

**PROPOSED RESOLUTION OF THE MEMBERS OF
CASS COUNTY FAIR ASSOCIATION
(A Michigan Nonprofit Corporation)
ESTABLISHING THE NUMBER OF DIRECTORS AT EIGHTEEN (18)**

Authority: Article IV, Section 4.2 of the Amended and Restated Bylaws of the Cass County Fair Association.

RECITALS

WHEREAS, Article IV, Section 4.2 of the Bylaws provides that the Board of Directors shall consist of not less than fifteen (15) and not more than twenty-five (25) persons, with the number of Directors to be determined from time to time by the Members;

WHEREAS, Section 4.2 further provides that Directors serve three-year terms, with the terms of approximately one-third of the Directors expiring each year;

WHEREAS, establishing the Board at eighteen (18) Directors permits the Association to maintain a balanced three-year staggered term structure under which six (6) Director positions ordinarily expire each year; and

WHEREAS, an eighteen-member Board also provides additional continuity and operating flexibility in the event of a resignation, incapacity, removal, or other vacancy while remaining above the fifteen-Director minimum established by the Bylaws.

NOW, THEREFORE, BE IT RESOLVED by the Members of the Cass County Fair Association as follows:

- 1. Board Size.** Pursuant to Article IV, Section 4.2 of the Bylaws, the number of Directors constituting the Board of Directors is hereby established at eighteen (18).
- 2. Creation of Additional Positions.** The three (3) additional Director positions necessary to increase the Board from fifteen (15) to eighteen (18) Directors shall be established upon adoption of this Resolution.
- 3. Initial Staggering of Terms.** To preserve the existing three-year staggered term structure, the three (3) additional positions shall initially be filled so that one position expires after one (1) year, one position expires after two (2) years, and one position expires after three (3) years.
- 4. Subsequent Terms.** Following expiration of each initial staggered term described above, the Director elected to that position shall serve a regular three-year term, consistent with Article IV, Section 4.2 of the Bylaws.
- 5. Annual Rotation.** After the initial staggering is completed, six (6) Director positions shall ordinarily expire each year, thereby maintaining an equal one-third rotation of the eighteen-member Board.
- 6. Vacancies.** Nothing in this Resolution alters the vacancy procedures contained in Article IV, Section 4.7 of the Bylaws. The purpose of establishing an eighteen-member Board includes providing greater continuity while any vacancy is being addressed in accordance with the Bylaws.
- 7. Effective Date.** This Resolution shall become effective upon approval by the Members at a duly called meeting of the Members at which the matter is properly presented for action.

REQUEST FOR ACTION. The undersigned Member respectfully requests that this Resolution be included among the business presented to the Members at the next duly called meeting at which the matter may properly be considered, and that the Members be afforded an opportunity to vote on the Resolution.

Submitted by: Nickolas Dussel, Member

Signature: _____

Date: _____

Received by: _____