

IAFE BYLAWS

Approved by Board of Directors, December 6, 2014

ARTICLE I NAME AND LOCATION

- SEC. 1 The name of the Association shall be INTERNATIONAL ASSOCIATION OF FAIRS AND EXPOSITIONS (hereinafter sometimes referred to as "IAFE" or "Association").
- SEC. 2 The principal office shall be determined by the Board of Directors.

ARTICLE II PURPOSE

- SEC. 1 The purposes of this Association shall be:
- To promote and encourage the development and improvement of agricultural fairs, shows, exhibitions and expositions and their facilities;
 - To provide a center for the collection and dissemination of information concerning the welfare and interests of its members;
 - To bring members together at specified times for exchange of information and programs that promote and benefit the industry, and the management and operation of its member's facilities;
 - To encourage and assist the growth and development of fair, show, exhibition and exposition industry personnel so as to produce ever-improving educational and entertainment activities for the public.
 - To advocate on behalf of the members with government, the public, national and international organizations and the media.
 - To develop and maintain liaison with governments, the public, the media, national and international organizations in allied fields; and to provide related services which promote advancement of the Association.

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 membership dues as established by the Board of Directors. All applicants for membership agree as a condition of application for consideration for membership and continued membership to abide by these Bylaws, and all policies, procedures, and rules that the Board of Directors may establish from time to time.
- SEC. 2 CLASSES OF MEMBERS. There shall be six (6) classes of members within the Association: Active, Associate, Student, Honorary, State or Provincial Associations of Fairs and Affiliate.

a. ACTIVE MEMBERS

Active membership shall consist of corporations, associations, societies and departments of any government that operate an annual fair, show, exhibition or exposition.

For the purposes of membership, a fair, show, exhibition or exposition shall be defined as an annual event that incorporates agricultural exhibits, shows or competition and at least two (2) of the following activities:

- youth programs
- commercial or education exhibits
- competition in the fine or creative arts
- 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:

- Annually scheduled events such as rodeos, horse shows, livestock shows, community celebrations, trade shows, festivals, etc. that do not meet the criteria set forth in Article III, Sec. 2, a.
- Agricultural, horticultural, livestock, and other associations whose purposes include the furthering of agriculture, industry and community life through fairs, shows, exhibitions or expositions.
- Corporations, organizations, or individuals who provide services, entertainment, exhibits, concessions, equipment or supplies to the fair, show, exhibition and exposition industry (hereinafter referred to as "Article III Sec. 2 (b) (3) associates" or "Article III Sec. 2 (b) (3) associate member/members.")

- Prospective Article III Sec. 2 (b) (3) associate members shall with its, his or her membership application submit to the President/Chief Executive Officer a description of what it, he or she provides to the industry and, based upon that description and the results of any independent findings of the President/Chief Executive Officer, the prospective member shall upon acceptance into membership be assigned to one (1) of four (4) Article III Sec. 2 (b) (3) associate membership categories which consist of:
 - Entertainment
 - Commercial Exhibits and Concessions,

- (C) Carnivals, Midway Rides and Ride Manufacturers/Distributors, or
- (D) Supplies and Services

- (ii) Article III Sec. 2 (b) (3) associates that are corporations or organizations shall designate in writing one (1) individual representative who upon Board of Directors approval shall be the Article III Sec. 2 (b) (3) associates' 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 Sec. 2 (b) (3) 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 Sec. 2 (b) (3) associates, except the at-large Article VI, Sec. 2, (e.) Directors, may not attend. Article III Sec. 2 (b) (3) associates may serve exofficio/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 Sec. 2 (b) (3) 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 (1) vote which shall be cast as set forth in these by-laws by the associate's primary contact representative.

c. STUDENT MEMBERS

Student members shall be individuals who are enrolled as full time students (carrying twelve [12] or more hours per semester or equivalent academic period) in an accredited college, university or trade school. Student members will not have the right to vote in membership meetings, but may serve on Association committees.

d. 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. Honorary members will not have the right to vote in membership meetings, but may serve on Association committees.

e. STATE OR PROVINCIAL ASSOCIATIONS OF FAIRS

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

f. AFFILIATE MEMBERS

Affiliate members shall consist of individuals currently associated with a fair, show, exhibition or exposition, or once involved with a fair, show, exhibition or exposition, as a staff member, board member or volunteer, who wish to maintain an affiliation with the Association. Dues shall be paid as determined by the IAFE Board without discount or reduction in convention registration. Affiliate members may serve on Association Education Committees only, and will not have the right to vote in membership meetings.

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, show, exhibition, 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 President/Chief Executive Officer. Such withdrawal shall result in the forfeiture of any prepaid dues and that member shall not be eligible for readmission to membership until one (1) year after the date of withdrawal. Withdrawal of membership by an active member, associate member, student member, honorary member, affiliate member or state or provincial association member, or disassociation from the industry by a member representative, shall automatically terminate the term in any elected or appointed position held by such member's representative(s) or such individual.

SEC. 4 Any membership may be suspended or terminated for good cause by a two-thirds vote of the Board of Directors at any properly called meeting of the Board of Directors, provided that the member has been notified in writing by sending such notice and a statement of the grounds for such suspension or termination to the member's primary representative/contact person at the address provided to the IAFE by the member at least thirty (30) days in advance of such meeting, and the member's primary representative/contact person has been given the opportunity to respond to the charges at such meeting (which may be held by teleconference).

SEC. 5 Cause for suspension or termination includes, but is not limited to, violation of the Association's Articles of Incorporation, Bylaws or published rules, other acts or omissions deemed detrimental to the best interests of the Association, causing a financial loss to the Association, or 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 from membership, such former member shall immediately thereupon cease and desist from the use of any Association insignia, emblem, designation or certification, and refrain from in any other way holding itself, himself or herself out as a member of or affiliate with the Association. Such former member shall forfeit all of its, his or her rights, title, or claim to any part of any funds or assets of the Association. Elected or appointed positions in the Association held by any former member's representative(s) or any 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 President/Chief Executive Officer 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, QUALIFICATIONS 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/Chief Executive Officer. 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. To qualify to serve as Chairman or Chairwoman of the Board, First Vice Chairman or Chairwoman, Second Vice Chairman or Chairwoman or Treasurer one must be a member of the executive staff of an Active Member organization as defined in Article III, Sec. 2, a.
- SEC. 2 SUCCESSION TO THE CHAIR. Subject to Sec. 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 in these Bylaws 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 and appoint all committee chairs and the membership of Administrative Committees.
- 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, absence, unwillingness or inability to serve.
- 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, absence, unwillingness or inability to serve of both the Chairman or Chairwoman and the First Vice Chairman or Chairwoman.
- SEC. 6 DUTIES OF THE PRESIDENT/CHIEF EXECUTIVE OFFICER. The President shall be the Chief Executive Officer and shall be employed by and responsible to the Board of Directors. He or she shall perform all duties incident to his or her office and such other duties as may be prescribed by the Board of Directors. He or she shall in general supervise and control the staff, properties, business and affairs of the Association. He or she may sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and all other instruments in the name of the Association pursuant to authority from the Board of Directors. He or she shall prepare and distribute agendas for and minutes of meetings of the Board of Directors and members of the Association.

- 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 and Finance Committee and, in close cooperation with the President/Chief Executive Officer and through the aforementioned committee, 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 overseen and managed by a Board of Directors that will exercise all powers of the Association in accordance with and as permitted by these Bylaws. The Board of Directors shall actively prosecute its purposes and shall determine the Association's policies or changes thereto within the limits of these Bylaws. The Board may amend these Bylaws as provided in Article XII herein. The Board may also cause to be created such other organizations, foundations or corporations as it deems necessary or appropriate.
- SEC. 2 The Board of Directors shall consist of up to nineteen (19) elected members and a President/Chief Executive Officer employed by the Board as an ex officio director. The Board of 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 shall serve on the Board during the time they are serving in their respective offices.
 - b. One (1) director representing the Article III, Sec. 2, (e) state or provincial associations of fairs members shall serve for a three-year term and shall not be permitted to succeed his or her self in the office of director. The first director representing the state or provincial association of fairs members shall be elected by the Article III, Sec. 2, (e) members at the 2014 Association Convention and shall serve during 2015, 2016, and 2017.
 - c. One (1) director designated by and representing 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 appoint a substitute representative for its designated director who may participate in board meetings held outside of Canada and who may vote by proxy for the designated director in such meetings.
 - d. One (1) director from a member fair, show, exhibition or exposition outside the United States and Canada may be elected by a majority vote of the Board of Directors to serve for a two-year term.
 - e. Two (2) directors-at-large representing the Article III Sec. 2 (b) (3) associates, shall serve for two-year terms and shall not be permitted to succeed themselves in the office of director. Only one (1) director-at-large shall serve at any time from one (1) of the four (4) categories set forth in Article III Sec. 2 (b) (3) (i).

- f. Eight (8) directors who are actively involved in the Association and demonstrate strong leadership skills, dedication and commitment to the Association shall be elected by and shall represent each of the eight (8) zones. Each shall serve for one (1) 3-year term and shall not be permitted to succeed themselves in the office of director.

Each of the eight (8) zones and the state or provincial associations of fairs members shall elect their respective directors at meetings preceding the general membership meeting at the Association's Annual Convention and such directors shall be reported for informational purposes only to the Nominating Committee for inclusion in its committee report.

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

1. Connecticut, Maine, Massachusetts, New Brunswick, New Hampshire, Newfoundland, New Jersey, New York, Nova Scotia, Pennsylvania, Prince Edward Island, Quebec, Rhode Island, and Vermont;
2. Delaware, Florida, Georgia, Maryland, North Carolina, South Carolina, Virginia, and West Virginia;
3. Indiana, Kentucky, Michigan, Ohio, and that portion of Ontario less than 85° longitude west of Greenwich;
4. Manitoba, Minnesota, North Dakota, Saskatchewan, South Dakota, Wisconsin, and that portion of Ontario more than 85° longitude west of Greenwich;
5. Illinois, Iowa, Kansas, Missouri, and Nebraska;
6. Alabama, Arkansas, Louisiana, Mississippi, Oklahoma, Tennessee, and Texas;
7. Alberta, Colorado, Idaho, Montana, New Mexico, Utah, and Wyoming; and
8. Alaska, Arizona, British Columbia, California, Hawaii, Nevada, Oregon, and Washington.

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 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, state or provincial association, director-at-large representing the Article III Sec. 2 (b) (3) associates or member fair, show, exhibition or exposition outside the United States and Canada 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 a state or provincial association shall be filled for the unexpired term by a representative from a state or provincial 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 Sec. 2 (b) (3) (i) as the departed director.

- d. A vacated director position from a member fair, show, exhibition or exposition outside the United States and Canada shall be filled, or not filled, at the discretion of the Board of Directors.

SEC. 5 The Board of Directors shall meet within ten (10) days prior to the annual membership 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 meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be mailed via United States Mail and/or electronic mail to each director addressed to him or her at the address provided to the Board of Directors. Such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon addressed to the director or upon notice of successful electronic mail delivery receipt. 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 at 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 President/Chief Executive Officer in the minutes 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/Chief Executive Officer, shall cause an annual audit of the Association books and records to be undertaken by an outside, independent certified public accountant, and shall submit reports of such audit to the members of the Association annually.

SEC. 7 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chairman or Chairwoman, the President/Chief Executive Officer, 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 powers to the Executive Committee to act for the Board 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 via United States Mail and/or electronic mail to all members by the President/Chief Executive Officer at least thirty (30) days prior to such meeting. The members present shall constitute a quorum. All active members and state or provincial association members shall have one vote. All associate, student, affiliate and honorary 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 via United States Mail and/or electronic mail, such notice shall specify the object and purpose of such special meeting and no business other than that specified shall be conducted. The presence of twenty (20) percent of the voting members shall constitute a quorum at special meetings. All active and state or provincial association members shall have one vote. All associate, student, affiliate and honorary members shall have no voting privilege.

SEC. 3 ZONE MEETINGS. Official representatives of members defined in Article III, Sec. 2, a., and e., within the respective zones identified in Article VI, Sec. 3, shall meet prior to and at the same site as the Association's annual membership meeting and elect from their respective body a member for the Board of Directors. Official representatives of 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 respective zone. At least fifteen (15) days notice of such a meeting shall be given to members defined in Article III, Sec. 2, a., and e., within the zone. The Agenda and minutes of any official business meetings of the zones shall be recorded and reported to the President/Chief Executive Officer of the Association.

SEC. 4 Article III, Sec. 2 (b) (3) associate representatives shall meet prior to and at the same site as the Association's annual membership meeting (which meeting shall be presided over 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 to submit to the nominating committee described in Article IX, Sec. 2 to fill the director-at-large position set forth in Article VI, Sec. 2 (e). The nominating committee shall in turn recommend to the membership a director-at-large to fill the open director-at-large position. No nominations from the floor shall be received or voted upon for director-at-large positions at any membership meetings. The agenda and minutes of any official business meetings of the Article III Sec. 2 (b) (3) associate representatives shall be recorded by the President/Chief Executive Officer of the Association.

SEC. 5 Article III, Sec. 2 (e) official representatives of state or provincial associations of fairs shall meet prior to and at the same site as the Association's annual membership meeting each year they are required to elect a director to the Association's Board of Directors. The members present shall constitute a quorum and at such meeting held prior to the Association's annual membership meeting they shall elect from their body a director to serve on the Board of Directors as set forth in Article VI Sec. 2 (b).

SEC. 6 VOTING AND PARLIAMENTARY AUTHORITY. Each active member organization and each state or provincial association of fairs member shall have one (1) vote. Votes shall be cast either by voice or ballot by official representatives of the active members and the state or provincial association of fairs members present in person. Official representation shall be limited to the manager, secretary, executive staff, a director or an officer designated by the active member organization or state or provincial association of fairs. The official representative may be changed by each respective member at any time by official notification to the President/Chief Executive Officer of the Association. No proxies shall be allowed. Robert's Rules of Order shall be the official parliamentary manual governing the conduct of all 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) or more year(s) 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 Association's annual membership meeting and such committee shall recommend to the membership a slate of candidates for the officer positions and a director-at-large. (Exception: President/Chief Executive Officer.) The first immediate Past IAFE Chair shall serve as the committee chairman or chairwoman, represent his or her zone, and have a vote on all matters presented to the committee for a vote. Only one (1) representative from each remaining zone shall be appointed to the committee by the Association Chairman or Chairwoman. Nothing herein, other than the provisions of Article V, Sections 1, 2 and 7, shall prevent other official representatives (as defined in Article VII, Sec. 6) of active members from being nominated from the floor and voted upon by the membership for an officer's position. Article III, Sec. 2, b., c., d., e., and f. members shall not serve as officers.

SEC. 3 BUDGET AND FINANCE COMMITTEE. The Chairman or Chairwoman shall appoint a Budget and Finance Committee to be chaired by the Treasurer of the Association and comprised of three (3) or more additional official representatives of Article III, Sec. 2, a. active members.

SEC. 4 CERTIFICATION COMMITTEE. The Certification Committee shall undertake periodic review of the Association's certification programs which provide incentives for professional improvement and recognition of those who achieve specific standards in the field of fair, show, exhibition and exposition management. The Certification Committee shall make recommendations to the board of directors for the certification programs regarding the qualifications, criteria, requirements and program policies, as well as re-certification requirements, processes and procedures. The committee shall review applications for certification designation submitted for consideration, provide recommendations to the board of directors regarding the acceptability of each such submission and candidate, communicate with each applicant regarding acceptance or rejection of their submission, and assist in presentation of certification designations to accredited candidates. The Association Chairman or Chairwoman shall appoint one (1) official representative of Article III, Sec. 2, a. active members to serve a four (4) year term on the Certification Committee and become Committee Chairman or Chairwoman in his or her fourth year on the committee. All members of the Certification Committee must be prior recipients of a certification designation.

SEC. 5 AWARDS COMMITTEE. The Awards Committee shall undertake annual review of Hall of Fame nomination and selection procedures, rules and eligibility criteria, make recommendations to the Association's Board of Directors regarding appropriate changes to same, and provide input to the Association's Board of Directors regarding various awards programs; e.g. Agricultural Awards, Competitive Exhibits Awards, Hall of Honor Communications Awards, Heritage Awards, etc., as well as the addition of any award(s) program(s). The Awards Committee will also review Hall of Fame applications submitted for consideration, bring forward a most worthy candidate for same and assist in presentation of the Hall of Fame Award when conferred upon the chosen candidate at the Association's annual convention. The prior year's Hall of Fame Award recipient shall serve as committee chairman or chairwoman and represent their zone. The Association Chairman or Chairwoman shall appoint one (1) representative from each remaining zone, including at least one (1) additional past Hall of Fame Award recipient in addition to the committee chair.

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, educational or agricultural purposes.

ARTICLE XI CONFLICT OF INTEREST

SEC. 1 A conflict of interest may exist when the interests or activities of any director, officer or staff member (or the parents, siblings, spouse or children of such individuals) may be seen as competing with the interests or activities of the Association, or the director, officer or staff member (or a parent, sibling, spouse or child of such individual) derives a financial or other material gain as a result of a direct or indirect relationship with the Association.

SEC. 2 Any possible conflict of interest shall be disclosed to the board of directors by the person concerned if that person is a director or officer of the Association, or to the President and Chief Executive Officer, or to such person or persons as the President and Chief Executive Officer may designate, if the person is not a member of the board of directors or an officer of the Association.

SEC. 3 When any conflict of interest relates to a matter requiring action by the board of directors, the interested person shall call it to the attention of the board of directors and such person shall not vote on the matter; provided, however, that any director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the board of directors.

SEC. 4 Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the board of directors is meeting and shall not participate in the final deliberations or decision regarding the matter under consideration. However, that person shall also provide the board of directors with any and all relevant information.

SEC. 5 The minutes of the meeting of the board of directors shall reflect that the conflict of interest was disclosed and that the

person concerned was not present during the final decision or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by vote of the board of directors, excluding the person concerning whose situation the doubt has arisen.

SEC. 6 A copy of this conflict of interest bylaw shall be furnished to each member of the board of directors and senior staff members who serve the Association, or who may thereafter become associated with the Association. This policy shall be reviewed annually for the information and guidance of the board of directors and staff members. All new members of the board of directors and staff members shall be advised of this policy upon undertaking the duties of such position.

ARTICLE XII AMENDMENTS

SEC. 1 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 or directors at which a quorum is present. Proposed changes must be sent via United States Mail and/or electronic mail to each member of the board of directors at least thirty (30) days before any such meeting. The board of directors shall not amend these bylaws at such meeting unless the Article III., Sec, 2, a. Active Members of the Association have been mailed the general text of such proposed change(s) via United States Mail and/or electronic mail 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 Fairs & Expos magazine within ninety (90) days following the meeting of the board of directors which effects the change.

ARTICLE XIII 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, committee member or agent of the Association or who is or was serving at the request of the Association as a director, officer, employee, committee member 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, committee member or agent of the Association or who is or was serving at the request of the Association as a director, officer, employee, committee member 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.

ARTICLE XIV PRIOR BYLAWS

SEC. 1 These Bylaws of the International Association of Fairs and Expositions were revised and adopted by the board of directors on December 6, 2014 and this revision amends and replaces all prior editions of the Bylaws of the International Association of Fairs and Expositions heretofore adopted and published.