

HEALDSBURG FUTURE FARMERS COUNTRY FAIR

CONSTITUTION AND BYLAWS

A California Nonprofit Public Benefit Corporation

ARTICLE I NAME

The name of this corporation is HEALDSBURG FUTURE FARMERS COUNTRY FAIR, INC. (herein "HFFCF.")

ARTICLE II OFFICES

Section 1. Registered Office. Healdsburg Future Farmers Country Fair, Inc. shall at all times maintain in the State of California a registered agent, whose business office shall be the registered office of Healdsburg Future Farmers Country Fair, Inc. The Board of Directors (the "Board" or "Directors"), with a (2/3) two-thirds of a present quorum vote, may at any time change the location of the principal office or establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE III PURPOSES

Section 1. Nature of Corporation. Healdsburg Future Farmers Country Fair, Inc. is a nonprofit corporation formed under the laws of California and which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

Section 2. Primary Purposes. Healdsburg Future Farmers Country Fair, Inc. is organized for the purposes set forth in its Articles of Incorporation, as amended, which are filed with the State of California. In the context of these purposes, the corporation is organized for the purpose of promoting the youth of the community by facilitating the annual **Healdsburg Future Farmers Country Fair**.

ARTICLE IV DATE OF FAIR

Section 1. Fair Date. The annual **Healdsburg Future Farmers Country Fair** shall be held each year in the month of May and shall commence on the fourth (4th) Thursday of May and shall continue for a period of three days, or as adopted by a resolution of a (2/3) two-thirds of a present quorum vote by the Board of Directors.

ARTICLE V MEMBERSHIP

Section 1. Membership. Its Board of Directors, officers, executive committee and board committees shall conduct the management and activities of Healdsburg Future Farmers Country Fair, Inc.. This corporation shall have no voting members within the meaning of Nonprofit Corporation Law. The corporation's Board

of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate by a majority of a present quorum vote.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of Healdsburg Future Farmers Country Fair, Inc. and shall have full power, by majority vote, to adopt rules and regulations governing the actions of the Board of Directors.

Section 2. Qualifications of a Director: To qualify for nomination and election as a Director on the Board of Directors, a person must be of legal age (18 or older); must be a resident of the State of California for at least one year; must not be convicted of a felony involving financial impropriety, moral turpitude, breach of fiduciary duties, or any criminal conviction relating to minors, and not having been removed as a director for cause within the last (2) two years. To be eligible and qualify for re-election, a Director must be in Good Standing. "Good Standing" includes meeting the above criteria, and not having a combination of (3) three or more absences in the (12) twelve months prior to the date of Election.

Section 3. Number, Election, and Term of Office. (A) Number. The Board of Directors shall consist of no less than (15) fifteen and no more than (27) twenty-seven members. The Board may set the authorized number of Directors within this parameter, however, the reduction of the authorized number of Directors shall not result in any Director being removed before his or her term of office expires.

(B) Election. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each Annual Meeting thereof.

(C) Term. If elected at the Annual Meeting, each elected Director shall hold office for a term of (1) one year commencing at the beginning of the October meeting of the Board of Directors until the following October Board meeting when new Board of Directors are seated. Upon expiration of the (1) one year term, each Director in good standing will automatically be included in the slate of Directors for re-election as a Director for a (1) one year term, unless the Director notifies the President or the Nomination Committee in writing of his/her intent not to run for re-election, and allow his/her term to expire. Any re-elected Director will continue serving without interruption of service on the Board.

Notification of Nominees to the Nominations Committee, by any Board Member, should be no less than (60) sixty days prior to the Annual Meeting; however, any Director running for re-election may withdraw his nomination at any time prior to the election. A Director running for re-election at the Annual Meeting must be re-elected by a majority of a present quorum vote of the members of the Board of Directors, in accordance with the Election procedures as set forth in Article XV Elections.

Section 4. Officers. The Board of Directors shall elect from among its board members a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, co-Treasurer and such other officers, as the Board may consider appropriate with such duties as it may prescribe. The election of Officers shall be held at the Annual Meeting of the Board of Directors after the general election of the Board of Directors, as set forth in Article XV Elections.

Section 5. Duties & Responsibilities. The Directors shall meet once a month from October through June, for a regular board meeting and an annual meeting in June, and such other special meetings that may be called from time to time. Upon notice, the regular June board meeting may be combined with the Annual meeting. In addition, each Director must belong to at least (1) one Committee and each Director shall

attend the meetings of the committees they belong to or which they chair. As Directors and Officers of HFFCF each have fiscal and fiduciary duties and responsibilities to Healdsburg Future Farmers Country Fair, Inc. in accordance with the provisions of HFFCF's Articles of Incorporation and Bylaws; Article 3 of the Corporations Code (commencing with section 5230); and as otherwise required by law. Directors may belong to other organizations or boards of directors, however, the Director's loyalty, preference and responsibility should be first to HFFCF and the Director must disclose membership in any organization or board that is similar to HFFCF or which may conflict with the HFFCF or duties and responsibilities of the Director. A Director should abstain in voting on any matters that involves a potential conflict of interest for said Director who has a membership or other interest in the matter. A breach of a Director or Officer's fiscal or fiduciary duties may subject him/her to liability and/or removal from the Board. Every Board Member agrees to HFFCF's "Confidentiality and Conflict of Interest Policy" and must sign and complete the Acknowledgement and Disclosure Form, both of which, after adoption, may be modified thereafter by the Board with a vote of (2/3) two-thirds of a present quorum of the Board of Directors present at any annual, regular or special meeting. A copy of the adopted Confidentiality and Conflict of Interest Policy is attached herein to these Bylaws as Attachment 1.

Section 6. Indemnification and Insurance. (A) Indemnification. To the fullest extent permitted by law HFFCF shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formally occupying such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as the term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used herein, shall have the same meaning as in Sections 5238(a) of the California Corporation Code.

(B) On written request to the Board by any person seeking indemnification under section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, then the court in which such proceeding is or was pending will authorize indemnification upon proper application.

(C) To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those sections shall be advance by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

(D) Insurance. HFFCF shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, volunteers, and other agents, against any liability asserted against or incurred by any officer, director, employee, volunteer, or agent, in such capacity or arising out of the officer's, director's, employee's, volunteer's or agent's status relating to HFFCF.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term may be filled by such person as shall be elected by majority vote of the remaining members of the Board of Directors at any board meeting. A Director so elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor in office.

Section 8. Regular and Annual Meetings. (A) Regular Meetings shall be held on the first (1st) Monday of each and every month during the months of October through June each year. If the regular meeting falls on a Holiday, the meeting shall be held the following Monday. There shall be no regular meetings in July, August and September of each year. The President shall prescribe the time and place of such regular meetings.

(B) Annual Meeting. The Board of Directors shall hold an annual meeting ("Annual Meeting") in June of each year at such time and place, as the Board of Directors shall by resolution prescribe. The Annual Meeting need not be a separate meeting from the regularly scheduled June meeting. The Annual Meeting shall include the election of Directors and Officers.

(C) Attendance by the General Public. Regular and Annual Meetings are not open to the general public. However, the Board may designate a limited time at each Board meeting or at select Board meetings for comments from the general public or may invite potential new board members or other members of the general public as guests. However, individual Directors may not invite guests without prior notification to the full Board at least (2) two business days in advance of the meeting and provide specific notice to the President in order to allow for inclusion on the agenda for said meeting. Any Director may object to the individual attending the meeting as a guest and so inform the Executive Board. The Executive Board has the authority to limit, postpone or deny a guest from attending a Board meeting upon a majority vote of the Executive Board. The Executive Board may request information or a written statement of intent from the potential guest for its review prior to making a decision. A guest that is denied from attending a Board meeting based on the vote of the Executive Board may appeal the decision by petitioning, in writing, for a new vote by the full Board of Directors, after he/she complies with any request by the Executive Board for information or a statement of intent. Any person who makes any physical threat toward a Board member shall automatically be excluded from attending a Board meeting.

Section 9. Special Meetings. Special meetings ("Special Meetings") of the Board of Directors may be called by or at the request of the President or any two Directors in good standing. The person or persons authorized to call Special Meetings of the Board of Directors may fix any reasonable date, hour, and location, and as required by the laws of California. No business, other than the business that was set forth in the Notice of the Special Meeting, may be transacted at a Special Meeting. Special Meetings are not open to the general public, however, guests may be invited to attend all or part of a Special Meeting if approved as set forth above in the "Attendance by the General Public" section. Advance notice of at least (24) twenty-four hours must be provided to the Board of the approved guest's name, title, and short description of person and purpose of attendance. At the Special Meeting the Board may vote to accept, deny or limit the attendance of a guest(s) by a (2/3) two-thirds of a present quorum vote of the Directors in attendance.

Section 10. Notice. (A.) Notice of Annual Meetings of the Board of Directors shall be given at least (30) thirty calendar days previously thereto. If the Annual Meeting is held concurrently with the regular June Meeting, a second reminder Notice shall be given to Board members not be less than (48) forty-eight hours previous thereto, in a manner as set forth herein below. The business to be transacted at, and the purpose of, any Annual Meeting of the Board of Directors need not be specified in the (30) thirty day notice of such meeting, only the general nature of the business, except that the notice shall include the slate of names of all persons who are nominees for Election when the (30) thirty day notice is given. (See Art. XV.)

B. Notice of Regular Meetings is deemed given if held on the regularly scheduled date and time. If the date, time or place of a regular meeting is changed, notice is deemed given if provided at the previous Board meeting or if given at least (48) forty-eight hours previously to the new scheduled date, time or place.

C. Notice of Special Meetings of the Board of Directors shall be given (48) forty-eight hours previously

thereto, unless there are extenuating circumstances in which such notice is not practical due to an emergency or other urgent matter requiring immediate attention. For a Special Meeting, the notice shall state the general nature of the business to be transacted, except if a board member is going to be removed the name of any board member subject to vote of removal shall be specifically named, and the notice shall state that whether other business may be transacted.

D. Delivery of Notice: Notices shall be effective if delivered either personally, in writing or phone (telephone or cell phone) as set forth herein below. Written notice may be delivered personally or sent by mail, facsimile, e-mail or other means of electronic transmission to each Director at his/her address (or e-mail address) as shown in the records of the Healdsburg Future Farmers Country Fair. If mailed, such notice shall be deemed to be delivered (2) two business days after the postmark when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Notice delivered by phone shall be deemed delivered if the person answers the call or if a detailed voicemail message with date, time and place of the meeting is left at the Director's contact phone number shown in the records of the Healdsburg Future Farmers Country Fair at least (48) forty-eight hours in advance of the meeting for which notice is being given.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and makes his/her objection known.

E. Notice Affidavit. An affidavit of the mailing or other means of notice given to Directors for any Special Meeting or the Annual Meeting shall be executed by the secretary or other authorized Director (including a member of the nomination committee), and if so executed, shall be filed and maintained in the corporation's minute book.

F. Adjourned Meeting. Notice of the time and place of holding a meeting that is adjourned need not be given unless the original meeting is adjourned for more than 48 hours, except notice of the adjournment shall be given to any Directors not in attendance when the adjournment was announced. If the original meeting is adjourned for more than 48 hours, notice of any adjournment shall be sent to all Directors.

Section 11. Quorum, Proxies and Attendance. (A) Quorum. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

(B) Proxies. Proxies shall not be permitted.

(C) Attendance. Any Board meeting may be held in person, by conference telephone, video screen communication, or other communications equipment. Participation by a Director shall constitute presence in person at the meeting if both the following apply:

- (1) Each Director participating in the meeting can hear the proceedings and can communicate concurrently with all other members, and
- (2) Each Director is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action being taken by the corporation.

Section 12. Manner of Acting. The act of a 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 is required by law or by these Bylaws.

Section 13. No Compensation. Directors as such shall not receive any stated salaries or other compensation for their services as Officers, Directors, Committee Chairs or Committee members but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the Healdsburg Future Farmers Country Fair in any other capacity and receiving compensation therefor so long as the compensation is disclosed to the Board of Directors prior to the payment of said compensation and it is approved by a majority of a present quorum vote of the Board.

Section 14. Informal Action. Any action may be taken without a meeting of the Directors if consent in writing, setting forth the action so taken, shall be signed and authorized by all of the Directors, which may be executed in writing by fax, e-mail or other electronic transmission. The Recording Secretary shall file with the corporate records or make a part of the minutes, all waivers, consents, or approvals.

Section 15. Absences. (A) A Board Member failing to attend a regularly scheduled Board meeting and/or Annual meeting shall constitute an absence (attendance is defined in Section 11 above). Three (3) absences by a Board member within a (12) twelve month period may subject a Director from removal from the Board, upon a (2/3) two-thirds of a present quorum vote of the Board.

(B) Re-Election. Absences affect a Director's Good Standing and ability to be re-elected. A Director must be in "Good Standing" as defined above which includes not having (3) three or more absences in the (12) twelve months prior to the date of Election.

Section 16. Resignation; Removal. (A) A Director may resign from the Board of Directors at any time by giving notice of his/her resignation in writing addressed to the President or Corresponding Secretary of the Healdsburg Future Farmers Country Fair or by presenting his/her written resignation at an annual, regular, or special meeting of the Board of Directors. (B) Except as otherwise provided by law, a Director may be removed at any regularly scheduled meeting where customary and reasonable notice has been provided to the Directors that removal of said Director is on the agenda or at any special meeting of the Board of Directors called expressly for that purpose, any director may be removed, with cause, by the vote of (2/3) two-thirds of a present quorum of the Directors then in office. Cause for removal includes excessive absences as set forth herein, the Director no longer meets the qualifications to serve as a Director on the Board, the Director has been declared of unsound mind by a final order of the court, has been convicted of a felony, has been found by a final order or judgment of any court to have breached any duty under Article 3 of the Corporations code (commencing with section 5230), or as otherwise allowed by law. A Director may be removed without cause by a unanimous vote of the Board of Directors (excluding the Director being voted upon). Any Director removed as a Director from the Board for any reason makes that person ineligible as a Director with HFFCF for a period of at least (2) two years from the effective date of the removal from the Board.

Section 17. Vacancy or Addition of a Director. The Board may vote in a new Director to the Board of Directors, by a 2/3 vote of the Board of Directors present at any special or regularly scheduled meeting, to fill the vacancy caused by a Director who has been removed from the Board of Directors within (30) thirty days, or by a majority of a present quorum vote to fill a vacancy caused by a Director who has resigned or to add another Director to the Board of Directors provided that the maximum number of Directors has not been reached as set forth in Art. VI, Sec. 3. The term of the new Director shall be for the unexpired portion of the term of previous Director who caused the vacancy or shall expire as of the date of the next Election of Board of Directors for an additional Director. Any Director in good standing may submit a timely nomination for a new Director to the President. The nomination, to be timely, shall be sent to the President and both Secretaries at least (24) twenty-four hours prior to the notice period for the meeting, wherein the name of the nominee shall be included in the notice of the regular or special meeting in which the nominee

shall be voted upon. No nominations shall be made (on the floor) at a special or regular meeting due to lack of notice to Directors not in attendance.

ARTICLE VII OFFICERS

Section 1. Officers. The Officers of the Healdsburg Future Farmers Country Fair shall be a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Co-Treasurer and such other Officers as may be elected in accordance with the provisions of this Article. The same person may hold not more than one office simultaneously.

Section 2. Election and Term of Office. The Officers of the Healdsburg Future Farmers Country Fair shall be elected by a majority of a present quorum vote of the members of the Board of Directors at the organizational meeting and at every Annual Meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until his/her successor shall have been duly elected and qualified for office.

Section 3. Removal. Any Officer may be removed upon an affirmative vote equal to (2/3) two-thirds of a present quorum of the entire Board of Directors, whenever in its judgment the best interests of the **Healdsburg Future Farmers Country Fair** would be served thereby. Removal as an Officer will also remove the person as a Director, if the vote for removal so states and the removal was for "cause" as defined herein. Any Director removed as an Officer makes that person ineligible as an Officer for a period of at least (2) two years.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, by a (2/3) two-thirds of a present quorum vote of the Board of Directors present at any special or regularly scheduled meeting.

Section 5. President. The President shall preside over all meetings of the Healdsburg Future Farmers Country Fair. The President shall be the chief executive officer of the Healdsburg Future Farmers Country Fair and, in general, shall supervise and control all of the business and affairs of the Healdsburg Future Farmers Country Fair. The President shall further perform all duties incident to the office and advise such action as may be deemed by him/her likely to increase the usefulness of the committees. The President shall direct the official correspondence, oversee and ensure the preservation of all books, documents, minutes, and communications. He/she shall further ensure that all books of account, financial records, contracts, minutes and other official documents are properly maintained and at the expiration of his/her term shall deliver all such records to the Executive Board, including but not limited all original documents.

The President may sign, with one of the Secretaries or any other Officer of the Healdsburg Future Farmers Country Fair authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he/she shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. The Vice-President shall act in the absence of the President. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the President or the Board of Directors from time to time.

Section 7. Recording Secretary. The Recording Secretary shall keep accurate minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws and as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8. Corresponding Secretary. The Corresponding Secretary shall be responsible for all correspondence and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 9. Treasurer & Co-Treasurer. The Treasurers shall be responsible for all funds and securities of the Healdsburg Future Farmers Country Fair; receive and give receipts for monies due and payable to the Healdsburg Future Farmers Country Fair and deposit all such monies in the name of the Healdsburg Future Farmers Country Fair in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Board of Directors shall bond the Treasurer(s) for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board of Directors shall determine. The Treasurers shall also be responsible to prepare a written annual financial report and written monthly financial reports and shall provide the Board with a written financial report at each regular Board meeting and a written annual report at the Annual Meeting.

ARTICLE VIII EXECUTIVE BOARD

Section 1. Members. The Executive Board shall include the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Co-Treasurer, (2) two Directors at large and the past President, for a total of up to (9) nine members.

Section 2. Powers. If it is not possible, in a timely manner, for the full board to address special circumstances that could arise, the Executive Board shall have the power to act.

Section 3. Eligibility. Only a Board member is eligible for election or appointment to the Executive Board and the Board member must have served at least (2) two years on the Board of Directors to be eligible to serve of the Executive Board.

Section 4. Minutes. In addition to the minutes of the meetings of the full Board of Directors, there shall be minutes of the meetings of the Executive Board, a copy of which shall be provided to the full Board of Directors.

ARTICLE IX REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish such regular Board committees to assist it in the performance of its duties, as it considers appropriate. A committee exercising the authority of the board shall not include as a member persons who are not Directors. [For example, the Executive Committee or the Nominations Committee] However, the Board may create other committees that do not exercise the authority of the Board and these other committees may include persons regardless of whether they are Directors. [For example: the student committee and the advisory committee may include or be comprised on non Board members.] Each Director must belong to at least (1) Committee.

Section 2. Number, Election, and Term of Office. (A) Number: The number of Board members of each regular committee shall be determined by the Executive Board of Directors, however each committee shall contain no less than (2) two Directors and no more than (18) eighteen Directors.

(B) Election. Members of each regular committee shall be elected by the affirmative vote of (2/3) two-thirds of a present quorum of the Executive Board of Directors.

(C) Term. Members of each regular committee shall serve concurrent with their Director term or until resignation or removal by the affirmative vote of (2/3) two-thirds of a present quorum of the Executive Board of Directors.

(D) Removal. A Director may be removed from a committee for cause due to: excessive absenteeism at committee meetings based upon the Director absenteeism policy of (3) three or more absences; or the Director fails to act in the best interest of the corporation and/or the committee; or the Director is believed to have breached a fiduciary duty or fiscal responsibility. Removal of a Director by the Executive Board from a committee will not automatically remove the Director from the Board of Directors. A separate vote by the Board is required for the removal of a Director from the Board of Directors. However, a Director that is removed from the Board of Directors is automatically removed from any committees in which the Director was a member or chairperson. Any Director removed from a committee makes that person ineligible for said committee for a period of at least (1) one year.

Section 3. Officers. The President shall designate from among the members of each regular committee a Chairperson and Vice Chairperson of such committee, and such other officers as the President may determine. The Chairperson, Vice Chairperson, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Committee Vacancies. The Executive Board, by a (2/3) two-thirds of a present quorum vote, shall fill vacancies in the membership of any committee. Committee Chairpersons may recommend board members to the Executive Board to fill any vacancies on their committee.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws. The Chairperson may recommend to the Executive Board the number of members for the Committee. The following Board powers may NOT be delegated to committees of the board: filling vacancies on the Board or on a committee of the Board; fixing the compensation of Board or committee members, adopting, amending, or repealing bylaws, amending or repealing any full Board resolution; appointing committees of the Board or members of such committees, expending corporate funds to support a nominee for Director [excluding Nomination Committee expenses relating to the mailing of nomination or election documentation for all nominees]; or approving self-dealing transactions from assets held in charitable trust.

Section 8. Absences. Any Board member who misses (3) three regular committee meetings within a (12) twelve month period shall be automatically dismissed from said committee. Any other member who misses (3) three or more regular committee meetings within a (12) twelve month period may be dismissed from

said committee.

ARTICLE X STUDENT COMMITTEES

Section 1. Purpose. The Board of Directors may establish a student committee known as the "Junior Executive Board" and other such student committees as it considers appropriate. The purpose of all such committees shall be to advise and assist the Officers and the Board of Directors on matters relating to the students or as a majority of the Board of Directors designates.

Section 2. Membership. Membership on any student committee of the Healdsburg Future Farmers Country Fair shall be limited to students that are at least fourteen (14) years old, are members of the Future Farmers of America (FFA) and are members of one of the following 4-H Clubs: Alexander Valley, Healdsburg, Gateway, Warm Springs, Westside or are students enrolled in Vocational Agriculture Classes at Healdsburg High School. In addition, student members must attend or reside in the Healdsburg High School, Geyserville High School or Windsor High School District, and voluntarily support the purposes of the Healdsburg Future Farmers Country Fair.

Section 3. Number, Election, and Term of Office. The number of members on each student committee shall be as determined by the Board of Directors. Generally (1) one to (3) three student representatives from each club, as elected or determined by the individual club or chapter, shall serve on the Junior Executive Board. Each member of the Junior Executive Board, or other approved student committee, while qualifying under Section 2 above, shall serve for one (1) year or until resignation or removal by the affirmative vote of a majority of the Board of Directors, whichever is shorter.

Section 4. Officers. The President may designate from among the members of each student committee a Chairman, Vice Chairman and Secretary of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, Secretary and any other officers of each such committee shall have such duties as the President prescribes.

Section 5. Powers. The members of the Junior Executive Board, or other student committees, if any, shall have no voting power. However, the Junior Executive Board and each student committee shall have the power to advise the Board of Directors and such other powers as the Board of Directors may grant it, consistent with law, the Articles of Incorporation, and the Bylaws.

Section 6. Duties & Responsibilities. The Junior Executive Board, and other student committees, if any, shall meet once a month and report to the Executive Board, the Board, and to their School's 4-H Club or FFA Chapter. The members of student committees have the authority to conduct fundraising, marketing and other duties as the President, Executive Board, or Board prescribes. All student committee members and officers shall promote the mission of Healdsburg Future Farmers Country Fair, Inc.

Section 7. Absences. Any student committee member who misses (3) three or more absences at regular committee meetings within a (12) twelve month period shall be automatically dismissed from said committee.

ARTICLE XI ADVISORY COMMITTEE

Section 1. Purpose. The Board of Directors may establish (or eliminate) an Advisory Board and such other advisory committees, as it considers appropriate with a (2/3) two-thirds of a present quorum vote of the Board. The purpose of all such committees shall be to advise the Board of Directors on such matters relating to the Healdsburg Future Farmers Country Fair and as the Board of Directors designates.

Section 2. Number, Election, and Term of Office. The number of members of each advisory committee shall be as determined by the Board of Directors. Members of each advisory committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors. Removal from an advisory committee does not require cause, only a majority vote.

Section 3. Powers. The members of the any Advisory committee shall have no voting power. However, each advisory committee shall have the power to advise the Board of Directors and such other powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

Section 4. Duties & Responsibilities. The Advisory Board and other advisory committees, if any, shall meet once a month during October through June of each year and report to the Executive Board and/or the Board of Directors, as determined by the Board.

ARTICLE XII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may, by a (2/3) two-thirds of a present quorum vote authorize any Officer or Officers, agent or agents of Healdsburg Future Farmers Country Fair, Inc. in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of Healdsburg Future Farmers Country Fair, Inc. and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of Healdsburg Future Farmers Country Fair, Inc. shall be signed by one of the Treasurers and at least one other authorized signatory in good standing of the Healdsburg Future Farmers Country Fair, Inc. Authorized signatories are: President, Vice-President, Treasurer and co-Treasurer, or other Officer as authorized by a (2/3) two-thirds of a present quorum vote of the Board of Directors.

Section 3. Deposits. All funds of the Healdsburg Future Farmers Country Fair, Inc. shall be deposited from time to time to the credit of Healdsburg Future Farmers Country Fair, Inc. in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of Healdsburg Future Farmers Country Fair, Inc. any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Healdsburg Future Farmers Country Fair. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of California, and any other relevant jurisdiction.

ARTICLE XIII BOOKS AND RECORDS

Section 1. Articles/ Bylaws. (HFFCF shall keep at its principal office the original or a copy of the articles

of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the Directors at all reasonable times during office hours. If the corporation has no business office in California, the Recording Secretary shall, on the written request of any Director, furnish to that Director a copy of the articles of incorporation and bylaws, as amended to the current date.

Section 2. Books and Records. Healdsburg Future Farmers Country Fair, Inc. shall keep the following:

1. Correct and complete books and records of account;
2. Minutes of the proceedings of its Board of Directors;
3. Minutes of the proceedings of its committees having any of the authority of the Board of Directors;
4. A record of each Director's name, address, and offices/titles held and
5. The minutes of the proceedings of the Executive Board.

Section 3. Distribution. The Recording Secretary shall take, distribute and formalize the minutes for all annual, regular and special meetings to the Directors. Distribution of the minutes shall be sent to Directors by e-mail, or other authorized electronic means, in order to reduce the cost of mailing and postage, and should be sent at least (24) twenty-four hours before the meeting.

Section 4. Inspection Rights. On written demand on the corporation, with at least (10) ten business days notice, every Director shall have the right to inspect, copy, and make extracts of the accounting books, corporations books, records, documents of every kind, and the minutes of proceedings of Board meetings and committee meetings at any reasonable time for a purpose reasonably related to the Director's interest as a Director. Any such inspection and copying may be made in person, or by the Director's agent or attorney, and at the Director's own expense.

Section 5. Annual Minute Binder. By the commencement of the subsequent year, the minutes of all meetings for the prior year shall be formalized and placed in a binder (or in any other form capable of being printed) or both, for inclusion with the HFFCF's official records.

Section 6. Annual Report. The Board shall cause an annual report to be sent (electronically) to all the Directors (outgoing and newly elected) within 30 days after the end of the corporation's fiscal year or (5) five business days before the October Meeting, whichever is later. The report shall contain the following information, in appropriate detail:

1. The assets and liabilities, including trust funds, if any, of the corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, if any;
3. The corporations' revenue or receipts, both unrestricted and restricted to particular purposes;
4. The corporation's expenses or disbursements for both general and restricted purposes; and
5. Any other information required by these bylaws.

ARTICLE XIV FISCAL YEAR

The fiscal year of Healdsburg Future Farmers Country Fair shall begin on the first day of September and end on the last day of August in each year.

ARTICLE XV ELECTIONS

Section 1. Election Date. The election of Directors and Officers of HFFCF shall be held on the first (1st)

Monday in June of each year at the Annual Meeting.

Section 2. Committees. The President shall appoint the members of the Nominations Committee and the Elections Committee, no later than the regular April Board Meeting.

Section 3. Nominations. Any Director may submit suggestions of names of candidates for nomination for election to the Board of Directors. The names of candidates shall be provided to the Nominations Committee no later than (60) sixty days before the Annual Meeting, in order to allow the Nominations Committee sufficient time to confirm the candidate's qualifications.

Section 4. Slate of Nominees. The Nominations Committee shall present the slate of nominees for the next Board of Directors to the Executive Board (45) forty-five days before the Annual Meeting to confirm nominees' qualifications and eligibility and shall present a final written slate of nominees with the Notice of Annual Meeting to all of the members of the Board of Directors not less than (30) thirty days before the Annual Meeting.

Section 5. Ballot. The written ballot shall be prepared by the Nominations Committee and submitted to the Executive Board for approval, as to form, by a majority of a present quorum vote, at least (5) five business days before the Annual Meeting. Approval of ballot may be conducted without a formal meeting.

Section 6. Voting. All voting by the Directors for Directors and Officers shall be conducted by secret written ballot, on the written ballot(s) prepared by the Nominations Committee. The election of the Officers shall be held after the general election of the Board of Directors. The voting and tally procedure for Directors and for Officers shall be as determined and conducted by the Elections Committee.

Section 7. Election. The election shall take place during the Annual Meeting and the votes shall be tallied and certified by the Elections committee members and reported to the Board prior to the end of the Annual Meeting.

Section 8. Majority Vote. Each Nominee must receive at least a majority of the votes by Directors who constitute a present quorum in order to be elected on the Board as a Director or Officer.

Section 9. Highest Number of Votes. The nominee(s) with the highest number of votes shall be deemed elected, if there are more nominees than available positions on the Board, or there are several nominees for one Officer position.

Section 10. Tie Breaker. If there is a tie between two or more nominees for the last available Director position, or an officer position, a run off vote will be conducted as to those nominees that are tied, not all remaining nominees. If the winner is later disqualified, within 45 days of the election, the runner-up will be offered the vacant seat.

Section 11. Outgoing Directors. All outgoing Directors and Officers, whose term expired or who are not re-elected, shall be thanked for their service and informed that they are no longer authorized to act on behalf of Healdsburg Future Farmers Country Fair, Inc. effective as of the seating of the new Directors and Officers at the October Board Meeting. Outgoing Directors may be present but are not required to be present at the October meeting, unless they are presenting a report to the Board. ie. Annual Report.

Section 12. New Board. The Chair of the Elections Committee shall announce the names of the incoming Directors and Officers at the Annual Meeting after the outgoing Board completes its regular business and after the certification of votes. The Chair of the Elections Committee shall seat the incoming Directors and Officers into office at the commencement of the October Meeting of the Board of Directors. The term of Directors and Officers is from the Board meeting in October to the following October Board meeting when then new Board is seated.

ARTICLE XVI DISBURSEMENTS

Section 1. Board Approval. Disbursement of funds of the Healdsburg Future Farmers Country Fair, Inc, outside of the normal operating expenses of the fair shall be made on motion and majority approval the

Board of Directors.

Section 2. Checks/ EFT's. All disbursements shall be made by check or electronic transfers.

Section 3. Check Approval. Checks shall be signed by any two of the following officers: President, Vice-President, Treasurer or Co-Treasurer, however not to include payee and signer of same name

ARTICLE XVII PARLIAMENTARY RULES & GOVERNING LAW

Section 1. All meetings of the Healdsburg Future Farmers Country Fair, Inc. shall be governed by and conduct according to the latest edition of Roberts Rules of Order, regarding Parliamentary rules and in accordance with the California Corporations code known as the Nonprofit Public Benefit Corporation Law, Corp. Code Sections 5110 et.seq.

ARTICLE XVIII EXHIBITS

Section 1. Livestock show and sale shall be open to students who are members of the Alexander Valley, Healdsburg, Gateway, Warm Springs and Westside 4-H Clubs and those enrolled in Vocational Agriculture Classes at the Healdsburg High School. In addition, students exhibiting must be members of the Future Farmers of America (FFA) and must attend or reside in the Healdsburg High School, Geyserville High School or Windsor High School District.

ARTICLE XIX BOOTHS & CONCESSIONS

Section 1. Booth & Concession space shall be granted at the discretion of the Board of Directors.

Section 2. The Booth and Concessions Committee prepares, revises, and disseminates the "Instructions and Rules for booth Entries and Vendor Applications."

Section 3. Booth Entries and non-profit vendors must submit a completed application to the Booths & Concessions Committee each year.

Section 4. The Booths & Concessions Committee shall review and recommend for approval all qualified Booth Entries and select non-profit vendors for approval by a majority of a present quorum of the Board of Directors. Herein, "non-profit" includes any not for profit vendor, whether incorporated or not.

Section 5. The Booth Committee shall be authorized to enforce the policies and procedures for Booth Entries and non-profit vendors.

ARTICLE XX SCHOLARSHIPS

Section 1. Eligibility. Healdsburg Future Farmers Country Fair, Inc may award Scholarships each year to eligible students who are members of the 4-H or the Future Farmers of America based upon a Scholarship competition.

Section 2. Application. The Scholarship Committee shall disseminate the Scholarship Competition information each year to the eligible organizations and schools.

Section 3. Committee. The recipients of the scholarship shall be chosen by the Scholarship Committee, which consists of a minimum of three (3) Directors appointed by the President at the October meeting.

Section 4. Selection. The Scholarship committee's selection is based upon the summation of a score sheet approved annually of the Board of Directors.

**ARTICLE XXI
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of California or under the provisions of the Articles of Incorporation or the Bylaws of the Healdsburg Future Farmers Country Fair, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XXII
AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by (2/3) two-thirds of a present quorum vote of the Board of Directors present at any annual, regular or special meeting, if at least (15) fifteen days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws, in whole or in part, at such meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Recording Secretary of Healdsburg Future Farmers Country Fair, Inc. a California nonprofit public benefit corporation; that these bylaws, consisting of (15) fifteen pages (including this signature page), are the bylaws of this corporation as adopted by the Board of Directors on November 5, 2012; and that these bylaws, except as adopted on said date, have not been amended or modified since that date.

Executed on November 20, 2012 at Healdsburg, California.


Sheri Smith, Recording Secretary