

Agenda

Eau Claire County Fair Committee

September 13, 2023, at 7:00 PM

Town of Lincoln Town Hall: S5555 Green Meadow Rd, Fall Creek, WI 54742

Those wishing to make public comments can submit their name and address no later than 30 minutes prior to the meeting to Missy Christopherson at Missy.Christopherson@eauclairecounty.gov or attend the meeting in person. Comments are limited to three minutes; you will be called on during the public comment section of the meeting.

Join from the meeting link

<https://eauclairecounty.webex.com/eauclairecounty/j.php?MTID=m5f1c4a23c1560dcccdae6897fc73064c0>

Join by meeting number

Meeting number (access code): 2530 783 9996

Meeting password: SfnftCDM469

Join by phone 1-415-655-0001

1. Call to Order and Confirmation of Meeting Notice
2. Roll Call and Introductions
3. Appointment of Chair, Vice-Chair and Secretary – Discussion/Action
4. Approval of Committee Minutes - Discussion/Action
 - a. August 16, 2023, minutes
 - b. July 12, 2023, minutes
5. Public Comment
6. County and Fair Relationship – Discussion
 - a. Presentation by Jason Hausler, Assistant Dean, UW-Madison Division of Extension
 - b. Fair Structure – see attachment
 - c. By-laws and conflict of interest – Discussion/Action
 - d. Mutual respect policy
7. 2023 Fair wrap up – Discussion/Action
 - a. Financial, judges & exhibitor checks – (FOF items, discussion only)
 - b. Processes that worked or needs improvement

PLEASE NOTE: Upon reasonable notice, efforts will be made to accommodate the needs of individuals with disabilities through sign language, interpreters, remote access, or other auxiliary aids. Contact the clerk of the committee or Administration for assistance (715-839-5106). For additional information on ADA requests, contact the County ADA Coordinator at 839-6945, (FAX) 839-1669 or 839-4735, TTY: use Relay (711) or by writing to the ADA Coordinator, Human Resources, Eau Claire County Courthouse, 721 Oxford Avenue, Eau Claire, WI 54703.

e. Mutual respect incident

8. 2024 Fair – Discussion/Action

- a. Committee Assignments & Responsibilities
- b. Fair Coordinator – (FOF item, discussion only)
- c. Goals for 2024 Fair

9. Fair Committee Structure Fair Representative Reports - Discussion/Action

- a. County Board - Missy
- b. Livestock – Bylaws and adult committee
- c. Extension – Rachel
- d. Friends of the Fair –

10. Fair Coordinator Report - Discussion/Action

- a. Updates

11. Announcements

12. Future Agenda Items

13. Future Meeting Date

- a. October 11, 2023

14. Adjourn

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Eau Claire County Fair Committee
Meeting Minutes
July 12, 2023, 7:00 PM
Town of Lincoln Town Hall
S5555 Green Meadow Rd. Fall Creek, WI 54742

1. Meeting called to order by Jenni Haan at 7:03 pm.
2. Roll Call:
Fair Committee Members Present: Traci Martinson, Jenni Haan, Letecia Papke, Valerie Strauch, Bethany Strauch, Scot Zimmerman, Kyle Wathke
Meg Mueller –Fair Coordinator
WebEx: Tammy Schlewitz and Rachel Hart-Brinson
3. Approval of Committee Minutes
May 31st Discussion – Letecia questioned validity of previous discussion regarding conflict-of-interest issues. Jenni moved to date definite, voted and passed.
June 14th minutes: Last page of June 14th minutes, late paperwork, 2nd line down: “inadequacy needs to be changed.
Scot moves to approve with change to language. Traci seconds. Voted and passed unanimously.
4. Public Comment: Public comment given.
Called for three times. Scot moves to close public comment. Letecia seconds. Voted and passed unanimously.
5. Auction update: Trucking for Beef, locker pants, market pricing
 - a. Josephine Hanson
Jenni makes a motion that if Josephine is on crutches, then no beef to be shown, only her lamb. Will need a doctors note if going to show beef. Macy listed first to show lamb but if not available then Bella Knuth will show lamb in market class. Showmanship, Josephine will need to be ringside, depending on safety to be available for judging.
Scot seconds. Voted and passed.
 - b. Rachel Stewart
Jenni makes a motion to approve Addison Hesteken or Ethan Gessner to show her swine. We will require a doctors note in order to participate in the actual showing. Rachel will need to be available ringside to answer questions from the judge for showmanship.
Scot seconds. Voted and passed.
 - c. Tyson Flottmeier
Scot makes a motion to approve Tyson Flottmeier’s letter and to be excused from clean up on Sunday, in addition to the livestock banquet. Extra chores to be determined with set-up.
Kyle seconds. Voted and passed. Jenni Haan abstained.

- d. Animal Science Days – State Qualifiers, Hayden Erdman, Laurie Zimmerman, Mia Haan and Hayley Erdman.
Letecia moves to allow exhibitors to bring all expo exhibits to expo building by 8am on Tuesday morning.
Traci seconds. Voted and passed. Scot and Jenni abstained.

6. Breed Associations

Scot makes a motion to request a certificate of liability insurance or health insurance card from either the exhibitors or breed association for the 7 exhibitors in question by animal check in.

Jenni seconds. Voted and passed. Letecia abstained.

7. 2023 Fair

- Committee updates

- Superintendent applications Melissa Nelson for flowers and house plants. Angelina Schnook and Barb Koutney for clothing. Scot makes a motion to approve applications.

Traci seconds. Voted and passed

- Scottish Highlanders – Breed standard discussion.

8. Announcements - none

9. Future Agenda Items:

- a. 2023 fair dates

Next Meeting: September 13, 2023 @ 7 pm

Adjourn at 9:15pm

Respectfully submitted,

Jenni Haan
Fair Committee Chairman

Eau Claire County Fair Committee
Meeting Minutes
August 16, 2023, at 7:00 PM
Lincoln Town Hall
S5555 Green Meadow Rd, Fall Creek, WI 54742

1. Meeting called to order by Jenni Haan at 7:02 pm.
2. Roll Call:
Fair Committee Members Present: Traci Martinson, Jenni Haan, Letecia Papke, Tammy Schlewitz, Kyle Wathke, Valerie Strauch, Meg Mueller, and Bethany Strauch
Corporation Council: Chauncey Ellefson
Absent: Rachel Hart-Brinson, Missy Christopherson, and Scot Zimmerman
WebEx: Heather DeLuka
Guests: Clint Haan, Don and Dyan Steinke, Steven Erdman
3. Public Comment: Called for three times. Jenni moves to close public comment. Tammy seconds. Voted and passed unanimously.
4. Approval of Committee Minutes from May 31, 2023. Discussion regarding approval of minutes. Letecia disagrees with what is written in the minutes. Chauncy in consulted from Corp Council. If the minutes reflect a discussion that happened at the meeting, nothing can be changed. Jenni moves to approve the May 31st, 2023 meeting minutes. Tammy seconds. Voted: 4 yes and 3 no. Motion passes.
Jenni moves to date definite the July 12th meeting minutes. Letecia seconds. Voted and passes unanimously.
5. 2023 Fair Wrap-up-Open Discussion with board and public
Discussion held regarding the 2023 Fair. Comments and suggestions given.
 - Sign-up confusion for Face to Face/Conference judging-need to coordinate times. Additional judges needed for the Expo areas; consider a YouTube video explaining what the difference are between Face to Face and Conference Judging are (excellent youth leadership project). Judging Tuesday evening and Wednesday am in Expo; Close animal barns during shows; Sell all Champions at the auction; excellent feedback on the horse drill team; kids play area an excellent addition; Rau D Acres was an amazing addition; Clarification of the fitting rule in the Fair Book; Beef barn was messy; Beef judge harassed; want to show in barns again, not in tents; beef show tent not stable; auction vibe off; announce all participants as they leave the ring; why the switch up for goats and sheep?
6. 2024 Fair Dates and updates- Proposed dates for 2024 July 21st -July 28th 2024
Letecia moves to hold the Eau Claire County Fair July 21st-July 28th 2024. Kyle seconds. Voted and passed unanimously.
This will be the 100th year of the fair!
Donkey Races have been rescheduled to September 23, 2023 at the Eau Claire County Expo Center at 4 pm.

7. Fair Committee Structure Fair Representative Reports
 - a. 4-H Leaders- no update
 - b. County Board-no update
 - c. Livestock-no update
 - d. Extension-no update
 - e. FOF-Kyle- Raffle drawing Tuesday August 22, 2023 at 6:30 in Cleghorn.

8. Fair Coordinator Update-
Finalizing financials
Judges checks went out this week.
DATCP 30-day report due by 9/1.

9. Announcements/Future Agenda Items: This is the last meeting for this committee group. All members wishing to reapply must have done so by August 4th, 2023. Committee Selection will be at the Extension Education Meeting on August 28th at 4 pm.

Next Meeting September 13 @ 7 pm at the Lincoln Town Hall.

Adjourn at 8:50 pm

Respectfully submitted,

Tammy Schlewitz
Committee Clerk

DISCUSSION ONLY

ROUGH DRAFT

Article I. Offices

Mission Statement: To secure the resources needed to provide the financial stability that will assure the future of the Eau Claire County Fair as a family and youth focused community event.

1.01 Principal and Business Offices.

The corporation may have such principal and other business offices within the State of Wisconsin, as the Board of Directors may from time to time designate or as the business of the corporation may from time to time require, with the location of the initial principal office of the corporation being, however, within Eau Claire County, Wisconsin.

1.02 Registered Office.

The registered office of the corporation as required to be maintained within the State of Wisconsin, may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors or by the Registered Agent. In any case, the business office of the Registered Agent of the corporation shall be identical to the registered office.

Article II. Membership

2.01 Membership.

The membership shall be comprised of residents of Eau Claire County, Wisconsin, regardless of race, color or creed as shall indicated their election to become a member of the Eau Claire County Friends of the Fair, Inc. by a donation of one hundred dollars or more, which payment shall entitle such person to a life membership, provided said member attend at least one annual meeting in every fifth year.

2.02 Annual Meeting.

The Annual Meeting of the membership shall be held the last full week of-September-date, time, and location will be posted two weeks prior to meeting. The purpose of the Annual Meeting is to elect directors and for the transaction of such other business as may come before the meeting.

2.03 Special Meeting.

Special meetings for the membership, for any purpose of purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors or by the person designated in the written request endorsed by not less than one-tenth of the members of the corporation entitled to at the meeting.

2.04 Place of Meeting.

The place of meeting for any annual meeting or for any special meeting shall be as designated by the Board of Directors. Additionally, a waiver of notice signed by all members entitled to vote at a meeting may designate any place as the place for the holding of such meeting. If no designation is made, the place of meeting shall be within Eau Claire County, Wisconsin; at the various Town Halls or such other suitable place within the County as may be designated by the person calling such meeting, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the membership represented thereat.

2.05 Notice of Meeting.

Notice of the annual meeting of the corporation, stating the place, day and hour of the meeting shall be published in the official county courthouse; In the case of special meetings, notice shall also state the place, day and hour of the meeting, the purpose or purposes for which the same is called, and shall be made by mail or email at the direction of the Board of Directors, President or other officer or person calling said meeting to each member of record entitled to vote at such meeting. Notice by mail shall be deemed to be delivered when deposited in the United States mail, addressed to the member as the member's address appears upon the record books of the corporation, with postage thereon prepaid, provided that the same be mailed not more than 20 nor fewer than 10 days before the date of said special meeting. Email notification should be not less than 5 days before the date of said special meeting.

2.06 Voting Records.

The officer having charge of the corporate record books shall before or at the time of each meeting of the membership have a complete record of the members entitled to vote at such meeting, or any adjournment thereof, which shall include the address of each. Such records shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original record books shall be prima facie evidence as to who are the members entitled to examine such records or to vote at any meeting of the membership. However, failure to comply with the requirements of this action shall not affect the validity of any action taken at such meeting.

2.07 Quorum.

A majority of the members entitled to vote, represented in person, shall constitute a quorum at a meeting of the membership. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the membership unless the vote of a greater number is required by law or the Articles of Incorporation. Though less than a quorum of the outstanding membership is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

2.08 Conduct of meeting.

The President, and in their absence, the Vice-president, or in their absence, any person chosen by the membership present shall call the meeting of the membership to order and shall act as chairman of the meeting, with the secretary, the presiding officer may appoint any other person to act as secretary of that meeting.

2.09 Proxies.

Proxies will not be allowed to vote. Members must be present to vote.

2.10 Voting.

Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the membership.

2.11 Waiver of Notice by Member.

Whenever any notice whatever is required to be given to any member of the corporation the Articles of Incorporation or By-laws or any provision of law, a waiver there of in writing, signed at any time, whether before or after the time of meeting, by the member entitled to such notice, shall be deemed equivalent to the giving of such notice; provided that such waiver in respect to a matter of which notice is required under any provision of law, shall contain the same information as would have been required to be included within such notice, except the time and place of meeting.

Article III. Board of Directors

3.01 General Powers and Number.

The business and affairs of the corporation shall be managed, except as otherwise provided, by its Board of Directors. Voting and non-voting directors must not be of immediate family relation and living in the same household. The committee will consist of two (2) non-voting members and nine (9) voting members created from the following:

1. The 4H Program Educator as a non-voting member.
2. The Fair Coordinator as appointed by the Friends of the Fair as a non-voting member.
3. One (1) member who is either an FAA or agricultural teacher (active or retired); an FFA livestock group such as Eau Claire County Livestock Project. This person will act as the Livestock Liaison between Friends of the Fair and the livestock project.
4. One (1) youth member
5. One (1) member of the Eau Claire County Board of Supervisors, serving on the Extension Committee, to be appointed by the Extension Committee.
6. Two (2) members who are employed by a business or representative of a youth service agency or organization that provides services to youth such as the Boys & Girls Club, YMCA, Boy Scouts, Girls Scouts, etc.
7. Two (2) citizens at large and who have an interest in the Fair.
8. One (1) member who is a member of the 4H Leaders Association
9. One (1) member who is employed at a financial institution or have a background in finance.

3.02 Tenure and Qualifications.

Each director shall be a member of the corporation. At the first annual meeting three directors shall be elected for a one-year term, three directors for a two-year term, and three directors for a three-year term. Each director shall hold office until the next annual meeting when their term shall expire and until the successor shall have been elected, or until their prior death, resignation or removal. A director may be removed from office by affirmative vote of a majority of the membership entitled to vote for the election of such director, taken at a meeting of the membership called for that purpose. A director may further resign at any time by filing their written resignation with the secretary of the corporation.

3.03 Regular Meetings.

A regular meeting of the Board of Directors shall be held without other notice than this By-law immediately after the annual meeting of the membership, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of the members which precedes it, or such other suitable place as may be announced at such meeting of the membership. The Board of Directors may provide, by resolution, for the holding of additional meetings without other notice than such resolution.

3.04 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two directors. The President or Secretary calling any special meeting of the Board of Directors may fix any place for holding said special meeting and if no place be designated, then the same shall be the principal office of the corporation.

3.05 Notice; Waiver.

Notice of each special meeting of the Board of Directors shall be given by writing delivered personally, mailed or emailed to each director as their address shall appear upon the corporate records as a member, in each case not less than five nor more than ten days prior thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mails so addressed, with postage thereon prepaid. Email shall be not less than 5 days before said meeting.

Whenever any notice whatever is required to be given to any director, whether under the Articles of Incorporation or By-laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting. By the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at meeting shall further constitute a waiver of notice for such meeting, except where a director attends a meeting and objects thereto to the transaction of business upon the basis that said meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such meeting.

3.06 Quorum.

A majority of the number of directors as herein provided for shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number be otherwise required, but a majority of the directors present,

thereof, though less than a quorum, may adjourn a meeting from time to time without further notice.

3.07 Conduct of Meeting.

The President, and in their absence the Vice-president, and in their absence, a director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chairman of the meeting. The secretary of the corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the secretary, the presiding officer may appoint any other person present to act as secretary of the meeting.

3.08 Vacancies.

Any vacancy occurring upon the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors; provided, that in case of a vacancy created by the removal of a director by or of the membership, the membership shall have the right to fill such vacancy at the same meeting or any adjournment thereof.

3.09 Committees.

The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors may designate one or more committees. Each committee to consist of three or more directors elected by the board of directors and as thereafter supplemented or amended by further resolution adopted by a like vote, which committees or committee shall have and may exercise, when the Board of Directors is not in session, the power of the Board of Directors in the management of the affairs of the corporation, except action in respect to which the entitled Board of Directors may be required. The Board of Directors may elect one or more of its members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the President or upon request by the chairman of such committee meeting. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

Article IV. Officers

4.01 Number.

The principal officers of the corporation shall be a President, a Vice-president, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Each officer must be held by an individual officer. An individual must not occupy more than one office. Each officer must not reside in the same household.

4.02 Election and Term of Office.

The officers of the corporation shall be elected annually by the Board of directors at the first meeting of the Board of Directors held after each annual meeting of the members, except that the same may initially be elected at a special meeting of the Board prior to the first annual meeting of the membership for a term of office to run until the election of a successor at the first regular meeting of the Board of Directors following such first annual meeting of the membership. If the election of

officers shall not be held as herein designated, such election shall be held as soon thereafter as conveniently may be done. Each officer shall hold office until his successors shall have been duly elected or until his prior death, resignation or removal.

4.03 Removal.

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby.

4.04 Vacancies.

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

4.05 President.

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. They shall, when present, preside at all meetings of the members and of the Board of Directors. They shall have authority subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as they shall deem necessary to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. They shall have authority to sign, execute and acknowledge on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, lease, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular purposes, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, they may authorize any Vice- president or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his place and stead. In general they 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.

4.06 Vice-president.

In the absence of the President or in the event of their death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, 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. Any Vice-president may sign, with the Secretary, any instruments of the corporation; and shall perform such other duties and have such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors. The execution of any instrument of the corporation by the Vice-president shall be conclusive evidenced, as to third parties, of his authority to act in the stead of the President.

4.07 Secretary.

The Secretary shall: (a) Keep the minutes of the meetings of the members and or the Board of Directors in one or more books provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of these By-laws or as duly given in accordance with the provisions of these By-laws or as required by law; (c) Be custodian of the corporate records and of the seal of the corporation and

see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) Keep or arrange for the keeping of a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) In general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.

4.08 Treasurer.

The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) 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 provisions of Section 5.04; and (c) In general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to them by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine.

4.09 Fair Coordinator.

The Friends of the fair officers and Board of Directors shall elect a Fair Coordinator for a one year, salary paid position at the September meeting. The position will be advertised in early August and applications will be due and interviews will take place at the end of August with the Fair Coordinator hiring committee. The salary will be determined at the time of hire. Duties are outlined in the Fair Coordinator description document. This person will attend Friends of the Fair meetings and submit a monthly detailed report to be included in the respective meeting notices. Report to include tasks performed that month and working hours specifically allocated. The Fair Coordinator will attend the Friends of the Fair meetings but have no voting in the proceedings. The Fair Coordinator may represent the Eau Claire County Junior Fair in other organization capacities (i.e. Eau Claire County park and Forest Committee. The Fair Coordinator serves at the pleasure of the Friends of the Fair and the Fair Committee with respect to County Fair activities and has the authority and duties detailed in the Roles and Responsibilities document, subject to any limitations provided by state law, County regulation and the Agreement. The Fair Coordinator should also be responsive to individual member concerns and viewpoints to the extent not inconsistent with the direction given by a majority of the Friends of the Fair. Subject to the provisions of these Bylaws and the Roles and Responsibilities document, Friends of the Fair and Fair Committee direction, and Eau Claire County policies, rules and regulations, the Fair Coordinator has the duties and general powers to act on behalf of Friends of the Fair, Fair Committee and the Eau Claire County Junior Fair.

4.10 Social Media Coordinator.

The social media coordinator is a volunteer position for the organization and shall serve for a one-year elected term that coincides with the Friends of the Fair fiscal calendar. The Social Media Coordinator shall maintain the organization's social media platforms and work collaboratively with the Webmaster and Fair Coordinator. The responsibilities of the Social Media Coordinator include the following: create and post resources and news across all social media platforms; solicit material for platform post and

assist in navigating the association's various social media platforms.

Article V. Contracts, Loans, Checks and Deposits: Special Corporate Acts and Assets

5.01 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the President or the Vice-president and by the Secretary or the Treasurer when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or offices.

5.02 Loans.

No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.03 Checks, Drafts, etc.

All checks, drafts or other 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 or under the authority of a resolution of the Board of Directors.

5.04 Deposits.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

5.05 Benefit of Assets

No part of the assets of the Friends of the Fair, Inc. shall inure to the benefit of any director or officer of the Friends of the Fair, Inc. or any private individual except that reasonable compensation may be paid for services rendered in carrying out the purposes of the Friends of the Fair, Inc. on behalf of the Friends of the Fair, Inc.

5.06 Dissolution.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation in such

manner or to such organization or organizations organized and operated exclusively for educational, charitable, religious, scientific or literary purposes as shall at that time qualify as an exempt organization or organization under Section 501c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the circuit court of the county on which the last principal office of the Corporation was located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article VI. Indemnification of Directors, Officers, Employees and Agents

6.01.1 Liability of Directors and Officers

No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a director or officer of the Corporation or any other corporation which he serves as a director or officer at the request of the Corporation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon the advice of the counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he/she had reasonable grounds to believe to be true.

6.02 Indemnity of Officers and Directors

Every person who is or was a director or officer of the Corporation, and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, shall (together with the heirs, executors, and administrators of that person) be indemnified by the Corporation against all costs, damages, and expenses asserted against, incurred by, or imposed upon him/her in connection with or resulting from any claim, action, suit, or proceeding, including criminal proceedings, to which he/she is made or threatened to be made a party by reason of his/her being or having been such director or officer, except in relation to matters as to which a recovery shall be had against him/her by reason of his/her having been finally adjudged in such action, suit, or proceeding to have been guilty of fraud in the performance of his/her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit, or proceeding. In the case of a criminal action, suit, or proceeding, a conviction or judgment (whether based on a plea of guilty or *nolo contendere* or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his/her duties, if such director or officer was acting in good faith in what he/she considered to be the best interests of the Corporation and with no reasonable cause to believe that the action was illegal.

6.03 Indemnification of Employees and Agents.

The Corporation, by resolution of its Board of Directors, may indemnify in like manner, or with any limitation, any employee or agent, or former employer or former agent, of the Corporation with respect to

any action taken or not taken in his/her capacity as an employee or agent.

6.04 Indemnification Provided in Article V not Exclusive.

The indemnification provided by this Article V shall not be deemed exclusive of any other rights to which those indemnified may be entitled as a matter of law.

6.05 Liability Insurance.

This Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under this Article VII.

Article VII. Amendments

7.01 By Membership.

These By-laws may be altered, amended or repealed and new By-laws may be adopted by the members by affirmative vote of not less than a majority of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance.

7.02 By Directors.

These By-laws may also be altered, amended or repealed and new By-laws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance; but no By-laws adopted by the members shall be amended or repealed by the Board of Directors if the By-laws so adopted so provide.

7.03 Implied Amendments.

Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the By-laws then in effect, or taken or authorized by affirmative vote of not less than the number of members or the number of directors required to amend the By-laws would be consistent with such action shall be given the same effect as though the By-laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

7.04 Eau Claire County Junior Livestock Committee

The Eau Claire County Friends of the Fair, Inc. recognizes the Eau Claire County Junior Livestock Committee as a subcommittee of the Eau Claire County Friends of the Fair, Inc. As a subcommittee, the Eau Claire County Junior Livestock Committee will operate in conjunction with the Eau Claire County Friends of the Fair, Inc., but continue to create and act upon its own agenda and bylaws. The Eau Claire

County Friends of the Fair, Inc. must approve any Eau Claire County Junior Livestock Committee bylaw amendments or changes. Both organizations will continue to operate their own budget and finances, separate from each other and any other subcommittee. Voting members of the Eau Claire County Junior Livestock are intended to be the youth members with adult oversight. An Eau Claire County Junior Livestock Committee representative will report a summary of activity at ongoing Eau Claire County Friends of the Fair meetings. The main purpose of the Eau Claire County Junior Livestock Committee is education.

EAU CLAIRE COUNTY FAIR

WHO DOES WHAT??



THREE ENTITIES CONTRIBUTE TO THE FAIR

EAU CLAIRE COUNTY

OVERSEES EXTENSION EDUCATION COMMITTEE (WHO OVERSEES FAIR COMMITTEE)

PROVIDES \$10,000 IN FUNDING TO FOF FOR RENTAL OF THE EXPO GROUND, TENT RENTAL AND SANITATION

FAIR COMMITTEE

OPERATES THE EAU CLAIRE COUNTY FAIR AND IS RESPONSIBLE FOR ALL BYLAWS, RULES, POLICY AND APPROVAL OF CONTRACTS FOR THE FAIR.

THE FAIR COMMITTEE IS A SUB-COMMITTEE OF THE EXTENSION EDUCATION COMMITTEE.

FRIENDS OF THE FAIR

A NOT FOR PROFIT 501 (C) (3) CORPORATION WHOSE MISSION IS TO SECURE THE RESOURCES NEEDED TO PROVIDE THE FINANCIAL STABILITY THAT WILL ASSURE THE FUTURE OF THE EAU CLAIRE COUNTY FAIR.

RESPONSIBLE FOR ADMINISTRATION OF PREMIUMS FROM DATCP. THE FOF SHALL BE RESPONSIBLE FOR MAKING ALL THE APPROPRIATE PAYMENTS FOR JUDGES, AWARDS, OPERATING SUPPLIES, EXTRA HELP, AND OTHER EXPENSES.

FAIR COMMITTEE

- THE COMMITTEE WILL CONSIST OF TWO (2) NON-VOTING MEMBERS AND NINE (9) VOTING MEMBERS
- THE 4-H PROGRAM EDUCATOR AND THE FAIR COORDINATOR ARE NON-VOTING MEMBERS.
- ONE (1) MEMBER OF THE EAU CLAIRE COUNTY BOARD OF SUPERVISORS, SERVING ON THE EXTENSION COMMITTEE, TO BE APPOINTED BY THE EXTENSION COMMITTEE.
- TWO (2) YOUTH MEMBERS, OF WHICH ONE MUST REPRESENT THE EXPO EXHIBITS I.E., PHOTOGRAPHY, ARTS & CRAFTS, ETC. AND ONE MUST REPRESENT LIVESTOCK EXHIBITS
- ONE (1) MEMBER WHO IS EITHER AN FFA OR AGRICULTURAL TEACHER (ACTIVE OR RETIRED); A FFA ALUMNI; OR A MEMBER OF A LIVESTOCK GROUP SUCH AS WISCONSIN SIMMENTAL ASSOCIATION, WISCONSIN PORK PRODUCERS, OR EAU CLAIRE COUNTY LIVESTOCK PROJECT. THIS PERSON WILL ACT AS THE LIVESTOCK LIAISON BETWEEN FAIR COMMITTEE AND THE LIVESTOCK PROJECT.
- TWO (2) MEMBERS WHO ARE EMPLOYED BY A BUSINESS OR A REPRESENTATIVE OF A YOUTH SERVICE AGENCY OR ORGANIZATION THAT PROVIDES SERVICES TO YOUTH SUCH AS THE BOYS & GIRLS CLUB, YMCA, BOY SCOUTS, GIRL SCOUTS, ETC
- TWO (2) MEMBERS WHO ARE CITIZENS AT LARGE AND WHO HAVE AN INTEREST IN THE FAIR.
- ONE (1) MEMBER WHO IS A MEMBER OF THE FRIENDS OF THE FAIR, OTHER THAN THE FAIR COORDINATOR OR ONE (1) MEMBER WHO IS A MEMBER OF THE 4-H LEADERS ASSOCIATION

FAIR COMMITTEE CON'T

- MEMBERS APPLY THROUGH THE COUNTY WEBSITE AND ARE APPOINTED BY THE EXTENSION EDUCATION COMMITTEE
- SERVE TWO YEAR TERMS
- OFFICER POSITIONS ARE DETERMINED BY ELECTIONS AT THE FIRST MEETING
- COMMITTEE MEMBERS CANNOT SERVE IN LEADERSHIP ROLES ON ANY OTHER COMMITTEES RELATED TO THE FAIR.

FRIENDS OF THE FAIR

- THE BOARD OF DIRECTORS (WORKING BODY OF THE FRIENDS OF THE FAIR) SHALL CONSIST OF NO MORE THAN TWENTY-ONE (21) FRIENDS OF THE FAIR, WHO HAVE MET THE REQUIREMENTS OF MEMBERSHIP AND ARE IN GOOD STANDING PRIOR TO THE NEW YEAR'S ANNUAL MEETING, WILL BE ELECTED AT THE ANNUAL MEETING. VOTING MEMBERS ARE SELECTED IN THE FOLLOWING MANNER: (A) NO MORE THAN SIXTEEN (16) MEMBERS (NO MORE THAN THREE OF WHICH ARE HIGH SCHOOL AGE YOUTH) ELECTED AT THE ANNUAL MEETING AND CHOSEN FROM MEMBERS IN GOOD STANDING THAT HAVE GIVEN ANNUAL GIFTS OF MONEY OR HAS BEEN AN ACTIVE, CONTRIBUTING MEMBER AND FROM DIVERSE YOUTH ORGANIZATIONS OF THE GEOGRAPHIC DISTRICT SERVED BY THE EAU CLAIRE COUNTY FAIR; AND (B) FIVE (5) MEMBERS CONSISTING OF THE FOLLOWING OFFICERS: PRESIDENT, VICE-PRESIDENT, SECRETARY, CORRESPONDING SECRETARY, AND TREASURER OF THE EAU CLAIRE COUNTY FRIENDS OF THE FAIR.

FRIENDS OF THE FAIR CON'T

- **FAIR COORDINATOR-THE FRIENDS OF THE FAIR OFFICERS AND BOARD OF DIRECTORS SHALL ELECT A FAIR COORDINATOR FOR A ONE YEAR, SALARY PAID POSITION AT THE SEPTEMBER MEETING. THE POSITION WILL BE ADVERTISED IN EARLY AUGUST AND APPLICATIONS WILL BE DUE AND INTERVIEWS WILL TAKE PLACE AT THE END OF AUGUST WITH THE FAIR COORDINATOR HIRING COMMITTEE. THE SALARY WILL BE DETERMINED AT THE TIME OF HIRE. DUTIES ARE OUTLINED IN THE FAIR COORDINATOR DESCRIPTION DOCUMENT. THIS PERSON WILL ATTEND BOTH FRIENDS OF THE FAIR AND FAIR COMMITTEE MEETINGS AND SUBMIT A DETAILED MONTHLY REPORT TO BE INCLUDED IN THE RESPECTIVE MEETING NOTICES.**

FRIENDS OF THE FAIR

- EAU CLAIRE COUNTY LIVESTOCK PROJECT FISCAL COMMITTEE SECTION 11.01. RESPONSIBILITY AND REPORTING:

THE EAU CLAIRE COUNTY LIVESTOCK PROJECT, IN ORDER TO BE COMPLIANT WITH STATE OF WISCONSIN DATCP REPORTING REQUIREMENTS FOR THE AUCTION HELD IN CONJUNCTION WITH THE EAU CLAIRE COUNTY FAIR, WILL BE REQUIRED TO PROVIDE A DETAILED REPORT AT ALL REGULARLY SCHEDULED FRIENDS OF THE FAIR MEETINGS. THE LIVESTOCK PROJECT WILL CONTINUE TO HAVE ITS OWN SEPARATE ACCOUNT FROM THE FOF AND BE RESPONSIBLE FOR ANY AND ALL ACCOUNTING OF TRANSACTIONS, INCOME AND DEBT, OF THE PROJECT. THE LIVESTOCK PROJECT ACCOUNT IS IN NO WAY TIED TO THE FOF ACCOUNT AND WILL NOT BE RESPONSIBLE FOR ANY FISCAL MISMANAGEMENT OF THE LIVESTOCK PROJECT ACCOUNT

LIABILITY

- “IT IS MUTUALLY AGREED BY THE “COUNTY” AND FOF THAT, AS RELATED TO THIS AGREEMENT, ANY LOSS OR EXPENSE OR RESULTANT LEGAL LIABILITY, INVOLVING PERSONAL INJURY OR DAMAGE, WILL BE THE RESPONSIBILITY OF THE PARTY WHOSE OFFICE, EMPLOYEE OR AGENT MAY HAVE CAUSED THE LOSS OR EXPENSE BY HIS OR HER RESPECTIVE ACTIONS, ACTS, ACTIVITIES, OR OMISSIONS WHICH OCCURRED OR MAY OCCUR IN CONNECTION WITH THIS AGREEMENT.” ***

***MEMORANDUM OF UNDERSTANDING (“MOU”) BETWEEN EAU CLAIRE COUNTY THROUGH ITS EXTENSION EDUCATION COMMITTEE, THE FAIR COMMITTEE, AND THE FRIENDS OF THE FAIR FOR OPERATION AND MONETARY SUPPORT OF THE EAU CLAIRE COUNTY FAIR.

WHAT DOES THAT MEAN?

- WE ARE LIABLE FOR OURSELVES
- FOF IS CHECKING INTO OUR OWN EVENT POLICY
- THE LIVESTOCK PROJECT CARRIES IT'S OWN EVENT LIABILITY POLICY

RENTING THE GROUNDS

5530 Fairview Drive • Eau Claire WI • 54701 • 715-839-478
 Website: expocenterec.com • Email: parks-forest@co.eau-claire.wi.us • Facebook

Dear Eau Claire County Friends of the Fair c/o Meg Mueller

Please read the enclosed contract and verify that all listed information is correct.

To guarantee your event date, you must return the items listed below by the dates indicated. Use of facilities is contingent upon full payment of contract and submittal of requested items as follows:

REQUIRED ITEM	DUE DATE	REQUIRED ITEM	AMOUNT	DUE DATE
Signed Contract	01/31/23	Refundable Deposit	\$ 1,000.00	01/31/23
Copy of Non-Profit Status	<input checked="" type="checkbox"/>	Contract Payment	\$ 2,306.88	04/23/23
Copy of Tax Exemption Certificate	<input checked="" type="checkbox"/>	Contract Payment	\$ 2,306.87	06/23/23
Copy of Liability Insurance	<input checked="" type="checkbox"/>	Total Payment	\$ 5,613.35	
Calendar of Events	<input checked="" type="checkbox"/>	By 01/31/23 if you want information on website calendar.		

Make checks payable to: **Eau Claire County Expo Center**. Please submit all items requested and payment to:
 Parks & Forest Dept
 227 1st Street West
 Altoona WI 54720

We accept credit and or debit card payments. Payment can be made at website listed below. A convenience fee of 2.39% is charged by Value Payment Systems. Website address: <https://paylocalgov.com/Payment/SelectEntity/370>

I would like to thank you for your rental of the Eau Claire County Exposition Center. Our staff looks forward to working with you on your event.

Contract: 2023-12

Lessee: Eau Claire County Friends of the Fair c/o Meg Mueller
STEVE ERDMAN

Telephone: ~~715-578-4703~~ **715-663-1496**

Event: Eau Claire County Fair

Message for Outdoor Marquee Sign:

Rental Charges:	Amount	Memo
Buildings:	\$ 17,300.00	ALL BUILDINGS AND GROUNDS
Grounds:	\$	
Equipment:	\$	
Miscellaneous Charges:	\$	
Sub-Total	\$ 17,300.00	
Non-Profit Discount (20%)	\$ 3,460.00	# NA
ADDITIONAL DISCOUNT	\$ 9,223.65	
Refundable Deposit:	\$ 1,000.00	20% of total contract (\$1000 minimum)
Sub-Total	\$ 4,613.35	
Grand Total	\$ 5,613.35	

Contract Notes: Lessee to take out garbage. Please leave tables and chairs unstacked. KEEP AC ON THROUGHOUT THE EVENT. EXTRA TP AND PAPER TOWEL IN RESTROOMS. LOCK EXTRA SPACES NOT IN USE. MAKE SURE REFRIGERATOR AND STOVE ARE ON

LESSEE: *Steve Erdman* DATE: 01/31/23 **3/29/2023**
 AGENT OF THE COUNTY: *Winnie Parker* DATE: 01/31/23 **3/29/2023**

11/03, 12/03, 01/05, 02/09, 04/11, 01/12, 4/19, 1/21

RENTING THE GROUNDS

- WE SET UP AND TEAR DOWN
- WE CLEAN UP AFTER
- WE HIRE A CLEANER FOR THE RESTROOMS/PORT-A-POTTY DURING THE FAIR
- WE DO ALL MOVING OF BLEACHERS, GATES, ETC. DURING THE FAIR.

FAIR COMMITTEE VS FOF

FAIR COMMITTEE

- APPROVES ALL DECISIONS REGARDING THE FAIR
- SETS THE SCHEDULE
- SUB-COMMITTEES FOR GROUNDS, AWARDS, SHOW TENTS, SIGN-UP GENIUS/VOLUNTEERS, OVERSIGHT, ANIMAL MANAGER, EXPO MANAGER, AND FOOD

FRIENDS OF THE FAIR

- SOLICITS DONATIONS TO FUND THE FAIR
- FACILITATES THE RAFFLE AND SILENT AUCTION FUNDRAISERS
- PAYS THE BILLS OF THE FAIR

OTHER GROUPS

- UW-EXTENSION-PROVIDES EDUCATION FOR THE YOUTH OF THE COUNTY AND PARTNERS AT THE FAIR WITH EDUCATIONAL ACTIVITIES
- EAU CLAIRE COUNTY LIVESTOCK PROJECT-AN INDEPENDENT PROJECT THAT MUST MEET THE REQUIREMENTS SET FORTH BY FAIR COMMITTEE TO SELL MARKET ANIMALS AT THE AUCTION. ***
- BOYS/GIRLS SCOUTS, FFA, 4-H –ALL PARTICIPATE AT THE FAIR AND VOLUNTEER TO ASSIST IN MAKING THE FAIR RUN SUCCESSFULLY.

EAU CLAIRE COUNTY LIVESTOCK PROJECT

- REPORTING TO TWO COMMITTEES
- BYLAWS AND RULES AND REGULATIONS ARE APPROVED AND OVERSEEN BY FAIR COMMITTEE
- FINANCIALS ARE APPROVED AND OVERSEEN BY FOF

ITEMS TO CONSIDER

- CURRENT MOU IS EXPIRED.
- VOLUNTEER NUMBERS ARE DOWN; HARD TO FILL ROLLS
- LIMITING WHAT ROLES VOLUNTEERS CAN FILL

AG SOCIETY OR FAIR BOARD

- BY JOINING FAIR COMMITTEE AND FOF, IT WOULD ELIMINATE THE CONFUSION OF WHO DOES WHAT.
- ALLOW BOTH COMMITTEES TO WORK TOGETHER FOR THE COMMON GOOD OF THE FAIR
- PUT THE NEEDS OF THE YOUTH OF THE COUNTY FIRST
- NOTHING AT THE FAIR WOULD CHANGE, ONLY THE COMMITTEE STRUCTURES THAT WORK TO RUN IT.
- ENCOURAGES A MORE COHESIVE GROUP AND PROMOTES TEAMWORK
- ALLOWS FOR AUTONOMY IN RUNNING THE FAIR

SOURCES:

- INFORMATION WAS TAKEN FROM THE MOU, FAIR COMMITTEE BYLAWS, OR FOF BYLAWS.