

BYLAWS
Of the
VIRGINIA ASSOCIATION OF FAIRS, INC.

ARTICLE I

Name and Purpose

- 1: The name of the association shall be **Virginia Association of Fairs, Inc.**
- 2: The purpose shall be to serve association members through representation, education, information and direction which will enhance their productivity, economic viability and administrative capabilities, thus enhancing the economic growth, development and quality of life in the regions where the fairs are held.

ARTICLE II

- 1: Membership shall, upon annual approval by the Board of Directors, be open to all fairs that submit proper applications of membership and pay annual dues for the current year. Each member fair shall, prior to each Annual or Special Called membership meeting, file with the secretary the name of its authorized representative to cast that member's vote. A fair shall, for the purpose of these bylaws be defined as, (A special event to showcase all or in part any of the following: agriculture, entertainment, commerce and exhibits, with awards and/or premiums offered.)
- 2: Associate membership shall, upon annual approval by the Board of Directors, be open to any individual or organization by payment of annual dues. Associate members shall have no vote at membership meetings.
- 3: Any applicant with the same name or similar name of any current member will not be accepted. Any name change, after acceptance, to the same name or similar name of a current member will result in termination.
- 4: The annual meeting of the members shall be held in the month of January of each year. The failure to hold the annual meeting at the time stated herein shall not affect the validity of any corporate action.

ARTICLE III

- 1: NUMBER AND QUALIFICATIONS. All corporate powers shall be exercised by or under the authority of, and the business and affair of the Association shall be managed under the direction of, the Board of Directors. The Board of Directors shall consist of fifteen members. At least one Director shall be elected from each of the four natural geographic sections of the state, and generally described as the southwest, eastern, northern and Piedmont sections. Three of the members of the Board of Directors shall be associate members of the corporation; the remaining Board members shall be fair members of the corporation.
- 2: DEFINATIONS AND QUALIFICATIONS.

Fair Member

No person shall be qualified to be elected to, or hold a seat on the Board, who does not have previous experience as, and is, currently an officer, manager, elected or appointed member of a member fair's governing body. A Director shall step down from the Board when they are no longer a member of the governing body of their local fair.

Associate Member

An individual organization that represents a commercial interest related to the fair industry. An Associate member is not eligible to hold office on the Board of Directors.

ARTICLE III, Continued

3: ELECTION.

- A. Nominating Committee – Members of the Board of Directors shall be nominated by the Nominating Committee, which committee shall consist of at least three members of the Board of Directors. At least sixty (60) days prior to the annual membership meeting, members of the Nominating Committee shall solicit nominations for the Board of Directors from member fairs. The Nominating Committee shall ensure that candidates for the Board are nominated from all geographic areas of the state served by member fairs.
- B. Terms – The Directors shall be elected at the annual meeting of the members. At the initial meeting of the members, one-third of the Directors were elected for a term of One year, one-third were elected for a term of two years, and one-third were elected for a term of three years. Thereafter, the terms of all Directors shall be limited to two consecutive three year terms or until their Successors have been duly elected. Term of office shall be from annual meeting to annual meeting.

- 3. VACANCY. Should a vacancy occur in the Board, such vacancy may be filled by the Board at any meeting of the Board. Any vacancy filled will complete the remainder of the existing term. Appointment will not effect individuals eligibility to serve two consecutive terms. The Board may remove for cause a member of the Board by a 2/3 vote of the Board members in attendance at any regular or special meeting. Any Director who is absent from three consecutive meetings of the Board may be disqualified as a director and may be removed from the Board, if a Board Member requests this action

- 4. REGULAR MEETING. Members of the Board of Directors shall meet annually with such meeting being held in conjunction with the Association's annual membership meeting. Written notice of any regular meeting shall be given at least twenty (20) days before the meeting.

- 5. SPECIAL MEETINGS. Special meetings may be called by the President of the Association. It shall be the duty of the President upon a resolution of the Board or at the request of four (4) members of the Board accompanied with a statement of the matters to be considered to call a special meeting of the Board. Written notice of such special meeting shall be given to each Board Member no less than fifteen (15) days before the Board Meeting.

- 6. LOCATION OF MEETING. Meetings of the Board shall be held at such locations as the Board may, from time to time, determine.

- 7. QUORUM. Fifty One + Percent (8 members) of the entire Board shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may reschedule the meeting from time to time and from place to place; and when the meeting is held and a quorum is present, any business may be transacted which might have been discussed at the meeting which was rescheduled

- 8. ACTION IN LIEU OF MEETING. Notwithstanding anything to the contrary contained herein, the Board may adopt or approve any action, either through the form of a written consent executed by all of the directors or through such telephonic conference or meetings or in any other manner as may be permitted under Virginia law including electronic communication such as texting or email. Any action taken by the Board in this manner will be reflected in the minutes of the next regular meeting of the Board.

9. **PROCEDURE.** At all meetings of the Board, the President, Vice-President, or, in their absence, a presiding officer chosen by the meeting shall preside, and the Secretary, or in his/her absence, a person appointed by the presiding officer shall act as Secretary of the meeting and keep a record of the proceedings. All procedural questions shall be determined in accordance with Roberts' Rules of Order (Most Current Edition). In case of a tie on any matter before the Board, the President shall not have a second vote to break the tie, and the proposal, motion, or resolution upon which the tie occurs shall be deemed to be lost or defeated.
10. **CONFLICT OF INTEREST.** Any director having an existing or potential interest in a contract or other transaction presented to the Board of Directors thereof for deliberation, authorization, approval, or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make a prompt, full, and frank disclosure of the interest to the Board prior to acting on such contract or transaction. The interested party is required to disclose the nature and extent of his interest and any relevant material facts known to him about the contract or transaction which might reasonably be construed to be adverse to the Association's interest.

The minutes of the meeting shall reflect such disclosures.

ARTICLE IV

Officers of the Association

1. **ENUMERATION AND QUALIFICATIONS.** The Officers of The Association shall consist of a President, Vice-President, Secretary, and Treasurer. The President and Vice-President shall be members of the Board. The Secretary and Treasurer shall be entitled to vote at Board meetings and may or may not be members of the Board as they may require certain qualifications. The Board may appoint an Executive Director of the Association.
2. **ELECTION.** The President and Vice President of the Association shall be elected by a majority vote of the Board of Directors at the annual meeting of the Board of Directors and shall assume office upon election. The Secretary and Treasurer shall be appointed by the Board of Directors at the annual meeting of the Board of Directors and shall assume office immediately. Officers shall serve for a term of one year, or until their successor is elected and assumes office. The President and Vice-President can serve only two consecutive one-year terms; however, their Board status may be extended one (1) year beyond their elected director status at the pleasure of the Board.
3. **RESIGNATION AND REMOVAL.** Any officer may resign at any time by delivering written notice to the Board of Directors. The resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Association accepts the future effective date, the Board may fill the pending vacancy before the effective date, if his successor does not take office until the effective date. The Board of Directors may remove any officer at any time with or without cause by the affirmative vote of two-thirds of the total directors elected to the Board.

ARTICLE IV, Continued

Officers of the Association

4. **PRESIDENT**
 - A. The President shall be the Chairman and Chief Executive Officer of the Association. He will preside as such at all meetings of the Association membership. He shall have general management of the business of the Association and shall see that all orders and resolutions of the Association are carried into effect.

- B. Shall execute any and all contracts that may be authorized by the Board of Directors or the general membership of the Association.
 - C. Shall be a member of all committees
 - D. Shall have the power to call a special meeting of the Board of Directors whenever an emergency arises, or upon the petition of a majority of members of the Board of Directors.
 - E. Shall have the power to appoint the members of all standing or special committees.
 - F. The President shall convey to his successor all unfinished business of the Association.
 - G. The President or the Executive Director shall attest all warrants or vouchers drawn on any fund of the Virginia Association of Fairs before payment by the Treasurer.
 - H. It shall be the duty of the President to promote the growth of the Association; establish contacts with the administrative personnel in local fair associations and seek new members.
 - I. Shall have the authority to authorize the expenditure of funds up to \$ 1,000.00.per quarter without prior approval of the Board.
- 5. VICE PRESIDENT. It shall be the duty of the Vice-President to help with the supervision of all committees which the President shall designate; the Vice-President shall perform the duties of the President in his absence, and any other duties which the President or Board of Directors may designate.
 - 6. SECRETARY. It shall be the duty of the Secretary to keep and maintain complete records of the proceedings of the Board meetings, as well as the records of the association. These records will be housed in the official office of the association
 - 7. TREASURER. It shall be the duty of the Treasurer to keep an accurate and correct record of the finances of the Association. The Treasurer shall be responsible for the collection of dues, and notification to the Secretary of suspended members. The Treasurer shall attest all warrant or vouchers under his control before payment.
 - 8. EXECUTIVE DIRECTOR. It shall be the duty of the Executive Director to manage the affairs of the Association at the direction of the Board through the President.

ARTICLE V

Registered Office and Agent

The registered office shall be designated by the Board and located in the Commonwealth of Virginia. The registered agent shall be appointed by the Board of Directors.

ARTICLE VI

Indemnification

- 1. General indemnification. The Association shall indemnify a director of the Association who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer, or is or was serving at the request of the Association as a director, officer, employee or agent of another Association, partnership, joint venture, trust, employee benefit plan or other enterprise, against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of his willful misconduct or knowing violation of the criminal law.

2. Advances and Reimbursements of Expenses. Unless a determination has been made that the indemnification is not permissible, the Association shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from him to repay the same, if it is ultimately determined that he is not entitled to indemnification.

Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to his ability to make repayment. Unless a determination has been made that indemnification is not permissible, the Association is hereby empowered to contract in advance to indemnify and advance the expenses of any director or officer.

3. Procedure for Indemnification. The determination to make advancements, reimbursements or indemnification, or to contract in advance to do the same, shall be made by majority vote of a quorum of disinterested directors. If a quorum of disinterested directors cannot be obtained for any reason, then the determination shall be made by a majority vote of a committee designated by the Board of Directors, including interested directors; the committee to consist of only disinterested directors, at least two (2) disinterested directors can be obtained, then the determination shall be made by a majority vote of the entire board, including interested directors.

4. Persons Covered. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Association to indemnify or contract in advance to indemnify any person not specified in subparagraph (b) of this section who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Association, or is or was serving at the request of the Association as director, officer, employee or agent of another Association, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in subparagraph (b).

5. Insurance. The Association may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this section and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as director, officer, employee or agent of another Association, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability status as such, whether or not the Association would have power to indemnify him against such liability under the provisions of this article.

6. Changes in the Board Composition. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this section shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnities. If the Board of Directors and the proposed indemnities are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnities each shall select a nominee, and the nominees shall select such special legal counsel.

7. Applicability of this Section. The provision of this section shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this section shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect or any alleged action or failure to act prior to such amendment or modification or repeal. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees or agents and their respective heirs, executors and administrators.

ARTICLE VII

Amendment of Bylaws

These Bylaws may be amended by affirmative vote of a majority of the members of the Association in attendance at a regular or specially called meeting, provided a full statement of such proposed amendment or amendments shall have been mailed to each member, with notice of the time and place of the meeting, at least twenty five days prior to any such meeting.

ARTICLE VIII

Implied Amendments

Any action taken or authorized by the Board which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than a number of members required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as necessary to permit the specific action so taken or authorized.

ARTICLE IX

Fiscal Year

The Fiscal year of this Association shall be for the period of any year commencing on April 1 and ending on March 31 of each year.

ARTICLE X

Should the Association be dissolved in such manner that the Association assets are not transferred to a successor association or association or public agency, the assets of the Association, after discharge of all indebtedness, shall be distributed in such a manner or to such an organization or organizations, organized and operated exclusively for charitable, religious, scientific, education or other exempt purpose as shall at the time qualify as an exempt organization or organizations under section 501© of the Internal Revenue Code.

These Bylaws were approved during the Virginia Association of Fairs, Inc., Annual Membership meeting on Saturday, January 4, 1997.

These Bylaws were amended during the Virginia Association of Fairs, Inc., Annual Membership meeting on Saturday, January 8, 2000.

These Bylaws were amended during the Virginia Association of Fairs, Inc., Annual Membership meeting on Saturday, January 4, 2003.

These Bylaws were amended during the Virginia Association of Fairs, Inc. Annual Membership meeting on Saturday, January 10, 2015.

These Bylaws were amended during the Virginia Association of Fairs, Inc. Annual Membership meeting on Saturday, January 9, 2016.