

**Marshfield Agricultural
and
Horticultural Society**

**CONSTITUTION
AND
BY-LAWS**

Adopted
at Annual Meeting
Held

October 28, 1978

Amended by Special Meetings
held February 9, 1980, May 11, 1996 & October 3, 2020

Marshfield Agricultural and Horticultural Society

Constitution and By-Laws

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Vote to amend the Constitution and By-Laws of the Marshfield Agricultural and Horticultural Society, as follows:

CONSTITUTION

ARTICLE I.
Name and Object

Section 1. The name of this Society shall be Marshfield Agricultural and Horticultural Society.

Section 2: The object and purpose of the Society is to educate, to inform and to encourage people in the theory and practice of Agriculture, Horticulture, Mechanical Arts, charitable endeavors, and other related fields.

Additional Sections added:

Section 3: Location

Section 4: Seal

Section 5: Fiscal Year

See Proposed Bylaws

ARTICLE II.
Membership

Section 1: To become a member of the Society, an applicant must first have served 20 hours, volunteered or paid, to the society prior to applying in writing through the Secretary to the Board of Directors.

Section 2: Upon approval by a two thirds vote of the Board of Directors, the applicant may become a member of the society by paying fifty dollars (\$50.00) into its Treasury.

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Section 3:

To maintain your active membership, you must volunteer a minimum of 10 hours to the society annually or hold a paid position at a society sponsored event. Failure to do so will terminate your membership. However, those members who became members prior to October 3, 2020, shall not be required to volunteer ten hours annually.

Section 4:

Section 5:

Section 6:

Section 7:

See Proposed Bylaws

ARTICLE III.

~~Officers, Directors~~

See Proposed Bylaws

Many changes in this portion

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Section 1: The elective offices of the society shall consist of a maximum number of fifteen (15) directors and a minimum number of twelve (12) directors. From these Directors, a President, Vice President, Secretary, Treasurer and an Auditor shall be elected.

Section 2: The nominations for the elective Officers and Directors shall be made by a Nominating Committee consisting of the current Board of Directors.

Section 3. The election of officers and directors shall be by secret ballot from the list as nominated by the nominating committee, or as amended from the floor, and where there is no contest, the vote of the Society may be cast by the Secretary, provided the members present and voting so instruct the Secretary by unanimous vote. In case of a contest, the chair shall appoint members, not candidates for office, to distribute, collect, sort and count the ballot. A two thirds (2/3) majority of the votes of members present and voting shall elect each officer and director.

Section 4. All elective officers shall be elected at the Annual Meeting of the Society for a term of the ensuing fiscal year and thereafter until their successors have been duly elected and qualified. Any vacancy in any office, including any vacancies in the office of Director, may be filled for the unexpired term by a majority vote of the Board of Directors.

Section 5. Only Society members may be Directors, hold office or vote.

Article IV

Election of Directors and Officers

Section 1:

Section 2:

Section 3:

See Proposed Bylaws

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[Section 4:](#)
[Section 5:](#)
[Section 6:](#)

[See Proposed Bylaws](#)

ARTICLE ~~IV~~^V Meetings

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Section 1. The Annual Meeting of the Society for the election of officers, directors and the transaction of any other business legally before said meeting shall be the first Saturday in October each year.

Section 2. Special meetings of the Society may be called by the President or by the application of ten (10) members.

Section 3. Twelve (12) members shall be present to constitute a quorum at any annual or special meeting of the Society.

Section 4. ~~Four (4)~~ **Three (3)** members of the Executive Management Committee shall constitute a quorum and a majority vote of those present and voting is required for the passage of any motion or vote.

Comment [J1]: This is to correct a contradiction in another section

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Section 5. A majority of the sitting Board of Directors shall constitute a quorum and a majority of those present and voting is required for the passage of any motion or vote.

Section 6. Notice of the time, place, and purposes of the Annual Meeting or any Special Meeting of the Society shall be given by advertisement in local papers having a circulation in Marshfield and its surrounding towns at least seven ~~(7) days~~ **Fourteen (14)** and not more than twenty five days before the meeting or by other electronic methods.

Comment [J2]: See proposed Bylaws. Rewording of this portion

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Section 7. Notice of meetings of the Board of Directors shall be given to each Director by post card mailed to their last known address at least seven (7) days prior to such meeting or by other electronic methods or by direct contact by the Secretary with the entire Directorate by telephone or in person at least forty-eight (48) hours prior to such meeting.

Comment [J3]: See proposed Bylaws. Rewording of this portion

Section 8. In the absence of the President and ~~Secretary~~ **Vice-President**, any member of the Board of Directors may call a meeting to order and the necessary officers pro tem be appointed in such a manner as the meeting may decide.

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~~Section 9: Directors and Members of Management may attend their respective meetings remotely with proper identification and will be considered present and voting.~~

Comment [J4]: This has been moved to Article III Section 6

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~~Article V and Article VI have been moved to Article I Section 4 & 5~~

~~ARTICLE V.
Fiscal Year~~

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~~Section 1. The fiscal year of the Society shall commence on the first day of October and end with the last day of September of each year.~~

~~ARTICLE VI.
Seal~~

~~Section 1. The seal of the Society shall be circular in form bearing the name of the Society, and the following words and figures:~~

MASSACHUSETTS 1866

ARTICLE VII.
Amendments

Section 1. This Constitution and By-Laws may be altered, amended, or repealed and a new Constitution and By-Laws adopted, at any Annual or Special Meeting by a vote of two-thirds of the members present and voting thereon, provided due notice thereof is given in the notice of the meeting.

Comment [J5]: Additional language added. See proposed Bylaws

BY-LAWS
ARTICLE I.
Duties of officers

President

Section 1. It shall be the duty of the President to preside at all meetings of the Society, and act as Chairman of the Board of Directors.

Vice-President

Section 1. The Vice-President shall, in the absence or disability or at the direction of the President, perform the duties and functions of the President and shall have other such powers and perform such other duties as may be assigned to him/her by the Board of Directors.

Secretary

Section 1. The Secretary shall give or cause to be given all required notices of meetings of members and the Board of Directors in the manner prescribed by law and by the Constitution of the Society; shall record all meetings of the members and the Board of Directors in a book to be kept for that purpose; shall keep a list of the members, which list shall be present if required at every meeting for the transaction of business; and shall have such other powers and perform such other duties as may be assigned to him/her by the Board of Directors.

Treasurer

Section 1. The Treasurer shall have the custody of all moneys, securities, other valuable papers and documents of the Society; shall when making investments, have the advice and approval of the Board of Directors; shall pay out money only upon approval of the Board of Directors or as ordered by vote of the Directors: He shall keep a just and true account of all moneys received and expended in a book or books belonging to the Society and which shall be open to inspection of the Auditor at the close of each fiscal year; shall give bond at such time and for such sums as may be required by the Society; shall render a written or printed financial statement upon request of the financial standing of the Society for the preceding fiscal year; and shall have such other powers and perform such other duties as may be assigned to him/her by the Board of Directors.

Auditor

Section 1. The Auditor shall audit the books and accounts of the Society at the close of each fiscal year, certify the same, and make available upon request a written report of his/her findings available upon request to the Society no more than ninety (90) days after the end of the

Comment [J6]: Additional Sections and changes in Officer's description. See proposed Bylaws

Comment [J7]: Remove position of Auditor. Replaced by Finance Committee

fiscal year. He/she will employ the services of a Certified Public Accountant. Said Certified Public Accountant will make a report through the Auditor to the Society at a Meeting.

Comment [J8]: Inserted – Committees of the Board. See proposed Bylaws

~~Board of Directors~~Executive Management Committee

The Board of Directors shall elect annually an Executive Management Committee of not more than six, three of whom shall be Officers of the Society.

Comment [J9]: Additional description. See proposed Bylaws

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This Committee shall have full and complete authority to conduct all business and do all things necessary in the planning preparation, and actual operation of the Fair and all other activities of the Society. Said Committee shall establish and set all salaries, wages, expenses, and fees to be paid by the Society for such services as they deem necessary in the conduct of and all other Society activities. Furthermore, said Committee will bring before the Board of Directors all matters before, during, and after the Fair and for all other Society activities in so far as the use, acquisition and disbursement of the Society's property is concerned.

Executive Management Committee

Section 1. The duties and powers of the Executive Management Committee shall be defined from time to time by the Board of ~~Directors~~.

Comment [J10]: Insert Finance Committee See proposed Bylaws. Article numbers change due to additions and deletions of articles and sections

ARTICLE II.

Compensation of Officers and Employees

Section 1. The Executive Management Committee shall vote compensation for all Society officers, directors and employees as such, within ~~thirty (30)~~ forty-five (45) days ~~after the beginning~~ before the end of the fiscal year.

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Section 2. Action taken in accordance with the provisions of Section 1, Article 2, of these By-Laws may be revised by additions, by vote of the Board of Directors during the ensuing fiscal year.

ARTICLE ~~III~~ VI
Revenues and Funds

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Section 1. The income of the Society shall be used only to improve its property and advance the purpose as outlined in the Constitution, and no dividend shall ever paid to its members.

ARTICLE ~~IV~~ VII
Society's Grounds

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Section 1. The property of the Society may be rented for such lawful purposes as the majority of the Executive Management Committee may choose, subject always to the use of the Society.

Comment [J11]: Inserted Article VIII, Article IX. See proposed Bylaws

ARTICLE ~~V~~.

Comment [J12]: Changed to Article X

Prohibition Against Sharing in Corporate Earnings

No member, director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding upon the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Comment [J13]: Inserted Article XI. See proposed Bylaws

ARTICLE ~~VI~~. EXEMPT ACTIVITIES

Comment [J14]: Changed to Article XII

Notwithstanding any other provision of these By-Laws, no member, director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as the now exist or as they may hereafter be amended.

A True Copy of the Constitution and By-Laws as voted at the annual meeting Oct. 28 – 1978. Amended by a special meeting held February 9, 1980, May 11, 1996 and October 3, 2020.

CARLETON E. CHANDLER

Secretary/Treasurer

LEONARD S. LAFOREST
President