

BY-LAWS

CORNISH FAIR ASSOCIATION, INC. CORNISH, NEW HAMPSHIRE As Amended November 2, 2025

ARTICLE I

Name

The name of this organization shall be the Cornish Fair Association, Inc.

ARTICLE II

Purpose

The Cornish Fair Association is dedicated to the promotion and support of agricultural education, the enrichment of the local community, and the preservation of cultural heritage. The purposes of the Association are as follows:

1. **Agricultural Education:** To provide educational opportunities and resources that promote understanding and appreciation of agriculture and related industries, fostering a strong connection between the community and farming traditions.
2. **Support Non-Profit Organizations:** To offer financial opportunities that benefit local non-profit organizations for annual fundraising.
3. **Community Recreation:** To provide a space for recreation and social interaction, serving as a venue for events, gatherings, and activities that enrich the community and enhance its cultural life.
4. **Promotion of Agriculture, History, and Arts & Crafts:** To foster an interest in and to promote the cultural and historical significance of agriculture, local history, and the arts and crafts, through exhibits, and other activities.
5. **Collaboration:** To work with the Town of Cornish, its residents, and the Cornish Elementary School as they are an integral part of our success.

ARTICLE III

Place

The place in which the business of this corporation is to be carried out is Cornish, Sullivan County, New Hampshire. The Annual Cornish Fair shall be on the third Friday, Saturday, and Sunday in August.

ARTICLE IV Non-Profit Status

The Cornish Fair Association is a legally designated public charity, 501 (c) (3) non-profit, organization under the Federal Internal Revenue Code. Contributions to the Cornish Fair Association are tax deductible. The amount of capital stock or number of shares is none.

ARTICLE V Members

The members of the Cornish Fair Association, Inc. shall be comprised of legal residents from surrounding communities; however, Cornish residents must make up the majority.

ARTICLE VI Board of Directors

Section 1:

The governing body of the Cornish Fair Association, Inc. shall be the Board of Directors.

Section 2:

The Directors shall consist of not fewer than 10 nor more than 20 regular Directors, and an unspecified number of Associate Directors.

Section 3:

- a) The Cornish Fair Association will actively recruit and screen potential candidates. A person wishing to be a Director must have completed and submitted a written application and a Conflict of Interest statement to a Fair Association Officer no later than the 2nd Monday of September and be present at the October meeting of the Cornish Fair Association. For those Fair Directors and Associate Directors who have had no break in service since they completed their initial application, only a Conflict of Interest statement is required.
- b) Directors and Associate Directors shall be elected by open nominations at the meeting of the Cornish Fair Association held on the first (1st) Monday of October of each year. A secret ballot may be requested. Associate Directors may be added at any time during the course of the year provided they complete and submit a written application and a Conflict of Interest statement to a Fair Association Officer.
- c) New Associate Director nominations will be presented at the next available Director meeting for a vote.

Section 4:

A Director or Associate Director must be in compliance with Article V.

Section 5:

Associate Directors may join the regular Board members in all meetings, discussions and activities. Associate Directors may vote only if appointed by the Board President when a quorum of regular Board members is not present. Associate Directors are expected to attend one meeting per quarter, in addition to being in person at one of the July or August meetings.

Section 6:

The Fair Directors shall distribute the funds accumulated by the Cornish Fair Association over and above the Fair Association's expenses in accordance with the purpose of the Cornish Fair as set down in the By-Laws.

- A. Ideally, this distribution would include the maintenance of a reserve of 100% of the previous year Fair's operating costs.
- B. All expenditures under this section must be by majority vote.
- C. No expenditures shall be allowed which would endanger the tax-exempt status of the Cornish Fair Association, Inc. under Federal Tax Laws then applicable.

Section 7:

Directors who fail to attend three meetings per year without notification to an Executive Board (Officers) member shall be construed as resignation from the board.

Section 8:

- (a) Any vacancy that occurs in the Executive Board (Officers) will be filled at the next regular meeting of the Fair Directors. The vacancy may be filled by any current Director or Associate Director voted by the Board.
- (b) Any vacancy on the Board other than Officers may be filled at the next regular meeting of the Fair Directors one or more meetings after the vacancy occurs. The vacancy may be filled by any current Associate Director voted by the Board.

Section 9:

The Fair Directors shall establish rules, policies and regulations to govern the Board of Directors in the operation and conduct of its business and activities keeping in mind, at all times, its purpose and to ensure the sustainability of its Federal 501 (c) (3) status.

ARTICLE VII Officers

Section 1:

The Officers of the Cornish Fair Association, Inc. shall be elected by the Directors (and Associate Directors when authorized to make a quorum) by open nominations or by paper ballot (upon request) at the October meeting. The Secretary shall preside during the election of the President. The Officers of the Cornish Fair Association, Inc. and their duties shall be:

Section 2:

The President with all duties associated with the office.

- A. Shall enact any/all the duties associated with the office.

Section 3:

The Vice President with the following duties:

- A. To aid and assist the President in any way possible.
- B. To take the place of the President at any meeting which the President does not attend.
- C. To take the place of the President should an unexpected vacancy occur.

Section 4:

The Secretary with the following duties:

- A. All duties associated with the office.
- B. Shall prepare a report of the Fair's activities during the past year and submit it to the Town Selectmen for incorporation into the town's yearly Town Report, upon approval by the Board of Directors.
- C. Shall maintain any/all historical approved minutes in printed and/or electronic form.

Section 5:

An Assistant Secretary with the following duties:

- A. Will aid and assist the Secretary in any way possible.

Section 6:

The Treasurer with the following duties:

- A. The treasurer shall be bonded. (Bonding expense to be paid for by the Cornish Fair Association.)
- B. File all necessary forms with appropriate state and federal government agencies.
- C. Keep proper, complete and adequate accounts.
 - 1. Books to be audited once (1) yearly by an independent accounting firm; audits to be presented at the Cornish Fair Association meeting in June.
 - 2. Checking accounts to be reconciled monthly by the Assistant Treasurer.

3. Checks drawn for \$2,000 or more require a second signature.
 4. Only the Treasurer, Vice President or President shall be authorized to sign checks or withdraw funds.
- D. Keep a copy of all important financial documents sent or received by the Fair Association.

Section 7:

The Assistant Treasurer with the following duties:

- A. Will aid and assist the Treasurer in any way possible.
- B. Shall reconcile checking accounts on a regular basis.

ARTICLE VIII

Committees

The officers shall have the authority to appoint the necessary committees to take charge of the different fair activities. Committees requiring funds shall plan and present their annual budget to the Budget Committee on or before the December meeting and manage their budget to ensure controlled, effective spending. All committees shall be comprised of at least one Fair Director and/or Associate Director. Ad Hoc committees can be formed and discontinued as deemed necessary by a vote of the Board of Directors. Official standing committees of the Fair Association will include, but are not limited to the following:

- Admissions/Camping
- Advertising/ Promotion
- Office/Budget/Contracts/Technologies
- Bylaws
- Grounds/Maintenance
- Entertainment
- Food Booth
- Long-Range Planning
- Parking
- Scholarship
- Sponsorship/Fundraising
- Vendors/Amusements

Each committee shall report at each meeting.

ARTICLE IX
Contracts/Rental Agreements/Leases

The only people authorized by the Cornish Fair Association, Inc. to enter into any oral or written agreement or contract for labor or commodities shall be the President or Vice-President of the Cornish Fair Association, Inc. and/or the Board of Directors. Any agreement entered into by any other parties in the name of the Cornish Fair Association, Inc. shall be considered null and void.

ARTICLE X
Meetings

Section 1:

The Fair Directors shall hold regular meetings as follows:

September - the Second Monday (Evening)

October - The First Monday (Evening)

November - The First Monday (Evening)

December - The First Saturday After the First Monday (Morning)

January - The First Saturday After the First Monday (Morning)

February - The First Monday (Evening)

March - The First Monday (Evening)

April - The First Saturday After the First Monday (Morning)

May - The First Monday (Evening)

June - The First Monday (Evening)

July - The First and Third Monday (Evening). In the event the First Monday falls on July 4, then the meeting schedule will be the Second and Third Monday (Evening)

August - The First and Third Monday (Evening) and the Saturday prior to the Fair (Evening)

- a) The September Meeting shall be the annual meeting and will include time for public input. This meeting shall be publicized one week in advance by public publication.

Section 2:

The officers of the Board of Directors or any five (5) of the Directors may call any other necessary meetings of the Directors.

Section 3:

One third of the number of Fair Directors will constitute a quorum. A quorum shall be required to transact business at any meeting of the Fair Directors. Associate Directors may vote only if appointed by the Board President when a quorum of regular Board members is not present.

Article XI Important Issues

Section 1:

All important issues shall require a vote of 51% of all the Fair Directors present and voting, whether it be in-person or electronic means.

Section 2:

Important issues shall be defined as the expenditure of more than \$2,500.00 of operating expenses, a change in Fair dates or times, major ground improvements or changes, and such other issues that the officers of the Cornish Fair Association, Inc. deem important.

ARTICLE XII Operations

Section 1:

The Cornish Fair exhibits shall be divided into their respectful departments, each covering a segment of the Cornish Fair and each with a designated superintendent.

Section 2:

Each department shall have rules and regulations which shall govern the department. These rules shall be written out and appear each year in the Cornish Fair Exhibitor Handbook and can be changed only by the authorization of the Fair Board of Directors.

Section 3:

Each department/superintendent shall plan and present a yearly budget to be presented to the Budget Committee on or before the December meeting. Budget shall include all premiums to be paid out, and any other foreseen expenses. Department superintendent manages the budget to ensure controlled, effective spending.

ARTICLE XIII Department Superintendents

Section 1:

Each Cornish Fair department must have a managing Superintendent. While superintendents are not required to be a Fair Board Director, they may be called to attend Board Meetings to exchange ideas, concerns or recommendations. Superintendents are encouraged to attend the training opportunities at the annual VT/NH Fair Association Meeting. (Registration will be paid by the Fair Association when the Fair's training budget allows.)

Section 2:

Superintendents should:

- A. Have some knowledge/experience in their department.
- B. May form/recruit a team to assist them in managing departments and activities.
- C. Are in charge of organizing Cornish Fair participants, getting announcers and judges, and requesting ribbons from the fair office.
- D. Fill out and sign premium vouchers. (The Open Exhibit Superintendent may defer to respective Department Heads to fulfill this action).
- E. Call committee meetings as needed.

ARTICLE XIV

Bingo

The Cornish Fair Association, Inc. shall sponsor Bingo at the annual Fair when a state authorized/licensed organization is willing to facilitate/organize the event.

ARTICLE XV

Political Neutrality

The Cornish Fair Association maintains a strict policy of political neutrality. The Association does not support or engage in any form of political campaigning or the promotion of political opinions, and our activities and events are intended to be free from political influence. (Per IRS 501 (c) (3) tax code)

ARTICLE XVI

Bylaws

These Bylaws shall be reviewed by the secretary of the board of directors, or other board member(s) as assigned by the president, at a minimum of every two (2) years, on years ending in odd numbers (1,3,5,7,9). Any recommended changes to the bylaws must first be reviewed by the Bylaws committee. The Bylaws committee will research/review any/all recommendations and if deemed appropriate, the committee will present a proposal to the Cornish Fair Association Board of Directors for adoption. In accordance with NH RSA 292, Section 6, bylaws may be amended at any meeting of the Cornish Fair Association by a 2/3rd majority vote of the Association members present.

ARTICLE XVII
Dissolution

In the event of dissolution of the Cornish Fair Association, all assets will revert to the Town of Cornish.