

CONSTITUTION AND BY-LAWS OF THE ARKANSAS FAIR MANAGERS ASSOCIATION
REVISED JANUARY 2015

Article I. NAME AND LOCATION

Section 1.01 The name of the organization is the Arkansas Fair Managers Association.

Section 1.02 The location of the principal office of the Association shall be determined by the Board of Directors of the Association.

Article II. PURPOSE

Section 2.01 The objective and purpose of this voluntary, non-profit, educational organization shall be to promote and encourage all of the purposes for which county, district and state livestock shows and fairs are organized and operated and to disseminate information of advantage to its members and to hold an annual educationally oriented convention and special meetings.

Article III. MEMBERSHIP

Section 3.01 There shall be two (2) types of membership as follows: active and associate.

Section 3.02 Active membership shall consist of county, district and State fairs that are paid-up members of the Arkansas Fair Managers Association.

Section 3.03 Associate members who have paid their current membership dues shall be considered as honorary members and shall not be entitled to vote on Association matters.

Section 3.04 Active and associate members shall be admitted to the Association upon review of the Executive Secretary and approval by the Board at the earliest possible time.

Section 3.05 All active and associate memberships shall be recorded in the roster of the Arkansas Fair Managers Association.

Article IV. DUES

Section 4.01 The annual dues of the Association shall be as follows:

- (a) Active membership dues shall be based on a percentage of the state premium funds received by the member fair, with the percentage to be determined annually by the Board of Directors.
- (b) Associate membership dues shall be established annually by the Board of Directors.
- (c) Any fair that fails to pay dues and therefore is dropped from The Association Membership for a period of one year or more, will be required to pay one preceding year and the current year dues before reinstatement. If necessary, a payment plan may be agreed upon, at that time, with the present Board of Directors at their discretion.

Article V. DIRECTORS

Section 5.01 The business and property of the association shall be managed by the Board of Directors consisting of 12 voting members. Ten (10) voting members of the Board of Directors shall be elected from the active membership of the Association. To be eligible for election to the Board of Directors, a candidate must be an active voting member of his/her fair board and maintain this status during the term or terms of the candidate. Board members who lose this status during their term will relinquish the remainder of their term and their successor will be elected at the next Annual Meeting. Two (2) voting associate members shall be selected from associate membership.

Section 5.02 It shall be the responsibility of the Board of directors of the AFMA to employ an Executive secretary and thereby outlining the positions, responsibilities and duties so the highest and best results can be obtained from the said Executive Secretary. The general duties, to be further outlined, shall be to administer the day to day operations of the association under the direction of the Board of Directors with the direct supervision of the President of the Board. Compensation for the position and all expenses of the Association shall be set and approved by the Board of Directors. The Executive Secretary shall be chosen from resumes submitted from members in good standing of the Arkansas Fair Managers Association. The terms of the ten (10) voting board members shall be staggered so that two(2) voting board members shall be elected annually at the Association's annual meeting. At the 1994 annual meeting a full slate of ten (10) directors shall be elected, with two (2) directors being elected for a five (5) year term, two (2) directors being elected for a four (4) year term, two (2) directors being elected for a three (3) year term, two (2) directors being elected for a two (2) year term, and two (2) directors being elected for a one (1) year term. In the event that any of the ten (10) voting Board members who are serving at the time of the 1994 elections wish to run for re-election to the Board of Directors, then those directors who have served the longest during their current tenures shall run for the short term positions, and those directors who have served the least amount of time in their current tenures shall run for the longest positions. Thereafter, with the 1995 elections, two (2) voting directors will be elected each year to a term of five (5) years. Voting Active Membership Directors shall serve no more than two (2) terms or a total of ten (10) years.

Section 5.03 Two (2) voting associate members shall be selected from Associate Membership. The two Associate board members shall be elected by the membership and shall serve for the term of two (2) years. Voting Associate Membership Directors shall serve no more than five (5) terms or a total of ten (10) years.

Article VI. OFFICERS

Section 6.01 The officers of the Association shall consist of the President, First Vice-President, Second Vice-President, and Third Vice-President. The officers of the association shall be elected annually by the Board of Directors from among the active members of the Board of directors and shall serve for a term of one (1) year, and until their successors are duly elected. No person shall ever serve more than two (2) terms as president and never serve consecutive terms as president. Immediately following the election of directors at each annual meeting, the Board of Directors shall meet and elect the officers of the Association.

Section 6.02 The President of the Association shall be the Chairman of the Board of directors and shall preside over all meetings of the Board of Directors and all meetings of the Association. The President shall also be an ex-officio member of all committees.

Section 6.03 The Vice-President of the Association shall, in order of succession, perform the duties and exercise the powers of the President during the absence or disability of the President, resignation or removal of the President. In the event of the death of the President, the Vice-Presidents shall, in order of succession, serve as President until a new President has been elected.

Section 6.04 The Executive Secretary or Director of the Association shall record and maintain minutes of the meetings of the association and of the Board of Directors and shall make and keep all other records and reports. The Executive Secretary or Director shall keep the books of accounts for the funds of the Association, which shall be subject to withdrawal upon the signature of the Executive Secretary or Director and/or his designee, whose signature shall be duly certified to the depositories of the Association. The Executive Secretary or director shall also be responsible for the proper reporting to any governmental agencies and to the Directors of the Association for the funds received and paid out, including the responsibility to submit a financial report to the Board of Directors at each regular and annual Director's meeting. The Executive Secretary or director shall also be bonded.

Section 6.05 If the immediate past President rotates off the Board, he/she shall be an honorary member of the Board of Directors for a term of one (1) year, and he/she shall have no vote in Association matters.

Section 6.06 The Board of Directors shall also have one honorary member who shall serve as Chaplain of the association. The Chaplain shall be appointed annually by the Board of Directors and shall serve for a term of one (1) year, and until his/her successor is duly appointed. The Chaplain shall have no vote in Association matters.

Section 6.07 The membership of the Association may from time to time elect one or more Director Emeritus. The position of Director Emeritus shall be an honorary position to be bestowed in recognition of service to the Association. The Directors Emeritus shall have no vote in Association matters.

Section 6.08 The Board of directors shall meet annually during the annual meeting of the association, immediately following the election of directors. The Board of Directors shall meet at such other times and places as may be necessary throughout the year. Meetings of the Board of Directors may be called by the President or by a majority of the active Board members. Seven (7) active voting Directors shall constitute a quorum as any regular or special meeting of the Board of Directors, and action may be taken by a majority vote of the quorum present. No proxy shall be accepted at any Director's meeting.

Section 6.09 Notice of all special meetings of the Board of Directors shall be given by the Executive Secretary not less than ten (10) days prior to the date scheduled for the special meeting. Notice shall be given by United States mail, postage prepaid, addressed to the last known address of the board members and posted not less than ten (10) days prior to the meeting.

Section 6.10 Any Director may be removed by the affirmative vote of at least eight (8) Directors at any regular or special meeting of the Board of Directors for the conduct detrimental to the interest of the Association or lack of support for and participation in the Association's objectives, or for such other good cause as the Directors may determine.

Section 6.11 Dismissal of Board members for missing three (3) consecutive meetings: after a Director has missed three (3) consecutive meetings, a letter will be sent to the board member by certified mail, return receipt requested, stating, "Board records indicate that you have been absent for three (3) consecutive meetings. Unless you contact the administrative offices before the next regular meeting, we will assume you wish to resign your position as Director of the Association, and your position will be declared vacant at the next regular or special meeting." After removal of a Director, the Board of Directors shall proceed to fill the vacancy thereby created, and the Director filling the vacancy shall serve until the next annual Association meeting, at which time a new Director shall be elected by the Association membership to fill the vacancy.

Article VII. ASSOCIATION MEETINGS

Section 7.01 The Association shall meet annually at a place and time designated by the Board of Directors.

Section 7.02 Special meeting of the Association may be called by the President or by the Board of Directors.

Section 7.03 The Executive Secretary shall mail a notice of the place and time of the annual meeting and any special meeting to each member fair association and each associate member at least thirty (30) days prior to the meeting. The notice of any special meeting shall also contain a description of the purpose or purposes for which the meeting is called. Twenty-five (25) active member fair associations represented at any meeting shall constitute a quorum, and a majority vote of the quorum present shall be required in order to take action on any matter before the association. Associate members shall not be counted in determining a quorum.

Section 7.04 Voting at any Association meeting shall be done by either voice vote or ballot. Each active member fair association represented at any meeting shall have one vote. Associate members shall have no vote. No proxy shall be accepted at any Association meeting.

Article VIII. COMMITTEES

Section 8.01 The Board of Directors shall have the authority to create standing committees from time to time as deemed necessary. The President of the Association shall have authority to create such other special committees, and appoint the members thereof, as the President may deem necessary from time to time. Provided, however, that said special committees be approved by the Board of Directors.

Section 8.02 The President of the Association, immediately after his election by the Board of Directors, shall appoint the members of allstanding committees. Members of standing committees shall serve for a term of one (1) year and until their successors are duly appointed. Members of special committees shall serve until purpose of the special committee has been accomplished and the committee has been discharged by the President.

Section 8.03 SECTION 3: The President of the Association shall have the authority to dismiss and/or replace committee members as deemed necessary.

Article IX. FISCAL YEAR

Section 9.01 The fiscal year of the Association shall end on June 30.

Article X. PROCEDURE

Section 10.01 Robert's Rules of Order shall govern all questions of procedure at meetings of the Association, the Board of Directors, the Officers, and the standing and special committees.

Article XI. AMENDMENTS

Section 11.01 These By-laws may be amended by a two-thirds vote of the active member fair associations represented at any annual meeting of the Association, provided a quorum is present, and further provided that a notice of and a copy of the proposed amendment (s) have been mailed to each active member fair association at least thirty (30) days prior to the meeting.

Section 11.02 It is proposed by the committee that the revisions in the By-laws be brought to the floor at the first general meeting. If they are approved, they become effective immediately.

Article XII. SCHOLARSHIP FUNDS

Section 12.01 The AFMA shall establish a scholarship program for the benefit of the young people in the fair business in this State of Arkansas. This scholarship fund is to be totally funded by donations and by auction funds. This program is to be totally self-sufficient and to be governed by the Board of Directors and a scholarship committee.

Section 12.02 In the event of the Association disbanding, the AFMA scholarship fund would be administered by the Arkansas Livestock and Poultry Commission to distribute the scholarship funds to Arkansas schools of higher learning, with two years or more course of study.

Section 12.03 The Associate Members of the AFMA shall establish a scholarship program for the benefit of the young people who have an interest in the entertainment aspect of the fair business. This scholarship fund is to be totally funded by donations, auction funds, and other activities. This program is to be totally self-sufficient and to be governed by the Board of Directors and an Associate Scholarship Committee.

Section 12.04 In the event of the Association disbanding, the AFMA Associate Scholarship Fund would be administered by the Hot Springs Showman's Club Scholarship Program to distribute the funds to schools of higher learning, with two years or more course of study.