each person so elected to fill a vacancy shall remain a board member until removed or until his or her successor has been elected.

**Section 2.4. Action by Unanimous Written Consent.** If and when the Directors shall unanimously consent in writing to any action to be taken by the Corporation, such action shall be considered as valid a corporate action as though it had been authorized at a meeting of the Board.

**Section 2.5. Management.** The affairs and the property of the Corporation shall be managed by the Board, subject to such limitations and conditions as may be placed upon the Board of Directors by the Articles of Incorporation and these Bylaws.

**Section 2.6. Power to Elect Officers.** The Board shall select a President, a Vice President, a Secretary, and a Treasurer. All officers shall be directors and, at the option of the Board, two or more offices may not be held by the same person.

**Section 2.7. Power to Appoint Other Officers and Agents.** The Board shall have power to appoint such other officers and agents as the Board may deem necessary for the transaction of the business of the Corporation.

**Section 2.8. Power to Fill Vacancies.** The Board shall have power to fill any vacancy in any office occurring for any reason whatsoever, pursuant to section 2.1.

**Section 2.9. Quorum.** A majority of the active, existing board members shall constitute a quorum for the transaction of business at the annual meeting or at any regular or special meeting of the Board of Directors. The act of a majority of the Directors who are present at a meeting at which a quorum is present, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, shall be the act of the Board. Once a Quorum is present, the departure of one or more of the directors shall not invalidate the meeting. In the absence of a quorum, those present may adjourn the meeting from time to time without further notice until a quorum is secured.

**Section 2.10. Committees.** The committees of the Board of Directors shall consist of the Executive Committee and all Standing Committees. Standing Committees shall have and may exercise such powers as shall be conferred or authorized by these Bylaws and/or resolution

of the Board provided that in no event shall any action be taken contrary to the previous action of the Board.

(a) Standing Committees:

1. Communications, Marketing, Expo Book, Website
2. Entertainment, Dance, Carnival
3. Fundraising/Awards
4. Horse Show and/or Rodeo
5. Indoor/Outdoor Exhibits & Vendors; 4H, FFA and Open Indoor Exhibits
6. Junior Livestock: Livestock show & auction, Dog Show
7. Land/Building/Maintenance

In addition, the President may appoint special committees, and may, from time to time, create ad hoc committees and task forces for the purpose of handling special assignments. Recommendations of any ad hoc committee must be ratified by the Board.

Any changes to the list of standing committees may be adopted, amended, or repealed at any regular meeting of the Board of Directors meeting with a majority vote of the quorum, provided the changes to be made have been submitted in writing and placed on the agenda in time for the meeting in which they are to be voted upon. If a majority of the members of a standing committee want to meet, and the chair or vice-chair of the committee do not call a meeting, the remaining members may conduct a meeting. In the absence of a committee chairman at the time of a vote by the board, the vice-chairman of that committee, if present, will vote in place of the chairman. Notice of all standing committee meetings is to be given by phone, e-mail, and/or entered on the Expo website calendar at least one week prior to the meeting. Written minutes of each standing committee meeting are to be turned in to the Secretary within Ten (10) days of the meeting.

(b) Election of Standing Committee Chairmen and coming-year sign-up:

The past-year committee chairman of each standing committee shall set a committee meeting in November, after the executive committee elections for the coming year, for the purpose of electing the coming-year committee chairman. A coming-year committee chairman should have been an active member of that committee in the past year, or the committee chairman, at the discretion of the coming-year committee members. Sign-up for the coming-year committees will be conducted at the same meeting as the election of executive officers. If a person has not signed up prior to a committee's first yearly meeting, they may sign up at any time during the year, but they must attend, and sign in at, at least two prior meetings of that committee before they have voting rights in that committee.

(c) Duties of the Board. The duties, responsibilities, and membership qualifications shall be prescribed in these Bylaws, and/or by resolution of the Board of Directors.

(d) Executive Committee. There shall be an Executive Committee of the Board of Directors, which shall be made up of the Officers of the Corporation to wit: President, Vice President, Secretary and Treasurer with the current President serving as Chairperson. The duties of the Executive Committee shall be to act for the Board at such times when a regular meeting of the Board cannot be convened. A minimum of three (3) voting members of the Executive Committee shall constitute the quorum. Meetings of the Executive Committee may be called at any time by the President and shall be called by the President upon the request of any one (1) or more members of the committee. The Executive Committee shall have and exercise all of the

powers and authority of the Board in the management or the business and affairs of the Corporation, except:

1. The filling of vacancy in the Board of Directors.
2. The adoption, amendment or repeal of the Articles of Incorporation or Bylaws.
3. The amendment or repeal of any resolution of the Board of Directors.

### **ARTICLE III MEETINGS OF DIRECTORS**

**Section 3.1. Place of Meeting.** Any or all meetings of the Board of this Corporation may be held within or outside of the State of New Mexico. Meetings shall be held at the office of the Corporation in Valencia County, New Mexico, unless provided otherwise pursuant to a Bylaw or resolution adopted by the Board.

**Section 3.2. Annual Meeting of Board.** An annual meeting of the Board shall be held each year on the third Monday in October. General meetings and meetings of the Board shall be conducted in accordance with a simplified version of Robert's Rules of Order

**Section 3.3. Notice of Annual Meeting.** At least seven (7) days prior to the date fixed by Section 3.2 of this article for the holding of the annual meeting of the Board, written notice of the time and place of such meeting shall be mailed, emailed or faxed as hereinafter provided, to each Director of the Corporation.

**Section 3.4. Delayed Annual Meeting.** If, for any reason, the annual meeting shall not be held on the day so designated, such meeting may be called and held as a special meeting, and the same proceedings may be had as at an annual meeting; provided, however, that the notice of such meeting shall be the same as herein required for the annual meeting.

**Section 3.5. Special Meetings of Board of Directors.** Special meetings of the Board may be called by the President or any two or more directors upon written notice thereof, signed by the President and the Secretary, who shall mail, email or fax copies of such notice to the last known address of each director at least seven (7) days in advance of the holding of such meeting. No business not mentioned in the notice shall be transacted at such meeting unless all directors are present and agree to the transaction of such business.

**Section 3.6. Notices of Mailing.** All notices required to be given by any provision of these bylaws shall state the authority pursuant to which they are issued (as, "by order of the President," or "by order of the Board," as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the addressee at his or her last known address, email address or fax number appearing upon the records of this Corporation.

**Section 3.7. Waiver of Notice.** Notice of the time, place and purpose of any meeting of the Board may be waived by telegram, radiogram, cablegram or other writing, either before or after such meeting has been held.

**Section 3.8. Unanimous Written Consent.** The Board of Directors may take any action without a meeting, if effected by a unanimous written consent, signed by all directors.

The unanimous written consent shall have the same force and effect as a unanimous vote of the directors.

**Section 3.9. Open Meetings.** All meetings of the Corporation shall be open to the public.

## **ARTICLE IV OFFICERS**

**Section 4.1. President.** The President shall be selected by and from the membership of the Board. The President shall be the chief executive officer of the Corporation and shall preside over all meetings of the Board. The President shall have such additional powers and duties as usually pertain to the office of President.

**Section 4.2. Vice-President.** The Vice-President shall be selected by and from the membership of the Board. The Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President.

**Section 4.3. Secretary.** The Secretary shall be selected by and from the membership of the Board. The Secretary shall attend all meetings of the Board and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall safely keep in his or her custody the seal of the Corporation and shall have authority to affix the same to all instruments where its use is required. The Secretary shall give all notices required by statute, by law or resolution and shall perform such other duties as may be delegated to the Secretary by the Board.

**Section 4.4. Treasurer.** The Treasurer shall be selected by and from the membership of the Board. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; and shall deposit all moneys, securities and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board. The Treasurer shall disburse such funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the Board, and whenever requested by them, an account of all of the transactions of the Treasurer, and of the financial condition of the Corporation. If required by the Board, the Treasurer shall deliver to the President of the Corporation and shall keep in force a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned upon the faithful performance of the duties of the office of Treasurer, and for restoration to the Corporation in case of the death, resignation, retirement or removal from office of the Treasurer of all books, papers, vouchers, money and property of whatever kind in the possession or under the control of the Treasurer, which belong to the Corporation.

**Section 4.5. Election of President, Vice-President, Secretary and Treasurer.** Persons wishing to be considered for the positions of President, Vice-President, Secretary and Treasurer for the following year may submit an application and résumé to the Board of Directors no later than the first week in October. All persons submitting applications will be considered nominated for the annual meeting. Nominations from the floor may be taken for offices for which no applications have been submitted. All persons nominated from the floor shall rise and provide a verbal résumé. Elected officers shall submit to a background check by the Valencia County 4H office, local law enforcement, or other agency within 30 days of the election. The agency used for background checks is at the discretion of the board. Elections will be held at the

second October meeting, or the next meeting of the Board held after the early October meeting. All current board members present at the annual meeting are eligible to vote in the election of the Executive Committee for the next year. If a committee chairman becomes an executive officer, then that chairman will be replaced within and by that committee in accordance with §2.10(b). If a person applies for the office of president (or other executive office), they may automatically be considered for any of the successive offices ("roll-down" effect).

**Section 4.6. Term Limits of Executive Officers.** No person may remain on the executive committee more than four (4) consecutive years, without sitting out for one year before being on the executive committee again. Specific terms limits are as follows: President - one year. Executive committee members must be off of the executive committee for one year after their term limit expires before they can be reelected to an executive office.

**Section 4.7. Resignation by a board member.** For resignation to be effective, it is to be in writing, with a specific effective date of resignation, and is to be delivered to any executive board member by hand (in person), or by U.S. mail, e-mail or fax.\_

## **ARTICLE V MEMBERSHIP**

The Corporation shall henceforth have no Members.

## **ARTICLE VI EXECUTION OF INSTRUMENTS**

**Section 6.1. Checks, Banking.** All checks, drafts and orders for payment of money shall be signed in the name of the Corporation by any two executive officers of the Corporation authorized by the Board so to act.

**Section 6.2. Contracts, Conveyances, etc.** When the execution of any contract, conveyance or other instrument has been authorized by the Board, the President or any officer of the Corporation authorized by the Board so to act may execute the same in the name and on behalf of this Corporation and may affix the corporate seal thereto. The affixing of the corporate seal is not a condition to the effectiveness of any contract, conveyance or other instrument executed by the Corporation. The Board shall have the power to designate the officers and agents who shall have the authority to execute any instrument on behalf of this Corporation.

## **ARTICLE VII AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended or repealed, or new bylaws adopted, by the Board of Directors at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors if notice of the proposed alteration, amendment or repeal, or adoption of new bylaws is contained in the notice of such special meeting. Any such amendment, alteration or repeal of bylaws must be submitted in writing to the Board at least fourteen (14) days prior to the meeting in which it is to be considered, and at least two-thirds of the Board must be present at any meeting considering a change of the bylaws.

## **ARTICLE VIII**

**ACCOUNTING YEAR**

The accounting year of the Corporation shall be based on the calendar year.

**ARTICLE IX**

**COMPENSATION AND INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**Section 9.1. Compensation.** Officers and Directors of the Corporation shall not receive such compensation. The Board may authorize the making of employment contracts between the Corporation and any one or more Officers.

**Section 9.2. Indemnification.** The Corporation shall indemnify any Director or Officer of the Corporation against expenses (including legal fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her, to the fullest extent now or hereafter permitted by law in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened to be brought against him or her by reason of his or her performance as a Director or Officer of the corporation or in any other capacity on behalf of the corporation.

The Board by resolution adopted in each specific instance may similarly indemnify any person other than a Director or Officer of the corporation for liabilities incurred by him or her in connection with services rendered by him or her for or at the request of the Corporation.

The provisions of this section shall be applicable to all actions, suits or proceedings commenced after its adoption, whether such arise out of acts or omissions which occurred prior to or subsequent to such adoption and shall continue as to a person who has ceased to be a Director or officer or to render services to the benefit of the heirs, executors and administrators of such a person. The rights of indemnification provided for herein shall not be deemed the exclusive rights to which any director, officer, employee or agent of the corporation may be entitled.

**ARTICLE X**

**DISTRIBUTION UPON DISSOLUTION**

Upon dissolution of the Corporation, all assets shall first be applied and distributed pursuant to the Nonprofit Corporation Act, NMSA 1978, §§ 53-8-1 to 53-8-99 (1998). Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more nonprofit domestic or foreign corporations, nonprofit societies or nonprofit organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted in the Nonprofit Corporation Act.

ADOPTION OF BYLAWS AS AMENDED August 1, 2011

The foregoing Bylaws have been duly adopted by the Board of Directors of VALENCIA COUNTY COMMUNITY EXPO on this \_\_\_\_ day of \_\_\_\_\_, 2011.

Attest: \_\_\_\_\_

By: \_\_\_\_\_

Amanda Ostler, Secretary  
August 1, 2011

RICHARD HERRERA, President