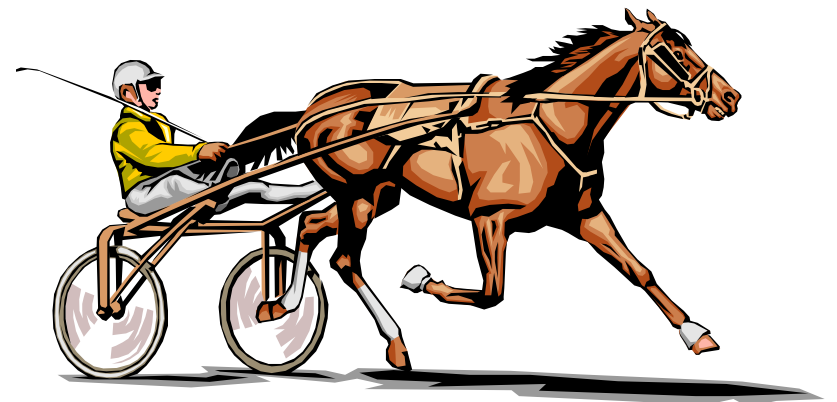


Sagadahoc Agricultural & Horticultural Society

BYLAWS
2012



ARTICLE I

Name, Location and Corporate Seal:

Sec. 1. The name of the non-profit corporation is the Sagadahoc Agricultural and Horticultural Society

Sec. 2. Location and principal office shall be in Topsham, Maine. The corporation may also have offices at such other places as the Board of Directors may appoint or the business of the corporation may require.

Sec. 3. The Corporate seal shall have inscribed thereon the name of the corporation, the year of its creation and the word "Maine."

ARTICLE II

Members:

Sec. 1. Members may be accepted and accorded the privileges of membership from the entire Counties of Sagadahoc, Androscoggin, Cumberland and Lincoln.

Sec. 2. Any person eighteen years or over living within the geographical limits specified in Section I above may become a member upon payment of \$40.00 and 10 hours of volunteer service to Topsham Fair (which includes the first year's membership ticket of admission). Any minor children of members (13 to 17) must hold a minor's pass to be admitted.

Sec. 3. All members shall be qualified to vote and otherwise participate in all meetings of the general membership. The spouse of an active member shall be considered a **non-voting** member.

Sec. 4. Each member upon payment of \$20.00 annual dues shall receive a member's pass of admission for the gate. Additional passes for members' spouses may be purchased at the same rate of \$20.00 per person. A late fee of \$5.00, for each membership dues or spouse's pass, will be assessed after June 30th, for a total of \$25.00 per member or spouse. The Treasurer will be available in the Treasurer's Office, for the collection of dues, Wednesday evenings from 7 to 9 p.m. and Wednesday, Thursday, and Friday the week preceding the fair from 6 to 8 p.m. Dues are due and payable as of January 1st of each year.

Sec. 5. Any member of the active list, upon reaching age 65, shall become a permanent non-paying member with full voting rights, providing such a member has been on the active list for 10 years.

Sec. 6. If such member does not pay a member's dues for two successive years per Section 4 the member thereby forfeit their membership and any and all rights thereafter.

Sec. 7. Members moving outside the geographic limits of the Society forfeit their rights to vote at any meeting of the Society. Voting rights may be reinstated upon return, after one year, to the

E. Expenditures of over \$200 by a single Board member must be approved by the Board.

F. A single Board member may not amend the Bylaws of the corporation.

Sec. 14. Any vacancy, however occurring, in any office or in any directorship, may be filled by the Directors.

ARTICLE XVI

Sec. 1. Compensation of officers for "Directors' Expenses" shall be determined by the Board of Directors.

ARTICLE XVII

The Sagadahoc Agricultural and Horticultural Society (the "Society") shall indemnify to the fullest extent permitted by law any person to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Society, against expenses including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; providing that no indemnification shall be provided for any person with respect to any matter as to which he or she shall have been finally adjudicated in any action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Society or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful. The provision for indemnification shall be subject to the provision of Title 13 MRSA §940 as amended and Title 13 MRSA § 719 as amended and any other Law governing; provided however that such indemnification shall be limited to the then assets of the Society, any insurance which may be provided for such indemnification, and any such assessment as may be made upon the members only after notice and affirmative vote by the membership in a meeting specially called for that purpose.

ARTICLE XVIII

These Bylaws may be amended only by a majority of qualified members present at an annual meeting or two-thirds majority present at a special meeting.

geographic limits of the Society, providing membership dues have been paid during such absence.

Sec. 8. The memberships are not transferable or assignable except in the case of death of a member, at which time such membership will pass to the remaining spouse.

Sec. 9. All past presidents shall be honorary life members of the Society.

Sec. 10. The members' annual dues shall not apply to person holding a \$25.00 membership in this association, if said membership was paid prior to December 1, 1961.

ARTICLE III

Member's Meetings:

Sec. 1. The annual meeting of the Society shall be held on the first Monday in December of each year at seven o'clock in the evening for the purpose of electing such officers and directors as hereinafter specified and for the transaction of such business as may come before the membership.

Sec. 2. The general public is invited to participate in annual meetings, however only members have voting rights.

Sec. 3. Special meeting of the members for any purpose, unless otherwise prescribed by statute, may be called by the President and shall be called by the President at the request of one-third of the Board of Directors or twenty percent of the members of the Society present at the last annual meeting. Special meetings of the Board of Directors may be called by the President or by any two directors.

Sec. 4. The Board of Directors may designate a place within the geographical limits of the corporation as specified in Article II, Section 1, and the place of the meeting for any annual meeting or and special meeting of the members. A waiver of notice signed by all members present and entitled to vote at a meeting may designate any place, as the place for holding such meeting. If no designation is made, or if a special meeting be other wise called, the place of the meeting shall be at the principal office of the corporation.

Sec. 5. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose of purposes for which the meeting is called, shall be sent to the members by mail at least ten days before the meeting.

Sec. 6. A deadline of November 1st prior to the annual meeting must be met for payment of annual dues in order to vote at annual meeting.

Sec. 7. At any meeting of the members of the Society, five percent of the members of the Society entitled to vote shall constitute a quorum at said meeting of members. If less than five percent of members are represented at a meeting, the meeting will adjourn. With prior notice, a subsequent meeting may transact any business for which the adjourned meeting was called. The above stated quorum shall stand for the subsequent meeting.

Sec. 8. There shall be no right for any member to vote by proxy at any meeting of the membership.

Sec. 9. Each member entitled to vote in accordance with the terms and provisions of Article of Incorporation and these Bylaws shall be entitled to one vote in person. Upon demand of any member the vote for directors and upon any questions before the meeting shall be by ballot. All elections for directors and any other questions shall be decided by a majority vote except as otherwise provided by the Articles of Incorporation, these Bylaws or laws of the State of Maine.

Sec. 10. The order of business at annual meetings shall be as follows:

1. Call to order.
2. Proof of notice of meeting of waiver of notice.
3. Roll Call.
4. Reading of minutes of preceding meeting.
5. Reports of officers.
6. Reports of committees.
7. Old business.
8. New business.
9. Election of directors and officers.
10. Adjournment of meeting.

Sec. 11. A semi-annual meeting shall be held on the first Monday in June for the purpose of setting up committees of volunteers and a report on plans for the upcoming Fair. Notice of such meeting shall be posted in the newspaper and the Topsham Fair Website, ten days prior to the meeting.

ARTICLE IV

President:

Sec. 1. The President shall by virtue of being elected President be a member of the Board of Directors.

Sec. 2. The President shall preside at all meetings of the Sagadahoc Agricultural and Horticultural Society. He/she shall perform such duties as are necessary to protect and advance the interest of the

ARTICLE XV

Board of Directors:

Sec. 1. The business of affairs of this corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a Board and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they deem proper, as long as they are consistent with these Bylaws, Articles of Incorporation and/or the laws of the State of Maine.

Sec. 2. The number of directors of this corporation shall be no less than seven and no more than eleven (this includes members at large). Each director shall hold office until the next annual meeting of the members and until his successor shall have been duly elected and qualified.

Sec. 3. All nominations shall be from the floor of the meeting with the nomination and second of the nominations being sufficient to the place the name of a duly qualified member in nomination.

Sec. 4. Only voting members of the Sagadahoc Agricultural and Horticultural Society shall be qualified to serve as a director.

Sec. 5. Each officer elected shall automatically be a member of the Board of Directors: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Superintendent of Livestock, Superintendent of Halls, Superintendent of Pulling, Superintendent of Horse Department and Racing, Superintendent of Admissions and Superintendent of Entertainment.

Sec. 6. At a special meeting of the Board of Directors any individual director may be removed, with cause, by two-thirds of the voting members present. If any or all directors are removed at such meeting, new directors may be elected at the same meeting.

Sec. 7. The Board of Directors, by a majority of the full Board of Directors, may designate from among its members an Executive committee and any other committees, each consisting of at least one director, and may delegate to such committee or committees such authority with exception to the following:

- A. Amend the Articles of Incorporation;
- B. Adopt a plan or merger or consolidation; or
- C. Enter into the sale of property and assets of the corporation other than in the usual course of its business.
- D. Expenditures of over \$30,000 for a single purpose must be approved by the membership of the Society. A special meeting may be called for this purpose and a quorum as stated in Article III, Section 7, must be present.

provide safety for the articles displayed in compliance with the rules and regulations of the Society.

Sec. 3. The Superintendent of Halls shall be responsible for the registering and documenting of all articles to be displayed for exhibit.

ARTICLE XII

Superintendent of Horse Department and Racing:

Sec. 1. The Superintendent of Horse Department and Racing shall also by virtue of being elected Superintendent of Horse Department and Racing is a member of the Board of Directors.

Sec. 2. The Superintendent of Horse Department and Racing shall be responsible to the Board of Directors for the housing and accommodations made available to race horses, owners, drivers, and trainers. The Superintendent shall provide all necessary facilities for horse racing in compliance with State, National, and Society rules governing racing.

ARTICLE XIII

Superintendent of Admissions:

Sec. 1. The Superintendent of Admissions shall also by virtue of being elected Superintendent of Admissions be a member of the Board of Directors.

Sec. 2. The Superintendent of Admissions shall be responsible to the Board of Directors for all admissions to the grounds. He/She shall turn over to the Treasurer all receipts for admissions periodically during any fairs and/or exhibition held by the society. He/She shall keep accurate records of all such admissions and/or receipts.

ARTICLE XIV

Superintendent of Entertainment:

Sec. 1. The Superintendent of Entertainment shall also by virtue of being elected Superintendent of Entertainment be a member of the Board of Directors.

Sec. 2. The Superintendent of Entertainment shall be responsible to the Board of Directors for events coordination and contracting with and scheduling of entertainment vendors in full compliance with the rules and regulations of the Society and/or Board of Directors.

Society. He/she shall interpret and enforce the provisions of these Bylaws, subject to the approval of the Board of Directors.

Sec. 3. Between sessions of the Board of Directors he/she shall have full authority to direct the affairs of the Sagadahoc Agricultural and Horticultural Society in the accordance with and pursuant to the provisions of these Bylaws and he/she shall faithfully execute the instructions of the Board of Directors.

Sec. 4. He/she shall have the authority to call special meetings of the Board of Directors and/or the members.

Sec. 5. The President shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all business and affairs of the corporation. He/she acting jointly with the treasurer, may sign deeds, mortgages, bonds, contracts, or instruments which the directors have authorized to be executed except in cases required by law to be otherwise signed or executed: In general the President shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

ARTICLE V

1st Vice President:

Sec. 1. The 1st Vice President shall also by virtue of being elected Vice President be a member of the Board of Directors.

Sec. 2. The 1st Vice President shall be responsible to the Board of Directors for the renting of the grounds, restaurants, and vending space in full compliance with the rules and regulations of the Society and/or Board of Directors.

ARTICLE VI

2nd Vice President:

Sec.1 The 2nd Vice President shall also by virtue of being elected 2nd Vice President be a member of the Board of Directors.

Sec.2 The 2nd Vice President shall be responsible to the Board of Directors for parking personnel and security of the grounds during any fair or exhibition held by the society.

ARTICLE VII

Secretary:

Sec. 1. The Secretary shall also by virtue of being elected Secretary be a member of the Board of Directors.

Sec. 2. The Secretary shall keep full and accurate records of the transactions of the Sagadahoc Agricultural and Horticultural Society and shall present the same at each meeting, for the inspection

of the members. The Secretary shall conduct all correspondence and shall make such returns to the Commissioner of Agriculture as the law requires. At least ten days prior to each annual meeting, the Secretary shall cause a notice thereof to be inserted in all daily newspapers published within the limits of the Society, stating the time, place, and purpose of the meeting.

Sec. 3. The Secretary shall cause a notice to be inserted in the annual schedule of premiums books stating the time and place for the next annual meeting.

Sec. 4. The Secretary or his/her designate shall keep minutes of the member's meetings and of the Board of Directors' meetings in one or more books provided for that purpose.

Sec. 5. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required.

Sec. 6. The Secretary shall keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President of the Board of Directors.

ARTICLE VIII

Treasurer:

Sec. 1. The Treasurer shall also by virtue of being elected treasurer be a member of the Board of Directors.

Sec. 2. The Treasurer shall have charge of all receipts and disbursements of the corporation and shall have or provide for the custody of its funds and/or securities. The Treasurer shall have full authority to receive and give receipts for all monies due and payable to the corporation and to endorse checks, drafts, and any other negotiable instrument in its name or in its behalf, and to fulfill discharges for the same. The Treasurer shall deposit all funds of the corporation except as may be required for current use, in such banks or other places of deposit as the Board of Directors may from time to time designate.

Sec. 3. The Treasurer shall annually present an accurate and itemized account of receipts and disbursements to the Board of Directors or a committee of the Board or to the auditors, for an examination at least one week before the annual meeting of members.

Sec. 4. The Treasurer shall file with the Secretary, a bond with two good and sufficient sureties, for such sum the Board of Directors shall approve for the faithful performance of his/her duties.

Sec. 5. At least ten days prior to each annual meeting the Treasurer shall send or cause to be sent written notice to each member

at their last known address, stating the time and place of the annual meeting and shall bill all delinquent members once each year.

Sec. 6. In general, the Treasurer, or those persons whom he/she shall delegate, shall perform all duties incident to the office of Treasurer including the collection of all monthly rents, unless otherwise specified by the Board, and such other duties as may from time to time be assigned by the Board of Directors. Any delinquencies will be brought to the attention of the Board for action.

ARTICLE IX

Superintendent of Livestock:

Sec. 1. The Superintendent of Livestock shall also by virtue of being elected Superintendent of Livestock be a member of the Board of Directors.

Sec. 2. The Superintendent of Livestock shall be responsible to the Board of Directors for the scheduling of livestock showing and events in full compliance with State rules and regulations governing same. The Superintendent shall hire all judges for this department and perform other such duties that are necessary for the showing of the livestock department in compliance with the rules and regulations of the Society.

ARTICLE X

Superintendent of Pulling:

Sec.1 The Superintendent of Pulling shall also by virtue of being elected Superintendent of Pulling be a member of the Board of Directors.

Sec.2 The Superintendent of Pulling shall be responsible to the Board of Directors for the scheduling of pulling events in full compliance with State rules and regulations governing same. The Superintendent shall hire all judges for this department and perform other such duties that are necessary for the pulling of the livestock department in compliance with the rules and regulations of the Society.

ARTICLE XI

Superintendent of Halls:

Sec. 1. The Superintendent of Halls shall also by virtue of being elected Superintendent of Halls be a member of the Board of Directors.

Sec. 2. The Superintendent of Halls shall be responsible for renting and allotment of hall space in the Exhibition Hall as well as the space provided beneath the Grandstand. The superintendent shall