

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**

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

CONSTITUTION

ARTICLE I

General

Section 1: Name

The name of this Corporation shall be Marshfield Agricultural and Horticultural Society (“Society”).

Section 2: Object and Purpose

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.

Section 3: Location

The location of the Society’s principal office is 140 Main Street, Marshfield, MA 02050 and the mailing address is P.O. Box 5, Marshfield, MA 02050.

Section 4: Seal

The Society’s seal shall be circular in form bearing the inscription “MARSHFIELD AGRICULTURAL AND HORTICULTURAL SOCIETY MASSACHUSETTS INCORPORATED 1866.” The Treasurer shall have custody of the seal and along with the other Officers, may affix it to any instrument requiring a corporate seal or as the Officers see fit.

Section 5: Fiscal Year

The Society’s Fiscal Year shall commence on the first day of October and end with the last day of September of each year unless otherwise decided by the Directors.

ARTICLE II Membership

Section 1:

To become a member of the Society, an applicant must first serve twenty (20) hours, volunteered or paid, to the Society prior to applying in writing, through the Secretary, to the Board of Directors.

Section 2:

In addition, upon approval, by a two-thirds (2/3) vote, of the Board of Directors the applicant may become a member of the Society by paying fifty dollars (\$50.00) into its Treasury.

Section 3:

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

Section 4:

Any member of the Society can be expelled for cause by vote of two-thirds (2/3) of the members present and voting upon such expulsion.

Section 5:

A member of the Society may vote in person only.

Section 6:

Only Society members may be Directors, hold office or vote. Society members may not participate in meetings via audio or videoconference.

Section 7:

Junior members, those members between the age of eleven (11) and seventeen (17), must comply with these Bylaws but are not eligible to vote or become Directors or Officers until they turn the age of eighteen (18) years old.

ARTICLE III
Directors

Section 1:

The general management of the Society shall be vested in the Board of Directors which shall consist of a maximum number of fifteen (15) Directors and a minimum number of twelve (12) Directors.

Section 2: Eligibility of Directors

A person shall be elected at the Annual Meeting to the Board of Directors if they are a Society member in good standing within the Society and shall hold office for three (3) years and until their successor is duly elected and qualified.

Section 3: Resignation

Any Director may resign by submitting a written resignation to the Society, to the President, or the Secretary. Such resignation shall become effective upon its acceptance by the Board of Directors.

Section 4: Removal

A Director may be removed from office for cause by vote of two thirds (2/3) of the Directors then in office at a meeting of the Board of Directors called for such purpose.

For cause shall include, but not be limited to, failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) unexcused, consecutive meetings of the Board of Directors.

Section 5: Vacancies

Vacancies in the Board of Directors may be filled by a majority vote of the Board of Directors. Any Director elected to fill a vacancy created by the resignation or removal of another Director may serve for the remaining portion of the departed Director's term and thereafter may be re-elected pursuant to these By-laws.

Section 6: Meetings

The Board of Directors may meet via audio or videoconference where everyone participating in the meeting can hear one another.

Section 7: Voting by Email

Directors are permitted to vote by email if the vote meets the requirements of a unanimous written consent. Unanimous written consent occurs when a vote is circulated by email to all Directors entitled to vote on the matter, all Directors entitled to vote consent to the action in writing and the written consents are returned. The action becomes effective on the date the last consent is returned.

ARTICLE IV
Election of Directors and Officers

Section 1:

The current Board of Directors shall nominate the elective Officers and Directors or as amended by the members at the Annual Meeting.

Section 2:

Pursuant to Massachusetts law, the By-Laws may not restrict the right of the members to offer nominations from the floor at the annual meeting of the Society, nor prevent any member thereof from receiving a copy of the Constitution and By-Laws upon written request. However, for such nominations from the floor to be valid, a notice signed by not less than seven (7) members, giving the names of such nominees, be first filed with the Society's Secretary not later than ten (10) days prior to the date of the annual meeting.

Section 3:

Where there is no contest for election the vote of the Society may be cast by the Secretary, provided the members present and voting so instruct the Secretary by unanimous vote.

Section 4:

In case of a contest, the President shall appoint members, not candidates for office, to distribute, collect, sort and count the ballots. A majority of the votes of members present and voting shall elect each Officer and Director.

Section 5:

If a Director is not elected by the required majority, but is elected by a plurality, the number of votes cast for such nominee in a contest of more than two (2) candidates that is greater than the number cast for any other nominee but not more than half (1/2) the total votes cast, shall not be eligible for election as an Officer or eligible to serve on the Executive Management Committee of the Directors; however, he or she shall have all of the other rights, duties and privileges of being a Director. If the minimum number of directors is not reached by a majority vote, then the next highest member(s) below majority will become director(s) to meet minimum number of Directors stated herein.

Section 6: Establishment of Terms

Nominations for Directors to replace Directors whose terms expire (or to add new Directors, subject to Article III, Directors, Section 5.), shall be submitted with the notice of the Annual Meeting at which the election is made. Incumbent Directors are assumed to have nominated themselves to stand for reelection unless they have provided notice in writing of intent not to serve. Directors of the Society shall be elected by a vote of a majority of the Members present and voting. If the minimum number of directors is not reached by a majority vote, then the next highest member(s) below majority will become director(s) to meet minimum.

ARTICLE V Meetings

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 of the Society shall be present to constitute a quorum at any Annual or Special Meeting of the Society.

Section 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.

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, including but not limited to the Board of Directors' nominees for election of Directors and Officers when applicable, of the Annual Meeting or any Special Meeting of the Society shall be given by an email to all members the Society has an email address on file and shall be given by mail to the rest of the members at least fourteen (14) days and not more than twenty five (25) days before the meeting.

Section 7:

Notice of meetings of the Board of Directors shall be given to each Director by email at least fourteen (14) days prior to such meeting 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.

Section 8:

In the absence of the President and 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.

ARTICLE VI
Amendments

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 (2/3) of the members present and voting thereon, provided due notice thereof is given at a previous meeting or by written notice to all members at least thirty (30) days prior to the Annual or Special Meeting; and such shall not take effect until it has been approved by the state secretary as conformable to law, See M.G.L. c. 180, section 17.

BY-LAWS

ARTICLE I
Officers

Section 1: Officers

The Officers of the Society shall be the President, Vice-President, Secretary, and Treasurer.

Section 2: Eligibility of Officers

The President, Vice-President, Secretary, and Treasurer shall be elected from the Board of Directors for a term of three (3) years, at its Annual Meeting and shall hold office for and until their successors are duly elected and qualified.

Section 3: Resignations

Any Officer of the Society may resign by filing with the President or with the Board of Directors, through the Secretary, a written resignation which shall take effect on being filed or at such other time as may be therein specified.

Section 4: Removal

Any Officer may be removed from office, with cause, by two-thirds (2/3) of the Directors then in office.

Section 5: Vacancies

Vacancies at any time existing in any office may be filled for the unexpired term by a majority vote of the Board of Directors at any regular or Special Meeting.

Section 6: Powers and Duties of Officers

The Officers shall have the powers and duties customarily belonging to their offices, including those listed below:

President

It shall be the duty of the President to be the executive in charge of the everyday management of the Society subject only to the authority of the Board of Directors and to preside at all meetings of the Society, and act as Chairman of the Board of Directors.

Vice-President

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 the Vice-President by the Board of Directors.

Secretary/Clerk

The Secretary/Clerk 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 authenticating the Society's records and documents. The Secretary/Clerk shall have such other powers and perform such other duties as may be assigned to Secretary/Clerk by the Board of Directors. The Secretary/Clerk shall be a resident of the Commonwealth of Massachusetts.

Treasurer

The Treasurer shall have the custody of all moneys, securities, other valuable, financial papers and documents of the Society; shall when making investments over ten thousand dollars (\$10,000), have approval of the majority vote of the Board of Directors; shall pay out money over ten thousand dollars (\$10,000), upon approval of the majority vote of the Board of Directors; 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 by the Finance Committee 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 the Treasurer by the Board of Directors.

ARTICLE II Committees of the Board

The Directors may elect or appoint one (1) or more committees and may delegate to any such committee or committees any or all of their powers, by a vote of the majority of the Directors except the power to (a) authorize a petition for the dissolution of the corporation; (b) change the principal office of the corporation; (c) amend the Constitution and By-Laws; (d) elect Officers and fill vacancies in any such offices; (e) change the number of the Board of Directors and fill vacancies in the Board of Directors; (f) remove Officers or Directors from office; or (g) authorize a merger.

Any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in the Constitution and By-Laws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors. The President may appoint committee chairs or in the President's discretion may delegate the selection of a chair to the members of any committee.

ARTICLE III Executive Management Committee

The Board of Directors shall elect annually an Executive Management Committee of not more than six (6) Directors, three (3) of whom shall also be Officers of the Society. The Committee shall use its discretion in deciding non-material matters which are valued at ten thousand dollars (\$10,000) or less by itself and deciding material matters which are valued higher than ten thousand dollars (\$10,000) with the entire Board of Directors.

The Executive Management Committee shall have authority to conduct all ordinary and usual business which is valued at ten thousand dollars (\$10,000) or less and do things necessary in the planning, preparation and actual operation of the Society's Fair and all other activities of the Society. The Executive Management Committee shall establish and set all salaries, wages, expenses, stipends 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, the Executive Management Committee will bring before the Board of Directors for their decision 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.

Additional duties or restriction of duties and powers of the Executive Management Committee shall be defined in writing from time to time by the Board of Directors.

The Executive Management Committee may meet via audio or videoconference where everyone participating in the meeting can hear one another.

ARTICLE IV Finance Committee

The Finance Committee shall consist of the Treasurer and not less than two (2) Directors, of which one (1) must have financial experience, and one (1) Society member appointed by the President. The President will designate one (1) person on the Finance Committee to be the chairperson. The purpose of the Finance Committee shall be its fiduciary duty to ensure the financial matters of the organization are in line with the Society's mission. It shall prepare and submit to the Board annually, for its approval, a budget covering the various expenditures to be made by the Society during the fiscal year to which the budget relates. The Finance Committee needs to ensure the assets of the organization are properly maintained. The Finance Committee shall assist the Society with complying with all financial reporting requirements. The Finance Committee should ensure that the Board has access to the financial information and assists the Board in interpreting the financial information.

The Committee shall employ the services of a Certified Public Accountant or Licensed Public Accountant when necessary. Said Certified or Licensed Public Accountant shall make a report through the Committee to the Society at a Meeting.

ARTICLE V
Compensation of Officers, Directors and Employees

Section 1:

The Executive Management Committee shall vote compensation for all Society Officers, Directors and employees as such, within forty-five (45) days before the end of the fiscal year.

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 VI
Revenues and Funds

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

ARTICLE VII
Society's Grounds

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.

ARTICLE VIII
Books, Records, Reports and Audits

Books and Records

The Society shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Society members, its Board of Directors and its Committees.

Reports

The Corporation shall comply with all Massachusetts and U.S. federal tax reporting requirements, including filing a Form 990 with the IRS. [The Corporation shall publish an annual report. Such report shall include a comprehensive and detailed statement of the Society's operations, activities, financial condition and accomplishments for the preceding fiscal year.]

Audits

The accounts of the Society shall be audited annually, in accordance with generally accepted auditing standards, by independent certified public accountants or independent licensed public accountants certified or licensed by a regulatory authority of a state or other political subdivision of the United States.

ARTICLE IX Liability Limitation for Officers and Directors

Section 1:

In compliance with M.G.L. c. 180, Section 3, no Officer or Director shall be personally liable to the Society or its members for monetary damages for breach of fiduciary duty as an Officer or Director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of an Officer or Director for any breach of the Officer's or Director's duty of loyalty to the Society or its members, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the Officer or Director derived an improper personal benefit. There is no retroactive protection for the Society's Officers and Directors for this amendment.

Section 2:

The Society's members, Directors, and Officers shall not be personally liable for any debt, liability, or obligation of the Society. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Society may look only to the Society's funds and property for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Society.

ARTICLE X Prohibition Against Sharing in Society's Corporate Earnings

No member, Director, Officer, or employee of or member of a committee of or person connected with the Society, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Society 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 Society. All members of the Society shall be deemed to have expressly consented and agreed that upon such dissolution or winding upon the affairs of the Society, whether voluntary or involuntary, the assets of the Society, 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.

ARTICLE XI
Voluntary Dissolution of the Marshfield Agricultural and Horticultural Society

The voluntary dissolution of the Society shall be in accordance with M.G. L. Chapter 180, section 11A.

A petition for dissolution shall be authorized by vote of a majority of the Society's Board of Directors.

If the Society has no remaining assets, the petition for dissolution shall be submitted to the division of public charities of the office of the attorney general setting forth in substance the grounds of the application for dissolution together with the forms, affidavits and information as the division from time to time may prescribe. If the division is satisfied that the Society has or will become inactive and that its dissolution would be in the public interest, the division may approve the dissolution of the Society.

If the Society has remaining assets, the petition for its dissolution shall be filed in the Supreme Judicial Court setting forth in substance the grounds for the application for dissolution and requesting the court to authorize the administration of its funds for similar public charitable purposes as the court may determine. The Supreme Judicial Court may, by rule or order, provide that the petition and court authorization are not required for dissolutions approved by the division upon receipt of the forms, affidavits and information as the division may require if the Society has net assets no greater than such amount as the court may provide in the rule or order or in such other situations as the court may provide.

ARTICLE XII
Exempt Activities

Notwithstanding any other provision of the Constitution and By-Laws, no member, Director, Officer, employee, or representative of this Society shall take any action or carry on any activity by or on behalf of the Society 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.

LEONARD S. LAFOREST
President

CARLETON E. CHANDLER
Secretary/Treasurer