

AMENDED AND RESTATED  
B Y L A W S  
OF  
MICHIGAN ASSOCIATION OF FAIRS AND EXHIBITIONS

A Michigan Nonprofit Corporation

ARTICLE I. OFFICES

1.1 Registered Office. The registered office of the Corporation shall be located at the address specified in the Articles of Incorporation or at such other place as may be determined by the Board of Directors if notice thereof is filed with the State of Michigan.

1.2 Other Offices. The business of the Corporation may be transacted at such locations other than the registered office, as the Board of Directors may from time to time determine, or as the business of the Corporation may require.

ARTICLE II. MEMBERS

2.1 Classifications, Powers and Privileges. There shall be three classifications of members in the Corporation, namely:

a. Regular Members - Any corporation or organization or fair, agency or other person actually and directly engaged in promoting and conducting fairs, agricultural exhibitions or shows, and described in "Act 80" of the Public Acts of 1855, as amended, "Act 11" of the Public Acts of 1929, or comparable legislation, shall be entitled to become a regular member with full privileges, upon payment of dues as prescribed by the Board of Directors and by subscribing to the Bylaws and rules of the Corporation.

Each regular member shall be assigned to one of the following six zones, such assignment to be made based on the location of the principal activities of such regular member:

**Zone One** - Allegan, Barry, Berrien, Branch, Calhoun, Cass, Eaton, Hillsdale, Kalamazoo, St. Joseph, and Van Buren counties.

**Zone Two** - Genesee, Ingham, Jackson, Lapeer, Lenawee, Livingston, Macomb, Monroe, Oakland, St. Clair, Washtenaw and Wayne counties.

**Zone Three** - Ionia, Kent, Lake, Mason, Mecosta, Montcalm, Muskegon, Newaygo, Oceana, Osceola and Ottawa counties.

**Zone Four** - Arenac, Bay, Clare, Clinton, Gladwin, Gratiot, Huron, Isabella, Midland, Saginaw, Sanilac, Shiawassee and Tuscola counties.

**Zone Five** - Alcona, Alpena, Antrim, Benzie, Charlevoix, Cheboygan, Crawford, Emmet, Grand Traverse, Iosco, Kalkaska, Leelanau, Manistee, Missaukee, Montmorency, Ogemaw, Oscoda, Otsego, Presque Isle, Roscommon and Wexford counties.

**Zone Six** - All Upper Peninsula counties – Alger, Baraga, Chippewa, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Luce, Mackinac, Marquette, Menominee, Ontonagon, and Schoolcraft counties. (Revised January 14, 2011)

b. Associate Members - Any corporation or organization or firm, agency or other person directly engaged in performing a service for a regular or Festival member, shall be entitled to become an associate member upon payment of dues as prescribed by the Board of Directors and by subscribing to the Bylaws and rules of the Corporation. Except as otherwise specifically provided in section 3.1, associate members shall not be entitled to vote, however the "Associate Director" shall have one (1) vote on the Board of Directors. The "Associate Director" shall be elected by the Associate Members. (Revised January 14, 2011)

c. Festival Members - Any corporation or organization or municipality directly engaged in promoting and conducting a Festival, shall be entitled to become a festival member upon payment of dues as prescribed by the Board of Directors and by subscribing to the Bylaws and rules of the Corporation. Except as otherwise specifically provided in section 3.1, festival members shall not be entitled to vote, however the "Festival Director" shall have one (1) vote on the Board of Directors. The "Festival Director" shall be elected by the Festival Members. (Revised January 14, 2011)

All memberships shall be in the name of the corporation, organization, firm, agency, municipality or other person applying for membership, and the Corporation shall be entitled to rely on the acts of any individual purporting to represent or act on behalf of such member unless and until the Corporation receives written notice signed by the president of such member specifying which one particular individual shall be authorized to represent such member before the Corporation, and in such case, only the individual so specified in said notice shall be entitled to represent and act on behalf of such member in matters concerning the Corporation, unless and until the Corporation receives a contrary notice specified in writing signed by the president of such member.

2.2 Obligations, Dues and Rules. Each member shall pay such dues and comply with such rules regarding conduct as shall be reasonably determined by the Board of Directors from time to time. Dues shall be uniform for all members within a given class. The Corporation may, by a vote of a majority of its members, exclude any member who fails to comply with the reasonable and lawful requirements of its Bylaws, rules and regulations.

2.3 Non-transferability. No membership in the Corporation shall be transferable in any manner whatsoever.

2.4 Resignation or Termination. A member may resign its membership by written notice to the Secretary of the Corporation, which resignation shall be effective upon receipt by the Corporation or at a subsequent time as set forth in the notice. Membership shall terminate upon the death, dissolution or resignation of a member.

2.5 Place of Meetings. Meetings of the members shall be held at the registered office of the Corporation or at such other place, as may be determined from time to time by the Board of Directors; provided, however, if a members' meeting is to be held at a place other than the registered office, the notice of the meeting shall designate such place.

2.6 Annual Meeting. Annual meetings of the members for such business as may come before the meeting shall be held at such time and place as may be designated by the Board of Directors and stated in the notice of the meeting. If the annual meeting is not held at the time specified, the Board of Directors shall cause the meeting to be held as soon thereafter as is convenient.

2.7 Special Meetings. Special meetings of the members may be called by the President or the Secretary and shall be called by one of them pursuant to resolution therefore by the Board of Directors, or upon receipt of a request in writing, stating the purpose or purposes thereof, and signed by at least nine (9) regular members eligible to vote at the time of signing the request.

2.8 Notice of Meetings. Written notice of the time, place and purpose of any members meeting shall be given to members entitled to vote there at, not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such notice may be given either by delivery in person to the members or by mailing such notice to the members at their addresses as the same appearing in the records of the Corporation. Attendance at a members meeting constitutes a waiver of notice of the meeting, except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

2.9 Voting Lists. The Corporation's officer or agent having charge of its membership records shall prepare and certify a complete list of the members entitled to vote at a members' meeting or any adjournment thereof, which list shall be arranged alphabetically within each class of membership and shall show the address of each member and the member's classification. The list shall be produced at the time and place of the members' meeting and be subject to inspection, but not copying, by any member at any time during the meeting for the purpose of determining who is entitled to vote at the meeting. If for any reason the requirements with respect to the membership list specified herein have not been complied with, any member who in good faith challenges the existence of sufficient votes to carry any action at the meeting, may demand that the meeting be adjourned, and the same shall be adjourned until the requirements are complied with; provided, however, that failure to comply with such requirements does not affect the validity of any action taken at the meeting before such demand is made.

2.10 Voting. Each regular member in actual attendance at a meeting at which a vote is to occur shall be entitled to one vote. Associate and festival members shall not be entitled to any vote, except as to the election of their respected directors as provided in Article III. Voting by proxy shall not be permitted, but a vote may be cast either orally or in writing as announced or directed by the person presiding at the meeting prior to the taking of the vote. Any action to be taken by vote of the members shall be authorized by a majority of the votes cast at the meeting by the members entitled to vote on the matter, unless a greater percentage is required by law or the Articles of Incorporation. Notwithstanding anything to the contrary, no member whose dues are in arrears as determined by the Secretary of the Corporation shall be eligible to vote.

2.11 Quorum. Those members in actual attendance at any meeting shall constitute a quorum at the meeting.

2.12 Conduct of Meetings. The officer who is to preside at meetings of members pursuant to Article IV of these Bylaws or his or her designee shall determine the agenda and the order in which business shall be conducted unless the agenda and the order of business have been fixed by the Board of Directors. The members shall have no power or authority to change or supplement the agenda as determined by the presiding officer or the Board of Directors. The presiding officer or his or her designee shall call meetings of members to order and shall preside. The Secretary of the Corporation shall act as Secretary of all meetings of members, but in the absence of the Secretary at any members' meeting, or his or her inability or refusal to act as Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

2.13 Inspector of Elections. The Board of Directors may, in advance of a members meeting, appoint one or more inspectors to act at the meeting or any adjournment thereof. In the event inspectors are not so appointed, or an appointed inspector fails to appear or act, the person presiding at the members meeting may, and on request of a member entitled to vote thereat shall, appoint one or more persons to fill such vacancy or vacancies, or to act as inspector. The inspector(s) shall determine the number and status of members, the existence of a quorum, and shall receive votes, ballots or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the results, and do such acts as are proper to conduct the election or vote with fairness to all members.

### ARTICLE III. DIRECTORS

3.1 Board of Directors. The business and affairs of the Corporation shall be managed exclusively by a Board of Directors consisting of not more than twelve (12) directors, with one (1) director elected by each of the six zones of regular members, three (3) directors at large elected by the regular membership at the annual meeting, one (1) director elected by the associate members, and one (1) director elected by the festival members, and the immediate past president shall also be an ex-officio member of the Board of Directors. Such ex-officio director shall be allowed to vote only in the case of a tie vote among the other directors voting at a Board meeting. (Revised January 14, 2011)

The directors to be elected by the associate members and by the festival members shall each be elected at the annual members meeting for two (2) year terms. The directors to be elected by the regular members to represent the various zones shall (except in the case of a replacement director resulting from resignation or removal under sections 3.2 and 3.3) are elected for three-year terms. All directors shall serve until their respective terms expire and until their successors are appointed or until their earlier resignation or removal.

Except as otherwise provided in sections 3.2 and 3.3, zones 2 and 6 shall elect their directors at the annual meeting in 1993 and at each third annual meeting thereafter; zones 4 and 5 shall elect their directors at the annual meeting in 1994 and at each third annual meeting thereafter; and zones 1 and 3 shall elect their directors at the annual meeting in 1995 and at each third annual meeting thereafter. The three directors at large will be elected at the annual meeting in 2003 with the person receiving the most votes holding a three year term with the term expiring in 2006, the person receiving the second most votes holding a two year term with the term expiring in 2005 and the person receiving the third most votes holding a one year term with the term expiring in 2004. As these terms expire, the electives will hold a three-year term unless they resign or are removed.

No person shall be eligible to be elected as a director by any of the zones at any time unless such person is then an officer, manager, director or member of the board of management of a regular member (a "Qualifying Position"). Only one person shall be eligible to serve on the Board of Directors from a membership concurrently. No more than one person per zone, one festival member or one associate member may be elected at large. If any person who has been elected a director by any zone, Associate member group director or Festival member group director ceases to hold such a qualifying position during the term for which such election was made, such person shall automatically be deemed to have resigned from all positions as a director or officer of the Corporation. (Revised January 14, 2011)

In addition to exercising all of the other powers conferred upon the Board of Directors by law, the Board of Directors may enter into a trust agreement on behalf of the Corporation with a trust company, bank, or other institution with trust powers, or designate any such institution as agent for the Corporation, for the purpose of holding, administering and managing all or any part of its properties, subject always to the direction of the Board of Directors. Any institution so designated may be compensated in accordance with its current fees for such services.

3.2 Resignation and Removal. A director may resign by written notice to the Secretary of the Corporation, which resignation shall be effective upon receipt by the Corporation or at a subsequent time as set forth in the notice. Any director(s) or the entire Board of Directors may be removed, at any time with or without cause, by members holding a majority of the voting power of the classification entitled to elect such director (or in the case of an ex officio director, by the vote of a majority of the regular members).

3.3 Vacancies. Vacancies on the Board of Directors occurring for any reason shall be filled by the vote of the zone of regular members or associate or festival members that elected the director whose departure from the Board created the vacancy. The Secretary shall call a special meeting of such zone or such associate or festival members entitled to elect such replacement director within thirty (30) days after receiving notice of the need to fill such a vacancy, and shall provide notice to all members entitled

to vote at such a meeting in accordance with the principles stated in Sections 2.7 and 2.8 above. If not filled within thirty (30) days of the accepted resignation, the vacancy shall be filled by the Board of Directors. Any director so elected to fill a vacancy occurring for any reason shall hold office only until the expiration of the term of the director being replaced or until such replacement director's earlier resignation or removal.

3.4 Place of Meetings and Records. The directors shall hold their meetings, maintain the minutes of the proceedings of meetings of the members, the Board of Directors, and committees of the Board of Directors and keep the books and records of account for the Corporation, in such place or places, as the Board of Directors may from time to time determine.

3.5 Annual Meetings. The annual meeting of the Board of Directors shall be held, without notice other than this section 3.5, at the same place and near the same time as the annual members meeting. If such meeting is not so held, the annual meeting of the Board of Directors shall be called in the same manner as hereinafter provided for special meetings of the Board of Directors.

3.6 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board of Directors. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

3.7 Special Meetings. Special meetings of the Board of Directors may be called by the President, and shall be called on the written request of any three (3) directors, upon at least seven (7) days written notice to each director, or twenty-four (24) hours notice, given personally, by telephone or fax or email. (Revised January 14, 2011)

The notice does not need to specify the business to be transacted or the purpose of the special meeting. Attendance of a director at a special meeting constitutes a waiver of notice of the meeting, except where a director attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

3.8 Quorum and Vote. A majority of the members of the Board of Directors then in office constitutes a quorum for the transaction of business, and the vote of a majority of the directors present at any meeting at which a quorum is present constitutes the action of the Board of Directors unless the vote of a larger number is specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present, the directors present may adjourn the meeting from time to time and to another place, without notice other than announcement at the meeting, until a quorum is present.

3.9 Report to Members. The Board of Directors shall cause a financial report of the Corporation for the preceding fiscal year to be available for distribution to each member within four (4) months after the end of each fiscal year. The report shall include the Corporation's statement of income, its year-end balance sheet and such other statements or reports as the Board of Directors shall deem appropriate from time to time.

3.10 Corporate Seal. The Board of Directors may authorize a suitable corporate seal, which seal shall be kept in the custody of the Secretary and used by the Secretary.

3.11 Compensation of Directors. Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors a fixed sum for expenses of attendance may be allowed for attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

3.12 Committees. The President may designate one or more committees, including an auditing committee, resolutions committee, or legislative committee, and nominating committee consisting of the

President, two Board Members and two M.A.F.E. members at large to nominate directors at large, which shall have such powers and duties as may be determined by the President. All committees shall keep regular minutes of their proceedings and report to the Board of Directors when required and shall submit copies of minutes of their proceedings and any reports to the secretary of the Corporation. No committee shall have the power or authority to amend the Articles of Incorporation or Bylaws of the Corporation, recommend to the members dissolution of the Corporation or a revocation of dissolution, or fill vacancies in the Board of Directors.

3.13 Meeting by Communication Equipment. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee, as the case may be, by using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at the meeting.

3.14 Action Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors, or such committee, consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the Board of Directors or committee and the consent shall have the same effect as a vote of the Board of Directors or committee for the purposes.

#### ARTICLE IV. OFFICERS

4.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer whom shall be elected by the Board of Directors at each annual meeting. The Executive Director shall be selected by the Board of Directors. The Board of Directors will set compensation. The Executive Director shall have no voting privileges. Only persons who are directors shall be eligible to be elected President or Vice President, Secretary or Treasurer. A President or Vice President may hold only one office at a time. Each officer shall hold office until the next annual meeting of the Board of Directors and until his or her successor is elected and qualified or until his or her earlier resignation or removal.

4.2 Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The Board of Directors may, by specific resolution, empower the President or the executive committee, if such a committee has been designated by the Board of Directors, to appoint such subordinate officers or agents and to determine their powers and duties.

4.3 Removal. The President, Vice President, Secretary or Treasurer may be removed at any time, with or without cause, but only by the affirmative vote of a majority of the Board of Directors. Any Assistant Secretary or Assistant Treasurer, or subordinate officer or agent appointed pursuant to Section 4.2, may be removed at any time, with or without cause, by action of the Board of Directors or by the committee or officer, if any, empowered to appoint such Assistant Secretary or Assistant Treasurer or subordinate officer or agent.

4.4 Compensation of Officers. No compensation shall be paid to the officers for services rendered to the Corporation in their capacity as officers. Nothing contained in this section shall be construed to preclude any officer from serving the Corporation as an employee or in any other capacity and receiving compensation therefor.

4.5 President. Unless the Board of Directors shall determine otherwise, the President shall be the chief executive officer as well as the chief operating officer of the Corporation and shall have

general supervision, direction and control of the business of the Corporation as well as the duty and responsibility to implement and accomplish the objectives of the Corporation. The President shall preside at all meetings of members and at all meetings of the Board of Directors at which the President is in attendance and shall perform such other duties as may be assigned by the Board of Directors.

4.6 Vice President. The Vice President shall have such power and shall perform such duties as may be assigned by the Board of Directors, and may be designated by such special titles as the Board of Directors shall approve.

4.7 Treasurer. The Treasurer shall have custody of the Corporation's funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be selected by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, or the chief executive officer, taking proper vouchers for such disbursements. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

4.8 Secretary. The Secretary shall give or cause to be given notice of all meetings of members and directors and all other notices required by law or by these Bylaws; provided, however, that in the case of the Secretary's absence or refusal or neglect to do so, any such notice may be given by any person so directed by the chief executive officer or by the directors, or by the members upon whose requisition the meeting is called, as provided in these Bylaws. The Secretary shall record all the proceedings of the meetings of members and of the directors in one or more books provided for that purpose, and shall perform all duties incident to the office of Secretary and such other duties as may be designated by the Board of Directors. In addition, the Secretary shall prepare and mail to each member a list of regular, associate and festival members, with schedule dates of fairs, festivals and events, insofar as is practicable from time to time.

4.9 Assistant Treasurers and Assistant Secretaries. Assistant Treasurers and Assistant Secretaries, if any shall be appointed, shall have such powers and shall perform such duties as shall be assigned to them by the Board of Directors or by the officer or committee who shall have appointed such Assistant Treasurer or Assistant Secretary.

4.10 Bonds. If the Board of Directors shall require, the Treasurer, and Assistant Treasurer or any other officer or agent of the Corporation shall give bond to the Corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of his or her respective duties and offices.

#### ARTICLE V. CONTRACTS, LOANS, CHECKS AND LEGAL ACTION

5.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5.2 Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.3 Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.4 Deposits. All funds of the Corporation, not otherwise employed, shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### ARTICLE VI. MISCELLANEOUS

6.1 Notices. Whenever any written notice is required to be given under the provisions of any law, the Articles of Incorporation or by these Bylaws, it shall not be construed or interpreted to mean personal notice, unless expressly so stated, and any notice so required shall be deemed to be sufficient if given in writing by mail, by depositing the same in a post office box, postage prepaid, addressed to the person entitled thereto at his or her address as it appears in the records of the Corporation, and such notice shall be deemed to have been given at the time and on the day of such mailing.

6.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of any law, or the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

6.3 Voting of Securities. Securities of another corporation, foreign or domestic, standing in the name of the Corporation, which are entitled to vote, may be voted, in person or by proxy, by the President of this Corporation or by such other or additional persons as may be designated by the Board of Directors.

6.4 Dissolution. In the event of dissolution, all assets, real and personal, net of any liabilities available for distribution, shall be transferred to the local government. In no event shall any of the assets of the Corporation be distributed to any member, director or officer of the Corporation.

6.5 Parliamentary Procedure. "Roberts Rules of Order", current edition, shall be the parliamentary authority for all matters of procedure not specifically covered in these By-Laws. (Added January 14, 2011)

#### ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act any person, and his or her estate and personal representative, who is made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) because such person is or was a director, officer or employee of the Corporation or serves or served any other enterprise at the request of the Corporation.

#### ARTICLE VIII. AMENDMENTS

These Bylaws may be amended or repealed or new Bylaws adopted only by a vote of the regular members at any annual or special meeting if notice of the proposed amendment, repeal, or adoption is contained in the notice of the meeting.

Amended as of: January 9, 1993  
Amended as of: January 8, 1994  
Amended as of: January 14, 2000  
Amended as of: January 11, 2002  
Amended as of: January 9, 2004  
Amended as of: January 14, 2011

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President