

OXFORD COUNTY AGRICULTURAL SOCIETY

BYLAWS

Article I

Name and Offices

Section 1: Name of Corporation. The name of the Corporation is "Oxford County Agricultural Society".

Section 2: Principal Office of Corporation. The principal office of the Corporation shall be in Oxford County, Maine. The registered office of the Corporation may, but need not, be identical with the principal office in the State of Maine, and the address of the registered office may be changed from time by the Board of Directors.

Article II

Purpose, Powers, and Limitation Upon Dissolution

Section 1: Purposes. The Corporation is organized for all purposes permitted under Title 13-B M.R.S. and expressly for the purpose of promoting and improving agriculture, horticulture, mechanical arts, and manufactures connected therewith.

Section 2: Events. A cattle show, exhibition, and fair and other sports shall be held at the buildings and grounds of the Corporation annually, at such times and under such regulations as the Trustees shall order.

Section 3: Powers. The corporation is empowered to do all things authorized under 13-B M.R.S. Section 202.

Section 4: Limitations Upon Dissolution. Upon the dissolution of the Corporation, or the winding up of its affairs or other liquidation of its assets, all of the remaining assets of the Corporation shall be distributed in accordance with the requirements of Title 13-B of the Maine Revised Statutes and of the provisions of the Internal Revenue Code applicable to tax exempt organizations.

Article III

Members

Section 1: Classes. There shall be two classes of members: Members and Junior Members.

Section 2: Members. On application, any person living within the County of Oxford, Maine, or the Towns of Poland, Minot, Mechanic Falls, Turner, Harrison, or Livermore, Maine is eligible for Membership and may be voted into the Corporation as a Member by receiving a favorable vote of two-thirds of the Members present at any meeting of the Members and payment of the then applicable Membership dues. Persons living outside of the above-referenced County and Towns may become Members by special invitation of the Board of Directors. Each such special invitation must have a two-thirds favorable vote by the Board of Directors. After special invitation of the Board of Directors, the invitee must be approved by a favorable vote of two-thirds of the members present at any meeting of

the Members and payment of the then applicable Membership dues. Each Member shall be entitled to one vote on each issue presented to the Members.

Section 3: Term of Membership. An individual shall continue as a Member until the first of the following to occur: (1) his or her resignation; (2) his or her failure to pay dues if the failure is not cured at or before the Corporation's Annual Meeting; (3) his or her removal upon the vote of two-thirds of the Membership present at a meeting of the Members; or, (4) his or her death.

Section 4: Junior Members. On application any person at least 14 years old living within the County of Oxford, Maine or the Towns of Poland, Minot, Mechanic Falls, Turner, Harrison, or Livermore, Maine is eligible for Junior Membership and may be voted into the Corporation as a Junior Member by receiving a favorable vote of two-thirds of the Members present at any meeting of the Members. Junior Members shall have no voting rights.

Section 5: Term of Junior Membership. An individual shall continue as a Junior Member until the first of the following to occur: (1) his or her becoming a Member of the Corporation (2) his or her resignation; (3) his or her removal upon the vote of two-thirds of the Membership present at a meeting of the Members; or, (4) his or her death.

Section 6: Order of Business. At any Membership Meeting where new Members are voted on, that action shall be the last item of business just prior to adjournment of the Meeting.

Section 7: Dues. The annual dues for each Member shall be ten dollars (\$10.00) and shall become due and payable on the first Tuesday of December of each year. If a Member fails to pay his/her dues on or before the first Tuesday of December the Member must pay his/her dues, including a \$5.00 penalty on or before January 31 of the year following the Annual Meeting or forfeit his/her membership. Lifetime Membership shall be \$100.00. Lifetime Membership with a yearly admission pass will be \$200.00.

Section 8: Annual Meeting. The Corporation shall hold its annual meeting of Members on the first Tuesday of December at such time and place as the President shall order. In the event of inclement weather, the President may postpone the Annual Meeting. In the event of a postponement of the Annual Meeting, the President shall reschedule the Annual Meeting within seven days of the first Tuesday of December.

Section 9: Special Meetings. Special meetings of the Members may be called by the President or by the Board of Directors. In addition, 10 or more Members may sign a petition directing the President to call a special meeting of the Members. The petition shall state what business is to come before the Membership at said meeting.

Section 10: Notice of Meetings. A notice stating the date, time, place and business of any regular or special meeting of the Members shall be published in the local newspaper at least 7 days prior to the meeting.

Section 11: Quorum. Twenty Members shall constitute a quorum to transact business, but a lesser number may adjourn a meeting from time to time.

Article IV

Board of Directors

Section 1: Number of Directors. The Board of Directors shall consist of Seventeen Directors. However, the number of Directors may be increased to not more than twenty or decreased to not fewer than three by a resolution of the Members or of the Directors. No decrease in number shall have the effect of shortening the term of any incumbent Director.

Section 2: Election and Replacement of Directors. At each Annual Meeting of the Members, the Members shall elect Directors. Any vacancy occurring on the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors. An individual must be a Member in good standing of the Corporation to be elected to or serve on the Board of Directors. A Director that misses three meetings during any year of his/her term may be removed from his/her position by a majority of the remaining Directors, though less than a quorum of the Board of Directors.

Section 3. Term. The Directors shall be elected for terms of three years. The terms shall be staggered so that approximately one-third of the Directors are elected each year. Directors shall hold office until their successors are chosen and qualified. Directors are authorized to serve successive terms. An individual shall continue as a Director until the first of the following to occur: (1) his or her resignation; (2) his or her failure to remain a Member in good standing; (3) his or her removal upon the vote of two-thirds of the Membership present at a meeting of the Members; or, (4) his or her death.

Section 4: Resignation. Any Director may resign at any time by giving written notice to the Board of Directors of his/her decision to resign. Upon resignation of a Director, the vacancy shall be filled by the remaining Directors as provided above.

Section 5: Compensation. The Directors shall serve without compensation. However, Directors may be reimbursed for reasonable expenses incurred on behalf of the Corporation while serving as a Director of the Corporation.

Section 6: Annual Meeting/Regular Meetings. The annual meeting of the Board of Directors shall be held on the first Tuesday of December of each year immediately following the annual meeting of the Members. Regular (i.e., monthly or quarterly) meetings of the Board may be held without notice by order of the Board on a day and at an hour and place to be fixed by the Board.

Section 7: Notice of Meetings. With the exception of the Annual Meeting of the Board of Directors, which shall be held immediately after the Annual Meeting of the Members and with the exception of regular (i.e., monthly or quarterly) meetings of the Board held on a day and at an hour and place fixed by order of the Board, notice of any meeting of the Board of Directors shall be given at least five days prior thereto by written notice delivered personally or sent by mail, electronic mail, fax or telegram to each Director according to the contact information for each Director shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 8: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 9: Quorum and Vote of Directors. The lesser of seven Directors or a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by the Articles of Incorporation, The Maine Nonprofit Corporation Act, or these Bylaws.

Section 10: Finance Committee. There shall be a Finance Committee consisting of the President, Vice President, Treasurer, Secretary, and one other person appointed by the President from the Board of Directors. The function of the Committee shall be to act on behalf of the Board of Directors between Directors' meetings; review and act upon all expenditures; develop and present a recommended budget to the Directors; advise and recommend to the President all department appointments; develop a plan for the annual exhibition; major repairs; capital improvements; and, other Corporation related functions. The Finance Committee will take direction from the Directors and report its actions at every Directors' meeting.

Section 11: Other Committees. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate from among its Members such other committees as the Board deems necessary.

Section 12: Conflicts of Interests. All Directors shall put personal interest aside when acting in the capacity of Director and shall act in the best interest of the Corporation. Directors shall abstain from voting on any issue where they feel unable to act in the best interest of the Corporation.

Section 13; Dual Capacity. Nothing herein shall prevent a Director from serving as an Officer of the Corporation of vice versa.

Article V

Officers, Their Election, Qualification, and Tenure

Section 1: Number. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Directors wish to appoint. Each Officer must be a Member of the Corporation. No one person shall serve in any two offices at the same time except in emergency situations and by order of the Directors with a time limit as to how long the emergency appointment shall last.

Section 2: Election and Terms of Office. At each Annual Meeting of the Board of Directors the Directors shall elect the Officers, who shall hold office for a term of one year or until their successors are chosen and qualified in their stead, whichever is longer.

Section 3: Removal. An Officer may be removed from office by the Board of Directors whenever in the opinion of the Board of Directors the best interest of the Corporation will be served thereby.

Section 4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or for any other reason may be filled by the Board of Directors for the unexpired portion of the term.

Article VI

Board and Officers Duties

Section 1: Board of Directors. The immediate government and direction of the affairs of the Corporation shall be vested in the Board of Directors. In addition to the powers and authorities expressly conferred upon them, all of the powers of the Corporation, except as otherwise provided or limited by law, by the Articles of Incorporation, or by these Bylaws, are vested in the Board of Directors. Without prejudice to the general powers conferred by these Bylaws, the Articles of Incorporation or by State Law, and subject to the limitations set forth in these Bylaws, the Articles of Incorporation and State Law, the Board shall have the power to make and change any rules and regulations, not inconsistent with law, the Articles of Incorporation or these Bylaws, for the management of the Corporation's business and affairs.

Section 2: President. The President shall preside at all meetings of the Members and of the Directors, and shall in general supervise all of the business and affairs of the Corporation. The President shall have general superintendence and direction of all the other Officers of the Corporation, and shall perform such other duties as are expressly imposed upon the officer by Statute or as may be imposed by vote of the Board of Directors, or as are usually performed by the President of the Corporation.

Section 3: Vice President. When the President is absent, the Vice President shall preside at all meetings of the Members and Directors. The Vice President shall perform such other duties as are imposed by Statute or by vote of the Directors.

Section 4: Secretary. The Secretary shall give, or cause to be given notices of all meetings of the Board of Directors and of the Members, all other notices required by law or these Bylaws, and in case of his or her absence or refusal or neglect to do so, then such notice shall be served by any person thereunto directed by the President. The Secretary shall keep true records of the meetings of the Board of Directors and of the Members. The Secretary shall keep an accurate list of the Members and Junior Members of the Corporation and of their contact information. The Secretary, in conjunction with the Treasurer, shall make such returns to the Commissioner of Agriculture, Conservation and Forestry and other State Officers as the law requires.

Section 5: Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of, and to the credit of, the Corporation, at such depositories as may be designated by the Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors, at the meetings of the Board of Directors, and to the Members, at the meetings of the Members, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform all of the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The Treasurer in conjunction with the Secretary, shall make such returns to the Commissioner of Agriculture, Conservation and Forestry and other State Officers as the law requires. The Treasurer shall prepare materials for an annual review which shall be performed by an accounting firm.

Section 6: Bonding. The Treasurer and any Assistant Treasurer shall give the Corporation a Bond, in the sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his or her office, and for the restoration to the Corporation of all money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

Section 7: Resignation. Any Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified herein. If no time is specified, it shall take effect from the time of its receipt by the Board of Directors. The acceptance of a resignation shall not be necessary to make it effective.

Article VII

Contracts, Loans, Checks, and Deposits

Section 1: Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances.

Section 2: Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3: Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President, Treasurer or by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Article VIII

Savings Clause

Any portion of these Bylaws found to be contrary to law shall not invalidate the other portions of the Bylaws.

Article IX

Indemnification of Officers, Directors, Employees, Agents, and Committee Members

So as to induce Officers, Directors, employees, agents, and committee members of the Corporation to serve as such, The Corporation shall, to the extent approved by the Board of Directors, reimburse, exonerate, hold harmless and indemnify its Officers, Directors, employees, agents, and committee members to the extent required by the laws of the State of Maine.

Article X

Miscellaneous Provisions

Section 1: Fiscal Year. The Fiscal Year of the Corporation shall end on December 31 each year.

Section 2: Annual Statement. The President shall present at each Annual Meeting and when called for by vote of the Board of Directors, at any special meeting, a full and clear statement of the business and condition of the Corporation.

Section 3: Waiver. Any Officer, Member or Director may waive his/her right to any notice required to be given under the Bylaws.

Section 4: Conduct of Meetings. Roberts Rules of Order shall govern the conduct of meetings of the Members and Directors when applicable and not inconsistent with the law, Articles of Incorporation, or these Bylaws.

Article XI

Amendments

These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the Members present at an Annual or Special Meeting of the Members at which a quorum is present.

Dated: December 06, 2022

Ann J. Bellwood, Secretary

Oxford County Agricultural Society