BYLAWS

OF

KENTUCKY STATE FAIR BOARD

PREAMBLE

The Kentucky State Fair Board (the "Board") is established pursuant to KRS 247.090 through KRS 247.228 and is a public body corporate with the usual corporate powers. The Board shall be managed in an entrepreneurial and business-like manner. It shall be the duty of the Board, its employees, and the members of the Board to promote the tourism, agriculture and economy of the Commonwealth of Kentucky and stimulate public interest in the advantages and development of the Commonwealth by providing the Kentucky Exposition Center and the Kentucky International Convention Center for exhibitions, conventions, trade shows, public gatherings, cultural activities, and other functions. In managing these two facilities, the Board resolves to advance Kentucky's agriculture and tourism industries and economy while serving the entertainment, cultural, agricultural and educational interests of the public.

ARTICLE I
OFFICES

1.1. Principal Office. The principal office of the Board shall be in Louisville, Jefferson County, Kentucky, and its location therein may be changed from time to time by the members of the Board.

1.2. Other Offices. The Board may have other offices at such places, within the Commonwealth of Kentucky, as the members of the Board may from time to time designate.

ARTICLE II
BOARD MEMBERS

2.1. General Powers. The activities, property, and affairs of the Board shall be managed, controlled, and directed by the members of the Board, which shall have the power to authorize officers to undertake all actions necessary to carry out and effectuate its purposes as provided in KRS 247.090 through KRS 247.228, including, but not limited to, the powers enumerated in KRS 247.130 and KRS 247.140. The members of the Board shall determine policy matters, periodically review the financials and approve annual and capital budgets, provide oversight of operations and evaluate progress on strategic planning, and keep itself informed of the Board's fulfillment of its duties and responsibilities. The members of the Board shall have the power and authority to make such rules, regulations and policies consistent with the statutes of the Commonwealth of Kentucky as said Board members may deem appropriate and consistent with the purposes of the Board as provided therein.

2.2. **<u>Number and Membership</u>.** Membership of the Board is established pursuant to KRS 247.090, which prescribes that the Board shall be composed of fifteen (15) voting members and three (3) ex officio, nonvoting members as follows:

a. The Governor or his or her designee;

b. The Commissioner of Agriculture or his or her designee;

c. The Secretary of the Finance and Administration Cabinet or his or her designee, who shall serve as an ex officio, nonvoting member for the duration of his or her service as secretary of the cabinet. The secretary shall provide additional financial expertise to the Kentucky State Fair Board, with no resulting personnel impact, fiscal impact, nor expense to Kentucky state government;

d. The Dean of the University of Kentucky College of Agriculture, Food and Environment or his or her designee;

e. Five (5) members appointed by the Governor from the state at large with due consideration to geographical distribution throughout the state;

f. One (1) member appointed by the Governor from the state at large who is involved with, or experienced in, agribusiness;

g. One (1) member appointed by the Governor from a list of six (6) nominees that are representative of all segments of animal agriculture provided by trade organization and commodity groups that may include but not be limited to the Kentucky Cattlemen's Association, Kentucky Dairy Development Council, Kentucky Livestock Improvement Association, Kentucky Pork Producers Association, Kentucky Poultry Federation, and Kentucky Sheep and Goat Development Office;

h. One (1) member appointed by the Governor from a list of six (6) nominees that are representative of crop or plant production provided by trade organizations or commodity groups that may include but not be limited to Kentucky Corn Growers Association, Kentucky Grape and Wine Council, Kentucky Horticulture Council, Kentucky Small Grain Growers Association, and Kentucky Soybean Association;

i. One (1) member appointed by the Governor from a list of six (6) nominees submitted by the governing body of the American Saddlebred Horse Association;

j. One (1) member appointed by the Governor from a list of six (6) nominees provided by the Kentucky Farm Bureau Federation;

k. One (1) member appointed by the Governor from a list of six (6) nominees provided by the Kentucky Association of Fairs and Horse Shows;

l. One (1) member appointed by the Governor from a list of six (6) nominees provided by the Louisville Convention and Visitors Bureau representing the hospitality and tourism industry;

m. The state president of the Kentucky FFA Association, who shall serve as an ex officio, nonvoting member for the duration of his or her term as student leader of the association; and

n. The state president of the Kentucky 4-H Organization, who shall serve as an ex officio, nonvoting member for the duration of his or her term as student leader of the organization.

2.3. Term of Office.

a. The terms of the members of the board appointed by the Governor shall be staggered terms. Members of the board shall be appointed to a term of four (4) years and shall serve until their successors are duly appointed and qualified. Members of the board shall be appointed to no more than three (3) terms that began on or after June 29, 2026. Terms that began prior to June 29, 2026, shall not count toward the term limits established by this subsection. As the terms of each group of members expire, the Governor shall appoint successors for terms of four (4) years and until their successors are appointed and qualify. The initial appointments shall be for staggered terms, as follows:

i. Three (3) members shall be appointed for one (1) year;

ii. Three members shall be appointed for two (2) years;

iii. Three members shall be appointed for three (3) years; and

iv. Three members shall be appointed for four (4) years.

2.4. Vacancies. Any vacancy occurring among the members of the Board by death, resignation, removal, or otherwise, shall be filled for the unexpired term pursuant to the requirements and procedures for original appointments pursuant to KRS 247.090 and these Bylaws. No vacancy in the membership of the Board shall impair the rights of the remaining members to exercise all of the powers and perform all of the duties of the Board, so long as there continues to be quorum of the voting members pursuant to Section 2.13 herein.

2.5. Resignation and Removal. A member may resign from the Board by providing written notice to the Chair of the Board. The Governor may remove any member for any cause the Governor deems sufficient, by an order of the Governor entered in the executive journal removing the officer, and he may declare that removed member's office vacant and may appoint a person for the vacancy as provided in Section 2.4.

2.6. Chair and Vice Chair: Selection and Term of Office. The Governor shall annually appoint a Chair and a Vice Chair from among its voting members. The Chair and Vice

Chair shall serve in that capacity for one (1) year and shall be eligible for reappointment. No member of the Board shall hold more than one office.

2.7. Duties of the Chair. Subject to KRS 247.090 through KRS 247.228, the Chair shall: (a) review the overall planning, direction, affairs, and business of the Board on behalf of the Board members; (b) preside at all meetings of the Board; and (c) perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board from time to time. The Chair shall enjoy all rights and privileges of membership on the Board, including without limitation, the right to vote on any and all matters.

2.8. Duties of the Vice Chair. In the absence of the Chair, or in the event of his inability or refusal to fulfill his duties, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him by the Chair or by the Board.

2.9. Place of Meeting. The Board may hold its meetings within the Commonwealth of Kentucky at such place or places as it may from time to time determine.

2.10. Regular Meetings. The Board shall meet monthly, a minimum of ten (10) months per year. The regular meetings of the Board shall be held on the fourth Thursday of a particular month at the Kentucky Exposition Center or the Kentucky International Convention Center, on the date and at such time as is specified in the notice for each meeting, or at such other time and place as the Board or the President and CEO may designate, within the Commonwealth of Kentucky. Notice of the date, time, place, and proposed agenda for meetings may be given by electronic mail (email), or as otherwise provided by law. The meetings shall be open to the public in accordance with the Kentucky Open Meetings Act, unless they may be closed under KRS 61.810. The public and the press shall be provided with a schedule of all regular meetings in accordance with the Kentucky Open Meetings Act. The Board may hold regular meetings in an in-person, virtual, or hybrid format.

2.11. Special Meetings; Call and Notice. Special meetings of the Board may be called by the Chair, or at the request of a majority of the voting members of the Board, upon at least twenty-four hours' notice in writing given personally or by mail, electronic mail (email), or facsimile, which notice shall state the date, time and place within the Commonwealth, and the purpose of the meeting. Notice of any special meeting shall also be provided to the public and the press as required by KRS 61.823. The Board may hold special meetings in an in-person, virtual, or hybrid format.

2.12. Certain Designees are Voting Members. A member of the Board who is a designee of the Governor, Commissioner of Agriculture, or dean of the University of Kentucky College of Agriculture, Food and Environment shall be a voting member.

2.13. Quorum; Adjournment of Meetings. Eight (8) voting members of the Board shall constitute a quorum for purposes of conducting its business and exercising its powers and for all other purposes. The Board shall act by a majority of those present at a meeting at which a quorum is present, including a quorum achieved by attendance of a member or members by video conference as provided in KRS 61.826, but in the absence of quorum, the meeting may be adjourned from time to time by a majority of those present, without notice other than by announcement at the meeting and as required by the Kentucky Open Meetings Act. Each Board member shall have one (1) vote (except (i) the Secretary of the Finance and Administration Cabinet or his or her designee, (ii) the state president of the Kentucky FFA Association, and (iii) the state president of the Kentucky 4-H organization per KRS 247.090).

2.14. Expense Reimbursement. In accordance with KRS 247.120, members of the Board, including the state president of the Kentucky FFA Association and the state president of the Kentucky 4-H Organization, shall receive One Hundred Dollars ($100.00) per day for each meeting attended, and shall be reimbursed for all reasonable and necessary expenses paid or incurred in the discharge of official business.

ARTICLE III
OFFICERS

3.1. President and Chief Executive Officer. The President and CEO of the Board shall not be one of their number. The President shall be the Chief Executive Officer for the board. The Board shall employ or contract with the President and CEO and determine the term, condition, and compensation of the President and CEO, provided such contract term length does not exceed four (4) years. The compensation of the President and CEO shall be fixed from time to time by the Board on the basis of training, ability, and experience. The President and CEO may serve multiple contract terms and shall hold his position at the pleasure of the Board.

3.2. Duties of the President and CEO. The President and CEO shall administer, manage, and direct the affairs and business of the Board, subject to KRS 247.130 and the policies and direction of the Board. He shall keep the Board members fully informed and freely consult with them regarding the business of the Board and make due reports to them. The President and CEO shall: (a) perform such duties and exercise such authority as may be delegated by the Board; (b) be responsible for the ordinary and usual business operations of the Board; and (c) pursuant to KRS 247.130, employ, supervise, and dismiss any and all employees of the Board, fix their compensation. In addition to the powers and duties elsewhere provided for him in these Bylaws, he shall have all powers and duties set forth in KRS 247.130 and all such other powers and duties incident to and usually pertaining to such office, together with such other and further powers and duties as the Board shall prescribe. The President and CEO shall be an ex-officio, nonvoting member of all committees.

3.3. Divisions under the President and CEO. The President may organize such administrative divisions as may be necessary and may designate chiefs of such divisions, who, under his or her control and supervision, shall have the duties of direction of such divisions. The President shall organize a Division for Personnel Management and Staff Development which shall manage all personnel matters, including staff development, training, and programs for affirmative action. The director of this division shall be appointed, with the prior written approval of the Governor, by the President. The President may employ other such employees and agents as he or she deems necessary for the carrying out of policies of the board and to conduct the affairs of the State Fair and may fix the duties and compensation of any employees or agents with the approval of the board.

The board may employ or contract with other such persons, firms, or corporations as the board may deem necessary or desirable to accomplish its duties and functions; may fix the compensation and terms of employment or contract of those employed or contracted with; and may assign to them such duties and responsibilities as the board may determine, including the responsibility of actual operation of any or all of the facilities under the control of the board.

3.4. Vacancy. In the event the President and CEO is absent or disabled, the Board may appoint an Acting President and CEO to perform all duties and responsibilities of the President and CEO. If the Board does not make such an appointment, the Board Chair shall perform all duties and responsibilities of the President and the CEO. In the event the office of the President and CEO becomes vacant due to removal by the Board, resignation of the President and CEO, or other reason, the Board may appoint an Acting President and CEO to perform all duties and responsibilities of the President and CEO until such time as a new President and CEO is employed or contracted with pursuant to KRS 247.130.

3.5. Secretary. Unless the Board otherwise directs, the Board Liaison for the Board designated by the President and CEO, shall act as the Secretary of the Board. The Secretary shall: (a) be the keeper of all records and papers pertaining to the operation and business of the Board; (b) keep a complete record of all meetings of the Board; (c) make such reports as may be required by the President and CEO or the Chair of the Board; (d) notify members of Board meetings and committee meetings; and (e) perform such other duties as may be required by the President and CEO or the Board. The Secretary may perform such other duties as are incident to this office and shall have such other powers and duties, in addition to those elsewhere provided for him in these bylaws, as may at any time be assigned to him by the President and CEO or the Board.

3.6. Treasurer. The President and CEO shall be ex-officio treasurer to the Board.

ARTICLE IV
COMMITTEES

The Board shall establish the following standing advisory committees and may establish such other functional, standing and special advisory committees, as it deems necessary or desirable. Committees shall have those duties and powers as provided for in these Bylaws and as may be designated from time to time by the Board, including without limitation, the authority to act on behalf of the Board in between regularly scheduled meetings of the Board. Each such advisory committee shall make reports of its activities and make recommendations to the full Board and the President and CEO. Each Committee shall have a Charter that is approved by the Board and memorializes the Committee’s duties and functions. The Committee Charters may be amended from time to time by action of the Board.

4.1. Executive Committee. The Executive Committee is responsible for reviewing policy matters, legislative issues, and other matters, as required, and making recommendations to the full Board and the President and CEO that support the mission, values, and strategic goals of the Kentucky State Fair Board. The Executive Committee shall have and exercise such authorities as the Board may delegate to it. The Chair and Vice Chair shall be members of the Executive Committee. The other Executive Committee members shall be appointed by the Chair. The committee shall be composed of at least five (5) members. Members of the Executive Committee serve until the earliest of their resignation or removal from the Board; the expiration of their terms as members of the board; or their resignation or removal from the Executive Committee. The members of the Executive Committee shall select a chair from its members. Ex-officio, nonvoting members shall include the President and CEO, CFO, and General Counsel. The Executive Committee may engage independent, ex officio non-voting committee members to provide specific expertise from their industry, professional, and/or personal experience. The Executive Committee shall have all the authorities of the full board not expressly delegated elsewhere in these Bylaws to the President and CEO. If the Executive Committee takes action using authorities delegated to the Board, it shall report such actions at the next Regular Board Meeting.

a. Meetings. Meetings of the Executive Committee shall be held at such times and locations as may be designated by the Chair of the Committee. The meetings shall be open to the public in accordance with the Kentucky Open Meetings Act. Special meetings of the Committee may be called by the chair, or at the request of a majority of the voting members of the Committee, upon at least twenty-four 24) hours' notice in writing given personally or by mail, electronic mail (email), or facsimile, which notice shall state the time, place, and purpose of the meeting. Notice of any special meeting shall also be provided to the public and the press no later than twenty-four (24) hours in advance of the meeting and shall be posted in a conspicuous place in the main building of the Board and in the building where the special meeting will take place. Minutes shall be made of the Committee meetings and delivered to the full Board. Executive Committee Meetings may be held in an in-person, virtual, or hybrid format.

b. Quorum. A majority of the voting members of the Executive Committee shall constitute a quorum.

c. Vacancies. Any vacancy on the Executive Committee shall be filled by the Chair of the Board for the remainder of the term of the initial appointment.

d. Resignations and Removal. Any member of the Executive Committee may resign by providing written notice to the Chair of the Board or may be removed from the Executive Committee at any time with or without cause by the Chair of the Board.

4.2. North American International Livestock Exposition (NAILE) Executive and Events Committee. The North American International Livestock Exposition (NAILE) Executive and Events Committee is responsible for overseeing operations and activities and recommending policies pertaining to the annual Kentucky State Fair, World's Championship Horse Show, North American International Livestock Exposition, and National Farm Machinery Show that support the mission, values, and strategic goals of the Kentucky State Fair Board. The NAILE Executive and Events Committee shall have and exercise such authorities as the Board may delegate to it NAILE Executive and Events Committee members shall be appointed by the Chair. The committee shall be composed of at least five (5) members. Members of the NAILE Executive and Events Committee serve until the earliest of their resignation or removal from the Board; the expiration of their terms as members of the board; or their resignation or removal from the Executive Committee. The members of the NAILE Executive and Events Committee shall select a chair from its members. Ex-officio, nonvoting members shall include the President and CEO, KEC General Manager or Chief of Staff, Executive Director of Operations, and Director of Expositions. The NAILE Executive and Events Committee may engage independent, ex-officio non-voting committee members to provide specific expertise from their industry, professional, and/or personal experience. The Committee will adopt a charter describing the NAILE Executive and Events Committee's mission, authority, responsibilities, composition, frequency of meetings, and how they will report their findings to the full Board and the President and CEO.

a. Meetings. Meetings of the NAILE Executive and Events Committee shall be held at such times and locations as may be designated by the Chair of the Committee. The meetings shall be open to the public in accordance with the Kentucky Open Meetings Act. Special meetings of the Committee may be called by the chair, or at the request of a majority of the voting members of the Committee, upon at least three (3) days' notice in writing given personally or by mail, electronic mail (email), or facsimile, which notice shall state the time, place, and purpose of the meeting. Notice of any special meeting shall also be provided to the public and the press no later than twenty-four (24) hours in advance of the meeting and shall be posted in a conspicuous place in the main building of the Board and in the building where the special meeting will take place. Minutes shall be made of the Committee meetings and delivered to the full Board. The NAILE Executive and Events Committee meetings may be held in an in-person, virtual, or hybrid format.

b. Quorum. A majority of the voting members of the NAILE Executive and Events Committee shall constitute a quorum.

c. Vacancies. Any vacancy on the NAILE Executive and Events Committee shall be filled by the Chair of the Board for the remainder of the term of the initial appointment.

d. Resignations and Removal. Any member of the NAILE Executive and Events Committee may resign by providing written notice to the Chair of the Board or may be removed from the NAILE Executive and Events Committee at any time with or without cause by the Chair of the Board.

4.3. Finance and Budget Committee. The Finance and Budget Committee is responsible for recommending financial policies and providing advice with respect to the annual operating budget, biennial budget, annual audit, long-term, material contracts and leases, personnel/payroll matters, significant legal matters, and insurance that support the mission, values, and strategic goals of the Kentucky State Fair Board. The Finance and Budget Committee shall have and exercise such authorities as the Board may delegate to it. Finance and Budget Committee members shall be appointed by the Chair. The committee shall be composed of at least five (5) members. Members of the Finance and Budget Committee serve until the earliest of their resignation or removal from the Board; the expiration of their terms as members of the board; or their resignation or removal from the Finance and Budget Committee. The members of the Finance and Budget Committee shall select a chair from its members. Ex-officio, nonvoting members shall include the President and CEO, CFO, General Counsel, KEC General Manager, and KICC General Manager. The Finance and Budget Committee may engage independent, ex officio non-voting committee members to provide specific expertise from their industry, professional, and/or personal experience. The Committee will adopt a charter describing the Finance and Budget Committee's mission, authority, responsibilities, composition, frequency of meetings, and how they will report their findings to the full Board and the President and CEO.

a. Meetings. Meetings of the Finance and Budget Committee shall be held at such times and locations as may be designated by the Chair of the Committee. The meetings shall be open to the public in accordance with the Kentucky Open Meetings Act. Special meetings of the Committee may be called by the chair, or at the request of a majority of the voting members of the Committee, upon at least three (3) days' notice in writing given personally or by mail, electronic mail (email) if requested, or facsimile, which notice shall state the time, place, and purpose of the meeting. Notice of any special meeting shall also be provided to the public and the press no later than twenty-four (24) hours in advance of the meeting and shall be posted in a conspicuous place in the main building of the Board and in the building where the special meeting will take place. Minutes shall be made of the Committee meetings and delivered to the full Board. The Finance and Budget Committee meetings may be held in an in-person, virtual, or hybrid format.

b. Quorum. A majority of the voting members of the Finance and Budget Committee shall constitute a quorum.

c. Vacancies. Any vacancy on the Finance and Budget Committee shall be filled by the Chair of the Board for the remainder of the term of the initial appointment.

d. Resignations and Removal. Any member of the Finance and Budget Committee may resign by providing written notice to the Chair of the Board or may be removed from the Finance and Budget Committee at any time with or without cause by the Chair of the Board.

ARTICLE V
REVENUES

In accordance with KRS 247.190, all revenues derived by the Kentucky State Fair Board from the use of properties and facilities under its custody and control shall be used exclusively for the purpose of defraying the expenses of the Board, the cost of management and operation of such properties and facilities, the payment of interest and principal upon any indebtedness incurred by the Board for such properties and facilities, the creation of adequate reserves for the repair and replacement thereof, and for the financing of further extensions, improvements, and additions thereto.

ARTICLE VI
FISCAL YEAR

The fiscal year of the Board shall coincide with the fiscal year of the Commonwealth of Kentucky.

ARTICE VII
AMENDMENT OF BYLAWS

The Bylaws may be amended by a two-thirds majority vote of the members of the Board, provided that (a) notice of such amendment or amendments and the nature thereof shall have been mailed or otherwise given to the members of the Board at least fifteen (15) days prior to the date of the meeting at which the amendment or amendments are to be presented for consideration, and (b) a quorum is present at such meeting.

ARTICLE VIII
BOARD MEMBER STANDARDS OF ETHICS

8.1. **General.** No member of the Board, by himself or through others, shall knowingly:

a. Use or attempt to use his influence in any manner which involves a substantial conflict between his personal or private interest and his duties to the Board;

b. Use or attempt to use any means to influence the Board in derogation of the Board;

c. Use his official position or office to obtain financial gain for himself, or any spouse, parent, brother, sister, or child of the member;

d. Use or attempt to use his official position to secure or create privileges, exemptions, advantages, or treatment for himself or others in derogation of the interests of the Board or of the Commonwealth;

e. Appear before the Board in any manner other than as a member;

f. In order to further his own economic interests, or those of any person, disclose or use confidential or proprietary information acquired in the course of his official duties;

g. Receive, directly or indirectly, any interest or profit arising from the use or loan of Kentucky State Fair Board revenues;

h. Accept compensation, other than the expense reimbursement provided in Section 2.14 for members of the Board, for performance of their official duties;

i. Within one (1) year following termination of his membership on the Board, accept employment, compensation, or other economic benefit from any person or business that contracts or does business with the Board in matters in which he was directly involved during his tenure. This provision shall not prohibit an individual from continuing in the same business, firm, occupation, or professional in which he was involved prior to becoming a member, provided that, for a period of one (1) year following termination of his position as a member, he personally refrains from working on any matter in which he was directly involved as a member.

8.2. Incorporation of Executive Orders 2008-454 and 2016-377. The ethical standards for the Board shall be governed by Executive Order 2008-454 and Executive Order 2016-377. These standards specifically relate to the prohibition against self-dealing, the obligation to disclose in writing or in the minutes of a meeting a direct or indirect interest, and gift acceptance provisions.

a. Prohibition Against Self-Dealing. No member of the Board, personally or through a business of which the members owns or controls an interest of more than five percent (5%), or by any other person for the member's use or benefit (spouse), may hold or enjoy, in whole or in part, any contract, agreement, lease, sale, or purchase made, entered into, awarded, or granted by the Board. This prohibition does not apply to purchases that are available on the same terms to the general public or which are made at public auction.

b. Obligation to Disclose and Abstain. A Board member must disclose to other members of the Board, any direct or indirect interest in any undertaking that puts the Board member's personal interest in conflict with that of the Board. This disclosure must be made in writing or must be recorded in the minutes of a formal meeting of the Board. A member who is required to publicly disclose a direct or indirect interest is required to abstain from all decisions concerning his or her interest if the decision will affect him or her as a member of a business, profession, occupation, or group differently from other members of the business, profession, occupation or group.

c. Acceptance of Gifts. Board members are subject to the gift rules applicable to executive branch public servants found in KRS 11A.045(1). A Board member, and his or her spouse and dependent children, are prohibited from accepting gifts, including but not limited to travel expenses, meals, alcoholic beverages, and honoraria, totaling a value of more than $25 per source, in a single calendar year, from any person or business that is: (1) doing business with, (2) regulated by, (3) seeking grants from, (4) involved in litigation against, (5) lobbying, or (6) attempting to influence the actions of the Board.

ARTICLE IX
INSURANCE

The Board has the power to purchase and maintain insurance policies for the benefit of the Kentucky State Fair Board, its Board members, its officers, and its employees.

ARTICLE X
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases in which they are applicable and not inconsistent with the Bylaws or the special rules of order of the Board.

ARTICLE XI
MISCELLANEOUS PROVISIONS

11.1. Severability. Unless otherwise expressly provided, if any one or more of the provisions of any resolution or Bylaw of the Board should be determined by a court of competent jurisdiction to be contrary to law, then such provision or provisions shall be deemed and construed to be severable from the remaining provisions therein contained and shall in no way affect the validity of the other provisions of such resolution or Bylaw.

11.2. Headings. Any headings preceding the texts of the several articles and sections of any resolution or Bylaw of the Board shall solely be for convenience of reference and shall not constitute a part of such resolution or Bylaw, nor shall they alter its meaning, construction or effect.

11.3. Effective Date. Unless otherwise expressly provided, each resolution or Bylaw of the Board shall take effect immediately upon its adoption in the manner provided by law.

11.4. Priority. Unless otherwise expressly provided, each resolution or Bylaw of the Board shall be deemed to rescind and repeal all prior resolutions, Bylaws, rules or other actions, or parts thereof, of the Board, in conflict with such subsequent resolution or Bylaw insofar (and only insofar) as such conflict exists; provided, however, that nothing herein contained shall be construed as impairing previously authorized obligations of the Board.

11.5. Variance of Pronouns. All pronouns and all variations thereof will be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or entity may require.

CERTIFICATION

I hereby certify that these Bylaws were duly adopted by the Board of the Kentucky State Fair Board at its meeting held on July 23, 2026.

Ray A Perry

Ray Perry, Chair
Kentucky State Fair Board