AMENDED AND RESTATED BYLAWS OF THE FLORIDA FEDERATION OF FAIRS AND LIVESTOCK SHOWS, INC.
Approved May 14, 2025

ARTICLE I. MEMBERSHIP.

SECTION 1.1 MEMBERSHIP CLASSES.

The Membership of this corporation shall consist of Active Members, Associate Members, Honorary Members, Honorary Life Members and any other class of members approved by the Board of Directors, all more specifically set out below:

a) Active Members. Associations not for profit, organized under and by virtue of Chapter 616, Florida Statutes, for the purpose of conducting and operating public fairs or expositions for the benefit and development of the educational, agricultural, horticultural, livestock and other resources of the State of Florida or any county or counties of Florida shall be eligible for active membership in this Corporation.

Applications for active membership shall be filed by the not for profit association with the Executive Secretary/Executive Director of the Corporation. The Executive Secretary/Executive Director shall process the application and submit it to the Board of Directors for approval. The applicant may be admitted to membership by a majority vote of the Board of Directors. A vote on the application for active membership may be taken at any meeting of the Board.

b) Associate Members. Associate Members of this Corporation shall consist of individuals and corporate entities who are actively engaged in service to the fair and exposition industry such as, midways, carnivals, side shows, rides, concessions, entertainers and allied enterprises. If the Associate Member is a corporate entity, said entity shall designate with the Executive Director/Executive Secretary of this Corporation an individual whom shall be the authorized representative for the entity. So long as an Associate Member is in good standing and is current in the payment of dues and/or the payment of any invoice from the Corporation, the Associate Member's application for membership shall be accepted by the Executive Secretary/Executive Director. Should an Associate Member not be in good standing, or not current in the payment of dues and/or the payment of any invoice from the Corporation, the Associate Member's application for membership shall not be accepted by the Executive Secretary/Executive Director.

c) Honorary Member. Honorary Membership in this Corporation may be awarded, by the Board of Directors, to any individual at any annual meeting. It is contemplated that Honorary Membership may be awarded to members of the Agricultural Extension Service, the Experiment Station Staff, State Department of Agriculture, State Department of Education or to any other individual whom it is considered, by a majority vote of the Board of Directors, has rendered conspicuous and outstanding valuable service to this Corporation. Nominations for Honorary Membership shall be made by the Executive Committee of the Corporation. Membership for an Honorary Member shall be for a period of one (1) year from the date of when the membership is awarded.

d) Honorary Life Member. All past presidents who served one (1) year as immediate past president shall be eligible for honorary life membership. Other individuals or entities may be considered and voted upon by the Board of Directors for honorary life membership. The Board of Directors shall accept nominations for honorary life membership from the Executive Committee of the Board of Directors. An Honorary Life Member shall be entitled to Life Membership in this corporation.

e) Other Classes. Other classes of membership may be provided from time to time by a majority vote of the Board of Directors.

SECTION 1.2 RECORDATION OF MEMBERSHIP.

Membership shall be recorded in the name of the association, corporation, partnership, firm or individual. Memberships shall not be transferable.

SECTION 1.3 TERMINATION OF MEMBERSHIP.

Any member may voluntarily resign or withdraw from membership in this Corporation at any time upon giving thirty (30) days notice to the Executive Secretary/Executive Director of this Corporation. Upon such withdrawal, the member shall cease to enjoy any privilege of membership. A resigning member shall not only forfeit its dues for the current year, but may not voluntarily withdraw if any indebtedness is still owing to the corporation.

Any associate member shall cease to be a member of this Corporation upon termination of the connection or relation upon which the member's membership is predicated.

The membership of any active or associate member shall terminate immediately upon failure to pay dues.

SECTION 1.4 SUSPENSION OR EXPULSION OF MEMBERSHIP.

It shall be within the power of the Board of Directors to summon before it any member whose conduct shall appear to the Board to be prejudicial to the character or welfare of this Corporation, or contrary to or in violation of its Articles, Bylaws or Rules. The Secretary-Treasurer shall notify each member of the hearing at which the member shall be accorded all rights to defend himself, herself, or itself of the charges. At said hearing, the member may be censured, suspended or expelled by majority vote of the Board of Directors at the meeting.

SECTION 1.5 MEMBERSHIP REFERENCE.

Unless otherwise specifically stated in these Bylaws to the contrary, all references to "members" or "membership" relate to voting members and not to nonvoting members.

ARTICLE II. DUES.

SECTION 2.1 ACTIVE & ASSOCIATE MEMBERS.

The annual dues for active and associate members shall be set by the Board of Directors

SECTION 2.2 HONORARY MEMBERS.

There shall be no dues for honorary members.

SECTION 2.3 HONORARY LIFE MEMBERS.

There shall be no dues for honorary life members.

ARTICLE III. VOTING PRIVILEGES.

SECTION 3.1 QUALIFICATIONS.

Only delegates of active members shall have the right to hold an office or directorship, to vote for officers or directors, or on the conduct of the affairs of this Corporation. The only exception to this is the President's Council representative on the Board of Directors.

SECTION 3.2 VOTING.

Each active member in the Corporation, if current in the payment of its dues, shall be entitled to two (2) votes, if represented by two (2) delegates. The votes shall be cast by those persons chosen by each active member to represent the active member. If any active member has a person therefrom who is a Director, such Director shall be one of the voting delegates. If there are two (2) delegates representing an active member, each delegate shall exercise one (1) vote, for a total of two (2) votes. If there is one (1) delegate representing an active member, he or she shall only be entitled to exercise one (1) vote, for a total of one (1) vote out of two (2) votes.

Each active member in the Corporation shall also be entitled to appoint a person as an alternate delegate in the event one of the two voting delegates is unable to cast his or her vote. At no time shall the alternate delegate be entitled to cast his or her vote unless one of the voting delegates is unable to cast his or her vote.

If a delegate is absent from any meeting of the Membership, he or she shall still be qualified to be considered and elected to serve as an officer or director.

Associate members, honorary members and honorary life members shall not be entitled to vote, unless they are a delegate.

SECTION 3.3 NOTICE.

Each active member organization shall give notice, in writing, at least ten (10) days before any annual or special meeting to the Executive Secretary/Executive Director of this Corporation of the person(s) designated as the delegate(s) representing the organization. The notice shall also provide for alternate delegate(s).

ARTICLE IV. MEETINGS.

SECTION 4.1 ANNUAL MEETINGS.

The annual meeting of this Corporation shall be held at such time and place as may be designated by the Board of Directors. The business to be transacted at the annual meeting shall include the election of the directors of this corporation.

SECTION 4.2 SPECIAL MEETINGS.

Special meetings shall be held when called by the President or by a majority of the Board of Directors. The time and place of said special meeting shall be included in the notice of said meeting.

SECTION 4.3 NOTICE.

Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally, by facsimile, email or by U.S. regular mail not less than ten (10) days before the date of the meeting. Notice shall be given by or at the direction of the President, or the persons calling the meeting to each member of record entitled to vote at the meeting. If sent by U.S. regular mail, such notice shall be deemed to have been delivered when deposited into the United States mail addressed to the member as it appears on the records of the Corporation with postage thereon, prepaid. If sent by email, it shall be sent to the email on file of the Corporation with a return receipt requested to the intended recipient and such notice shall be deemed to have been delivered to the recipient once the email is sent. Any Member not wishing to receive email notifications shall notify the Corporation of such fact in writing and the Corporation shall not send notices via email to such Member.

SECTION 4.4 WAIVER OF NOTICE

A written waiver of notice signed by a member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting except when the member attends 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.

SECTION 4.5 QUORUM.

A majority of the active member organizations in attendance at a meeting held pursuant to this Article and represented by a delegate(s), current in the payment of dues, constitutes a quorum.

SECTION 4.6 PROXY.

There shall be no proxies.

ARTICLE V. DIRECTORS.

SECTION 5.1 BOARD OF DIRECTORS.

The Board of Directors shall be the governing body of this Corporation and it shall have authority to elect the President, First Vice President, Second Vice President, and the Secretary-Treasurer and to pass upon all matters not in opposition to the actions taken by the membership at any annual or special meeting properly called in accordance with the Bylaws.

To be qualified to serve on the Board of Directors, an individual must be a voting delegate, over the age of twenty-one (21) years, and must be a senior manager with a member fair association for a period of not less than five (5) years, or must be on the board of a member fair association for a period of not less than ten (10) years, provided, however, that no more than two (2) of non-fair management persons shall be eligible to serve on the Board of Directors at any one time. At any time a person ceases to be employed by a fair association in management, or serve on the board of a fair association, while serving on the Board of Directors, they shall immediately cease to serve on the Board of Directors of the Corporation, with the exception of the immediate Past President and the President Council's Board of Directors representative. Any question regarding eligibility shall be settled by the Nominating Committee. Any question of whether a person is senior management shall be resolved by the chief managerial officer at the fair.

The business of the corporation shall be managed and its corporate powers exercised by a Board of Directors consisting of fourteen (14) directors. Six (6) Directors shall be elected from the State at Large. Two (2) Directors shall be elected from Large Fairs which is defined as fairs with a reported attendance of greater than 400,000. Two (2) Directors shall be elected from Medium Fairs which is defined as fairs with a reported attendance of between 50,000 and 400,000. Two (2) Directors shall be elected from Small Fairs which is defined as fairs with a reported attendance of less than 50,000. Reported attendance shall be as published in the most recent Corporate Directory preceding an election, or, if there is no such Directory or attendance reported therein for a given fair, Reported Attendance shall be the attendance certified by the manager for the the most recent fair preceding an election. The remaining two (2) Directors shall be the immediate Past President and the President Council's Board of Directors representative. In the event the immediate Past President is unable or unwilling to serve on the Board of Directors, then, the next immediate Past President shall serve. There shall be two additional non-voting members elected from the Associate Members. Given that there is an even number of Directors of this Corporation, should a tie occur in any vote held by the Board of Directors, the President is authorized, but not required, to break the tie vote by his or her decision on the vote in question before the Board of Directors.

The Board of Directors may change the definitions of Large, Medium and Small Fairs from time to time by resolution.

SECTION 5.2 ELECTION AND TERM.

Directors shall be elected at the Annual meeting and shall hold office for a term of two (2) years or until a successor has been duly elected. At least two (2) and no more than three (3) members shall be elected each year so as to preserve the continuity and orderly management of the Corporation. The Board of Directors shall adjust terms or take such other action, by resolution, as is necessary to accomplish this directive. Unless elected to fill a vacancy created by resignation, removal or death, each nominee elected to be a Director at the annual meeting of the members of the Corporation shall be installed as a Board member at the next regularly scheduled meeting of the Board of Directors. No Director may serve for more than three (3) consecutive terms. However, any person having served three (3) consecutive terms and rotating off the Board of Directors for at least one (1) year, shall again be eligible for election to the Board of Directors. The Nominating Committee shall meet to consider names of persons to be considered for election to the Board of Directors. The Nominating Committee shall make its recommendation on the nomination of directors to the Board of Directors prior to the election, and such recommendation shall be and remain confidential. The Board of Directors shall consider the slate of nominees as presented by the Nominating Committee in a closed session with only Directors and the Executive Director present. The Board shall consider each name submitted by the Nominating Committee and shall either approve or disapprove each name. If any name is disapproved, the Board may fill that position with another name by a majority vote, or elect not to provide another nominee, provided, however, that the number of Directors does not fall below the requisite number as contained herein. Once the names of nominees for Board members has been completed, the slate shall be submitted to the Membership for vote at the Annual Meeting. At the Annual Meeting, nominations from the floor are not permitted or allowed.

At no time shall more than two (2) delegates from an active member serve on the Board of Directors at the same time.

SECTION 5.3 REMOVAL, RESIGNATION AND VACANCIES.

Any or all of the Directors may be removed with or without cause by a vote of a majority of the active members current in the payment of dues at any special meeting of the membership.

A Director may resign at any time by giving written notice to the Board of Directors or to the President of the Corporation. Unless otherwise specified in the Notice of Resignation, the resignation shall take effect upon receipt thereof.

If the office of any Director becomes vacant, the remaining Directors, by majority vote, may fill the vacancy with any qualified person who shall hold said office for the unexpired term or until a successor shall be duly elected.

SECTION 5.4 QUORUM OF DIRECTORS.

A majority of the Directors shall constitute a quorum for the transaction of any business of the Corporation.

SECTION 5.5 PLACE AND TIME OF BOARD OF DIRECTORS MEETINGS.

The Board of Directors may hold its meetings at the office of the Corporation or at such other places, either within or without the State of Florida and at such time and date as the Board may from time to time determine.

SECTION 5.6 TELEPHONE MEETINGS.

Directors may participate in meetings of the Board of Directors by means of a telephone conference or similar communications equipment and participation by such means shall constitute presence in person at such a meeting.

SECTION 5.7 NOTICE.

Meetings of the Board of Directors may be held upon notice to the Directors and may be called by the President or by the Secretary-Treasurer at the request of one-third (1/3) of the Directors. Notice of the meeting shall be delivered at least three (3) days in advance of the meeting. The notice shall be delivered either by personal notice, U.S. mail postage prepaid, facsimile or email. If sent by U.S. regular mail, such notice shall be deemed to have been delivered when deposited into the United States mail addressed to the member as it appears on the records of the Corporation with postage thereon, prepaid. If sent by email, it shall be sent to the email on file of the Corporation of the Director with a return receipt requested acknowledgement to the intended recipient and such notice shall be deemed to have been delivered once the email is sent. Any Director not wishing to receive email notifications shall notify the Corporation of such fact in writing and the Corporation shall not send notices via email to said Director. Any Director may waive notice by a written waiver. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends 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.

SECTION 5.8 EMERGENCY AUTHORIZATION.

Under emergency conditions when the Corporation is significantly precluded or hindered from meeting to conduct business or other essential functions, the Executive Committee is authorized to act in lieu of a vote of the Board of Directors to maintain the orderly operation of the Corporation. This action may result in the temporary modification or suspension of various Articles of the By-Laws including meeting times, budgets, terms of service and duties or others. If required to invoke this Section, the Executive Committee shall attempt to comply with the By-Laws to the fullest extent possible in making procedural adjustments in response to the crisis, and to bring a report to the next regular business meeting. Emergency conditions shall include acts of God, fire, hurricane, tropical storm, earthquake, flood, explosion, acts of the elements, war, riots, mob violence, strikes, lockouts, health crisis, epidemic or pandemic, contamination, court order, laws or orders of governmental or military authorities or any other, whether similar or dissimilar to the foregoing, not within the control of the Corporation.

ARTICLE VI. OFFICERS.

SECTION 6.1 OFFICERS.

The officers of this Corporation shall consist of a President, First Vice President, Second Vice President and a Secretary-Treasurer.

SECTION 6.2 ELECTION AND TERM.

The officers of this Corporation shall be elected by the Board of Directors at a meeting of the Directors following the annual meeting of the Corporation. The Nominating Committee shall be responsible to make its recommendation on the election of officers to the Board of Directors prior to the election. A majority vote shall be required for the election of the officers and their terms shall be for one (1) year, or until their successors shall be elected. Notwithstanding anything contained herein to the contrary, any Director who is an officer at the expiration of their term as Director, and would be eligible for re-election to the same office, or election to a higher office, but for the term expiration, shall be eligible to continue serving on the Board of Directors for another term (two years), or until the expiration of their term as President, or immediate Past President, whichever last occurs.

SECTION 6.3 REMOVAL, RESIGNATION AND VACANCIES.

Any officer may be removed by a majority vote of the Board of Directors with or without cause at any meeting of the Board of Directors.

An officer may resign at any time by giving written notice to the Board of Directors or to the President. Unless otherwise specified in the Notice of Resignation, it shall take effect upon receipt thereof.

If there becomes a vacancy in any office, either by resignation, removal or death of an officer, then such vacancy shall be filled by election pursuant to Section 6.2 hereof for the unexpired term of said office.

SECTION 6.4 DUTIES.

The officers of this Corporation shall have the following duties:

a. President. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business and affairs of the Corporation subject to the direction of the Board of Directors, and shall preside at all meetings of the Corporation and/or Board of Directors as Chairman. The President shall have such other duties as directed by the Board of Directors.

b. First Vice President. The First Vice President shall substitute for the President whenever the President is out of town, ill or incapacitated. The First Vice President shall be acting President in the event of the death or permanent incapacity of the President and shall assume all of the duties and responsibilities of the President. The First Vice President shall have such other duties as directed by the President or Board of Directors.

c. Second Vice President. In the absence of the First Vice President or upon his substitution for the President, the Second Vice President shall be the acting First Vice President, assuming all of the duties and responsibilities of such office. In the absence of both the President and the First Vice President, the Second Vice President shall be Acting President, assuming all of the duties and responsibilities of the President. The Second Vice President shall have such other duties as directed by the President or the Board of Directors.

d. Secretary-Treasurer. The Secretary-Treasurer shall review all of the corporation records, including financial statements and report to the board of Directors. The Secretary-Treasurer shall have such other duties as directed by the President or Board of Directors.

e. Area Directors. Each Area Director shall represent all fairs in his/her area.

SECTION 6.5 EXECUTIVE SECRETARY/EXECUTIVE DIRECTOR.

The Board of Directors may select an Executive Secretary/Executive Director to assist the President in the administrative duties of the Corporation. A reasonable salary may be paid the Executive Secretary/Executive Director as directed by the Board of Directors. The Board of Directors by majority vote shall designate whether the individual serving the President shall hold the title of Executive Secretary, or Executive Director.

The Executive Secretary/Executive Director shall serve at the pleasure of the Board of Directors and as minimum perform the following duties:

a) have custody of and maintain all of the corporate records, including the Financial Records;

b) record or cause to be recorded the minutes of all meetings of the Corporation and the

Board of Directors;

c) send all notices required for all meetings;

d) shall have custody of all corporate funds and shall keep full and accurate records of the accounts of receipts and disbursements and render accounts thereof at the Annual Meeting or whenever required by the President or Board of Directors;

e) secure a satisfactory bond in the sum of $40,000 at the expense of the Corporation;

f) sign all checks with the President or a Director designated by the Board of Directors;

g) perform all such other duties as directed by the President or Board of Directors.

SECTION 6.6 EXECUTIVE COMMITTEE.

These shall be an Executive Committee which shall consist of the Officers and the Immediate Past President. In the event the immediate Past President is unavailable to serve, the next immediate Past President shall serve on the Executive Committee. The Executive Committee shall have authority to make nominations for honorary membership in the Corporation, to pass upon all matters delegated to it by the Board of Directors, act for the Board of Directors during interim periods between Board of Directors Meetings and exercise all other powers and duties and at such times as may be prescribed by these Bylaws or as directed by the Board of Directors. It shall be the obligation of the Executive Committee to oversee, manage and implement a Strategic Plan for the Corporation, which shall be reviewed and revised, as necessary, every six (6) months after the Strategic Plan has been adopted by the Board of Directors. Any proposed revisions to the Strategic Plan shall be presented by the Executive Committee to the Board of Directors for approval or denial by majority vote. In addition to the aforesaid, the Executive Committee shall provide oversight of the Corporation's budgetary, site selection and personnel matters and provide updates to the Board of Directors during its meetings.

SECTION 6.7 COMMITTEES.

The President shall appoint all committees including but not limited to: Nominating, Resolutions, Auditing, Membership and such other committees as may be required from time to time.

There shall be a permanent standing committee entitled the President's Council whose members shall only be Past Presidents of the Corporation. The Committee's role is to provide guidance to the Board of Directors, to be a source of institutional knowledge of the Corporation's history and to vote annually for one of the Past Presidents to serve on the Corporation's Board of Directors (the immediate Past President shall not be eligible as he or she shall fill a Director's position as indicated in Section 5.1).

ARTICLE VII. CORPORATE SEAL.

The Seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words "Corporation Not for Profit." The seal may be used on any instrument or document by impression, facsimile, engraved or printed.

ARTICLE VIII. DOCUMENTS.

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such Officer or Officers as the Board may from time to time designate.

ARTICLE IX. FISCAL YEAR AND FINANCES.

<u>SECTION 9.1 THE FISCAL YEAR.</u>

The fiscal year of this Corporation shall begin the first day of July in each year.

<u>SECTION 9.2 FINANCES.</u>

No funds shall be withdrawn from the accounts of the Corporation except upon signature of the President or a member of the Board of Directors designated by the President and counter-signed by the Executive Secretary/Executive Director. The Directors shall from time to time establish policies regarding the operation of the finances of the Corporation including, without limitation, the number of signatories required on checks, the type or class of accounts and investments, the appropriate controls and procedures, etc.

ARTICLE X. CONSTRUCTION.

Whenever a conflict arises between the language of these Bylaws and the Articles of Incorporation, the language in the Articles of Incorporation shall govern.

ARTICLE XI. AMENDMENTS.

<u>SECTION 11.1 BYLAWS.</u>

The Bylaws of this Corporation shall be adopted by the active membership at a regularly called meeting after notice that the Bylaws will be adopted by majority vote. Notice shall be deemed given, as provided in Section 4.3 of these bylaws. The Bylaws of this Corporation may be altered, changed or amended by majority vote of the active membership in attendance at any regular or special meeting after due notice as aforesaid.

SECTION 11.2. ARTICLES OF INCORPORATION.

The Articles of Incorporation may be amended in whole or in part at any meeting of the Corporation by majority vote of the active members, if proper notice be given of the meeting as provided in Section 4.3 of these Bylaws. The notice shall contain the proposed amendment or amendments. After a proposed Amendment has been made, however, the Amendment may be further amended by majority vote of the members before being acted upon at said meeting.

ARTICLE XII. NON-PROFIT OPERATION.

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation shall be distributed or inure to the benefit of its members, Directors or Officers or other private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation. No member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation shall not loan money to any of its members, Directors or Officers.

ARTICLE XIII. PROFESSIONALS.

The Board of Directors shall select such accountants, attorneys or other professionals as they choose to review the financial affairs of the Corporation, provide general or special legal service and advice and provide other services as the need arises and may pay such professionals a reasonable fee for their services.

ARTICLE XIV. CONFLICT OF INTEREST.

Due to the nature of information exchanged by the members in the Corporation about fairs, expositions, and livestock shows, to which all members are privy, no associate member shall be qualified to continue as a member of the Corporation if that member promotes, produces, oversees, or otherwise presents an event competitive in nature or concept with an active member. An event shall be deemed competitive in nature or concept based upon one or more of the following factors: location, size, layout, attractions, date of event, length of event, format of event, targeted audience, source of funding, method of marketing, and other similar factors. Such person shall be subject to immediate termination of membership in the Corporation by a majority vote of the Board of Directors at any meeting. In addition, all members of the Board of Directors shall comply with any Florida and Internal Revenue Service laws and regulations governing conflicts of interest.

ARTICLE XV. RULES OF ORDER.

Robert's Rules of Order shall govern all meetings of this Corporation and its Board of Directors.