

BYLAWS
of
NEMAHA COUNTY FREE FAIR, INC.

Article I
NAME

Section 1. Name. The name of the corporation is the Nemaha County Free Fair, Inc., incorporated under the corporation Laws of the State of Kansas.

Article II
OFFICES

Section 1. Offices. The corporation shall have and continuously maintain in the State a registered office and a registered agent whose office is identical with such registered office, and may maintain such other offices within or without the State of Kansas as the Board of Directors may from time to time determine.

Article III
PURPOSE

Section 1. Purpose. This corporation is organized for the purpose of holding an annual fair or exhibition designed to encourage improvement in agriculture, horticulture, livestock, poultry, dairy products, liberal arts, mechanical fabrics, fine arts, domestic economy and 4-H club activities by offering premiums and rewards for the best exhibits thereof and such other exhibitions and entertainment as the Board of Directors may provide.

Article IV
MEMBERS

Section 1. Classes. All qualified voters of Nemaha County, Kansas shall be considered and herein referred to as “members” of said corporation of Nemaha County Free Fair Inc.

Section 2. Membership Privileges. Each member is entitled to one vote in every annual election by the general membership, except as otherwise provided.

Section 3. Membership Year. The membership year of this corporation shall be from the 1st day of January through the 31st day of December.

Article V
MEETINGS

Section 1. Annual Meeting. An annual meeting of the members shall be held on or before the second Tuesday in December of each year.

Section 2. Place of Meeting. The Board of Directors may from time to time designate any place, either within or without the State of Kansas as a place of meeting for any annual meeting or for any special meeting of the members.

Sections 3. Notice of Meetings . Notice, setting forth the time and place of the meeting and the general nature of the business to be considered thereat, shall be given by the president, or the vice-president, or the secretary of the corporation, to each member entitled to vote at such meetings, both in the case of annual meetings and in the case of special meetings, except as otherwise provided by law. PROVIDED, such notice shall be given by publication in one issue of a newspaper of general circulation in the county at least ten days prior to the meeting.

Section 4. Quorum. A quorum shall consist of representatives from a majority of the board of directors districts as designated in Article VI, Section 2. If a quorum is not present at any meeting of members, the president may adjourn the meeting from time to time without further notice.

Article VI
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by The Nemaha County Kansas Fair Board, herein know as the "Board of Directors". The Board of Directors of the corporation shall have the power to appoint committees to carry out such tasks as are directed by the Board of Directors, and to designate the chairman of such committees as are appointed.

Section 2. Number, Tenure, and Qualifications. The Board of Directors shall consist of one qualified elector representing each township in Nemaha County, Kansas and one qualified elector from each; Centralia, Seneca and Sabetha, Kansas being cities requesting representation. The terms of each board member shall be three years. A member may be elected to the Board of Directors for a second term, but he shall not be eligible for election to a subsequent term until one year has elapsed; unless a replacement cannot be found.

Section 3. Removal and Replacement. If a member of the Board of Directors resigns or leaves the Board of Directors district, the remainder of the Board of Directors shall call upon the nominating committee to recommend one or more candidates to fill the vacancy. The Board shall then select a candidate to fill the vacancy for the remainder of that year. If the dismissed or resigned Board member's term of office does not expire that year, the general membership shall elect a new member of the Board to fill the unexpired term at the next annual meeting.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than by this bylaw, immediately after the annual meeting, and at the same place as the annual meeting of members.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or three or more of the directors. The person or persons authorized to call specials meetings of the Board of Directors may fix any place, either within or without the State of Kansas, as a place for holding such special meetings.

Section 6. Quorum. One-third of the members of the Board of Directors, when present in person, shall constitute a quorum at any meetings of the Board of Directors. If a quorum is not present at any meeting of the Board, a majority of the members present may adjourn the meeting from time to time.

Section 7. Compensation. Directors, such as, shall not receive any compensation for their services; PROVIDED, HOWEVER, that nothing herein contained shall be construed to preclude any directors from serving the corporation in any other capacity and receiving compensation therefore.

Article VII
EXECUTIVE COMMITTEE

Section 1. Appointment. The Board of Directors by resolution adopted by a majority of the full board, may designate two or more of its members to constitute an executive committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 2. Authority. The executive committee, when the Board of Directors is not in session shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the executive committee and except also that the executive committee shall not have the authority of the Board of Directors in reference to amending the articles of incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual and

regular course of its business, recommending to the members a voluntary dissolution of the corporation or a revocation thereof, or amending the bylaws of the corporation.

Section 3. Tenure and Qualifications. Each member of the executive committee shall hold office until the next regular annual meeting of the Board of Directors following his designation and until his successor is designated as a member of the executive committee and is elected and qualified.

Section 4. Meetings. Regular meetings of the executive committee may be held without notice at such time and places as the executive committee may fix from time to time by resolution. Special meetings of the executive committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the executive committee at his business address. Any member of the executive committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the executive committee need not state the business proposed to be transacted at the meeting.

Section 5. Quorum. A majority of the members of the executive committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the executive committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 6. Action Without a Meeting. Any action required or permitted to be taken by the executive committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the executive committee.

Section 7. Vacancies. Any vacancy in the executive committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 8. Resignations and Removal. Any member of the executive committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of the executive committee may resign from the executive committee at any time by giving written notice to the president or secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Procedure. The executive committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

Article VIII OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a president, vice-president, a secretary and a treasurer, and such other officers as shall, from time to time, be provided by the Board of Directors. Any number of offices may be held by the same person, except the president, and vice-president must be different persons. All officers shall be chosen by the directors at the annual meeting of the Board, or at such other meeting of the Board as may be called for that purpose. Each officer shall hold his office until his successor is elected and qualified or until his earlier resignation or until his removal by the Board of Directors. The President and Vice-President shall be members of the Board of Directors and other corporate

officers may or may not be members of the Board of Directors.

Section 2. President. The president shall preside at all meetings of the members and Board of Directors and shall have general supervision of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect. He shall, unless such duty is delegated to some other officer of the corporation by the Board of Directors, sign and execute all deeds and conveyances, authorized bonds, contracts, or other obligations, in the name of the corporation, and do and perform such additional duties as shall be ordered by the Board of Directors, except as hereinafter otherwise provided.

Section 3. Vice-President. In the absence, disability or under the direction of the president, the vice-president shall be vested with all the power and perform all the duties of the president, and shall have such additional powers and perform such additional duties as shall be ordered by the Board of Directors.

Section 4. Secretary. The secretary shall be the ex officio secretary of the Board of Directors, shall give or cause to be given all required notices of meetings of the members and directors, except as otherwise provided in these bylaws; shall record all proceedings at the meetings of the members and directors in the book to be kept for that purpose, and shall perform such other duties as may be assigned to him by the president or the Board of Directors.

Section 5. Treasurer. The treasurer shall have the custody of all monies, valuable papers and documents of the corporation, shall place the same for safe keeping in such depositories as may be designated by the Board of Directors. The treasurer shall expend the funds of the corporation as directed by the Board, via check, shall keep, or cause to be kept, a book or books setting forth a true record of the receipts, expenditures, assets, liabilities, losses and gains of the corporation and shall, when and as required by the president or the Board of Directors, render a statement of the financial conditions of the corporation.

Article IX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, all notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the president, vice-president or treasurer, or by such other person or persons as may be designated by the Board of Directors.

Section 2. Contracts. All contracts of the corporation shall be executed by the president or vice-president or by such other person or persons and in such manner as may be designated by resolution of the Board of Directors.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or any special purpose of the corporation.

Article X

NOTICES

Section 1. Notice. Whenever notice is required by the laws of the State of Kansas, or by the bylaws of this corporation to be given to members, directors or officers, personal notice is not meant unless expressly so stated and any notice deposited in United States Post Office in a sealed wrapper with postage prepaid, properly addressed to the last known address as shown by the membership books, shall be deemed to have been given at the time of such mailing.

Section 2. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the laws of the State of Kansas, or under the provisions of the articles of incorporation or by the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI

FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the corporation shall begin the 1st day of January in each year and end on the 31st day of December in each year, unless otherwise provided by the Board of Directors.

Article XII

BYLAWS

Section 1. Amendments. These bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the members of the Board of Directors, with ten days notice.

STATE OF KANSAS)

)ss.

COUNTY OF NEMAHA)

Ruth Meyer, being first duly sworn deposes and says that she is the secretary of Nemaha County Free Fair, Inc. a corporation organized and existing under the laws of the State of Kansas and having its principal place of business at 607 1/2 Main, Seneca, Nemaha County, Kansas; that she has custody of the books of said corporation ; and that the foregoing is a true and correct copy of the bylaws of said corporation duly adopted by a two-thirds majority of the membership of the annual meeting of said corporation held on the 30th day of November, 1978, at 7:30 o'clock P.M. at Seneca, Kansas.

WITNESS my hand this _____ day of _____, 1978.

Ruth Meyer, Secretary.

Revised by the 2012 Board of Directors, adopted by a two-thirds majority in attendance of the annual meeting of said corporation held on the 19st day of November, 2012, at 7:30 o'clock PM at Seneca, Kansas.

WITNESS my hand this _____ day of _____, 2012.

Holly Haufler, Secretary
