

CONSTITUTION AND BYLAWS OF
THE NEBRASKA ASSOCIATION OF FAIR MANAGERS

ARTICLE I

Name

The name of this Association shall be "The Nebraska Association of Fair Managers."

ARTICLE II

Purposes and Powers

Section 1. Purposes. The purposes for which the Nebraska Association of Fair Managers, hereinafter referred to as "The Association," are formed shall be:

- (a) To promote, encourage and foster county fairs and county fairgrounds in the various counties of the State of Nebraska.
- (b) To take all proper steps for the accomplishment of the above set forth purposes.
- (c) This Association is organized and operated exclusively for the above-stated purposes and for other non-profit purposes and no part of any net earnings shall inure to the benefit of any private member.

Section 2. Powers. In furtherance of the objects described above, but not in limitation thereof, the Association shall have the power to collect and disseminate statistics and other information; to engage in various fundraising activities; to conduct promotion activities including advertising and publicity in or by any suitable manner or media; to conduct educational seminars, programs and conventions; and to hold such property as is necessary to accomplish its purpose.

ARTICLE III

Membership

Section 1. Active Membership. Any and all county agricultural societies, county fair boards, and 4-H fair boards are eligible for “Active Membership” in this Association by paying annual dues levied for support of the Association, filing an annual report with the Association, and complying with the Rules and Regulations of the Association.

Section 2. Associate Membership. Any person interested in the activities of the Association may be awarded an associate membership under such terms and with such privileges as the Board of Directors may determine.

Section 3. Voting. Each active member shall be entitled to one (1) vote in the affairs of the Association. Proxy voting shall not be permitted. Except as provided in Article VI, Section 4(b), associate members shall not be entitled to vote.

ARTICLE IV

Dues

The annual dues required for membership in the Association shall be determined by the Board of Directors. Membership dues may be adjusted from year to year, but membership dues shall be the same for all active members. Membership dues for associate members shall also be determined by the Board of Directors and may be adjusted from year to year.

ARTICLE V

Meetings

Section 1. Annual Convention. The Association shall hold an annual convention (herein referred to as "Annual Convention") during the month of January. The Annual Convention shall be held at such location as the Board of Directors may determine for the purpose of receiving reports from the membership, conducting educational workshops, and transacting other business.

Section 2. Annual Corporate Meeting and Special Meetings. The Association shall hold an annual corporate business meeting at the time of its Annual Convention which meeting shall be open to all active members of the Association. Meetings, other than the annual corporate business meeting, may be called by the Board of Directors or upon written request of not less than twenty per cent of the active members of the Association filed with the Secretary-Treasurer.

Section 3. Notice of Membership Meetings. Written notice stating the date, time, and place of any meeting of the active and/or associate members of the Association shall be delivered to each member in good standing of the Association not less than thirty (30) days prior to any such meeting. This notice requirement shall not apply to meetings of the Board of Directors.

Section 4. Quorum. A majority of the active members of the Association when present at any meeting shall constitute a quorum and in case there is less than this number, the presiding officer shall adjourn the meeting from time to time until a quorum is present.

ARTICLE VI

Board of Directors

Section 1. Board Responsibility. The management of the Association shall be vested in the Board of Directors who shall have supervision, control, and direction of the affairs of the Association, shall execute the policies and decisions of the active members, shall actively carry out the Association's objectives, and shall have discretion in the disbursement of Association funds. The Board of Directors shall be vested with all necessary power and authority to carry out the purposes of the Association which shall include, but not be limited to, development and implementation of policies and procedures for the Association as well as the authority to set per diem and expense allowances to be received by all appointive and elective officers and employees of the Association. The Board of Directors shall have authority to retain legal counsel and such other professionals as it deems necessary for the operation of the Association.

Section 2. Composition of Board of Directors. The Board of Directors of the Association shall consist of twelve (12) members including seven (7) District Directors, the President, Vice-President, Secretary-Treasurer, Associate Director, and immediate past President.

Section 3. Districts Defined. The State of Nebraska shall be divided into seven (7) districts and one member of the Board of Directors shall be elected from each district. Each district shall be made up of the following counties:

District 1

Hamilton	Lancaster
Clay	Gage
Nuckolls	Cass
York	Otoe
Fillmore	Johnson
Thayer	Pawnee
Seward	Nemaha
Saline	Richardson
Jefferson	

District 2

Nance	Saunders
Merrick	Dodge
Polk	Washington
Platte	Douglas
Colfax	Sarpy
Butler	

District 3

Knox	Stanton
Antelope	Dixon
Boone	Cuming
Pierce	Dakota
Madison	Thurston
Cedar	Burt
Wayne	Wheeler
Greeley	

District 4

Chase	Furnas
Dundy	Phelps
Hays	Harlan
Hitchcock	Kearney
Frontier	Franklin
Red Willow	Adams
Gosper	Webster
Perkins	

District 5

Grant	Loup
Arthur	Garfield
Keith	Custer
Hooker	Valley
McPherson	Sherman
Lincoln	Howard
Thomas	Dawson
Logan	Buffalo
Blaine	Hall

District 6

Sioux	Kimball
Dawes	Morrill
Sheridan	Cheyenne
Box Butte	Garden
Scotts Bluff	Deuel
Banner	

District 7

Cherry	Brown
Keya Paha	Boyd
Rock	Holt

Section 4. Election and Term of Office.

(a) Election of District Directors shall occur at the Annual Convention of the Association. Each district, as established under Article VI, shall elect a District Director who shall serve for a term of two years as a member of the Board of Directors of the Association. Only officers and/or Directors of a member County Agricultural Society, County Fair Board, or 4-H Fair Board shall be eligible to serve in the capacity of District Director. The District Director may succeed himself or herself in office only once. District Directors representing Districts 2, 4, and 6 shall be elected at the Annual Convention of the Association held in even-numbered years and District Directors representing Districts 1, 3, 5, and 7 shall be elected at the Annual Convention of the Association held in odd-numbered years. A vacancy in the office of District Director shall be filled for the balance of the unexpired term by majority vote of the Board of

Directors after the President has offered nominations to fill the vacancy. Appointment shall not constitute election to office for purposes of succession in office. Those District Directors holding office on the 20th day of January, 2002, shall continue to serve out their unexpired term.

(b) Associate Director. The associate members of the Association shall elect from its membership, a member to serve on the Board of Directors. The Associate Director shall have full membership on the Board of Directors and shall serve for a term of two (2) years. The Associate Director may succeed himself or herself only once. A vacancy in the office of Associate Director shall be filled for the balance of the unexpired term by majority vote of the Board of Directors after the President has offered nominations to fill the vacancy. Appointment shall not constitute election to office for purposes of succession in office. The Associate Director holding office on the 20th day of January, 2002, shall continue to serve out his or her unexpired term.

Section 5. Regular and Special Meetings. Regular meetings of the Board of Directors of the Association shall be held during the months of April and October of each year. Written notice shall be given to all members of the Board of Directors at least thirty (30) days prior to any regular meeting. The Board of Directors may agree on holding their regular meetings at a different time. Special meeting of the Board of Directors may be called at any time by the President or in the President's absence by the Secretary-Treasurer, or upon application, in writing, by at least four members of the Board of Directors. Notice of a special meeting shall be given by mailing to each member of the Board of Directors at least five (5) days prior to the date of such special meeting a written notice stating the object, time, and place of said special meeting, but the members of the Board of Directors may waive such notice and such notice shall be waived by attendance

of the members at such meeting, provided a quorum is present at said meeting and reasonable effort was made to contact all members of the Board of Directors.

Section 6. Annual Meeting. The Board of Directors shall hold an annual meeting in conjunction with the Annual Convention of the Association at such times during the Annual Convention as shall be determined by the President.

Section 7. Quorum. Seven (7) members of the Board of Directors shall constitute a quorum for purposes of transacting business at any annual, regular, or special meeting.

Section 8. Unexcused Absence. In the event a District Director or Associate Director shall have two consecutive unexcused absences from any properly convened meeting of the Board of Directors, said District Director or Associate Director shall, upon majority vote of the Board of Directors, be disqualified from serving on the Board of Directors.

ARTICLE VII

Officers

Section 1. Elective Officers. The elective officers of the Association shall be a President, a Vice-President and a Secretary-Treasurer. Other offices and officers may be established and appointed by the Board of Directors of the Association.

Section 2. Terms. The President, Vice-President and Secretary-Treasurer shall take office immediately upon their election and shall serve for a term of two (2) years and until successors are duly qualified and elected. Except in the case of the Secretary-Treasurer, officers are not eligible for reelection. Vacancies in any office may be filled for the balance of the unexpired term by a majority vote of the Board of Directors.

Section 3. President. The President shall be the chief officer of the organization and shall be present at meetings of the Association and of the Board of Directors. He or she shall be a member ex officio of all committees. He or she shall communicate to the Association such matters and make such suggestions as may in his or her opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office.

Section 4. Vice-President. The Vice-President shall perform all duties of the President during the absence of the President. He or she shall be a member ex officio of all committees.

Section 5. Secretary-Treasurer. The Secretary-Treasurer shall be the chief executive officer of the Association. The duties of the Secretary-Treasurer, with the approval of the Board of Directors, may be delegated to an assistant Secretary-Treasurer. The funds, books, and vouchers in the hands of the Secretary-Treasurer shall, at all times, be subject to verification and inspection by the elected officers of the Association. At the expiration of his or her term of office, the Secretary-Treasurer shall deliver to his or her successor, all books, money, and other property of the Association. In addition to such duties as may be delegated to the Secretary-Treasurer by the Board of Directors, the Secretary-Treasurer shall be responsible for the following duties:

- (a) Maintain custody of all monies and securities of the Association; sign and countersign checks on behalf of the Association; and keep regular books of account balance, submit and report on the same to the Board of Directors at its regular and annual meeting, as well as the annual corporate meeting of the Association.

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- (b) Maintain and update the list of all members of the Association. Give notice of regular and annual meetings of the Board of Directors and members of the Association. Provide all required notices of meetings of the Board of Directors and members of the Association. Provide notice of and collection of annual dues from the membership.
 - (c) Record and maintain minutes of all regular, annual, and special meetings of the Board of Directors as well as the annual corporate meeting of the Association.
 - (d) With input and assistance from the Board of Directors, the Secretary-Treasurer shall manage and direct all activities, making up the annual convention and annual corporate meeting of the Association.
 - (e) Prepare and submit to the membership at its annual corporate meeting a written report summarizing the previous year's activities of the Association and provide input and suggestions as to the goals of the Association during the coming calendar year.
 - (f) With input and assistance from the Board of Directors, prepare and present for adoption an annual budget of the Association at the annual corporate meeting.
 - (g) Produce and distribute, as necessary, the newsletter of the Nebraska Association of Fair Managers.

Section 6. Election of Officers. The election of officers of the Association shall take place biannually at the time and place of the Annual Convention of the

Association. All active members, as defined in Article III, Section 1, shall be entitled to one vote. Candidates who receive a majority of the votes cast shall be elected.

ARTICLE VIII

Rules and Regulations

Section 1. Rules and Regulations. The Board of Directors shall have authority to adopt such rules and regulations as it deems necessary and appropriate for the governance of the Association and its members.

Section 2. Points of Order. All points of order, questions as to procedures and meetings, and process of elections held by the Association and its Directors shall, where not otherwise specified in this Constitution and Bylaws, be governed by *Robert's Rules of Order*, latest edition.

ARTICLE IX

Amendment

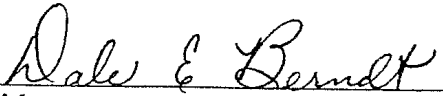
These Bylaws may be amended, repealed or altered in whole or in part at any annual corporate business meeting of the Association. No amendment to this Constitution and Bylaws shall be voted upon unless the same has been filed with the Secretary-Treasurer not later than December 1, next prior to the convening of the annual corporate business meeting of the Association. All proposed amendments shall be available for inspection by the Active Members of the Association not less than 24 hours prior to the submission of the amendment to the membership for approval or disapproval.

ARTICLE X

Supersedes All Previous Constitution and Bylaws This Amended and Restated Constitution and Bylaws shall supersede all previously adopted constitutions and bylaws and amendments thereto of the Association.

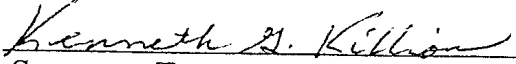
PURSUANT to resolution duly adopted on the 27th day of January, 2002, by majority vote of all members present at the Annual Convention of the Nebraska Association of Fair Managers, and a quorum being present, the foregoing revised Constitution and Bylaws for the Nebraska Association of Fair Managers were adopted as the official Constitution and Bylaws of the Association and the President and Secretary were duly authorized and directed to sign the same on behalf of the membership.

Dated this 27th day of January, 2002.



President

ATTEST:



Secretary-Treasurer