

BY-LAWS OF THE STATE FAIR OF WEST VIRGINIA

ARTICLE I - NAME AND PURPOSE

SECTION 1 - The name of this corporation shall hereafter be “The State Fair of West Virginia” as provided for by Legislative enactment of The State of West Virginia in 1941 as set forth in Chapter 19, Article 7, Section 9, of the Code of West Virginia, and reflected by an amendment to the corporate charter of this corporation as duly amended by The Secretary of The State of West Virginia, as provided by law, on the 28th day of April, 1941, whereby the name of said corporation was changed from “Greenbrier Valley Fair” to “The State Fair of West Virginia.”

SECTION 2 - The objects and purposes of this corporation are those as set forth and contained in its corporate charter and the amendments thereof; however, in order to clarify and affirm the public objects and purposes of its formation and operation, it is by these by-laws affirmed that the charter of this corporation shall be operated without profit or dividend to its members and that the profits, earnings, and surplus which shall from time to time accrue to such corporation through conduct of an annual fair or other activity, sales and leases of property, contributions from members or other persons, corporations and bodies public interested in the welfare of such corporation and its endeavors, and any and all accretions to the wealth of said corporation shall be used only in the furtherance of its stated corporate objects and purposes and shall not be used for the payment of dividends or in any other manner used such as to inure to the benefit of any members.

ARTICLE II - MEMBERS

SECTION 1 - The annual meeting of the voting members of this corporation shall be held no later than April 1 of each year. The date shall be designated each year by the Board of Directors and notice provided as set forth herein.

SECTION 2 - Special meetings of the voting members may be held in the principal office of the corporation, at any time, upon the call of the Board of Directors or of members, holding at least one-fourth of the certificates of membership.

SECTION 3 - Notice of Meeting. The secretary shall give written notice of the regular annual meeting or any special meeting by regular mail to the last known post office address of each voting member not less than thirty days before any such meeting.

SECTION 4 - A quorum at any meeting of the voting members shall consist of a majority of the voting membership certificates of the corporation represented in person or proxy. A majority of such quorum shall decide any question that shall come before the meeting.

SECTION 5 - The order of business at the annual meeting, and as far as possible at all other meetings of the members, shall be:

1. Establishment of a quorum by calling of the roll or by registration of voting members present in person or by proxy
2. Reading and disposal of any unapproved minutes
3. Annual reports of officers and committees
4. Unfinished business
5. New business
6. Election of Board of Directors
7. Adjournment

ARTICLE III - MEMBERSHIP

SECTION 1 - The Corporation shall have authority to issue 235 (two hundred thirty-five) voting membership certificates. Any membership certificate so issued shall entitle the member to vote at any meeting of the members of the Corporation and they shall have those rights designated by the Corporation that are not inconsistent with the West Virginia Non-Profit Corporation Act or the Internal Revenue Code. A person holding multiple certificates shall be entitled to a vote for each certificate. A certificate as a voting member shall not evidence a financial or ownership interest in the Corporation of any kind and no part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation.

SECTION 2 - Certificates of voting membership shall be issued in numerical order from the Membership Certificate Book; they shall be signed by the president and the secretary, and the Corporation's seal shall be affixed thereto and attached by the secretary. A record of each certificate shall be maintained in the records of the corporation.

SECTION 3 - Transfers of membership certificates shall be made only upon the books of the Corporation, and before a new certificate is issued, the old certificate must be surrendered for cancellation and marked cancelled with the date of cancellation. The voting membership book of the corporation shall be closed for transfer thirty (30) days before the annual meeting of the voting members.

ARTICLE IV - DIRECTORS

SECTION 1 - There shall be a Board of eleven (11) directors who shall be voting members of the Corporation.

Directors shall be elected by the voting members of the Corporation to serve a term of three(3) years. They shall be elected in classes of four (4), four (4) and three (3) directors. Those directors who are serving unexpired terms shall continue to serve until their terms are completed. The Governor and Commissioner of Agriculture of the State of West Virginia shall be ex officio members of the Board of Directors as provided by Chapter 19, Article 7, Section 9 of the Code of West Virginia. Any vacancy in the Board of Directors shall be filled by vote of the membership at the next regular or special meeting of the voting membership. Those persons serving as Pro Tem Directors shall continue to serve with the duties and rights previously granted until the next annual meeting of the members at which time the positions should cease to exist.

The Directors of this corporation are further empowered to elect as many Directors Emeritus as it may deem appropriate. Said Directors Emeritus may attend the regular directors meetings of this corporation and a Director Emeritus shall have the privilege of the floor without vote.

SECTION 2 - A regular meeting of the Board of Directors shall be held at the principal office of the corporation, immediately following the annual meeting of the voting membership.

SECTION 3 - Special meetings of the Board of Directors are to be held at the principal office of the corporation, or other designated locations, at the call of the president or by any two directors.

SECTION 4 - Notice of a special meeting shall be mailed by the secretary to each member of the board not less than five days before any such meeting.

SECTION 5 - A quorum at any meeting shall consist of six (6) member directors. A majority of such quorum shall decide any questions that may come before the meeting, and the Board of Directors shall cause an accurate record kept of all proceedings of the Board.

SECTION 6 - Officers of the corporation shall be elected by the Board of Directors at their meeting following the regular annual meeting of the voting membership in each year. If any office becomes vacant during the year, the Board of Directors may elect a director to fill any such vacancy. The Board of Directors shall select administrative officers by such titles as they may select and at such salary as they may appoint, to be charged with all administrative duties, under the direction of said Board, in connection with the business of said corporation and its exhibitions.

SECTION 7 - There shall also be eight Advisory Directors appointed by the Governor with the advice and assistance of the Commissioner of Agriculture of the State of West Virginia. Said Advisory Directors shall be

appointed from a list selected by the directors of the corporation and shall serve a term of four years concurrent with that of the Governor. Advisory Directors are to provide suggestions and advise the Board of Directors in the conduct of the corporation; they shall have the privilege of the floor, without vote, at such meetings as they may attend. If a vacancy occurs through resignation, failure to accept the appointment or otherwise, the corporation may request that the Governor appoint, pursuant to this process, an individual to complete the unexpired term.

ARTICLE V - OFFICERS

SECTION 1 - The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer, who shall be elected for one year and shall hold office until their successors are elected and qualified. The position of secretary and treasurer may be united in one person; all officers are removable at the pleasure of the directors.

SECTION 2 - The president shall preside at all meetings, shall have general supervision of the affairs of the corporation, shall sign all certificates of membership, and may sign or countersign all contracts and other instruments of the corporation, shall make reports to the directors and members and perform all other such duties as are incident to his or her office or are properly required of him or her by the Board of Directors. In the absence or disability of the president, the vice-president shall exercise all of his or her functions.

SECTION 3 - The secretary shall issue notices for all meetings, shall keep their minutes, shall have charge of the seal and of the corporate books, shall sign with the president such instruments as require such signatures, and shall make such reports and perform such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors.

SECTION 4 - The treasurer shall have the custody of all funds and securities of the corporation and deposit the same in the name of the corporation in such banks or bank as the directors may elect. He or she shall approve all checks, drafts, notes for the payment of money, and he or she shall pay out and dispose of the same under the direction of the directors. He or she shall at all reasonable times exhibit his or her books and accounts to any director or member of the corporation, upon application at the office of the corporation during business hours.

SECTION 5 - The Board of Directors may prescribe such duties as may seem expedient and also may prescribe the duties of all other officers, employees, and agents of the corporation.

ARTICLE VI - EXECUTIVE COMMITTEE

SECTION 1 - The Board of Directors at their annual meeting to be held immediately following the annual meeting of the membership, shall appoint an executive committee, consisting of the president and three or more directors, which committee during the intervals between meetings of the Board of Directors, shall have entire control and supervision of all the property and business affairs of the corporation, and have and possess all the powers and privileges which are possessed and exercised by the Board of Directors. All of its actions, however, shall be reported to the Board of Directors at their regular meeting.

ARTICLE VII - SEAL

SECTION 1 - The corporate seal of the corporation shall consist of the two concentric rings, between which is the name of the corporation, **THE STATE FAIR OF WEST VIRGINIA**, a corporation, and in the center shall be inscribed the date of its incorporation.

ARTICLE VIII - AMENDMENTS

SECTION 1 - These by-laws may be altered, amended or repealed, in whole or in part, by a majority vote of the voting members present, in person or by proxy, at any regular or special meeting, if not less than ten days after notice of the meeting was mailed, written notice of the proposed amendment was submitted to the principal office of the Corporation. Notice of a proposed amendment shall be provided to all voting members as soon as reasonably practicable after receipt of the proposed amendments.

ARTICLE IX CORPORATE RESPONSIBILITY

SECTION 1 – Contracts With Directors and Officers. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, is void or voidable solely for this reason or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction or solely because any director's or officer's votes are counted for the purpose, if:

1. The material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee and the board or committee in good faith authorizes the contract or transaction by the affirmative

votes of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or

2. The material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote on the contract or transaction and the contract or transaction is specifically approved in good faith by vote of the members entitled to vote; or
3. The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee of the board of directors or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contact or transaction. On any question involving the authorization, approval or ratification of any such contract or transaction, the names of those voting each way shall be entered on the record of the proceedings.

SECTION 2 - Indemnification of Directors and Officers. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director or officer of the corporation or who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership joint venture, trust, employee benefit plan or other entity, against expenses (including attorneys fees), judgments, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action or proceeding, if:

1. he or she was wholly successful on the merits or otherwise, in the defense of the proceeding;
or
2. (A) he or she conducted himself or herself in good faith; and
(B) he or she reasonably believed:
 1. in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the corporation; and
 2. in all other cases, that his or her conduct was at least not opposed to the best interests of the corporation; and

(C) in the case of any criminal proceeding, had he or she no reasonable cause

to believe his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not determinative that the director did not meet the relevant standard of conduct described in this Section 2.

Unless ordered by a court, the corporation shall not indemnify a director: (1) in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct described above; or (2) in connection with any proceeding with respect to conduct for which he or she was adjudged liable on the basis that he or she received a financial benefit to which he or she was not entitled, whether or not involving action in his or her official capacity.

The corporation may, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding because he or she is a director if he or she delivers to the corporation: (1) written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in this Section 3; and (2) a written undertaking to repay any funds advanced if he or she is not wholly successful on the merits or in the defense of the proceeding, or if it is determined that he or she has not met the relevant standard of conduct described in this Section 2.

Any indemnification provided for herein or authorization to advance funds shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct. Such determination shall be made:

1. if there are two or more disinterested directors, by the board of directors by a majority vote of all the disinterested directors, a majority of who constitute a quorum for this purpose, or by a majority of the members of a committee of two or more disinterested directors appointed by a vote;
2. by special legal counsel:
 - (A) selected in the manner prescribed in subsection (1) above; or
 - (B) if there are fewer than two disinterested directors, selected by the board of directors in which selection directors who do not qualify as disinterested directors may participate; or

1. by the members, but shares owned by or voted under the control of a director, who at the time does not qualify as a disinterested director, may not be voted on the determination.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which any member or board member may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators.

The directors of the corporation may, from time to time by resolution, provide for such additional indemnification or advancement of expenses as they deem appropriate to any person, acting for or on behalf of the corporation by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such indemnification or advancement of expenses may be authorized in such resolution or resolutions to the extent the directors deem appropriate under the circumstances, but at no time may the directors of the corporation provide for additional indemnification or advancement of expenses that is contrary to the laws of the State of West Virginia.

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