

ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS

1. Annual Meeting. An annual meeting of the Board of Directors shall be held at such time as shall be determined by the Secretary within thirty days after the annual meeting of the membership. The purpose of this meeting shall be to review the status of the Fair, to elect appoint officers, and to continue to perform acts necessary to further the interest of the organization. ~~All or any portions of the Annual Board Meeting Board retreat may be held in closed session.~~
2. Regular Business Meetings. There shall be a regular business meeting of the Board the first Monday of every month, unless otherwise specified by the Board agenda.
3. Special Meetings. Special meetings of the Board may be called by the President and two Directors or by five Directors when deemed necessary and with appropriate notice. These meetings may be open to members or closed to all except the Board, consultants, witnesses, and such other persons as the Board may invite. No votes shall be taken in closed session other than for the purpose of personnel, real estate, or legal matters.
4. Notice. Written notice for the annual meeting and regular or special business meetings of the Board shall be delivered by hand, by mail, or by email to each director at the address currently entered into the records of the Fair. Such notice shall be given not less than seven nor more than thirty days prior to the date of the meeting and shall set forth the time and place of the meeting. It is the responsibility of the individual director to provide the Secretary with a correct mailing and email addresses. A director may waive notice of any meeting of the Board of Directors by submitting a written waiver of notice to the Secretary. Attendance of a director at any meeting of the Board of Directors shall constitute waiver of notice.
5. On-Site Meetings. In addition to regular business meetings set out in VIII-2 above, it is anticipated that frequent meetings of the directors may be required during the production of the annual fair event. For purposes of this Section, the production of the annual fair event includes the two months preceding the event, the actual dates of the annual fair event, and the month following the fair event. Notice for each such meeting is to be given by the Secretary with as much dispatch as is reasonably possible under the circumstance, but individual directors shall have an affirmative duty to inform themselves of the meetings or to be easily available to receive notice.
6. Quorum. A majority of the directors, but in no case fewer than six, shall constitute a quorum for the transaction of business.
7. Voting. A two-thirds majority of all the Directors present and voting at a meeting at which a quorum is present shall be an act of the Board of Directors. No action shall be taken by the Board of Directors without a meeting. For purposes of this Section, abstentions shall not be counted as votes.
8. Policy of Decision Making. It shall be the express policy of the Fair that all Regular Business Meetings are open to members of the Fair and that, in acting on any matter before it, the Board shall give due consideration to the opinions and desires expressed by those members present.
9. Conflict of Interest. Any Board member who has a conflict of interest on any matter brought before the Board (i.e., the matter under consideration will have a direct or indirect financial effect on the director, a relative of the director or a member of the director's household) must, before discussion or vote on the issue, fully disclose the conflict. The member shall not be counted for purposes of a quorum, but may vote unless the issue is within the scope of Article X.