

BY-LAWS
TEXAS ASSOCIATION OF FAIRS AND EVENTS
(Adopted January 2016)

ARTICLE 1 – NAME

The name of the organization is TEXAS ASSOCIATION OF FAIRS AND EXPOSITIONS, INC., DOING BUSINESS AS TEXAS ASSOCIATION OF FAIRS AND EVENTS.

ARTICLE 2 – OBJECTIVES AND PURPOSES

The object and purposes of the Association shall be to aid in the creation and maintenance of Fairs and Events; to encourage and advance the education, agricultural, livestock, social and industrial interest of the state as represented through its Fairs and Events; to acquire and disseminate information beneficial to the best interest of the public and the members of the Association, within the classification of Legal Charities as exempt organizations under section 501(C) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE 3 – MEMBERSHIP

There shall be two classes of membership, (1) Active and (2) Associate. The Active membership shall be composed of individuals and organizations actively engaged in the development, management, and operation of a Fair or Event. Associate members are those individuals or organizations providing services or support to Fairs and/or Events.

Only Active members shall be entitled to vote in person at meetings of the association. Each Active member shall be entitled to one vote for each candidate and on each issue to be decided upon at any meeting of the Association.

ARTICLE 4 – DUES

The Association dues shall be reviewed and established by the board of directors annually. Dues will be payable annually and shall be paid on or before December 1st of each year. The provisions of the by-laws shall bind all members who pay dues.

ARTICLE 5 – DIRECTORS

There shall be fifteen members of the Board of Directors elected to serve three-year rotating terms with one-third (5), of the directors being nominated and elected each year.

The five directors elected will consist of four directors representing the Active members and one director representing the Associate members). The Past President will be an ex-officio voting member of the board for one year after his/her term as President, if no longer serving a regular term on the board. Any Director who has served two consecutive terms must wait a period of one year before being allowed to serve on the board again, with the exception of officers serving on the Executive Committee.

ARTICLE 6 - OFFICERS

The Officers of the Association shall consist of the President, First Vice-President, Second Vice-President/Treasurer, and Secretary/Assistant Treasurer. The President shall preside over the meetings of the Board, and appoint committees. The President is authorized to call membership, board of directors and/or committee meetings as the President may deem necessary.

The First Vice-President shall attend the meetings of the board, and shall in the absence of the President perform the duties of said office; in the event of a vacancy in the office of President, the First Vice-President shall fill the unexpired term of such office.

The Second Vice-President/Treasurer shall attend the board meetings. In the event of a vacancy in the office of First Vice-President, the Second Vice-President/Treasurer shall fill the unexpired term of such office. In the event of a vacancy in the office of second vice-president/Treasurer, the Executive Committee shall present a name to the Board of Directors for their approval to fill the unexpired term of the Second Vice-President.

The Secretary/Assistant Treasurer shall attend the Board of Directors meetings. In the event of a vacancy in the office of Secretary/Assistant Treasurer, the Executive Committee shall present a name to the Board of Directors for their approval to fill the unexpired term of the Secretary/Assistant Treasurer.

The President may be elected from any area of the state without affecting the election of a Director representing that geographic area. In order for a director to become an officer of the Association, the director must have served on the Association board of directors for at least one year and represent an Active member of the Association.

ARTICLE 7 - ELECTION OF DIRECTORS

The four expiring terms of directors representing the active members, shall be elected at the annual meeting of the membership each year. The one term of the director representing the associate members shall be elected by a majority vote of the Associate members in good standing present at the Associate meeting during the annual convention of TAF&E. The Associate meeting shall be conducted by the TAF&E First Vice President.

The Nominating Committee, in selecting candidates, shall attempt to provide for representation of the various geographic areas of the state by nominating persons, insofar as possible, from a variety of areas of the state each year.

After the report of the Nominating Committee, the President shall call for nominations from the floor, allowing a sufficient time for

additional nominations to be properly presented.

The qualifications of the Director representing the active members:

If a manager, he or she must manage a Fair or Event which is an Active member of TAF&E. If a Volunteer, he or she must work with a Fair or Event, which is an Active member and must have served a minimum of two years on the Governing Board of the Member he or she represents. If a Staff Member, he or she must work for an Active member Fair or Event.

Staff members or volunteers may only be elected if prior approval is given to the Nominating Committee or Nominator from the floor by the Manager or Governing body of the Fair or Event they represent.

Election of Directors shall be by a majority vote of the Active members present at the annual meeting.

The Board of Directors shall meet at least twice each year, or as often as the business of the Association may require upon call by the president or any five directors.

The first meeting of the Board of Directors each year shall be held immediately after adjournment of the annual meeting of the members. The other required meeting of the Board of Directors shall be held at such time and place as may be decided upon by the Executive Committee at the first meeting each year.

In order that business can be transacted a quorum of eight (8) directors must be present at any Board of Directors meeting.

ARTICLE 8 – REMOVAL AND RESIGNATIONS

Any Officer or Director may be removed from the Board upon the occurrence of any of the following events:

The written resignation of the Officer or Director

An illness or incapacitation that prevents the Officer or Director from participating in the affairs of the Association.

The absence of an Officer or Director from two duly called meetings of the Board in any year.

A violation of Article 7 of these bylaws.

If an Officer or Director is removed from the Board he/she shall be notified by the TAF&E office by U.S. Mail.

ARTICLE 9 – VACANCIES

The Executive Committee shall fill any vacancy on the Board by appointment. The appointed person must meet all requirements as stated in Article 7 of the by-laws. The person so appointed shall serve the unexpired term vacated.

ARTICLE 10 – EXECUTIVE ADVISORY DIRECTOR

The President, with approval from the Board of Directors, may appoint an Executive Advisory Director, to serve for one year as a non-voting Director of the Texas Association of Fairs and Events.

ARTICLE 11 – LIFETIME MEMBERS, HONORARY MEMBERS OR DIRECTORS

All past Presidents shall be granted Lifetime Membership in the Association. The Board may nominate other persons as an Honorary Member, an Honorary Director, or a Lifetime Director in recognition of dedicated service and outstanding contributions to the Texas Association of Fairs and Events. The nominations must be approved by a majority vote of the members at an annual meeting. Honorary Directors may attend Directors meetings in a Non-Voting Capacity.

ARTICLE 12 – COMMITTEES

The President of the Association shall appoint all committees other than the Executive Committee and the Nominating Committee to carry out the work of the association.

The President shall appoint such ad hoc or special committees as the needs of the Association may dictate for such tenure as may be necessary to complete the purposes for which the special committee is formulated and appointed after which its status shall terminate.

The Executive Committee shall consist of the:

President

1st Vice-President

2nd Vice-President-Treasurer

Secretary-Assistant Treasurer

Immediate Past President

The Nominating Committee shall consist of five members with the immediate Past President serving as Chairman and the past four TAF&E Presidents, in line of descending service order, that are present at the Annual Convention. The committee will propose a single slate of candidates for election as Officers and Directors. The committee shall actively solicit input from the membership.

ARTICLE 13 – ANNUAL MEETING

The annual meeting of members will be held with specific dates and meeting site left to the discretion of the Board .

ARTICLE 14 – FISCAL YEAR

The fiscal year of the Association shall be from the 1st day of April through the last day of March of the succeeding year.

ARTICLE 15 – EXPENDITURES

The Board of Directors is authorized to expend the funds of the Association to further the objectives of the Association as stated in these by-laws.

The Executive Committee shall designate check-signing authority.

The President or his/her designee shall sign all contracts approved by the Board of Directors, and shall annually arrange for a qualified certified public accountant to examine all the Association's financial records and to prepare financial statements for the Association's fiscal year immediately past. Copies of the financial statements will be distributed to the Members of the Board of Directors after the close of each fiscal year. Copies will also be made available to the Membership at the annual meeting of the Association and upon written request to the Secretary-Treasurer.

The Board of Directors may contract with a Professional Management Service Company upon such terms and conditions as the Board of Directors may deem in the best interest of the Association. The Board of Directors may prescribe Fidelity Bond(s) to be carried on a Management Service/Assistant; the Association may pay cost of which is prescribed.

Up to Two Hundred Dollars (\$200.00) per called meeting, will be allocated to Members of the Board of Directors to defray itemized expenses, if provided to the TAF&E office on the appropriate forms within thirty (30) days of the meeting, for attending Board Meetings held between annual conventions.

Up to One Thousand Five Hundred Dollars (\$1,500.00) will be allocated to the President each year to defray itemized expenses incurred on behalf of the Texas Association of Fairs and Events including meetings, long distance calls, postage, etc.

Up to Seven Hundred Fifty Dollars (\$750.00) will be allocated to each of the Vice-Presidents each year to defray itemized expenses incurred in his/her duties.

The Association shall hereafter maintain a minimum savings and/or certificate balance for expense purposes as approved by Two Thirds (2/3) of the Board of Directors.

ARTICLE 16 – NEWS & INFORMATION

The Secretary/Assistant Treasurer (or designee) of the association shall be responsible for the assimilation and compilation of data and information pertinent to the objectives of the Association and of benefit to the membership, and for the dissemination of, or to furnish upon request, the same to the members of the Association.

ARTICLE 17 – DISSOLUTION

This Association may be dissolved by the vote of a two-third (2/3) majority of its active members. In the event of dissolution, the property of the Association shall be distributed as follows: to such educational or agriculturally-oriented foundations or their entities which are operated on a non-profit basis without benefit to any individual member or private person as may be decided upon by the Board of Directors for the benefit of an indefinite number of persons by bringing their minds under the influence of education by assisting them to establish themselves in life or by otherwise lessening the burdens of government.

ARTICLE 18 – AMENDMENTS OR REPEAL

These by-laws of the Texas Association of Fairs and Events may be revised, amended or repealed by a two-thirds (2/3) vote of those Active members present at any annual meeting provided such amendments are submitted to the membership by appropriate means ten (10) days prior to the annual meeting.

A review of the by-laws will occur approximately every five years and may be reviewed more often as needed.

ARTICLE 19 – INDEMNIFICATION

Any Director, Past Director or Any Person who is named a Director who has conducted themselves in good faith in their official capacity as a Director or Officer of the Association, and acted in the best interest of the Association shall be indemnified by the Association from any and all lawsuits where they and/or the Association are named Defendant's, so long as the conduct of the Person is lawful, and no criminal proceeding is undertaken against the Officer or Director who is seeking indemnification under these by-laws.