BYLAWS OF THE
JEFFERSON COUNTY FAIR
501(c)(3) Nonprofit Corporation

Article 1 – Name, Office, and Law

Section 1.1 Name
The name of the corporation is Jefferson County Fair.

Section 1.2 Principal and Registered Office
The principal and registered office of the corporation shall be in Jefferson County, Iowa, as determined from time to time by the Board of Trustees.

Section 1.3 Registered Agent
The corporation shall maintain a registered agent in Jefferson County, Iowa, as required by Iowa law.

Section 1.4 Governing Law and Fair Status
The corporation is a nonprofit corporation organized under the Iowa Revised Nonprofit Corporation Act, Iowa Code chapter 504, and shall be operated as a county fair within the meaning of Iowa Code chapter 174.

Article 2 – Purpose and Powers

Section 2.1 Charitable and Educational Purpose
The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the promotion of agriculture and agricultural education through the operation of the Jefferson County Fair and related programs. No part of the net earnings of the corporation shall inure to the benefit of any private individual, and the corporation shall not participate in political campaigns.

Section 2.2 Fair Related Purpose
The corporation shall conduct an annual county fair and related exhibitions and educational activities consistent with Iowa Code chapter 174 and shall maintain eligibility for recognition and support as the official county fair for Jefferson County, Iowa.

Section 2.3 Powers
The corporation shall have all powers granted to nonprofit corporations under Iowa Code chapter 504 and all powers granted to county fairs under Iowa Code chapter 174,

including, without limitation, the power to: acquire, own, lease, use, and dispose of real and personal property; enter into contracts; incur obligations and borrow money; set and collect charges for services in a uniform and nondiscriminatory manner; and do all lawful acts necessary or convenient to carry out its purposes.

Article 3 – Members

Section 3.1 Members and Relationship to Board
The corporation shall have one class of voting members. The only voting members of the corporation shall be the individuals serving from time to time as Trustees on the Board of Trustees. Each Trustee is automatically a member during the Trustee's term and ceases to be a member when the Trustee's service ends.

Section 3.2 Meaning of "Members"
For purposes of these Bylaws, references to "members" mean the Trustees acting in their capacity as voting members of the corporation, unless the context clearly indicates otherwise.

Section 3.3 Member Liability
Members are not personally liable for the debts or obligations of the corporation solely by reason of being members.

Article 4 – Meetings of Members

Section 4.1 Regular Monthly Meetings
The members shall meet regularly on the second (2nd) Wednesday of each month, unless the Board of Trustees gives notice of another date.

Section 4.2 Annual Meeting
An annual meeting of the members shall be held each year in the City of Fairfield, Jefferson County, Iowa, at the conclusion of the annual fair, show, or exhibition, or at such other convenient place, day, and time in the county as the Board of Trustees may designate. The purposes of the annual meeting include electing Trustees, receiving reports, and transacting other proper business. Public notice of the annual meeting shall be published not more than twenty (20) nor less than five (5) days in advance.

Section 4.3 Special Meetings
Special meetings of the members may be called at any time by the Board of Trustees or the President and must be called whenever a petition requesting such a meeting is signed by at

least twenty-five percent (25%) of the county's adult residents and presented to the Secretary or the Board of Trustees. The purpose of each special meeting shall be stated in the notice, and no other business shall be transacted.

Section 4.4 Notice

Notice of the date, time, place, and purpose of each meeting of the members shall be given in the manner and within the time required by Iowa law, the Articles of Incorporation, and these Bylaws. Notice may be given by mail, publication, or electronic transmission, as permitted by law.

Section 4.5 Quorum and Voting

A quorum for a meeting of the members shall consist of a majority of the members then serving. Each member shall have one vote. Unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws, action is taken by the members if approved by a majority of the votes cast at a meeting at which a quorum is present.

Article 5 – Board of Trustees

Section 5.1 General Powers

The business and affairs of the corporation shall be managed under the direction of the Board of Trustees, except for those matters reserved to the members in the Articles of Incorporation or these Bylaws.

Section 5.2 Number and Qualifications

The Board shall consist of up to fifteen (15) Trustees. Trustees shall be individuals of legal age, of good reputation, and shall reside in Jefferson County, Iowa, or in a neighboring county to Jefferson County, Iowa.

Section 5.3 Election and Term

Trustees shall be elected at the annual meeting of the members. Each Trustee shall serve a term of four (4) years. Terms shall begin on October 1 following election and end on September 30 four (4) years later. A Trustee continues to serve until a successor is elected and qualified, unless the Trustee earlier resigns, is removed, or ceases to be eligible.

Section 5.4 Attendance Expectations

Each Trustee is expected to attend a minimum of seventy five percent (75%) of the yearly Fair Board meetings within each fiscal year.

Section 5.5 Vacancies

A vacancy on the Board shall exist upon the death, resignation, or removal of any Trustee or whenever the number of authorized Trustees is increased. Vacancies may be filled by a majority vote of the remaining Trustees, and the Trustee elected shall serve until the next regular meeting of the members, at which time the members shall elect a Trustee for the unexpired term.

Section 5.6 Resignation and Removal

A Trustee may resign at any time by written notice to the President or Secretary. The members may remove a Trustee in the manner and with the vote described in the original bylaws (e.g., with cause, upon notice, and by at least a two-thirds (2/3) vote of the members present at a meeting called for that purpose), to the extent permitted by Iowa law and the Articles of Incorporation.

Section 5.7 Regular and Special Board Meetings

The Board shall meet, if needed, on the second (2nd) Wednesday of each month, unless notice of another date is given. Special meetings of the Board may be called by the President or any two (2) Trustees.

Section 5.8 Notice; Waiver

Notice of Board meetings and waiver of notice shall follow the standards reflected in the current bylaws (including written waiver and waiver by attendance) and shall comply with Iowa Code section 504.821 and related provisions.

Section 5.9 Quorum and Voting

A quorum shall consist of fifty percent (50%) of the elected Board of Trustees. If a quorum is present, action is taken if approved by a majority of Trustees present, unless a greater vote is required by law, the Articles, or these Bylaws. In the absence of a quorum at a Board meeting, the audit committee may monitor payment of the Fair Board's financial obligations but may not incur new expenses.

Section 5.10 Compensation

Trustees shall not receive compensation for serving as Trustees, but may be reimbursed for reasonable expenses incurred on behalf of the corporation.

Section 5.11 Standards of Conduct; Conflicts

Trustees shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise, and in a manner they reasonably believe to be in the best interests of the corporation, as described in the existing standards-of-conduct and conflict-of-interest language.

Article 6 – Officers

Section 6.1 Officers and Executive Committee
The officers of the corporation shall include a President, Vice President, Secretary, and Treasurer, and may include a Past President serving in an advisory role. The President, Vice President, Secretary, Treasurer, and Past President shall constitute the Executive Committee.

Section 6.2 Election and Term
Officers shall be elected annually by the Board from among the Trustees at a Board meeting following the annual meeting of the members and shall serve until their successors are elected and qualified or until earlier resignation or removal.

Section 6.3 Duties
President: The President is the principal executive officer of the corporation and has overall responsibility for supervising and controlling the business and affairs of the corporation. The President presides over all meetings of the corporation and the Board of Trustees, calls special meetings of the Board as needed, and performs the duties customarily associated with an executive and presiding officer. The President may sign, with the Secretary, deeds, mortgages, contracts, membership certificates, and other instruments authorized by the Board of Trustees, except where the Board designates another person to sign on behalf of the corporation, and shall perform any additional duties prescribed by the Board.

Vice-President: The Vice President acts as the President when the President is absent, unable, or unwilling to serve and, while doing so, has all the powers and is subject to all the restrictions of the President. The Vice President actively champions Board and organizational initiatives, promotes and assists with their implementation, and advocates for their success with Trustees, volunteers, partners, and the community. The Vice President performs any additional duties assigned by the President or the Board of Trustees and, in the event of the President's death, resignation, or disability, serves until the Board declares the office vacant and elects a successor.

Secretary: The Secretary maintains the corporation's official records and coordinates required notices and reports. The Secretary keeps complete minutes of all meetings of the corporation and the Board of Trustees, maintains custody and supervision of the books and records, and keeps a current register of each member's mailing and email address. The Secretary ensures that notices required by law or these Bylaws are given, attests the President's signature on corporate documents unless otherwise directed by the Board, and prepares or oversees all reports, certifications, and filings required by law, including those to the Iowa Secretary of State, under Iowa Code chapter 174, and for the Association of Iowa Fairs, to maintain the corporation's good standing and eligibility for state aid. The Secretary performs any additional duties assigned by the President or the Board, may delegate specific tasks with Board approval, and upon election of a successor shall promptly deliver all corporate books and property in the Secretary's possession to that successor.

Treasurer: The Treasurer is responsible for the custody, safeguarding, and proper use of all funds of the corporation. The Treasurer receives and issues receipts for all money due and payable to the corporation from any source, deposits those funds in the name of the corporation in financial institutions designated in accordance with these Bylaws, and performs the duties customarily incident to the office of Treasurer and any additional financial duties prescribed by the President or Board of Trustees. The Treasurer may delegate specific tasks to one or more individuals approved by a majority of the Board in order to fulfill these responsibilities in a timely and accurate manner.

Section 6.4 Removal and Resignation

Any officer may be removed by the Board with cause at any time, and any officer may resign by written notice to the President or Secretary.

Article 7 – Committees

Section 7.1 Board Committees

The Executive Committee may create one or more committees, with appointments approved by a majority of the members. Committees may organize and manage events for the Jefferson County Fair Association but do not relieve the Board of Trustees of its responsibilities.

Section 7.2 Advisory Committees

The Board may create advisory or working committees that may include non-Trustees; such committees shall not exercise Board authority.

Article 8 – Personal Liability and Indemnification

Section 8.1 Personal Liability

A Trustee, officer, employee, member, or volunteer of the corporation is not liable for the corporation's debts or obligations, and is not personally liable in that capacity for actions taken or not taken in the discharge of duties, except as described in the current personal-liability article (e.g., improper financial benefit, intentional harm, unlawful distributions, or criminal actions).

Section 8.2 Indemnification of Trustees and Officers
To the fullest extent permitted by Iowa law, the corporation may indemnify and advance expenses to any Trustee or officer who is or was a party to a proceeding by reason of serving in that capacity, if the individual meets the applicable standards of conduct. The corporation shall indemnify a Trustee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses actually incurred in connection with the proceeding.

Section 8.3 Procedures and Authorization
Any indemnification or advance of expenses shall be made only after the corporation determines that the applicable standards of conduct have been met and that indemnification or advancement is permissible under Iowa law and is authorized in the manner required by that law and these Bylaws. The vote authorizing indemnification or advancement must be disinterested and separate from the proceeding for which indemnification is sought.

Section 8.4 Insurance
The corporation may purchase and maintain insurance on behalf of any Trustee or officer against any liability asserted against or incurred by such person in that capacity, whether or not the corporation would have the power to indemnify the person under this Article.

Section 8.5 Non-Exclusivity
The rights to indemnification and advancement of expenses provided by this Article are not exclusive of any other rights to which a Trustee or officer may be entitled under the Articles of Incorporation, any agreement, or a vote of the members or disinterested Trustees, and shall be available to the fullest extent permitted by Iowa law, as it may be amended from time to time.

Article 9 – Execution of Instruments, Deposits, and Funds

Section 9.1 Execution of Instruments
The Board of Trustees, except as otherwise provided by these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or

employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 9.2 Checks and Notes

Checks, drafts, orders for the payment of money, and other evidence of indebtedness of the corporation shall be paid by the president, vice president, secretary, or treasurer of the corporation. Promissory notes need to be signed by the president and treasurer.

Section 9.3 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 9.4 Gifts

The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Article 10 – Records, Reports, Fiscal Matters

Section 10.1 Records and Reports

The corporation shall prepare, maintain, and safeguard accurate and complete books and records of account; minutes of all meetings of the members, Board of Trustees, officers, and committees; a current list of members with their names, addresses, and voting rights; and the corporation's Articles of Incorporation, Bylaws in effect, and all resolutions adopted by the Board of Trustees. Minutes of all meetings, accounting records, the Articles of Incorporation, the Bylaws in effect, and Board resolutions shall be kept as permanent records. Records of all actions approved by the members, written communications to members generally, and financial statements furnished to members shall be retained for at least three (3) years.

Section 10.2 Financial Statements and Audit

The corporation shall prepare financial statements and balance sheets at the end of each fiscal year; if reviewed by a public accountant, the accountant's report shall accompany them. An internal audit will be conducted at least once every year, with the report submitted to the members at the annual meeting along with a proposed budget. An audit by an independent public accountant shall be ordered at least every three years, with the report submitted to the members at the annual meeting along with a proposed budget.

Section 10.3 Fiscal Year

The fiscal year of the corporation shall be as determined by the Board, consistent with existing practice.

Article 11 – Merger and Major Transactions

Section 11.1 Merger

Merger with other nonprofit corporations or any other company is prohibited.

Section 11.2 Sale of Assets

In the regular course of business, the Board may sell assets on such terms as it determines. A sale of assets not in the regular course of business requires approval by a two-thirds (2/3) vote of the membership votes present at a meeting and written ballot materials describing the transaction, consistent with your current Article 14. Because the members are the Trustees, such approval shall be given by the Trustees acting in their capacity as members.

Section 11.3 Prohibited Distributions

There will be no monetary distribution of the corporation's assets to any member, Trustee, or officer of the corporation.

Article 12 – Dissolution

Section 12.1 Authorization and Member Vote

Dissolution may be initiated by the Board of Trustees, with dissolution requiring approval by at least seventy-five percent (75%) of the members at a meeting called for that purpose, as in your current Article 15.

Section 12.2 Notice and Plan

Notice that dissolution will be considered shall be given to members at least forty-five (45) days before the meeting and must be accompanied by a copy or summary of a plan of dissolution indicating to whom assets will be distributed after payment of creditors.

Section 12.3 Filings and Winding Up

Following authorization, the corporation shall file articles of dissolution with the Iowa Secretary of State and wind up its affairs, including notice to known claimants within thirty (30) days and publication notice for unknown claimants within 120 days after the second publication, consistent with your existing dissolution procedures and Iowa law.

Section 12.4 Distribution of Assets
After payment of all liabilities, remaining assets shall be distributed exclusively to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code, with preference for organizations operating county or district fairs, agricultural education programs, or community facilities serving Jefferson County, Iowa, in a manner consistent with Iowa Code chapter 174.

Article 13 – Construction, Amendments, and Review

Section 13.1 Conflicts with Articles
If any provision of these Bylaws conflicts with the Articles of Incorporation, the Articles shall control.

Section 13.2 Amendments
These Bylaws may be amended or repealed by a majority vote of the members present at any regular or special meeting called for that purpose, subject to any restrictions in the Articles of Incorporation and any requirements of lenders or governmental agencies.

Section 13.3 Periodic Review
The Board shall appoint a subcommittee of at least five (5) members to review these Bylaws at least once every five (5) years to ensure alignment with the Articles of Incorporation and current purposes.

ADOPTION OF AMENDED BYLAWS

The majority of members present at the meeting adopt these Amended Bylaws, consisting of pages, on the 14 day of January, 2026.

Signed by:

Brent Pacha, President (Signature) Brent Pacha

Stacia Deutsch, Secretary (Signature) [illegible signature]