

# **MASSACHUSETTS AGRICULTURAL FAIR ASSOCIATION**

## **CONSTITUTION**

### **I. Name and Location**

- (a) The name of the Association shall be the “Massachusetts Agricultural Fairs Association” (Hereinafter referred to as the “Association”).
- (b) The headquarters of the Association shall be located at the office of the Secretary.

### **II. Objectives**

The objects of the Association shall be as follows:

- (a) To encourage agriculture, industry, and recreation as it relates to agricultural fairs.
- (b) To provide support and leadership to Member Fairs through its Board of Directors.
- (c) To encourage, promote and preserve agricultural activities in the Commonwealth of Massachusetts through its Member Fairs and their individual programs.
- (d) To advance, encourage, and protect the interests of the Member Fairs in the Commonwealth.
- (e) To educate the public regarding the importance of agricultural history and knowledge within individual communities and across the Commonwealth.

### **III. Form of Organization**

The Association shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Association shall be inured to the benefit of any Member Fairs or individuals.

#### **IV. Membership**

- (a) The Membership of the Association shall be open to fairs, festivals, companies, associations, or individuals connected with the fair industry. Each Member Fair, in good standing, shall be entitled to one vote.
- (b) Any individual member and any employee of a Member Fair, in good standing shall be entitled to hold office or be a member of the Board of Directors.
- (c) A Member Fair must be current in all financial obligations to the Association in order to be a good standing member.

#### **V. Voting**

Each Member Fair shall be entitled to one vote which shall be cast by a representative designated by the respective fair.

#### **VI. Officers and Board of Directors**

- (a) The officers shall consist of a President, two (2) Vice-Presidents, a Secretary, and a Treasurer, and not to exceed nine (9) others with a maximum of thirteen (13) when the Secretary and Treasurer are separate individuals.
- (b) The President, the Vice-Presidents, and the Secretary shall hold office for one (1) year, or until the election of their successors. All officers shall be eligible for reelection or reappointment to their respective offices. The President shall serve no more than two (2) consecutive terms. The Secretary/Treasurer shall serve no more than five (5) consecutive terms.
- (c) At the Annual Meeting of the Association there shall be elected a President, two (2) Vice-Presidents, a Secretary/Treasurer. Only the Secretary can hold more than one office as Treasurer.

#### **VII. Management**

- (a) The entire charge and management of the affairs of the Association shall be vested in the Board of Directors, which shall consist of the President, the Vice-Presidents, the Secretary, the Treasurer, the immediate Past President, and up to nine (9) members-at-large of which one should be an associate member. No more than two members may be from one organization.
- (b) The Board of Directors shall be elected at the Annual Meeting of the Association to serve a term of one year.

- (c) In case of vacancy in the Board of Directors the remaining members of the Executive Committee shall have power to fill the vacancy until the next Annual Meeting.
- (d) The Board of Directors shall hold at least 2 regular meetings during the Association year and shall hold special meetings as may be necessary. The time and place of the regular meetings shall be fixed by the Board of Directors. Special meetings may be called by the President or by any three members of the Board of Directors. Seven (7) members of the Board of Directors shall constitute a quorum at all meetings. The Board of Directors shall give such reasonable notice of all meetings as the Board shall vote prescribe, and all such notices shall, as far as practicable, specify the business to be brought to the attention of the Board at such meeting. If a meeting is held without a quorum present, the action taken at such meeting will be deemed legal and binding the same as if a quorum were present, if the minutes of such a meeting are signed as approved by seven members or approved at the next subsequent meeting at which a quorum is present.
- (e) The Board of Directors shall present a report to the regular Annual Meeting of the Association and shall include in such report the names of members elected during the year, and its recommendation for future work of the Association.
- (f) The President shall be the chief executive officer of the Association and shall have general supervision and management of its affairs, under the direction of the Board of Directors. He/She shall preside at the meetings of the Association and Board Committees shall be an ex-officio member of all Committees. In the absence or disability of the President, his/her duties, including presiding at meetings, shall be performed by a member of the Board of Directors in the following priority: First Vice-President, Second Vice President, Member-at-large as chosen by the vote of a majority of the Board of Directors present and voting. The person shall serve as Acting President during the President's absence or disability. The President shall deliver an address at the Annual Meeting. He shall appoint all standing committees and may also appoint special committees
- (g) The Secretary/Treasurer shall: attend all meetings of the Association and of the Board of Directors and record the proceedings thereof; have charge of the records of the Association and furnish the Board of Directors from time to time such statements as it may require; conduct the correspondence of the Association ; keep full records; be in responsible charge, under the President and Board of Directors, of all property of the Association, except that under the control of the Treasurer; with the approval of the Board of Directors, employ such clerical force as may be necessary, and shall be responsible for the work of all employees of the Association. The Treasurer shall collect and file for the benefit of the members information and statistics regarding matters relating to the purpose of the Association; collect and deposit in a bank approved by the Board of Directors, all monies due to the Association; be in responsible charge under

the direction of the President and the Board of Directors, all funds of the Association; shall invest such funds as may be ordered by the Board of Directors and in such manner as it may approve; pay all bills by check for expenditures authorized by the Board of Directors; sign all checks covering the disbursements of funds of the Association, when such drafts are known to be proper and fully authorized by the Board of Directors. The Treasurer shall make an annual report and such other reports as may be prescribed. The Treasurer shall give a bond to the Association in such amount and with such securities as the Board of Directors may require.

- (h) The Board of Directors may appoint a Finance Committee that may examine the books of the Treasurer and the Board of Directors as necessary. The Finance Committee may hire an accountant to do this if they see fit.
- (i) The Board of Directors shall not be personally liable for any debt, liability, or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association 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 Association.
- (j) Action can be done by Electronic Communication. Any annual or special meeting of the Board of Directors need not be held at any place but may instead be held solely by means of electronic communication; and subject to such guidelines and procedures as the Board of Directors may adopt, Directors not physically present at a meeting may, by means of electronic communications:
  - (a) participate in a meeting of the Board of Directors; and
  - (b) be deemed present in person and vote at a meeting of the Board of Directors whether such meeting is to be held at a designated place or solely by means of electronic communication, provided that: (1) the Secretary shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of electronic communication is a Director; (2) the Secretary shall implement reasonable measures to provide such Directors a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Board of Directors, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any Director votes or takes other action at the meeting by means of electronic communication, a record of such vote or other action shall be maintained by the Secretary.

### **VIII. Elections**

- (a) The President shall appoint a Nominating Committee of three members (each of shall be a Fair Member of the Association, or an employee of a Fair Member),

which shall nominate, for each election at the next Annual Meeting, at least one person for each elective office.

(b) Individual nominations for these positions may be made by any Fair Member and shall be solicited from the floor at the Annual Meeting prior to the election.

(c) Election to office may be by written ballot, and the votes of majority of the Members present shall be necessary to an election.

## **IX. Meetings**

(a) The Annual Meeting of the Association shall be held at such time and at such place as may be determined by the Board of Directors. Notice of such meeting shall be given at least thirty (30) days before the time of the meeting.

(b) Special meetings of the Association may be held upon the order of the Board of Directors. Notice of such meeting shall be given at least thirty days before the time of the meeting.

(c) Fifteen members (15) shall constitute a quorum at any meeting of the Association.

## **X. Fiscal Year**

The Fiscal Year of the Association shall end December 31.

## **XI. By-Laws**

The Board of Directors may adopt by-laws, rules, and regulations to provide for the effective management of the Association so long as they are not inconsistent with the Constitution. The Executive Committee may amend the By-Laws as provided therein.

## **XII. Amendment**

This Constitution may be amended by a two-thirds vote of the Members present at the Annual Meeting or special meeting of the Association, provided the proposed amendment shall have the approval of two-thirds of the Board of Directors present at the Committee meeting at which the amendment is voted, and provided that a copy:

(a) Shall have been sent to the Association Members at least fifteen days prior to the of the meeting date at which the proposed amendment is to be acted upon

(b) No proposed amendment shall be voted by the Board of Directors at the meeting at which It is first proposed. Amendment shall be sent by the Board of Directors to Fair membership for action at designated future meeting held at least 15 days after such notification.

### **XIII. Dissolution**

Upon voluntary dissolution of the Association, all funds, assets and property shall be distributed to an organization with similar Objects (See Article II above) subject to authorization of the Supreme Judicial Court pursuant to the provisions of Section 11A(d) of Chapter 180 of the Massachusetts General Laws, as amended,

### **XVI. Conflict of Interest**

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee, or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the Board of Directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Approved by the Board of Directors February 19, 2022.

Brought before Membership: TBA

Voted and approved unanimously: TBA