

**ROCKY MOUNTAIN ASSOCIATION
OF FAIRS
ARTICLES OF INCORPORATION
BY-LAWS**

ARTICLES OF INCORPORATION
KNOW ALL MEN BY THESE
PRESENTS:

That we, the undersigned do voluntarily associate ourselves together for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of Montana, and we do hereby certify:

ARTICLE I

That the name of the said corporation shall be: **ROCKY MOUNTAIN ASSOCIATION OF FAIRS.**

ARTICLE II

That the purposes for which the said corporation is formed are as follows:

To promote fairs and similar events throughout *the membership areas of the Association*; to assist Fair Boards and other members in promoting agricultural and industrial products, promoting and sponsoring various types of competitive, entertaining, or recreational events; to assist in promoting, sponsoring, raising, expending funds for educational, charitable and recreational activities; to assist Fair Boards and members in providing social activities and entertainment for the benefit of people in the community where such activities are held; to lease, purchase, have, hold, use, own and possess in fee simple or otherwise, any personal or real property necessary for the use and purpose of this corporation; to sell, lease deed or dispose of any real or personal property; to raise funds by sponsoring, directing and maintaining enterprises or activities or by solicitation or by any lawful manner for the above purposes, to accept funds raised by other organizations for the above purposes and to expand such funds in furtherance of above purposes; to assist members in carrying out all activities necessary to accomplish the holding of fairs and similar events and the activities of members.

ARTICLE III

The Registered Agent and address of the registered office of this corporation are Larry & Donna Stolfuss, Box 255, Carter, Montana 59420.

ARTICLE IV

This corporation is a non-profit corporation, having no capitol stock, and pecuniary gain or profit to the members hereof is not the subject or purpose of this corporation.

ARTICLE V

The existence of this corporation is to be perpetual.

ARTICLE VI

That the number of Directors for the first year of corporate existence of this corporation shall be five (5) in number and the names and addresses of the persons who are to act as Directors and until their successors are elected and qualified, are as follows:

James Gustin Kalispell, Montana
Wallace Westermark Shelby, Montana
E.D. Lunden Chinook, Montana
Kermit P. Fleming Casper, Wyoming
Dolf Bosshard Sidney, Montana

The number of persons so named above shall constitute the number of Directors of the Corporation until changed by an amendment to the Articles of Incorporation or by a duly adopted by-law.

ARTICLE VII

The terms of admission to membership to this corporation shall be set forth in the by-laws of this Corporation. Likewise, the election of officers, voting rights of members, and the liability of members to dues or assessments shall be set forth in the by-laws of this corporation.

IN TESTIMONY WHEREOF, we have hereunto subscribed our names this 15th day of November 1969.
STATE OF MONTANA
COUNTY OF ()SS

On this 15th day of November 1969, before me, a Notary Public for the State of Montana, personally appeared James Gustin, Wallace Westermark, Kermit P. Fleming, E.D. Lunden and Dolf Bosshard; known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first herein above written.

Sam Ohnstad, Notary
Public for the State of Montana
(NOTARIAL SEAL) Residing at
Miles City, Montana
My commission expires:
April 1971

**BY-LAWS
ROCKY MOUNTAIN ASSOCIATION
OF FAIRS**

As amended, November 11, 1995 by affirmative vote of the membership. (NOTE: 1995 Amendments to the By-Laws of RMAF are italicized.)

**ARTICLE I
Members**

Article I Section 1

All persons, fairs, firms, corporations and other associations desiring to become members of the corporation shall present their application for membership to a RMAF Director or the Executive Secretary. Should there be a question on decision, the application would be referred to the entire Board of Directors, otherwise the application shall be approved by a Director or the Executive Secretary and the applicant will then be qualified as a member of the Corporation.

All members presently belonging to the Rocky Mountain Association of Fairs are automatically members of the within Corporation upon adoption of these by-laws.

Article I Section 2

Membership in the corporation shall include fairs, exhibitions, other recreational activities and service members.

All members will pay dues as established by a 2/3 vote of the Board of Directors. Other Fair Associations may engage in a non-voting membership through reciprocity with Rocky Mountain Association of Fairs.

**ARTICLE II
Dues**

Article II Section 1

The Board of Directors shall assess membership fees and dues; such assessments shall be passed upon by two-thirds (2/3) of the Board of Directors. (Amended 11/7/92, Calgary)

Article II Section 2

The voting membership by two-thirds (2/3) vote may provide for special assessments to finance any activity of the corporation.

ARTICLE III

Districts

Article III Section 1

The membership of the corporation is organized into districts. Districts may be expanded or re-defined by a two-thirds (2/3) affirmative vote of the Board of Directors. (Amended 11/7/92, Calgary)

ARTICLE IV

Directors and Officers

Article IV Section 1

The Rocky Mountain Association of Fairs Board of Directors is established through the representation of the Districts of the Association and the Service Members. Service Members represent themselves and not a specific district.

RMAF member fairs shall be divided into four (4) Districts. Each of the four districts shall be eligible to nominate and elect a director to the RMAF Board of Directors

Directors from districts are nominated and elected only by the members within that particular district, for a term of *three (3)* years, or until their successors are elected. Any director may succeed herself/himself as long as said person is still active in the activity of a fair, but will be limited to two consecutive terms.

In addition, an at-large director will be elected for one three year term. The at-large director will be elected by a district on a rotational basis, beginning in the N.E. district and rotating clockwise.

Two directors shall be nominated and elected only from within the service membership for a term of *three (3)* years or until their successors are elected. Any service member director may succeed herself/himself as long as said person is still an active member of RMAF, but will be limited to two consecutive terms.

The Rocky Mountain Association of Fairs Board of Directors will be limited to a maximum of 13 members.

Article IV Section 2

At the annual meeting of the Association, following the election and qualification of the district and service member directors, the Board of Directors shall be organized and within this Board shall elect a President, 1st Vice-President and 2nd Vice-President. The Board of Directors shall appoint an Executive Secretary and a Treasurer to the Rocky Mountain Association of Fairs.

Neither of these two appointees will be considered board members. These appointees shall be appointed by the Board of Directors for a term of one year or until their successors are appointed or qualified. These two appointees may be reappointed at the discretion of the Board of Directors.

Article IV Section 3

The nominee for Director or Officer receiving the majority of votes cast shall be entitled to hold office.

Article IV Section 4

At all meetings of the Board of Directors the majority of the Directors present shall constitute a quorum.

Article IV Section 5

Directors and officer's meetings shall be held at the call of the President, or at such times as they shall agree.

Article IV Section 6

Compensation may be paid to officers and directors for expenses only incurred to attend the spring board meeting. Expenses will be reimbursed from within the boundaries of the Rocky Mountain Association of Fairs (as map will show). If special or unusual expenses are incurred by any officer or director, the Board of Directors will decide by a majority vote whether or not that expense will be reimbursed. The President or other officer of the RMAF is encouraged to attend a Fair Association Convention, such as IAFE or WFA, with expenses paid by RMAF up to \$1,000.

Article IV Section 7

The Board of Directors shall be authorized to hire an Executive Secretary and Treasurer (as agreed in the general membership meeting of November, 1977). The duties of the Executive Secretary shall be as follows: 1) to coordinate and assist in the total planning for the annual RMAF Convention. 2) To assist in the coordination and planning and proceedings being mailed to all participants for the annual spring conference of the RMAF Spring Managers. 3) To assist those fairs in pursuing circuit routes for purchase of equipment and/or rental of same. 4) To be responsible for a newsletter that will keep all membership advised of activities within the organization. 5) To attend state association meetings. 6) To visit fairs and report in the newsletter some of the newer ideas from these visits. 7) To attend the IAFE

meeting and make detailed reports available through the newsletter. 8) To issue notices of all directors and members meetings; and shall attend and keep the minutes of the same; and shall perform all such other duties as are incident to the office.

Article IV Section 8

The Board of Directors shall work with the Executive Secretary and Treasurer to establish a budget and shall review that budget annually.

Article IV Section 9

The Board of Directors, by the vote of the majority, may remove any Board Member from office for failure to attend meetings without just cause, or for any action that might bring discredit to Rocky Mountain Association of Fairs. The Board of Directors shall have the authority to replace any Board Member for the above stated reason with the appointment of a replacement to be from the replaced member's District or Service Membership. The Board of Directors shall have the authority and responsibility of filling an unexpired term created for any reason by a member. The replacement will hold office until the next scheduled district meeting is held where a new district representative will be elected by the District or Service Membership of the member involved. (November 8, 2006)

Article IV Section 10

An "Honorary Lifetime Membership" shall be presented to all Past-Presidents of the RMAF. The Board of Directors shall also have the power to bestow such a Lifetime "Honorary Membership" to a member of RMAF for extraordinary service and duty to RMAF. Nominations for this honor shall be presented to the Board of Directors for consideration from the individual districts, states or service membership.

Article IV Section 11

The election of any officer, of the Rocky Mountain Association of Fairs, shall progress through the chairs from 2nd Vice President to President. These members must be in good standing and active at the time of holding office. If an officer's term of representation of their district has expired or is vacated, then a new election for that district will take place and the elected person will be added to the Board of Directors. Any Officer may not serve more than one

term unless deemed necessary by the Board of Directors.
(November 8, 2006)

ARTICLE V Duties of Officers

Article V Section 1

The President shall preside at all directors and members' meetings; shall have general supervision of the affairs of the corporation; shall sign all written contracts of the corporation and shall perform all other duties as are incident to the office.

Article V Section 2

The Vice-President shall perform the duties of the President in the event of the president's absence or disability. The Vice-President shall perform duties which are assigned to him by the President and which are incident to the office.

Article V Section 3

The Treasurer shall have custody of all money and securities of the corporation and shall give bond in such sum and with such securities as the members, by a majority vote, shall require, conditioned upon the faithful performance of the duties of the office. The cost of bonding of the Treasurer shall be paid by the corporation. The Treasurer is authorized to sign the Annual Corporation Report which must be filed annually with the Secretary of State. The Treasurer shall sign all checks of the corporation (the current President of the corporation shall appear on the signature card of the bank in which RMAF funds are deposited as a matter of precaution in the event of necessity). The Treasurer shall keep regular books of account and shall submit them together with all vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require, and shall perform all other duties as are incident to this office. The Treasurer shall prepare an annual report which shall be submitted at the annual meeting for the examination by the Board of Directors.

Article V Section 4

The funds of the corporation shall be deposited in such bank, financial institution, or insurance company as the Directors shall designate.

ARTICLE VI Meetings

Article VI Section 1

An annual meeting of the members shall be held at a time and place designated by the RMAF Board of Directors. Members may submit invitations to be a host city to the RMAF Board of Directors, invitations must conform to convention guidelines as established by the membership and the Board of Directors.
(Copies of guidelines are available upon request to the Executive Secretary.)

Article VI Section 2

Special meetings of the board or the full membership may be held at the time and place designated by the President, and in his absence by the Vice-President, or by the Directors. It shall be the duty of the Directors, President or Vice-President to call special meetings whenever requested by a majority of the members.

Article VI Section 3

Notice of the time and place of annual or special meetings shall be given in writing or by other reasonable means at least two weeks in advance.

Article VI Section 4

Each member present at meetings shall be entitled to cast one (1) vote on all matters. (Each fair constitutes a member and each service individual or agency constitutes a member). No proxy voting will be permitted.

Article VI Section 5

A quorum for the transaction of business in any meeting shall be a majority of the members.

ARTICLE VII Amendments

Article VII Section 1

Amendments to these by-laws may be made by a vote of two-thirds (2/3) of the members present at any annual meeting or at any special meeting when the proposed amendment has been sent out in the notice of the special meeting.

KNOW ALL MEN BY THESE PRESENTS: The Article of Incorporation and By-Laws of the Rocky Mountain Association of Fairs were duly updated and adopted by the members at a General Meeting of the membership, Saturday, November 16, 1985.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned

does hereby certify that the above and foregoing by-laws were duly adopted by the members as the by-laws of said corporation on the 6th day of November and that the same do now constitute the By-Laws of this Corporation.

ROCKY MOUNTAIN ASSOCIATION
OF FAIRS Adopted November 8,
2006