

**Northwestern Michigan Fair Association
Board of Directors Annual Meeting
November 3, 2022**

1. **Call to Order:** Joe Hubbell at 6:49 pm
2. **Pledge of Allegiance:** By Frank Guerin
3. **Roll Call:** By Tom Looks
 - a. **Board Members Present:** Joe Hubbell, Sonya Youker, Al Henning, Erika Sprenger, Milt Lewis, Cody Foster, Carolyne Woodhams, Clarissa Johnston, Mike Barley, Karen Zenner, Tom Looks, Frank Guerin, Tammara Sanchez, Jill Duell, Caleb Hubbell
 - b. **Board Members Absent:** None
4. **2022 Annual Meeting Agenda: Motion 11.3.22.1:** Cody Foster/Mike Barley made motion to approve 2022 Annual Meeting Agenda. Motion Passed.
5. **Presentation & Approval of 2021 Annual Meeting Minutes: Motion 11.3.22.2:** Al Henning/Mike Barley made motion to approve 2021 Annual Meeting Minutes. Motion Passed.
6. **President's Annual Report:** Joe Hubbell, 2022 was a great year for us. WE had a lot of accomplishments. Johnson Foundation made a generous donation for the rabbit barn, lights in the swine barn. In 2023 we are working with Cherryland and Todd Gutzka for a major power infrastructure upgrade. We have had two power failures this fall and are looking to move forward with improving the system.
7. **Treasurer's Report & Annual Finance Report:** Tammara went over the 2021/2022 Profit Loss and Balance Sheet. Wayne Bancroft: Question regarding 4H Donations for building barns but the barns become assets of the fair and not 4H. Joe Hubbell and Jenifer Berkey answered that MSU is not allowed to build on grounds that MSU does not own. Also, asked a question about the insurance company and the relatively low premium. Cannot see how we can operate a fair association and a fair on \$790. Joe H answered that is non-fair week expenses. Fair week expenses are a different class. Tammara also went over the Budget 2022/2023 Budget. Matt Breithaupt asked about the Gate's line item \$25,000. Tammara answered it is for the payment for the groups that work the gates as well as the security that works the gates. Question on the veterinarian line item asking if the amount was incorrect. Tammara answered the veterinarian

donates his time. **Motion 11.3.22.3:** Mr. Barley/Keri Bancroft made motion to approve the 2022/2023 Budget. Motion Passed.

8. Public Comment: Mr. Barley would like to see the handicap parking area to be larger. Joe H: We will be working on moving the handicap parking into the main parking lot. Linda Oasley, been a 4H member many years and would not like to see it change. Laura Guerin, been a member of 4H for many years, volunteered last year on a few different things and would like to see more volunteers helping run the fair. Leanne Wares: had concerns about the safety of her children on the fairgrounds, as a 4H volunteer we are vetted and passed a national background check. Her children will not go up to any fair volunteer. Dillon Rosa: we just put a guy that used to be on the fair board in prison for animal cruelty. Would like to keep it as 4H. Jennifer Berkey: Currently works for MSU Extension as District Director. As a representative of the university looking to deepen the partnership with MSU and the NWMI Fair Association. Tammy Nemeskal: I just wanted to let everybody know that the fair board is not the people that wrote the proposed bylaws. They are the ones that needed to get you here to vote. Wayne Bancroft: I have been involved as long as anybody here, I was on the fair board when it was at the civic center. I have been involved with the livestock judges and was told this year that you are second to none when it comes to livestock and the grounds and keep up doing a great job.

9. Introduction of 2022 Board Member Candidates: Milt Lewis, Cody Foster, Laurie Ashley, Frank Guerin, Amanda Wilkins for Carlyne Woodhams, Joe Hubbell

10. Introduction of 2022 Bylaw Amendments: Joe Hubbell stated that by law proposals can be written by any member of the association and as a board we are required to allow them to go to vote by the whole association.

Kayce Caugh: I am here as a fair association member, some of the by-law proposals are written by me and they are not intended to get rid of 4H. This decision has been a discussion for over a year. If the 15 board members sitting behind me do not want to take on the task of moving forward with the 3 by-law proposals, I will withdraw all three of them. Question: Why she wants to get rid of 4H? Kayce: I do not want to get rid of 4H, I have been telling people to keep being club leaders, stay in the 4H clubs. It all comes down to finances. Laura Guerin: What is the different with the livestock council money vs the youth fair? Question: Is there a MSU grant that can be applied for by the fair

board? Jennifer Berkley: The money would not come directly from the MSU Extension. We would utilize our resources to support the fair association. Laurie wants everyone to remember that a lot of the money donated for the barns was through the Paul Johnson Foundation which is through 4H. Wayne McCarry: People look around the fair and see a lot of names on buildings, some of the improvements people see and do not see, there are no names associated with them. The board is working on many improvements, in time they will come, leave it the way it is. Robin Gildner: Is the board willing to take on the task? Lynn Henning: Has anybody seen supporting documents for by-law proposals 1 and 2?

The fair board voted if they would support the by-law proposals. Yes – 2, No – 11.

Kayce Caugh withdrew by-law amendment proposals 1, 2 and 4.

Frank Guerin reviewed by-law proposals 3, 5, 6 and 7. Proposal 6, amended by the proposer Lynn Henning, is an addition of language rather than a change of the current by-law language. Proposal 7, amended by the proposer Lynn Henning, is an addition of language rather than a change of the current by-law language.

11.Voting

12. Presentation of 2022 Election Results

3 Year Positions

- a. Milt Lewis – 186**
- b. Frank Guerin – 173**
- c. Cody Foster – 170**
- d. Joe Hubbell – 168**
- e. Carlyne Woodhams – 155**
- f. Laurie Ashley – 119**

By-Law Proposals

- 1. By-Law proposal #3 – Passed with 175 “yes” votes. Number of votes required for 2/3 of active members voting was 134 votes.**

Original: Article V- Committees: Sec. 1: The Board of Directors is authorized to create such committees as the Board, in its discretion, deems necessary to assist the Board in the performance of its duties. Committees shall investigate and make

recommendations to the Board of Directors as to those matters assigned to the committee by the Board of Directors. (Current)

Proposed Addition: All committees will use their abilities and talents to enhance the Association. They will be required to hold meetings which any validated member of the Association can attend, Members can make suggestions and state opinions. The committee will keep written minutes. Any decisions will be brought before the board of directors for denial or final approval.

2. By-Law proposal #5 – Passed with 169 “yes” votes. Number of votes required for 2/3 of active members voting was 129 votes.

Article VII- Duties of Officers: Sec. 3.2

Proposed Addition: 2nd Vice President: The duties of the 2nd Vice President are to assist the 1st Vice President in duties allocated by the President, i.e. attend meetings or to assist with the duties that neither the 1st Vice President or President can fulfill.

Treasurer will become Section (4), Secretary will become Section (5)

3. By-Law proposal #6 – Passed with 177 “yes” votes. Number of votes required for 2/3 of active members voting was 133 votes.

Original: Article VIII Sec. 1- BY-LAW AMENDMENTS: Only the Membership may alter, amend, add to or repeal these By-Laws. These By-Laws may only be altered, amended, added to or repealed by no less than a two-thirds majority of all active Members voting in person. The Membership may amend these By-Laws at the Annual Meeting or any Special Meeting. (11/2015)

Proposed addition: To propose or amend a bylaw pertaining to the NWMF a member must be an active member. Verification of Lifetime or current Annual Membership. No anonymous applications to by-law changes. The originator must identify themselves and the reason for the by-law change. The by-law change may go to committee with the organization giving their opinion of the by-law change, support, or no support.

4. By-Law proposal #7 – Passed with 148 “yes” votes. Number of votes required for 2/3 of active members voting was 129 votes.

Original: Article VIII Sec. 2- By-Law Amendments: Sec. (2) PROPOSED AMENDMENTS: The Board of Directors or any Member may propose amendments to these By-Laws. For a proposed By-Law amendment to be presented to the Membership for approval, it must be submitted in writing to any Director. The Director shall forward the proposed amendment to the Secretary. If the proposed amendment is submitted no less than sixty (60) days prior to the Annual Meeting, the proposal shall be submitted to the Membership at the Annual Meeting. If the proposed amendment is submitted at any other time, the Board of Directors shall decide if a Special Meeting of the Membership

should be called to consider the proposed amendment. The Secretary shall enclose a copy of the proposed By-Law amendment with the Notice of the meeting at which the amendment is to be acted upon. (2/2017)

Proposed Addition: The Northwestern Michigan Fair Board reserves the right to reject the proposed by-law change if deemed in violation of pre-existing by-laws or detrimental to the association determined by the NWMI Fair Board. Any and all proposals for new By-Laws or Amendments must be submitted to an active Board Director with name and signature of the person proposing the new or amended By-Law and dated.

Any Bylaw or Amendment proposed with malice or harmful intent to function and operation of the NWMF, it's Directors or Membership, will be removed from consideration or from being presented to the Membership until a discussion with the Proposer, the Bylaw Committee and the NWMF Board Directors present, has been called. Proposer needs to be present, with their proposals, for presentation and discussion at the By-Law Committee meeting, if required. Proposer to be notified of date, time and location. Acceptance, revision and/or dismissal, in writing, of said proposal, will occur at the time of the meeting.

Proposals for Bylaws or Amendments must be published by the NWMF Secretary, for review of the Committee and the NWMF Board of Directors. Proposal presented at the Annual Meeting in November to be voted on. The membership of the NWMF Association will vote by paper ballot.

13. Changing of the Board: No change of the board.

14. Motion 11.3.22.4: Carolyne Woodhams/Clarissa Johnston made motion to destroy 2021 Ballots. Motion Passed

15. Adjournment: Motion 11.3.22.5: Carolyne Woodhams/Cody Foster made motion to adjourn 9:26 pm. Motion Passed

President

Joe Hubbell

Karen Zenner/Jill Duell

Vice President

Frank Guerin

Cody Foster/Jill Duell

2nd Vice President

Karen Zenner

Cody Foster/Frank Guerin

Sonya Youker – did not accept nomination Al Henning/Erika Sprenger

Treasurer

Tammara Sanchez

Erika Sprenger/Jill Duell

Secretary

Thomas Looks

Clarissa Johnston/Tammara Sanchez