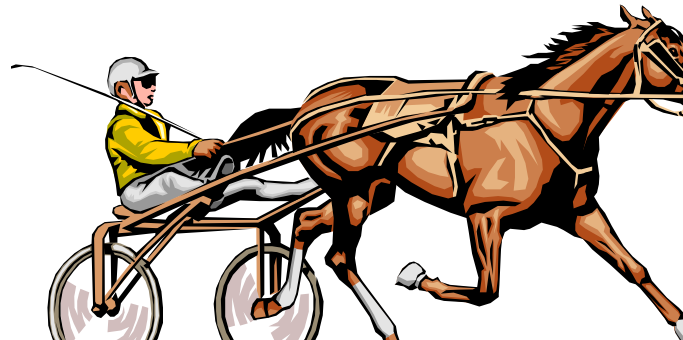


# Agricultural & Horticultural Society

## BYLAWS

2018



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, Lincoln and Kennebec .

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 \$20.00. Membership sign up the week of the fair is available for \$40.00. 10 hours of volunteer service to Topsham Fair (which includes the first year's membership ticket of admission) must be recorded with a Director. 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 30<sup>th</sup>, for a total of \$25.00 per member or spouse. The Secretary will be available in the Office for the collection of dues, Monday evenings from 6 to 8 pm. and Wednesday, Thursday, and Friday the week preceding the fair from 6 to 8 p.m. Dues are payable as of January 1<sup>st</sup> 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

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; proving 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.

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 a member 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 the 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 members or Directors may be called by the President or by any two directors.

Sec. 4. The Board of Directors may designate a place for the annual meeting 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 special meeting of the members. A waiver of notice signed by a majority of members present and entitled to vote at a meeting may designate a 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 annual meeting and, in the case of a special meeting, the purpose of the meeting for which the meeting is called, shall be posted in the following

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.

## 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

with the nomination and second of the nominations being submitted, shall 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, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer, Superintendent of Land, Superintendent of Halls, Superintendent of Pulling, Superintendent of Horse Department and Racing, Superintendent of Admissions, 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 a 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 all 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 not otherwise approved by the membership of the Society. A special meeting may be called for this purpose and a quorum of two-thirds in Article III, Section 7, must be present.
- E. Expenditures of over \$300 by a single Board member not otherwise 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 any directorship, may be filled by the Directors.

## ARTICLE XVI

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.

### **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.

### **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 the Board of Directors and of the members.

Sec. 5. The President shall be the principal executive of the corporation and, subject to the control of the directors, shall generally 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. 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**

#### **1<sup>st</sup> Vice President:**

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

Sec. 2. The 1<sup>st</sup> Vice President shall be responsible to the Board of Directors for the renting of the grounds, restaurant, 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

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

## 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 events in full compliance with State rules and regulations governing the same. The Superintendent shall hire all judges for this department and perform other such duties that are necessary for the showing of 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 the 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 the renting and allotment of hall space in the Exhibition Hall as well as the space provided beneath the Grandstand. The Superintendent shall provide safety for the articles displayed in compliance with the regulations of the Society.