

BYLAWS

1. NAME, GOVERNING LAW

- 1.1. The Union Agricultural Society of Barkhamsted, Colebrook, and Hartland Inc. (the "**Society**") is a tax exempt, nonprofit organization registered with the State of Connecticut and Internal Revenue Service.

2. PURPOSE

- 2.1. Nonprofit Purpose. The Society is a nonprofit organization, and shall operate exclusively for educational, community enrichment, and charitable purposes.
- 2.2. Specific Purpose. The Society hosts, sponsors, and facilitates activities to enrich the community by providing educational and/or recreational opportunities related to agriculture, nature, and the Arts.
- 2.3. Such Specific Purchase shall be achieved but not limited to the following:
 - A. Sponsor and host an annual agricultural fair ("Fair") at the Riverton Fairgrounds ("Fairgrounds").
 - B. Sponsor, host and/or participate in additional community activities in keeping with the Society's purpose.
 - C. Provide facilities, equipment, Members, and use of Fairgrounds to generate revenue to further the Society's purpose.
 - D. Provide scholarship funds for students studying agriculture and/or related fields.

3. ANTI-DISCRIMINATION STATEMENT

The Society will not consider requests to fund organizations, which in their constitution, bylaws, or practice, discriminate against or show favoritism toward a person or group on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status.

4. MEMBERSHIP

- 4.1. There is no limit on the number of members. A member ("Member") is any person interested in the purposes of the Society, who has attained the age of thirteen years, and who has paid established membership fee and provided an email address and active phone number.
- 4.2. Categories of Members shall be as follows:

- A. Annual Members shall be entitled to a certificate of membership, individual admission per year to the Fair, participation in the execution of the Society's mission by supporting the Fair through volunteerism and attending the annual Society meeting. The adult membership includes voting privileges at the Annual Meeting. The annual membership period is from January 1 to December 31.
 - 1. Individual Junior Members, ages thirteen years old to eighteen years old.
 - 2. Individual Adult Members, ages eighteen years old and older.
 - B. Lifetime Members shall be entitled to a certificate of membership, admission for two adults per year to the annual Fair, voting privileges for the member only at the annual meeting, participation in the execution of the Society's mission by supporting the Fair through volunteerism and attending the annual Society meeting. Lifetime Members may be accompanied at the Fair by family members twelve years old or younger at no additional cost.
- 4.3. Membership fees for the Society shall be determined by the Board of Directors annually and announced at the Annual Meeting.

5. MEETINGS

- 5.1. Meeting of the Members. A meeting of the general membership shall be held at least one (1) time each year in February at a time and place designated by the Board. The regular meeting in February shall be known as the Annual Meeting. Each Adult Member in good standing present at the Annual Meeting shall have one (1) vote. No proxies will be accepted. Notice of all meetings shall be sent to all Members by email at least ten (10) days in advance of the meeting.
- 5.2. Special Meetings. Special meetings of membership may be called by the President, or upon written request of the Board Members, or ten (10) Adult Members in good standing.
- 5.3. Quorum. A quorum for the transaction of business at the Annual Meeting of the Society shall be no less than ten (10) Adult Members, who shall constitute a "Quorum".
- 5.4. Voting. Adult Members shall have the right to vote. Such Members shall elect and remove the Officers and Directors; have the right to amend the certificate of incorporation; may dissolve the corporation; and dispose of the Society's assets. These actions could leave the Society without any significant activity.

- 5.5. Minutes of the Annual Meeting shall be recorded by the Secretary and shall be made available to the Board within five (5) business days.

6. BOARD OF DIRECTORS

- 6.1. The Board of Directors ("Board") shall have full power and authority over the affairs of the Society except for the business of electing Board members and approving Bylaw amendments conducted during the Annual Meeting. The Board shall have up to eleven (11) and no less than five (5) members. The President, Vice-President, 2nd Vice President, Secretary, and Treasurer are standing Board positions and shall constitute the Executive Committee. The remaining Board positions are Directors At-Large. The prior President shall be an "ad hoc" member of the Board, but shall not have Board voting rights unless appointed as a Director At-Large.
- 6.2. Terms. Board Members shall be elected in February for a one (1) year term to begin in March. They shall serve until their successor is elected. No President shall serve longer than five (5) years unless there are no other qualified candidates. The Vice President, Secretary, Treasurer, and Fair Grounds Superintendent shall not serve longer than ten (10) years unless there are no qualified candidates. The Board may waive term limits for officers if there are no qualified candidates.
- 6.3. Eligibility. Only active Adult Members in good standing shall be eligible to serve on the Board. Board Members shall be elected by vote at the Annual Meeting. To be re-nominated, a Board Member shall only have three (3) absences per year of their term. The Executive Committee, as defined herein, may recommend the waiver of the attendance requirement for a Board Member upon said Board Member's application, which the Executive Committee shall review. The Executive Committee shall present a recommendation regarding any such waiver application to the Board to be voted on at its next regularly scheduled meeting. Any granted waiver shall be in effect for one (1) year from the date of the Board's vote.
- 6.4. Turning over Records. The Officers shall turn over all records and correspondence pertaining to their Office to their successors within fifteen (15) days after expiration of their term.
- 6.5. Regular Meetings of the Board. In addition to the Annual Meeting, the Board meetings of the Society shall occur eleven (11) times annually January-November in accordance with a schedule established for the year by the Board at each Annual Meeting and may be revised thereafter by the Board as necessary. At the discretion of the Board, one or more meetings may be

canceled if deemed not to be necessary, with at least two (2) days prior notice.

- 6.6.** Special meetings of the Board may be held at any time. Special Meetings may be called by the President whenever they deem it appropriate, and may be called by the Secretary at the request of four (4) Board Members.
- 6.7.** Method of Notice. Not less than five (5) days' notice by email shall be given to Board Members for each regular or special meeting of the Board. Notice of any regular meeting of the Board shall state the date, time, and place of the meeting. Notice of any special meeting of the Board shall state the date, time and place of the meeting and the business to be transacted at the meeting.
- 6.8.** Place of Meetings. The Board may hold its meetings at such place or places within or without the State of Connecticut as the Board may from time to time determine.
- 6.9.** Quorum. A quorum for the transaction of business at any meeting of the Board shall be a simple majority of the total number of Board Members prescribed at the time.
- 6.10.** Action by the Board. The act of a majority of Board Members present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may otherwise be required by law or by the Certificate of the Society or the Bylaws.
- 6.11.** Resignation of Directors. A Board Member may resign at any time by delivering written notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. An Officer who resigns shall turn over all records of the Office to the President within fifteen (15) days of resignation.
- 6.12.** Removal of Directors. A Board Member may be removed for cause by the Members at the Annual Meeting or at a meeting of the Board called for the purpose of removing the Board Member and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Board Member. A Board Member may be removed only if the number of votes cast to remove them exceeds the number of votes cast not to remove them.
- 6.13.** Vacancy Among Elected Board Members. If a Board vacancy occurs, the Board may fill the vacancy by the affirmative vote of a majority of all the Board Members remaining in office. A Board Member elected between Annual Meetings to fill a vacancy shall hold office for the length of the unexpired term of the Board Member.

- 6.14. Electronic Meetings. The Executive Committee shall have the authority to declare that a Board meeting may be held electronically, if they deem it to be a more efficient or safe way to conduct the meeting, as long as all Board Members are invited as listed above.
- 6.15. Virtual Attendance. Board Members may attend meetings virtually, if necessary, with full meeting privileges
- 6.16. Compensation. No Board Member shall for the reason of their office be entitled to receive any salary or compensation other than reimbursement of reasonable expenses, but nothing herein shall be construed to prevent a Board Member from receiving any compensation from the Society for duties other than as a Board Member.

7. OFFICERS

The officers (“Officers”) of the Society shall be a President, Vice-President, 2nd Vice President, Secretary, Treasurer, Fair Grounds Superintendent, and Fair Concessions Superintendent. If the Board decides to appoint a Fair Secretary, that individual will act as an Officer.

- 7.1. Terms. Officers shall be elected in February for a one (1) year term to begin in March and are eligible for re-election annually. They shall serve until their successor is elected.
- 7.2. Eligibility. Only Adult Members in good standing shall be eligible to serve as an Officer. Officers shall be elected by vote at the Annual Meeting.

8. OFFICER DUTIES

- 8.1. **President.** The President shall preside at all meetings of the Board and Annual Meeting; appoint all chairs of the standing committees, with the approval of the Board. If included in the annual budget, either the President or the Treasurer may sign all contracts and documents authorized by the Society. In the absence of the Treasurer, the President or a Vice President may sign checks for authorized disbursements. The President also serves as an ex officio member of all committees, except the Nominating Committee; and shall present a yearly report at the Annual Meeting, which shall include highlights of reports of other Board Members.
- 8.2. **Vice President and 2nd Vice President.** The Vice-President shall assume the duties of the President in the absence of, or at the request of the President; assume the duties of the President for the remaining term of office in the event of the vacancy in the office; and arrange for regular Board meetings. The Vice President will have the first option to assume these duties but may defer them to the 2nd Vice President.

- 8.3. Secretary.** The Secretary shall be responsible for preparing and keeping a record of the proceedings of all meetings of the Board, the Executive Committee, and all special meetings of the Society. The records and papers of the Society, except as shall be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof, by a resolution of the Board shall be stored in a digital library provided by the Society. The Secretary shall make such records available for inspection by Members at reasonable times. The Secretary must be elected from among those persons who are Board Members at the time of election.
- 8.4. Treasurer.** The Treasurer shall oversee the custody of all funds of the Society and shall pay out the same as directed by the Executive Committee. The Treasurer shall keep full and accurate accounts of receipts and disbursements of all funds of the Society, which shall be open at all reasonable times to the inspection of the Executive Committee and the Board, and shall supervise the deposit of all monies and valuable effects in the name and to the credit of the Society in depositories designated by the Board. The Treasurer shall report all receipts and disbursements of the Society for the previous year at the Annual Meeting, and shall make a report of receipts and disbursements at regular meetings of the Board. The Treasurer shall report to the Board periodically on the financial condition of the Society in such detail as the Board may request from time to time, and shall discharge all other duties required of such Officer by law or assigned to him or her from time to time by the Board or as are incident to the office of Treasurer. The Treasurer will support and cooperate with all audit activity. At the expiration of their term, the Treasurer shall transition over all bank accounts and any other funds of the Society and deliver all books and records to the successor Treasurer. The Treasurer must be elected from among those persons who are Board Members of the Society at the time of election.
- 8.5. Fair Grounds Superintendent.** The Fair Grounds Superintendent shall be responsible for and overall see all aspects of the maintenance of the Fairgrounds property and may be a Director At-Large.
- 8.6. Fair Concessions Superintendent.** The Fair Concessions Superintendent shall be responsible for and overall see all aspects of the maintenance of the Fair concessions and may be a Director At-Large.
- 8.7. Assistants.** The Treasurer and the Secretary may appoint Assistants and shall define the duties of those Assistants, who may also be Directors At-Large.

9. FINANCIAL

- 9.1. The fiscal year of the Society shall begin on October 1 of each year and end on September 30 of the following years.
- 9.2. Authority. The Treasurer is responsible for the day-to-day financial management of the Society. The Treasurer is authorized to sign checks up to \$5,000. In the absence of the Treasurer, two signatures from Executive Committee Members may sign a check. For checks exceeding \$5,000 two Executive Committee signatures are required.
- 9.3. The Board shall prepare annual budget proposals to be presented at each Annual Meeting. The Board will further establish an operating policy governing budget amendments and limits on overages to be adjusted as needed on an annual basis.
- 9.4. Reimbursement of individual expenditures requires proof of purchase in the form of an original invoice or receipt to include name of the seller, date of purchase, item description, purchase price, payment method. Purchases without proof of purchase will not be reimbursed.
- 9.5. Grants. Grant applications and expenditures shall be approved by the Board.
- 9.6. An independent financial statement audit will be conducted if recommended and approved by the Board.

10. COMMITTEES

- 10.1. Standing committees are permanent committees charged with performing necessary functions of the Society in a particular area. A committee may advise, recommend, investigate and report to the Board or Officers of the Society on such matters as may be assigned to it, but shall not exercise the power or authority of the Board. Committee chairs are required to provide monthly updates to the Board. The standing committees of the Society and their duties are as follows.
 - A. Executive Committee. The Executive Committee shall consist of the President, Vice-President, 2nd Vice President, Secretary, and Treasurer. The President shall chair the committee. The Executive Committee shall have and exercise all the powers which the Board shall delegate to it from time to time, subject to such limitations as the laws of the State of Connecticut and these Bylaws may impose. The Executive Committee shall have the authority to expend funds for unforeseen necessary expenditures without further approval from the Board. A report of any and all such expenditures made for any

given month shall be provided to the Board at its next regularly scheduled meeting. The Executive Committee will prepare an annual budget for the year and submit to the Board for approval thirty days in advance of the Annual Meeting. Three members of the Executive Committee shall constitute a quorum.

- B. The Nominations Committee shall be appointed by the Executive Committee annually. The Nominating Committee shall prepare a list of nominees for all Officers and Directors to be presented to the membership for consideration at the Annual Meeting. Additional nominations will be accepted from the floor.
- C. The Fair Ground Operations Committee shall be chaired by the Fair Grounds Superintendent and is responsible for overseeing operations including ground maintenance, repairs, and event logistics such as parking.
- D. The Fair Program Committee shall be responsible for planning and organizing of the exhibits, educational and entertainment components of the Fair, for example competitions, fair announcer, music acts and other activities that will be featured throughout the event, ensuring diverse and engaging programs for Fair attendees.
- E. The Fair Concession Committee, shall be chaired by the Fair Concessions Superintendent, shall be responsible for planning and organizing all concessions of the Fair.
- F. The Marketing Committee shall be responsible for developing and maintaining an annual marketing plan for the Fair; and shall implement Fair marketing initiatives and activities for the Society to promote the Fair.
- G. The Events Committee shall be responsible for planning and executing events either sponsored, hosted or authorized by the Society other than the Fair.

11. CONFLICT OF INTEREST AND COMPENSATION

- 11.1. General. Directors and Officers of the Society shall avoid all conflicts of interest. Directors and Officers must accurately and completely disclose and report any relationships that could give rise to an actual or potential conflict of interest between themselves, their family, or their personal or business associates and the Society. Directors and Officers are expected to disclose any such connections in any matter before the Board prior to

consideration, and abstain from making decisions, recommending firms, or otherwise influencing the Board's deliberations regarding any such matters that are tied to themselves, their family, or their business or personal associates. In particular, no Board Member shall participate in the selection, award, or administration of any contract or other affiliation relating to operations conducted by the Society or for the furnishing of services or supplies to the Society, in which they or their immediate family or partner has a real or apparent conflict of interest (financial or otherwise) or with whom they or theirs is negotiating or has any arrangement concerning employment, nor shall any Board Member divulge the subject or substance of such discussions, contracts or other affiliations to any person, institution, entity, company or other third party. Notwithstanding the foregoing, such contract or affiliation may be approved or authorized by a majority of the disinterested Board Members present at a meeting at which a quorum exists if the facts of any such interest by a Board Member shall have been disclosed to the Board by the interested Board Member prior to or at the meeting at which the contract or affiliation was approved or authorized and such interested Board Member abstains from discussing and voting in that regard, provided that the contract or affiliation is otherwise fully consistent with the Society's procurement policies.

- 11.2. Conflicts of Interest Policy. The Board shall establish a written corporate policy that establishes procedures for disclosing and addressing actual or potential conflicts of interest, or the appearance of conflicts of interest, by Directors, Officers, employees, consultants, and agents who provide services or furnish goods to the Society, and for maintaining the confidentiality of corporate information.

12. THE DISSOLUTION OF THE SOCIETY

- 12.1. Upon the dissolution of the Society, assets shall be distributed to a nonprofit organization that shares a similar purpose to that of the Society.

13. PARLIMENTARY AUTHORITY

- 13.1. The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order of the Society may adopt.

14. AMENDMENTS

- 14.1. These Bylaws may be amended at the Annual Meeting of the Society by at which a Quorum is present provided that the amendment has been submitted to the Membership in writing thirty (30) days in advance.

14.2. Revisions History

Bylaws amendments adopted February 12th, 1914

Bylaws amendments adopted February 12, 1913

Bylaws amendments adopted March 7, 1935

Bylaws amendments adopted Feb 24, 1921

Bylaws amendments adopted February 24, 1932

Bylaws amendments adopted February 23, 1933

Bylaws amendments adopted March 19, 1936

Bylaws amendments adopted March 29, 1950

Bylaws amendments adopted April 24th 1963

Bylaws amendments adopted April 21, 1971

Bylaws amendments adopted April 26, 1972

Bylaws amendments adopted February 16, 2025