

**INTERNATIONAL ASSOCIATION
OF
FAIRS AND EXPOSITIONS
BYLAWS**

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BYLAWS

INTERNATIONAL ASSOCIATION OF FAIRS AND EXPOSITIONS

ARTICLE I NAME AND LOCATION

- SEC. 1 The name of the Association shall be INTERNATIONAL ASSOCIATION OF FAIRS AND EXPOSITIONS.
- SEC. 2 The principal office shall be determined by the Board of Directors.

ARTICLE II PURPOSE

- SEC. 1 The purpose of this Association shall be:
- a. To promote and encourage the development and improvement of the fairs and expositions industry;
 - b. To provide a center for the collection and dissemination of information concerning the welfare and interest of its members;
 - c. To bring the members together at specified times for exchange of information and programs that promote and benefit the industry;
 - d. To encourage and assist the growth and development of fair industry personnel so as to produce ever-improving educational and entertainment activities for the fair-going public.

ARTICLE III MEMBERSHIP

- SEC. 1 The corporation shall have no capital stock. Eligibility for membership shall be determined upon submission of an application complying with the provisions of these Bylaws accompanied by payment of the membership dues as established by the Board of Directors. All applicants for membership shall agree as a condition of consideration of the application and continued membership to abide by these Bylaws, all policies, procedures, rules and regulations that the Board of Directors may establish from time to time.
- SEC. 2 CLASSES OF MEMBERS. There shall be six classes of members within the Association: Active, Associate, Student, Sustaining, Honorary, and State and Provincial Associations of Fairs.
- a. ACTIVE MEMBERS
- Active membership shall consist of corporations, associations, societies, and departments of any national, state, province, county, or city government that operate an annual fair or exposition.
- For the purposes of membership, a fair or exposition shall be defined as an annual celebration that incorporates agricultural exhibits, shows, or competition and at least two more of the following activities:

- (1) youth programs
- (2) commercial and/or education exhibits
- (3) competition in the fine and/or home craft arts
- (4) a midway or entertainment area

Upon request, the applicant shall provide to the International Association of Fairs and Expositions office documents supporting its eligibility for membership.

b. ASSOCIATE MEMBERS

Associate membership shall consist of:

- (1) Fairs and expositions, as defined in Article III, Sec. 2a, outside of the United States and Canada which have never been active members of this Association. Such a fair or exposition may be an associate member for only one year. Thereafter, if it desires to be a member it must join as an active member.
- (2) Annually scheduled events such as rodeos, horse shows, livestock shows, community celebrations, trade shows, etc. that do not meet the criteria set forth in Article III, Sec. 2a.
- (3) Agricultural, horticultural, livestock, and other associations whose purposes include the furthering of agriculture, industry, and community life through fairs.
- (4) Corporations, organizations, or individuals who provide services, entertainment, exhibits, concessions, equipment, or supplies to the fair industry (hereinafter referred to as "Article III Section 2 (b) (4) associates or Article III Section 2 (b) (4) associate member/members."
 - (i) Prospective Article III Section 2 (b) (4) members shall with its, his or her membership application submit to the President/Executive Secretary a description of what it, he or she provides to the fair industry and based upon that description and the results of any independent findings of the President/Executive Secretary the prospective member shall upon acceptance into membership be assigned to one of four Article III Section 2 (b) (4) membership categories which consist of:
 - (A) Entertainment
 - (B) Commercial Exhibits and Concessions,
 - (C) Carnivals, Midway Rides, and Ride Manufacturers/Distributors, or
 - (D) Supplies and Services
 - (ii) Article III Section 2 (b) (4) associates that are corporations or organizations shall designate in writing one individual representative who upon Board of Directors approval shall be the Article III Section 2 (b) (4) primary contact with the association and shall be the only individual entitled to vote as set forth in these by-laws on behalf of such associate member.
 - (iii) Article III Section 2 (b) (4) associates may attend business meetings of the Association, provided the presiding officer has not called the meeting into executive session, in which case Article III Section 2 (b) (4) associates, except the at large Article III Section 2 (b) (4) Directors, may not attend. Article III Section 2 (b) (4) associates may serve ex-officio/non-voting on all education program committees but shall not serve on Administrative or Activity Committees.

- (iv) Additional and individual representatives of the Article III Section (b) (4) associates that are corporations or organizations may be designated by such associates, upon payment of dues as set forth by the Board of Directors and such representatives shall have all the rights and privileges afforded to the primary representative except such corporation or organization shall have only one vote which shall be cast as set forth in these by-laws by the primary contact representative.

c. STUDENT MEMBERS

Student members shall be individuals who are enrolled as full time students (carrying 12 or more hours per semester or equivalent academic period) in an accredited college, university or trade school pursuing a degree in fair, exhibition, exposition or show management; event management, recreational studies or hospitality management. An individual may be a student member for a total of four (4) years. Student members will not have the right to vote in membership meetings but may serve on Association committees.

d. SUSTAINING MEMBERS

Sustaining membership shall consist of corporations, organizations, or individuals who desire to aid the attainment of the purposes of this Association in a financial way.

e. HONORARY MEMBERS

Honorary membership for life and without the payment of dues may be accorded certain persons upon the recommendation of the Board of Directors.

f. STATE AND PROVINCIAL ASSOCIATIONS OF FAIRS

State and provincial associations of fairs duly organized within their respective state or province.

SEC. 3 MEMBERSHIP APPLICATION AND WITHDRAWAL. Application for membership shall be on such forms as prescribed by the Board of Directors and shall require approval of a majority of the Board. Membership shall be in the name of the fair, exposition, association, or organization unless otherwise stipulated in SEC. 2, CLASSES OF MEMBERS above, and no membership is transferable. Any member may withdraw from membership upon giving thirty (30) days notice in writing to the Secretary. Such withdrawal shall result in the forfeiture of any prepaid dues and that member shall not be eligible for readmission to the membership until one year after the date of withdrawal. Withdrawal of membership by an active member, associate member, or state and provincial member or disassociation from the industry by an individual member shall automatically terminate his or her term in any elected or appointed position held by such member representative or such individual.

SEC. 4 Any membership may be suspended or terminated for good cause by two-thirds vote of the Board of Directors at any properly called meeting of the Board of Directors, providing that the member has been notified in advance of such meeting, and has been given the opportunity to be heard at such meeting as to the grounds for the proposed suspension or termination.

SEC. 5 Cause for suspension or termination includes, but is not limited to, the violation of the Bylaws of the Association or other acts or omissions detrimental to the best interests of the Association, causing a financial loss to the Association, being convicted of or admitting guilt to violation of a state, provincial, or federal statute or regulation. In the event any member is suspended or otherwise terminated in membership, such former member shall immediately thereupon cease and desist in the use of any Association insignia or emblems or in any other way holding itself out as being a member of or affiliated with the Association, and such former member shall forfeit all of its rights, title, or claim to any part of any funds or assets of the Association. Elected or appointed positions in the Association held by such member's representatives or individual member shall be terminated by the suspension or termination of membership.

ARTICLE IV DUES

SEC. 1 The annual dues for all types of membership shall be established by the Board of Directors.

SEC. 2 All dues are payable on January 1 for the year following and are delinquent ninety (90) days thereafter. The Secretary shall bill each member before the first day of January and, if required, send a second notice on or about February 1. If payment is not received by April 1, the member shall, without further notice or hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership, provided that the Board of Directors may extend the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE V OFFICERS AND DUTIES

SEC. 1 The officers of the Association shall be Chairman or Chairwoman, First Vice Chairman or Chairwoman, Second Vice Chairman or Chairwoman, and Treasurer, all of whom shall be members of the Board of Directors, and a President/Executive Secretary.

The Chairman or Chairwoman of the Board, First Vice Chairman or Chairwoman, and Second Vice Chairman or Chairwoman shall serve for a term of one (1) year or until their successors are duly elected and qualified. The Treasurer shall serve for a one (1) year term, but shall not serve for more than three (3) consecutive 1-year terms or until his or her successor is duly elected and qualified.

SEC. 2 **SUCCESSION TO THE CHAIR.** Subject to Section 1 of this Article V the First Vice Chairman or Chairwoman shall automatically become the Chairman or Chairwoman at the annual business meeting of the Association and the Second Vice Chairman or Chairwoman shall automatically become the First Vice Chairman or Chairwoman. At the annual membership meeting, the members eligible to vote as set forth on these by-laws shall elect a Second Vice Chairman or Chairwoman. Once elected as Second Vice Chairman or Chairwoman such person shall automatically succeed to the First Vice Chairman or Chairwoman, then the Chairman or Chairwoman, and then first immediate past Chairman or Chairwoman and second immediate past Chairman or Chairwoman.

SEC. 3 **DUTIES OF THE CHAIRMAN OR CHAIRWOMAN OF THE BOARD.** The Chairman or Chairwoman shall preside at all meetings of the Board of Directors and the general membership. He or she shall chair the Executive Committee, serve as an ex officio member of all committees, and shall be responsible for recommending an annual program of work to the Board of Directors.

- SEC. 4 DUTIES OF THE FIRST VICE CHAIRMAN OR CHAIRWOMAN. The First Vice Chairman or Chairwoman shall assume the duties of the Chairman or Chairwoman in the event of his or her temporary disability or absence and shall have overall responsibility for the annual convention and spring conference and shall be responsible to the Board of Directors for those arrangements.
- SEC. 5 DUTIES OF THE SECOND VICE CHAIRMAN OR CHAIRWOMAN. The Second Vice Chairman or Chairwoman shall assume the duties of the Chairman or Chairwoman in the event of the temporary disability or absence of both the Chairman or Chairwoman and the First Vice Chairman or Chairwoman and shall be responsible for membership and such other programs and projects as may be assigned by the Chairman or Chairwoman.
- SEC. 6 DUTIES OF THE PRESIDENT/EXECUTIVE SECRETARY. The President/Executive Secretary shall be a salaried staff head charged with the administrative management of the Association. He or she shall be employed by, have his or her salary fixed by, and be directly responsible to the Board of Directors. He or she shall maintain all records, receive and disburse all funds, and sign all contracts and checks for the Association; shall give notice of all membership, Board of Directors, and Executive Committee meetings; and shall prepare and distribute agenda for and minutes of such meetings. The President/Executive Secretary shall have direct supervision of the employed staff; shall work closely with the Treasurer and Finance Committee in the preparation of annual budgets and the annual audit; shall serve as Secretary for all standing committees; and shall work closely with the First Vice Chairman or Chairwoman in the planning and production of the annual meeting with direct responsibility for the convention trade show. The President/Executive Secretary shall devote full time to the operation and betterment of the Association and shall be eligible for a fidelity bond to be purchased by the Association in an amount determined by the Board of Directors.
- SEC. 7 DUTIES OF THE TREASURER. The Treasurer shall have a background in accounting or finance AND/OR shall have previously served on the Budget and Finance Committee of the IAFE. He or she shall chair the Budget, Finance, and Audit Committee(s) and, in close cooperation with the President/Executive Secretary and through the aforementioned committee(s), shall be responsible for the preparation and recommendation of an annual budget, quarterly reports to the Board of Directors on that budget, and for an annual audit by an outside, independent certified public accountant selected by the Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

- SEC. 1 The business affairs of the Association shall be managed by a Board of Directors consisting of nineteen (19) members. The Board of Directors shall determine the Association's policies or changes therein within the limits of the Bylaws and shall actively prosecute its purposes. The Board may amend these Bylaws as provided herein. The Board may also cause to be created such other organizations, foundations, or corporations as it deems necessary or appropriate. The Board of Directors will exercise all powers of the Association in accordance with and as permitted by these Bylaws.
- SEC. 2 The Board of Directors shall consist of nineteen (19) elected members and the President/Executive Secretary elected by the Board as an ex officio director. The directors shall consist of the following and shall serve for the following terms or until their successors are elected and qualified:
- a. The Chairman or Chairwoman, the two (2) immediate past Chairmen or Chairwomen, the two (2) Vice Chairmen or Chairwomen, and the Treasurer. They shall serve on the Board during the time they are duly elected and serving in their respective office.

- b. A representative of the Federation of State and Provincial Associations of Fairs who shall serve for a two-year term and shall not be permitted to succeed his or her self in the office of director.
- c. A representative of the Canadian Association of Fairs and Exhibitions who shall serve for a two-year term and shall not be permitted to succeed his or her self in the office of director. The Canadian Association of Fairs and Exhibitions may designate a substitute representative for its elected representative who may participate in board meetings held outside of Canada and who may vote by proxy for the elected board member in such meetings.
- d. A representative of the Asociación Nacional de Ferias y Fiestas Populares Mexicanas, A.C., who shall serve for a two-year term and shall not be permitted to succeed his or her self in the office of director. The Asociación Nacional de Ferias y Fiestas Populares Mexicanas, A.C., may designate a substitute representative for its elected representative who may participate in board meetings held outside of Mexico and who may vote by proxy for the elected board member in such meetings.
- e. Two directors-at-large representing the Article III Section 2 (b) (4) associates, shall serve for two-year terms and shall not be permitted to succeed his or herself, one of the two such directors-at-large elected in 2003 shall serve for only a one year term and shall not be permitted to succeed his or herself, thereafter each year, one director-at-large shall be elected for a two year term. Only one director-at-large shall serve at any time from one of the four categories set forth in Article III Section 2(b) (4) (i).
- f. Eight (8) directors who shall be elected from and shall represent each of the eight (8) zones. He or she shall serve for one 3-year term and shall not be permitted to succeed his or her self in the office of Director. Directors from zones 2, 4, and 6 shall be elected for one 3-year term in 1994 and their successors shall be elected every third year thereafter. Directors from zones 1, 3, and 7 shall be elected for one 3-year term in 1995 and their successors shall be elected every third year thereafter. The director from zone 8 shall be elected for one 2-year term in 1994 and the director from zone 5 shall be elected for a one-year term in 1995. In 1996, the directors from zones 5 and 8 shall be elected for one 3-year term and their successors shall be elected every third year thereafter.

Each of the eight (8) zones, the Federation of State and Provincial Associations of Fairs, the Canadian Association of Fairs and Exhibitions, and the Asociación Nacional de Ferias y Fiestas Populares Mexicanas, A.C., shall select their nominee for the Board at their appropriate meetings preceding the general membership business session at the annual meeting and such nominees shall be presented to the Nominating Committee for inclusion in its committee report.

SEC. 3 The makeup of the eight (8) zones shall be:

- a. Connecticut, Maine, Massachusetts, New Brunswick, New Hampshire, Newfoundland, New Jersey, New York, Nova Scotia, Pennsylvania, Prince Edward Island, Quebec, Rhode Island, and Vermont;
- b. Delaware, Florida, Georgia, Maryland, North Carolina, South Carolina, Virginia, and West Virginia;
- c. Indiana, Kentucky, Michigan, Ohio, and that portion of Ontario less than 85° longitude west of Greenwich;
- d. Manitoba, Minnesota, North Dakota, Saskatchewan, South Dakota, Wisconsin, and that portion of Ontario more than 85° longitude west of Greenwich;
- e. Illinois, Iowa, Kansas, Missouri, and Nebraska;

- f. Alabama, Arkansas, Louisiana, Mississippi, Oklahoma, Tennessee, and Texas;
- g. Arizona, California, Colorado, Hawaii, Nevada, New Mexico, Utah, and Wyoming; and
- h. Alaska, Alberta, British Columbia, Idaho, Montana, Oregon, and Washington.
- i. Active members from outside the United States and Canada may, at their election, attend the meetings of and participate with all rights of active membership in any one of the eight (8) zones.

SEC. 4 Vacancies on the Board of Directors shall be filled by an election among the remaining members of the Board. If the vacated directorship is of a zone or association, the Board of Directors shall elect the replacement as follows:

- a. A vacated director position of a zone shall be filled for the unexpired term by an active member representative from the respective zone.
- b. A vacated director position from an association shall be filled for the unexpired term by a representative from the respective association.
- c. A vacated director-at-large position shall be filled for the unexpired term by a representative from the same category set forth in Article III Section 2 (b) (4) (i) a as the departed director.

SEC. 5 The Board of Directors shall meet within ten (10) days prior to the annual meeting of the Association; they may fix the time of this and other meetings and a majority of the Board of Directors shall constitute a quorum. Special meetings of the Board may be called by the Chairman or Chairwoman; all meetings shall require five (5) days official notice, although such requirement may be waived by two-thirds vote of the Board. Written or printed notice of each special meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be mailed to each director addressed to him at the address provided to the Board of Directors at least three (3) days before the day on which the meeting is to be held. Such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon addressed to the director. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all directors shall be present. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing. Such consents shall be filed with the Secretary in the minutebook of the Association.

SEC. 6 The Board of Directors shall determine the annual budget of the Association, shall annually review and set the salary of the President/Executive Secretary, shall cause an annual audit of the Association books and records to be made by an outside, independent certified public accountant, and shall submit reports of such audit to the members at the next annual meeting of the Association.

SEC. 7 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chairman or Chairwoman, the President/Executive Secretary, the First and Second Vice Chairmen or Chairwomen, the Treasurer, and the two (2) immediate past Chairmen or Chairwomen of the Association. The Board of Directors may delegate certain emergency powers to the Executive Committee to act for the Board during the interim between Board meetings. Any and all action so taken shall be reported to the Board of Directors at the next following meeting.

ARTICLE VII
MEETINGS

- SEC. 1 The annual membership meeting of the Association shall be held at the place and time designated by the Board of Directors. Notice of the annual meeting shall be mailed to all members by the President/Executive Secretary at least thirty (30) days prior to such meeting. The members present shall constitute a quorum. All active members shall have one vote and all associate, sustaining, and/or honorary and state and provincial associations of fairs members shall have no voting privilege.
- SEC. 2 Special meetings of the Association shall be called by the Chairman or Chairwoman upon written request of at least twenty-five (25) percent of the active membership or by a majority of the Board of Directors. At least fifteen (15) days notice shall be given all members, such notice shall specify the object and purpose of such special meeting and no other business than that specified shall be conducted. The presence of twenty (20) percent of the voting powers shall constitute a quorum at special meetings. All active members shall have one vote and all associate, sustaining, and/or honorary and state and provincial associations of fairs members shall have no voting privilege.
- SEC. 3 ZONE MEETINGS. Official representatives (as defined in Sec. 4 herein below) of active members within the respective zones identified in Article VI, Sec. 3, shall meet prior to and at the same site as the annual membership meeting and select from its body a nominee for the Board of Directors. Official representatives of active members within the respective zones may meet to promote the purposes of the Association at times and locations designated by the Board member from the zone. At least fifteen (15) days notice shall be given to all active members within the zone of such a meeting.
- SEC. 4 Article III Section 2 (b) (4) associate representatives shall meet prior to and at the same site as the annual membership meeting (which meeting shall be presided over in 2003 by the Chairwoman of the IAFE and in years thereafter by the director-at-large who is serving his or her second year in that capacity) and shall select from its body of those present (an) individual(s) to submit to the nominating committee described in Article IX Section 2, to fill the director(s)-at-large position(s) set forth in Article VI Section 2 (e) and the nominating committee shall recommend to the membership (a) director(s)-at-large to fill the open director-at-large position(s). No nominations from the floor shall be received or voted upon for director-at-large positions at any membership meetings.
- SEC. 5 VOTING AND PARLIAMENTARY AUTHORITY. Each active member organization shall have one (1) vote. Votes shall be cast either by voice or ballot by official representatives of the active membership present in person. Official representation shall be limited to the manager, secretary, a director, or an officer of the member organization. No proxies shall be allowed. Robert's Rules of Order shall be the official parliamentary manual governing the conduct of meetings of the Association.

ARTICLE VIII
FISCAL YEAR

- SEC. 1 The fiscal year of the Association shall end on December 31.

ARTICLE IX
COMMITTEES

- SEC. 1 The Chairman or Chairwoman shall have the power to appoint such standing and special committees as he or she may deem necessary to further the interests of the Association and its members. Such committees shall have such power as may be delegated to them by the Board of Directors, but shall have no power to contract for expenditures unless such power has been specifically given. Committees shall serve for one (1) year and/or until their successors are appointed and qualified.

- SEC. 2 NOMINATING COMMITTEE. The Chairman or Chairwoman shall appoint a Nominating Committee prior to the annual meeting and such committee shall recommend to the membership a slate of candidates for the officer positions. (Exception: President/Executive Secretary.) Nothing herein, other than the provisions of Article V Section 2 shall prevent other official representatives (as defined in Article VII, Sec. 5) of active members from being nominated from the floor and voted upon by the membership for an officer's position. Article III Section 2 (b) (4) associates shall not serve as officers.
- SEC. 3 The Chairman or Chairwoman shall appoint a Budget and Finance Committee to be chaired by the Treasurer of the Association.

ARTICLE X DISSOLUTION

- SEC. 1 No member shall have any right or interest in or to the property or assets of the Association. In the event of the dissolution of the Association, the Board of Directors shall distribute any assets remaining for charitable, scientific, or educational purposes.

ARTICLE XI AMENDMENTS

These Bylaws may be amended by a two-thirds affirmative vote of those members of the Board of Directors present at any annual or special meeting of the Board at which a quorum is present. Proposed changes must be sent to each member of the Board at least thirty (30) days before any such meeting. The Board of Directors shall not amend these Bylaws at such meeting unless the active members of this Association have been mailed the general text of such proposed change at least thirty (30) days before any such meeting. The notice to the active members shall contain the following statement: "You are invited to contact the Board of Directors of this Association who will be voting on this proposed amendment." All changes to these Bylaws shall be published in the *Fairs & Expos* magazine within ninety (90) days following the meeting of the Board of Directors which effects the change.

ARTICLE XII INDEMNIFICATION

- SEC. 1 The Association shall have the power and authority to indemnify and hold harmless to the full extent permitted by law any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether the Association would have the power to indemnify against such liability.

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