

CONSTITUTION AND BY-LAWS OF THE NORTH CAROLINA ASSOCIATION OF AGRICULTURAL FAIRS

ARTICLE I

This Association shall be known as "The North Carolina Association of Agricultural Fairs." The object of this Association shall be to promote interest in the Agricultural Fairs in North Carolina, including Livestock Shows, as well as Community Fairs.

ARTICLE II

MEMBERSHIP: Any County, District, Community or any other Agricultural or Industrial Association organized to conduct Agricultural Fairs in the State of North Carolina that wishes, may become a member of this Association upon written application made to the Executive Secretary, approved by the Membership and Grievance Committee and subject to the majority vote, of approval, by the Board of Directors, on payment of dues for one year, and subject to minimum exhibit requirements as provided in the By-laws of this Association. Each Fair that is a member of this Association shall be entitled to one voting delegate at all meetings of the Association but may send as many representatives as it desires. No absentee voting. Amended January 1999

ARTICLE III

OFFICERS: To be eligible for the NCAOAF Board of Directors applicants shall be actively involved as owner, manager or as an operational officer of a member fair or associate business. The elected officers of the Association (effective January 2017) shall be: President, Vice-President, and four directors, geographically dispersed throughout the state, based on qualifications and willingness to serve. The President and Vice-President shall be elected for two-year terms. Beginning with the 2019 annual meeting four directors will be elected bi-annually for a two-year term.

BOARD OF DIRECTORS: The Board of Directors of the Association shall be comprised of the following: (a) The elected officers as described above; (b) two Associate Directors (one representing carnivals and one representing non-carnival Associates); (c) immediate past president; (d) one past president representing past presidents; and the Executive Secretary/Treasurer of the Association (with voice but no vote).

Between the annual conventions of the Association the Executive, Legislative and Judicial power shall be vested in the Board of Directors. The Board of Directors shall have the authority to elect an Executive Secretary and a Treasurer for the Association, which may or may not be the same person and who shall serve at the pleasure of the Board of Directors and/or the Association; and the Board of Directors shall fix compensation for the position(s).

EXECUTIVE COMMITTEE: The Executive Committee of the Association shall be comprised of the President, Vice- President, Immediate Past President and two directors selected by the Board of Directors. Adopted January 8, 2016

ARTICLE IV

DUTIES OF OFFICERS: The duties of the Officers and Directors of this Association shall be as follows:

PRESIDENT shall preside over all regular and special Association meetings and shall represent the Association in all matters pertaining to normal operation and betterment of the Association. He will establish committees necessary for efficient operation of the Association and appoint members thereto.

VICE-PRESIDENT shall assume and execute the duties of President in the absence or disability of the President. He shall serve as an administrative assistant to the President. Amended January 8, 2016

EXECUTIVE SECRETARY shall promptly handle all correspondence of the Association and submit to the President copies of all correspondence for his/her information and file. Membership shall be informed of current information of interest. The Executive Secretary will attend all Association business meetings and provide copies of the minutes of such meetings to all elected officers, committee chairpersons and member fairs.

Treasurer shall promptly handle all Association finances. A financial report will be given at all Board meetings. At the annual meeting, a printed financial statement will be available to all voting delegations. The Treasurer will be responsible for all Association accounts, bill paying, financial record keeping, dues and fee collection, Association deposits, and any other duties that arise related to Association finances. The Treasurer must be bondable. Amended January 2006

BOARD OF DIRECTORS members will attend all meetings, keep in contact with all fairs districts assigned to them-and assist the organization in its operation. Two-thirds of the elected Officers and Directors will constitute a quorum. It shall have a general supervision over the business of the Association, arrange for meetings, and prepare and arrange programs and financing for such meetings. Amended January 8, 2016

EXECUTIVE COMMITTEE is composed of the President, Immediate Past-President, Vice-President and two directors from the Board of Directors to be elected annually by the Board members at the first meeting after the annual convention of the Association. It is the duty of the members to assist the President in management of the Association. The Executive Committee shall have such authority to act on behalf of the Association as may from time to time be granted by the Board of Directors except for disciplinary matters which is the sole responsibility of the Board of Directors. Amended January 8 2016

CONFLICT OF INTEREST – Whenever a director or officer or prospective director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall; (a) fully disclose the nature of the interest, and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. Adopted January 8 2016

ARTICLE V

SPECIAL COMMITTEES: Special Committees will be appointed by the President or by motion or resolution at any regular meeting.

ARTICLE VI

MEETINGS: The annual meeting of the Association shall be held each year and all members will be advised at least 30 days prior to its time and place. Special meetings may be held on call by the President upon fifteen days written notice to all members. Meetings of the Officers and Directors are to be held upon call by the President or when requested by at least three members of the Executive Committee. If the President for any reason vacates the chair or is absent from any regular or called meeting of the Association or its Board of Directors, the Vice-President shall assume the chair and preside until such time as the President returns to the Chair. Should the Vice-President not be available because of being absent, being involved in a floor debate or other reason of conflict, the Immediate Past President shall assume the Chair and preside until the President and/or Vice-President returns to the chair. Amended January 8 2016

ARTICLE VII

AMENDMENTS: The Constitution may be amended by a two-thirds vote of the delegates present at the annual meeting of the Association only after the amendments have been submitted to the Board of Directors and with their approval. The entire membership will be informed of the proposed changes at least thirty days prior to the annual meeting. Any active Fair Association Member may submit a proposed amendment to the President in writing ninety days prior to the annual meeting.

ARTICLE VIII

ASSOCIATE MEMBERSHIP: Associate Membership may be granted by this Association following approval by the membership and grievance committee, by paying the annual dues and by abiding by all the rules and regulations set forth in the following paragraphs. Associate Members shall not have a vote at any annual meeting of this Association. Any Associate Member may be refused membership and deleted from all listings by a majority vote of the Board of Directors. Only Associate Members in good standing will be admitted to any meeting of the North Carolina Association of Agricultural Fairs. The Board of Directors may make other rules and qualifications as they see fit for membership.

ARTICLE IX

HONORARY LIFE MEMBERS: Honorary Life Membership may be bestowed upon any person deemed worthy. The regular procedure shall be as follows: Any regular or associate member may present the name of a candidate for honorary life membership to the President, at which time a secret committee, of five persons, shall be appointed by the President to investigate the nominee. The Chairman of this committee shall present the recommendation of the committee on the nominee to the Board of Directors. If the committee recommendation is favorable, the candidate must then be approved by the Board of Directors by a two-thirds (2/3) vote. Upon approval by the Board of Directors, the candidate must be approved by the regular membership at the first membership meeting after Board approval. Membership approval must be by a two-thirds (2/3) vote of the regular members present. The following qualifications shall be considered as a basis for judging a candidate for Honorary Life Membership: (a) Overall contributions to the betterment of the Fair Industry over a long period of years, without regard to appointment or election to any official position in the North Carolina Association of Agricultural Fairs, the International Association of Fairs and Expositions, any other trade associations or organizations, or activity in any civic, professional, or political area whatever. (b) The level and extent of service and contributions to trade associations and organizations serving the fair industry, and in particular, contributions to the North Carolina Association of Agricultural Fairs, in terms of general beneficial service to the said Association, and in terms of performance in official positions in said Association. (c) Evident contributions to the welfare of humanity in general, identified with and related to the overall activity of the candidate in the fair industry; and, further, obvious and apparent conduct and achievements by and on the part of the candidate in the area served by the fair with which he is affiliated, which have resulted in permanent elevation of the fair in the minds of its patrons, and in the general favorable attitudes of society towards such fair. (d) Due consideration must be given to past recipients of the honor,

and to their records of achievements before and after receiving the honor, before the honor is conferred upon any new candidate, in order to avoid a weakening in any way of the honor which they have received.

(e) IT IS BY NO MEANS INTENDED OR ANTICIPATED THAT THIS HONOR SHALL BE BESTOWED ON A REGULAR OR ANNUAL BASIS. On the contrary, it is the wisdom and judgment of this Association that the honor shall be bestowed rarely, and only in cases where a clear and compelling indication arises for the award of same, to the end that receiving this honor shall be an experience that is rare, if not unique, and one that is known only to a limited few. (f) These By-Laws shall be read to the Board of Directors and to the general membership each and every time a candidate is nominated for this honor. Adopted January 1979

BY-LAWS

I The membership fees of Regular Members and Associate Members shall be determined by the Board of Directors. The amount is due and payable immediately after the first of January of the ensuing year. Any change in membership dues of this Association should be submitted by the Budget and Finance Committee to the Board of Directors for their approval. Adopted January 1980

II. The annual meeting of the Association shall be held at a place and on a date to be arranged by the Executive Committee with not less than 30 days' notice to all members and not to conflict with similar meetings in adjoining states, if possible.

III. Nominations for the Officers and Directors of the Association will be presented to the Association at its annual meeting by a Nominating Committee, made up of three of the last five

Presidents of the Association, to be named by the President, with the understanding that any voting member has the right to nominate from the floor, any member for office, and in the event of nominations from the floor for any office there shall be one written ballot vote per fair of the members present. If there are no nominations from the floor, the delegates will vote on the Officers as nominated by the Nominating Committee. Amended January 8 2016

No two people from the same member fair shall serve on the NCAOAF Board of Directors at the same time. Amended January 2015

IV. In the event a vacancy occurs in any of the elected offices, it shall be filled at the discretion of the President with the approval of the Executive Committee. If any elected Officer or Director fails to attend Board Meetings without valid reason, the President may appoint an Officer or Director to serve out his term. Valid reason shall be considered by the President and Executive Committee. The President shall be paid an annual sum to be set by the Board of Directors, upon recommendation by the Budget and Finance Committee. This is for the purpose of reimbursement for expenses incurred and not as a salary. Amended January 2004

V. In the event of special meetings of the Executive Committee or any committee, actual expenses of those attending are to be paid by the Association.

VI. The Board of Directors has the authority to designate Association representatives to attend IAFE and Federation and Provincial Fair meetings. The Treasurer of the Association will pay transportation, meals and lodging upon receipt of expense account and receipt for lodging. Adopted January 1976

VII. Fairs shall be classified in two categories and shall be known as:

1. Non-Commercial Community Fairs; or
2. Commercial Agricultural Fairs.

A Non-Commercial Community Fair is one at which no admission fee is charged, and which is not operated for profit but is operated by a bona fide non-profit organization and at which no traveling shows, rides or games are conducted. All fairs which do not come within this definition are classified as commercial agricultural fairs.

All commercial agricultural fairs shall comply with the requirements set forth in these by-laws, but this section shall not apply to non-commercial community fairs.

Minimum Exhibits:

All commercial agricultural fairs shall be required to have the following minimum entries, but this shall not be construed as a limitation on the number of the entries, which such fairs may have:

1. Three (3) 4-H clubs, or Future Farmers (FFA) or Future Homemakers (FHA) of America, or other high school or college vocational displays;
2. Three (3) extension homemaker, or commodity group, or farm organization, or individual displays;
3. Three (3) displays of community, or educational, or industrial, or civic, or volunteer group activities;
4. Five (5) items of farm, lawn, or garden machinery or equipment (new or antique) on display;
5. Fifteen (15) entries of field crops such as tobacco, corn, soybeans, peanuts, wheat, hay (or ensilage), cotton, sorghum, oats, barley, rye, etc.;
6. Twenty (20) entries of horticultural crops such as apples, peaches, pears, grapes, sweet potatoes, Irish potatoes, cucumbers, peppers, tomatoes, peas, beans, squash, okra, pumpkins, melons, tree nuts, etc.;
7. Twenty (20) entries of food conservation such as canned fruits, vegetables, pickles, jams, jellies, preserves, juices, etc.;
8. Ten (10) entries of baked goods such as cakes, pies, breads, cookies, candies, etc.;
9. Twenty (20) entries of handicrafts such as needlepoint, crocheted, knitted, cross-stitched, or embroidered, etc.;
10. Ten (10) entries of clothing in women's, men's, youth, and infant apparel, etc.;
11. Twenty (20) entries in arts, crafts, photography, or hobbies, etc.;
12. Ten (10) entries of flowers, such as singles, arrangements, potted plants, hanging baskets or dried flowers; and
13. Ten (10) entries of live animals such as dairy cattle, beef cattle, swine, goats, sheep, horses, mules, poultry, rabbits, or wildlife. (Not to be construed to mean paid for live animals such as animals within "Children's Barnyards.") Adopted January 1999

VIII. Robert's Rules of Order – Robert's Rules of Order shall govern all meetings of the NCAOAF, when not in conflict with the NCAOAF Constitution and By-Laws. Adopted January 2012.