

**December 5, 2024**

**To:** Members of the Arkansas Fair Managers Association

**Re:** 2025 Bylaw Amendments

We are writing to inform you about important proposed amendments to the AFMA bylaws, which will be introduced during the first general session of our upcoming annual meeting January 16-18th. The amendments will be introduced at the first general session on Friday, January 17th and voted on at the 2nd general session Saturday, January 18th. These amendments aim to enhance the governance, efficiency, and operations of our association in alignment with our mission to support Arkansas fairs and events.

The full text of the proposed amendments is enclosed in the attached document for your review. We strongly encourage you to read these proposals in preparation for the discussions and votes during the general sessions.

Your participation in this process is vital to ensuring that the AFMA continues to operate effectively and transparently for the benefit of our membership and the communities we serve. If you have any questions or comments prior to the meeting, please feel free to contact us.

### **Amendment #1**

To amend Article 3 Section 2 by striking “that are paid up members of the Arkansas Fair Managers Association” and replacing it with “within the state of Arkansas that have paid the current AFMA fiscal year dues by December 1st.”

### **Amendment #2**

To amend Article 3, Section 3 by striking “Associate members who have paid their current membership dues shall be considered as honorary members and shall not be entitled to vote on Association matters.” and inserting “Section 3: Associate Members; A) Associate members shall consist of individuals or organizations that promote their industry to fair and/or events. Providing knowledge or support based on their industry for fairs and/or events.; B) Associate members who have paid their current membership dues shall be considered as honorary members of the association and shall not be entitled to vote on association matters.

### **Amendment #3**

To Amend Article 4, Section 1A by striking “based on a percentage of the state premium funds received by the member fair, with the percentage to be determined annually by the board of directors” and inserting “determined annually by the Board of Directory at the Board of Directors second meeting of each calendar year” after “shall be”.

### **Amendment #4**

To Amend Article 4, Section 1B by inserting “second meeting of each calendar year” after board of directors.

### **Amendment #5**

To Amend Article 5 by striking the existing language and replace with”

1. The business and property of the association shall be managed by the Board of Directors consisting of 12 (twelve) voting members.
2. Director Roles and Responsibilities
  - a. Governance and Oversight
    - i. Policy Making: Directors are responsible for formulating and implementing policies that guide the organization’s activities and strategic direction.
    - ii. Compliance: Ensuring that the association complies with all applicable laws, regulations, and bylaws.
    - iii. Risk Management: Identifying and managing risks to the organization, ensuring the sustainability and integrity of AFMA.
  - b. Financial Oversight
    - i. Budget Approval: Directors are involved in the approval and monitoring of the association’s budget, ensuring financial stability.
    - ii. Financial Reporting: Reviewing and approving financial reports and audits to maintain transparency and accountability in financial matters.
    - iii. Fundraising and Resource Development: Participating in fundraising activities and seeking resources to support the association’s mission and programs.
  - c. Meetings and Participation

- i. Attendance: Directors are expected to attend all board meetings and actively participate in discussions and decision-making processes.
        - ii. Annual Meeting: Engaging in the annual meeting where key decisions are made, including the election of new directors and officers.
        - iii. Committee Involvement: Serving on committees as needed determined by the president providing expertise and support to specific areas of the association's operations.
      - d. Membership Engagement
        - i. Member Representation: Acting as representatives of the association, ensuring their interests and needs are considered in board decisions.
        - ii. Communication: Facilitating communication between the board and the general membership, ensuring transparency and engagement.
      - e. Strategic Planning
        - i. Long-term Planning: Contributing to the development of long-term strategic plans that align with the association's goals and mission.
        - ii. Evaluation: Regularly evaluating the effectiveness of the association's programs and initiatives, adjusting as necessary.
      - f. Ethical Leadership
        - i. Conflict of Interest: Adhering to conflict-of-interest policies to ensure decisions are made in the best interest of the association.
        - ii. Ethical Conduct: Promoting and upholding high standards of ethical conduct within the association.
3. Ten (10) voting members of the Board of Directors shall be elected from the active membership of the Association. two (2) voting directors will be elected each year to a term of five (5) years. Voting Active Membership Directors shall serve no more than two (2) terms or a total of ten (10) years
  - a. To be eligible for election to the Board of Directors, a candidate must be an active voting member of his/her fair board and maintain this status during the term or terms of the candidate Board members who lose this status during their term will relinquish the remainder of their term and their successor will be elected at the next Annual Meeting.
  - b. Each active Board of Director elected from the active membership will be required to submit a letter of good standing from the fair board he or she represented during the election process to the executive secretary at each annual association meeting no later than the time when the president opens the floor to accept nominations for vacant or expiring directors' positions. If a director has not provided said letter of good standing by the deadline, the director will relinquish the remainder of their term and their successor will be elected during the current Annual Meeting.
4. Two (2) voting associate members shall be selected from associate membership by associate members to provide knowledge and promote their industry such as corporations, organizations or individuals who provide services, entertainment, exhibits, concessions, equipment or supplies to fair, show, and exhibition industry.
5. The Board of directors shall meet annually during the annual meeting of the association, immediately following the election of directors. The Board of Directors shall meet at such other times and places as may be necessary throughout the year. Meetings of the

Board of Directors may be called by the President or by a majority of the active Board members. Seven (7) active voting Directors shall constitute a quorum as any regular or special meetings of the Board of Directors, and action may be taken by a majority vote of the quorum present. No proxy shall be accepted at any Director's meeting. Regular and special board meetings may be held electronically and conduct electronic voting as deemed necessary by the board.

6. Notice of all special meetings of the Board of Directors shall be given by the Executive Secretary not less than ten (10) days prior to the date scheduled for the special meeting. Notice shall be given by United States mail, postage prepaid, addressed to the last known address of the board members or via email and posted not less than ten (10) days prior to the meeting.
7. Any Director may be removed by the affirmative vote of at least eight (8) Directors at any regular or special meetings of the Board of Directors for the conduct detrimental to the interest of the Association or lack of support for and participation in the Association's objectives, or for such other good cause as the Directors may determine.
8. Dismissal of Board member
  - a. When a director has missed two (2) consecutive meetings, a letter will be sent to the board member by certified mail, return receipt requested, stating, "Board records indicate that you have been absent for two (2) consecutive meetings no later than 5 business days following the 3rd consecutively missed meeting.
  - b. For the director to maintain active status, he or she must provide reasoning for the missed meeting to the executive secretary by certified mail or email postmarked or dated no later than 10 business days after receiving the initial letter via certified mail.
  - c. If no response is received following the 15th business days upon the executive secretary receiving the initial certified mail return receipt, we will assume you wish to resign your position as Director of the Association, the position will be declared vacant at the next regular or special meeting.
  - d. After removal of a Director, the Board of Directors shall proceed to fill the vacancy thereby created, and the Director filling the vacancy shall serve until the next annual Association meeting, at which time a new Director shall be elected by the Association membership to fill the vacancy.

#### **Amendment #6**

To Amend Article 6 by striking the existing language and replace with"

Section 1: The officers of the Association shall consist of the President, First Vice-President, Second Vice-President, and Third Vice-President. The officers of the association shall be elected annually by the Board of Directors from among the active members of the Board of Directors and shall serve for a term of one (1) year and until their successors are duly elected. No person shall ever serve more than two (2) terms as president and never serve consecutive terms as president. Immediately following the election of Directors at each annual meeting, the Board of Directors shall meet and elect the officers of the Association.

Section 2: The President of the Association shall be the Chairman of the Board of Directors and shall preside over all meetings of the Board of Directors and all meetings of the Association. The President shall also be an ex-officio member of all committees.

Section 3: The Vice-President of the Association shall, in order of succession, perform the duties and exercise the powers of the President during the absence or disability of the President, resignation or removal of the President. In the event of the death of the President, the Vice-Presidents shall, in order of succession, serve as President until a new President has been elected.

Section 4: If the immediate past President rotates off the Board, he/she shall be an honorary member of the Board of Directors for a term of one (1) year, and he/she shall have no vote in Association matters.

Section 5: The Board of Directors shall also have one honorary member who shall serve as Chaplain of the association. The Chaplain shall be appointed annually by the Board of Directors and shall serve for a term of one (1) year, and until his/her successor is duly appointed. The Chaplain shall have no vote in Association matters.

Section 6: The membership of the Association may from time to time elect one or more Director Emeritus. The position of Director Emeritus shall be an honorary position to be bestowed in recognition of service to the Association. The Directors Emeritus shall have no vote in Association matters.

Section 7: The Board of Directors shall meet annually during the annual meeting of the association, immediately following the election of Directors. The Board of Directors shall meet at such other times and places as may be necessary throughout the year. Meetings of the Board of Directors may be called by the President or by a majority of the active Board members. Seven (7) active voting Directors shall constitute a quorum as any regular or special meetings of the Board of Directors, and action may be taken by a majority vote of the quorum present. No proxy shall be accepted at any Director's meeting.

#### **Amendment #7**

To amend Article 9, Section 1 by inserting "Begin on July 1" after the word "shall"

#### **Amendment #8**

To insert "Article 13 - Employees and renumber the following articles accordingly

##### Section 1: Executive Secretary

- a. It shall be the responsibility of the Board of Directors of the AFMA to employ an Executive secretary and thereby outlining the position, responsibilities and duties so the highest and best results can be obtained from the said Executive Secretary. The general duties, to be further outlined, shall be to administer the day to day operations of the association under the direction of the Board of Directors with the direct supervision of the President of the Board.
- b. Compensation for the position and all expenses of the Association shall be set and approved by the Board of Directors.
- c. The Executive Secretary shall be chosen from resumes submitted from active members in good standing of the Arkansas Fair Managers Association.
- d. The Executive Secretary or Director of the Association shall record and maintain minutes of the meetings of the association and of the Board of Directors and shall

make and keep all other records and reports. The Executive Secretary or Director shall keep the books of accounts for the funds of the Association, which shall be subject to withdrawal upon the signature of the Executive Secretary or Director and/or his designee, whose signature shall be duly certified to the depositories of the Association. The Executive Secretary or director shall also be responsible for the proper reporting to any governmental agencies and to the Directors of the Association for the funds received and paid out, including the responsibility to submit a financial report to the Board of Directors at each regular and annual Directors meeting. The Executive Secretary or director shall also be bonded.” after Article 12.

### **Amendment #9**

#### **To insert “Article 14 - Conflict of Interest**

1. Purpose: The purpose of this Conflict of Interest Policy is to establish guidelines and procedures to identify and manage conflicts of interest within the Arkansas Fair Managers Association (AFMA). This policy is designed to ensure that decisions and actions taken by members of AFMA are made in the best interest of the organization and its stakeholders.
2. Scope: This policy applies to all Directors, officers, employees, volunteers, and representatives of AFMA.
3. Definitions:
  - a. Conflict of Interest: A situation where an individual’s personal interests, affiliations, or relationships may compromise or appear to compromise their ability to act impartially and in the best interest of AFMA.
  - b. Related Party: Any individual or entity with a financial, familial, personal, or professional relationship with a director, officer, employee, volunteer, or representative of AFMA.
4. Disclosure: All Directors, officers, employees, volunteers, and representatives of AFMA must promptly disclose any actual or potential conflicts of interest to the Board of Directors. This includes any relationships with Related Parties that may influence their ability to make impartial decisions on behalf of AFMA.
5. Procedures:
  - a. Upon identification of a conflict of interest, the individual involved must disclose all relevant details of the conflict to the Board of Directors, including but not limited to:
    - i. Nature and extent of the conflict.
    - ii. Financial or non-financial interests involved.
    - iii. Steps taken to mitigate the conflict.
  - b. The Board of Directors shall review the disclosed conflict and determine whether it poses a significant risk to the integrity and objectives of AFMA.
  - c. In cases where a conflict of interest exists, the affected individual shall abstain from participating in any discussion or decision-making process related to the matter in question.
  - d. The Board of Directors may take appropriate actions to manage or mitigate the conflict, which may include:

- i. Recusal from discussions or decisions.
  - ii. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board of Directors or committee is meeting and shall not participate in the final deliberations or decision regarding the matter under consideration.
  - iii. Appointment of an independent committee to review and make decisions on behalf of AFMA.
  - iv. Implementation of measures to ensure transparency and accountability in the decision-making process.
  - v. Any transactions or arrangements involving conflicts of interest must be approved by the Board of Directors in accordance with applicable laws and regulations.
6. Recordkeeping: AFMA shall maintain accurate and detailed records of all disclosed conflicts of interest, including the nature of the conflict, actions taken to address it, and decisions made by the Board of Directors.
7. Compliance and Enforcement: Non-compliance with this Conflict of Interest Policy may result in disciplinary action, up to and including termination of affiliation with AFMA. All individuals associated with AFMA are expected to adhere to this policy and act with integrity and transparency in their dealings with the organization.
8. Review and Revision: This Conflict of Interest Policy shall be reviewed periodically by the Board of Directors to ensure its effectiveness and relevance. Amendments or revisions may be made as necessary to address changing circumstances or regulatory requirements.
9. Acknowledgement: All Directors, officers, employees, volunteers, and representatives of AFMA shall be required to acknowledge receipt and understanding of this Conflict of Interest Policy upon joining the organization and on an annual basis thereafter.” after Article 13 or following the last article of the bylaws.

#### **Amendment #10**

To insert “Committees of the organization may meet and vote electronically as deemed necessary by the committee” after Article 8 - Committees section 3 and create section 4.

#### **Motion:**

To give the executive secretary or the bylaws committee the authority to correct article & section designations, punctuations and cross-references and to make such other technical and conforming changes as may necessary to reflect the intent of the society in connection with adopting the bylaw amendments.

Proposed By-Laws of the Arkansas Fair Managers Association  
January 2025

**Article 1 – Name & Location**

1. The name of the organization is the Arkansas Fair Manager Association
2. The location of the principal office of the Association shall be determined annually by the Board of Directors of the Association

**Article 2 - Purpose**

1. The objective and purpose of this voluntary, non-profit, educational organization shall be to promote and encourage all the purposes for which county, district and state livestock shows and fairs are organized and operated and to disseminate information of advantage to its members and to hold an annual educationally oriented convention and special meetings.

**Article 3 - Membership**

1. There shall be two (2) types of membership, (1) Active and (2) Associate.
2. Active members shall consist of county, district, & state fairs within the state of Arkansas that have paid the current AFMA fiscal year dues by December 1st.
3. Associate Members
  - a) Associate members shall consist of individuals or organizations that promote their industry to fair and/or events. Providing knowledge or support based on their industry for fairs and/or events.
  - b) Associate members who have paid their current membership dues shall be considered as honorary members of the association and shall not be entitled to vote on association matters.
4. Active and associate members shall be admitted to the Association upon review of the Executive Secretary and approval by the Board at the earliest possible time.
5. All active and associate memberships shall be recorded in the roster of the Arkansas Fair Managers Association

**Article 4 - Dues**

1. The annual dues of the Association shall be as follows:
  - a. Active membership dues shall be determined annually by the Board of Directors at the Board of Directors second meeting of each calendar year and may be based on a tiered system.
  - b. Associate membership dues shall be established annually by the Board of Directors at the Board of Directors second meeting of each calendar year.



2. Any fair that fails to pay dues and therefore is dropped from The Association Membership for a period of one year or more, will be required to pay one preceding year and the current year dues before reinstatement. If necessary, a payment plan may be agreed upon, at that time, with the present Board of Directors at their discretion.

## **Article 5 - Directors**

1. The business and property of the association shall be managed by the Board of Directors consisting of 12 (twelve) voting members.
2. Director Roles and Responsibilities
  - a. Governance and Oversight
    - i. Policy Making: Directors are responsible for formulating and implementing policies that guide the organization's activities and strategic direction.
    - ii. Compliance: Ensuring that the association complies with all applicable laws, regulations, and bylaws.
    - iii. Risk Management: Identifying and managing risks to the organization, ensuring the sustainability and integrity of AFMA.
  - b. Financial Oversight
    - i. Budget Approval: Directors are involved in the approval and monitoring of the association's budget, ensuring financial stability.
    - ii. Financial Reporting: Reviewing and approving financial reports and audits to maintain transparency and accountability in financial matters.
    - iii. Fundraising and Resource Development: Participating in fundraising activities and seeking resources to support the association's mission and programs.
  - c. Meetings and Participation
    - i. Attendance: Directors are expected to attend all board meetings and actively participate in discussions and decision-making processes.
    - ii. Annual Meeting: Engaging in the annual meeting where key decisions are made, including the election of new directors and officers.
    - iii. Committee Involvement: Serving on committees as needed determined by the president providing expertise and support to specific areas of the association's operations.
  - d. Membership Engagement

- i. Member Representation: Acting as representatives of the association, ensuring their interests and needs are considered in board decisions.
    - ii. Communication: Facilitating communication between the board and the general membership, ensuring transparency and engagement.
  - e. Strategic Planning
    - i. Long-term Planning: Contributing to the development of long-term strategic plans that align with the association's goals and mission.
    - ii. Evaluation: Regularly evaluating the effectiveness of the association's programs and initiatives, adjusting as necessary.
  - f. Ethical Leadership
    - i. Conflict of Interest: Adhering to conflict-of-interest policies to ensure decisions are made in the best interest of the association.
    - ii. Ethical Conduct: Promoting and upholding high standards of ethical conduct within the association.
- 3. Ten (10) voting members of the Board of Directors shall be elected from the active membership of the Association. two (2) voting directors will be elected each year to a term of five (5) years. Voting Active Membership Directors shall serve no more than two (2) terms or a total of ten (10) years
  - a. To be eligible for election to the Board of Directors, a candidate must be an active voting member of his/her fair board and maintain this status during the term or terms of the candidate Board members who lose this status during their term will relinquish the remainder of their term and their successor will be elected at the next Annual Meeting.
  - b. Each active Board of Director elected from the active membership will be required to submit a letter of good standing from the fair board he or she represented during the election process to the executive secretary at each annual association meeting no later than the time when the president opens the floor to accept nominations for vacant or expiring directors' positions. If a director has not provided said letter of good standing by the deadline, the director will relinquish the remainder of their term and their successor will be elected during the current Annual Meeting.
- 4. Two (2) voting associate members shall be selected from associate membership by associate members to provide knowledge and promote their industry such as corporations, organizations or individuals who provide services, entertainment, exhibits, concessions, equipment or supplies to fair, show, and exhibition industry. The 2 associate board members shall be

elected by the membership and shall server for the term of 2 years. Voting Associate Membership Directors shall serve no more than five (5) terms or a total of (10) years.

5. The Board of directors shall meet annually during the annual meeting of the association, immediately following the election of directors. The Board of Directors shall meet at such other times and places as may be necessary throughout the year. Meetings of the Board of Directors may be called by the President or by a majority of the active Board members. Seven (7) active voting Directors shall constitute a quorum as any regular or special meetings of the Board of Directors, and action may be taken by a majority vote of the quorum present. No proxy shall be accepted at any Director's meeting. Regular and special board meetings may be held electronically and conduct electronic voting as deemed necessary by the board.
6. Notice of all special meetings of the Board of Directors shall be given by the Executive Secretary not less than ten (10) days prior to the date scheduled for the special meeting. Notice shall be given by United States mail, postage prepaid, addressed to the last known address of the board members or via email and posted not less than ten (10) days prior to the meeting.
7. Any Director may be removed by the affirmative vote of at least eight (8) Directors at any regular or special meetings of the Board of Directors for the conduct detrimental to the interest of the Association or lack of support for and participation in the Association's objectives, or for such other good cause as the Directors may determine.
8. Dismissal of Board member
  - a. When a director has missed two (2) consecutive meetings, a letter will be sent to the board member by certified mail, return receipt requested, stating, "Board records indicate that you have been absent for two (2) consecutive meetings no later than 5 business days following the 3rd consecutively missed meeting.
  - b. For the director to maintain active status, he or she must provide reasoning for the missed meeting to the executive secretary by certified mail or email postmarked or dated no later than 10 business days after receiving the initial letter via certified mail.
  - c. If no response is received following the 15th business days upon the executive secretary receiving the initial certified mail return receipt, we will assume you wish to resign your position as Director of the Association, the position will be declared vacant at the next regular or special meeting."
  - d. After removal of a Director, the Board of Directors shall proceed to fill the vacancy thereby created, and the Director filling the vacancy

shall serve until the next annual Association meeting, at which time a new Director shall be elected by the Association membership to fill the vacancy.

#### **Article 6 - Officers**

1. The officers of the Association shall consist of the President, First Vice-President, Second Vice-President, and Third Vice-President. The officers of the association shall be elected annually by the Board of Directors from among the active members of the Board of directors and shall serve for a term of one (1) year and until their successors are duly elected. No person shall ever serve more than two (2) terms as president and never serve consecutive terms as president. Immediately following the election of directors at each annual meeting, the Board of Directors shall meet and elect the officers of the Association.
2. The President of the Association shall be the Chairman of the Board of directors and shall preside over all meetings of the Board of Directors and all meetings of the Association. The President shall also be an ex-officio member of all committees.
3. The Vice-President of the Association shall, in order of succession, perform the duties and exercise the powers of the President during the absence or disability of the President, resignation or removal of the President. In the event of the death of the President, the Vice-Presidents shall, in order of succession, serve as President until a new President has been elected.
4. If the immediate past President rotates off the Board, he/she shall be an honorary member of the Board of Directors for a term of one (1) year, and he/she shall have no vote in Association matters.
5. The Board of Directors shall also have one honorary member who shall serve as Chaplain of the association. The Chaplain shall be appointed annually by the Board of Directors and shall serve for a term of one (1) year, and until his/her successor is duly appointed. The Chaplain shall have no vote in Association matters.
6. The membership of the Association may from time to time elect one or more Director Emeritus. The position of Director Emeritus shall be an honorary position to be bestowed in recognition of service to the Association. The Directors Emeritus shall have no vote in Association matters.
7. The Board of directors shall meet annually during the annual meeting of the association, immediately following the election of directors. The Board of Directors shall meet at such other times and places as may be necessary throughout the year. Meetings of the Board of Directors may be called by the President or by a majority of the active Board members. Seven (7)

active voting Directors shall constitute a quorum as any regular or special meetings of the Board of Directors, and action may be taken by a majority vote of the quorum present. No proxy shall be accepted at any Director's meeting.

#### **Article 7 - Employees**

##### 1. Executive Secretary

- a. It shall be the responsibility of the Board of directors of the AFMA to employ an Executive secretary and thereby outlining the position, responsibilities and duties so the highest and best results can be obtained from the said Executive Secretary. The general duties, to be further outlined, shall be to administer the day to day operations of the association under the direction of the Board of Directors with the direct supervision of the President of the Board.
- b. Compensation for the position and all expenses of the Association shall be set and approved by the Board of Directors.
- c. The Executive Secretary shall be chosen from resumes submitted from active members in good standing of the Arkansas Fair Managers Association.
- d. The Executive Secretary or Director of the Association shall record and maintain minutes of the meetings of the association and of the Board of Directors and shall make and keep all other records and reports. The Executive Secretary or Director shall keep the books of accounts for the funds of the Association, which shall be subject to withdrawal upon the signature of the Executive Secretary or Director and/or his designee, whose signature shall be duly certified to the depositories of the Association. The Executive Secretary or director shall also be responsible for the proper reporting to any governmental agencies and to the Directors of the Association for the funds received and paid out, including the responsibility to submit a financial report to the Board of Directors at each regular and annual Directors meeting. The Executive Secretary or director shall also be bonded.

#### **Article 8 - Association Meetings**

1. The Association shall meet annually at a place and time designated by the Board of Directors.
2. Special meeting of the Association may be called by the President or by the Board of Directors.
3. The Executive Secretary shall provide notice via mail or email of the place and time of the annual meeting and any special meeting to each member fair

association and each associate member at least thirty (30) days prior to the meeting. The notice of any special meeting shall also contain a description of the purpose or purposes for which the meeting is called. Twenty-five (25) active member fair associations represented at any meeting shall constitute a quorum, and a majority vote of the quorum present shall be required in order to take action on any matter before the association. Associate members shall not be counted in determining a quorum.

4. Voting at any Association meeting shall be done by either voice vote or ballot. Each active member fair association represented at any meeting shall have one vote. Associate members shall have no vote. No proxy shall be accepted at any Association meeting.

#### **Article 19 - Committees**

1. The Board of Directors shall have the authority to create standing committees from time to time as deemed necessary. The President of the Association shall have authority to create such other special committees, and appoint the members thereof, as the President may deem necessary from time to time. Provided, however, that said special committees be approved by the Board of Directors.
2. The President of the Association, immediately after his election by the Board of Directors, shall appoint the members of all standing committees. Members of standing committees shall serve for a term of one (1) year and until their successors are duly appointed. Members of special committees shall serve until the purpose of the special committee has been accomplished and the committee has been discharged by the President.
3. The President of the Association shall have the authority to dismiss and/or replace committee members as deemed necessary.
4. Committees of the organization may meet and vote electronically as deemed necessary by the committee

#### **Article 10 - Fiscal Year**

1. The fiscal year of the association shall be July 1 to June 30,

#### **Article 11 - Procedure**

1. Robert's Rules of Order shall govern all questions of procedure at meetings of the Association, the Board of Directors, the Officers, and the standing and special committees.

#### **Article 12 - Amendments**

1. These By-laws may be amended by a two-thirds vote of the active member fair associations represented at any annual meeting of the Association,

provided a quorum is present, and further provided that a notice of and a copy of the proposed amendment (s) have been mailed to each active member fair association at least thirty (30) days prior to the meeting.

2. It is proposed by the committee that the revisions in the By-laws be brought to the floor at the first general meeting. If they are approved, they become effective immediately.

### **Article 13 - Conflict of Interest**

1. Purpose: The purpose of this Conflict of Interest Policy is to establish guidelines and procedures to identify and manage conflicts of interest within the Arkansas Fair Managers Association (AFMA). This policy is designed to ensure that decisions and actions taken by members of AFMA are made in the best interest of the organization and its stakeholders.
2. Scope: This policy applies to all directors, officers, employees, volunteers, and representatives of AFMA.
3. Definitions:
  - a. Conflict of Interest: A situation where an individual's personal interests, affiliations, or relationships may compromise or appear to compromise their ability to act impartially and in the best interest of AFMA.
  - b. Related Party: Any individual or entity with a financial, familial, personal, or professional relationship with a director, officer, employee, volunteer, or representative of AFMA.
4. Disclosure: All directors, officers, employees, volunteers, and representatives of AFMA must promptly disclose any actual or potential conflicts of interest to the Board of Directors. This includes any relationships with Related Parties that may influence their ability to make impartial decisions on behalf of AFMA.
5. Procedures:
  - a. Upon identification of a conflict of interest, the individual involved must disclose all relevant details of the conflict to the Board of Directors, including but not limited to:
    - i. Nature and extent of the conflict.
    - ii. Financial or non-financial interests involved.
    - iii. Steps taken to mitigate the conflict.
  - b. The Board of Directors shall review the disclosed conflict and determine whether it poses a significant risk to the integrity and objectives of AFMA.
  - c. In cases where a conflict of interest exists, the affected individual

- shall abstain from participating in any discussion or decision-making process related to the matter in question.
- d. The Board of Directors may take appropriate actions to manage or mitigate the conflict, which may include:
    - i. Recusal from discussions or decisions.
    - ii. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board of Directed or committee is meeting and shall not participate in the final deliberations or decision regarding the matter under consideration.
    - iii. Appointment of an independent committee to review and make decisions on behalf of AFMA.
    - iv. Implementation of measures to ensure transparency and accountability in the decision-making process.
    - v. Any transactions or arrangements involving conflicts of interest must be approved by the Board of Directors in accordance with applicable laws and regulations.
  6. Recordkeeping: AFMA shall maintain accurate and detailed records of all disclosed conflicts of interest, including the nature of the conflict, actions taken to address it, and decisions made by the Board of Directors.
  7. Compliance and Enforcement: Non-compliance with this Conflict of Interest Policy may result in disciplinary action, up to and including termination of affiliation with AFMA. All individuals associated with AFMA are expected to adhere to this policy and act with integrity and transparency in their dealings with the organization.
  8. Review and Revision: This Conflict of Interest Policy shall be reviewed periodically by the Board of Directors to ensure its effectiveness and relevance. Amendments or revisions may be made as necessary to address changing circumstances or regulatory requirements.
  9. Acknowledgement: All directors, officers, employees, volunteers, and representatives of AFMA shall be required to acknowledge receipt and understanding of this Conflict of Interest Policy upon joining the organization and on an annual basis thereafter.

#### **Article 14 - Scholarship Funds**

1. The AFMA shall establish a scholarship program for the benefit of the youth in the fair industry in this State of Arkansas. This scholarship fund is to be totally funded by donations and by auction funds. This program is to be totally self-sufficient and to be governed by the Board of Directors and a



scholarship committee.

2. In the event of the Association disbanding, the AFMA scholarship fund would be administered by the Arkansas Livestock and Poultry Commission to distribute the scholarship funds to Arkansas schools of higher learning, with two years or more course of study.
3. The Associate Members of the AFMA shall establish a scholarship program for the benefit of the young people who have an interest in the entertainment aspect of the fair business. This scholarship fund is to be totally funded by donations, auction funds, and other activities. This program is to be totally self-sufficient and to be governed by the Board of Directors and an Associate Scholarship Committee.
4. In the event of the Association disbanding, the AFMA Associate Scholarship Fund would be administered by the Hot Springs Showman's Club Scholarship Program to distribute the funds to schools of higher learning, with two years or more course of study.