

BY-LAWS OF THE
OLMSTED COUNTY AGRICULTURAL ASSOCIATION
(Corrected Copy as amended by the members November 2006)

ARTICLE I
OFFICERS

Section 1. No person shall hold any two of the offices provided for by the certificate of incorporation, except the office of Secretary-Treasurer, when these officers are combined under the certification as one office.

Section 2. The directors may provide for such other officers, employees, agents and for such committees as are not herein provided for, as they may deem necessary for the best interests of this association and shall prescribe their duties and powers and shall fix the compensation of all officers.

Section 3. If any officer shall cease to be a member, he/she shall thereupon cease to hold any office of this association.

Section 4. The director may, by resolution, require any or all of the officers or any agent or employee to give a bond to the association, with sufficient surety, conditioned for the faithful performance of the duties of his respective office and with such other conditions and in such amounts as may, from time to time, be required: and such bond may be paid for the association.

Section 5. During the intervals between the meetings of the board of directors, the executive committee shall possess and may exercise all the powers of the board of directors in the management and direction of the affairs of the association in all cases in which specific directions shall not have been given by the board of directors: provided, however, that they shall make no contract involving the expenditure of more than \$500.00** unless authorized to do so by the board of directors. All action by the executive committee shall be reported to the board of directors at its meeting next succeeding such action and shall be subject to revision or alteration. Regular minutes of the proceedings of the executive committee shall be kept in a book provided for that purpose. A majority of the committee shall be necessary to determine any question. The executive committee may act by the written memorandum of a quorum thereof although not formally convened; it shall fix its own rules of procedure and shall meet as provided by such rules or by resolution of the board, and it shall also meet at the chairman or of any member of the committee.

Article II
Duties of Officers

Section 1. The directors shall have the general management of the affairs of the association, except as herein otherwise provide, and shall, from time to time, designate the duties of the officers. They shall audit the accounts of the offices and agents and shall examine all reports of officers and committees, and the state of the finances of the association, and see that the business is carried on to the best advantage.

Section 2. The president shall reside at all meetings of the directors and members, except as herein otherwise provided. He may vote upon any question if he so desires. He/she shall sign all deeds, mortgages, conveyances and other contracts; when by law that act of the president is necessary, or when directed by the directors, and shall perform such other duties as the directors may direct at any meeting thereof.

Section 3. The vice president shall perform the duties of the president in his/her absence, inability or refusal to act.

Section 4. The secretary shall attend all meetings of the members and directors and act as secretary thereof, except as herein otherwise provided; and he/she shall keep a full accurate record of all business transacted at such meetings. He/she shall sign and attest all deeds, mortgages, conveyances and contracts where the act of the secretary is necessary or when directed by the members and shall perform such other duties and acts as the directors may direct. If the secretary is not present at any meeting at which he/she is required to attend, a secretary pro temp may be elected to perform the duties of the secretary at such meetings.

Section 5. Further, the treasurer** shall take charge of all the funds and securities and all deeds and other evidence of title belonging to this association. He/she shall keep an account of all monies received and paid out and shall render a general statement of the same to the directors annually. He/she shall open accounts with one or more banks and shall deposit therein all monies received by him/her, and all checks shall be signed by ** the president and the treasurer**.

Section 6. All books, papers, accounts, vouchers and other property belonging to this association in the hands of any officer, employee or agent and employees shall make a report to the members or directors when required to do so.

Section 7. The duties of the treasurer shall be to submit a financial report to the directors and to keep accurate account of the receipts and disbursements and to submit same to the board of directors when required.

Section 8. If the directors combine the office of secretary – treasurer, the duties of this office shall be the same as those set forth in Section five and seven of Article II of these by-laws.

ARTICLE III MEMBERS' MEETINGS

Section 1. The members shall hold meetings at such time and place as the president or the majority of the directors shall call or request the president to call for the transaction of any business relating to this association, notice of which shall be given as hereinafter provided.

Section 2. The secretary shall send to each member a notice by mail of the annual meeting of the members at least 10 days prior to such meeting, but failure of the secretary to send such notice shall not, in any manner, invalidate any action of the members at such meeting. The secretary shall also send a notice, by mail, of each meeting** to each of such members at the address appearing on the books of the association, shall be considered a compliance with this notice.

Section 3. At all meetings of the members each shall be entitled to one vote in person, and no vote shall be cast by proxy. No member shall be allowed to vote at the annual meeting or at any special meeting prior to the annual meeting unless he has become a member on or before the last day of the county fair held by the association during that year.

Section 4. The president and secretary shall act as president and secretary of each member's meeting, unless the meeting shall otherwise decide. Any members' meeting may, at any time, elect a president or secretary of the meeting and, thereupon, the president or secretary of the association shall no longer be president or secretary of such meeting.

ARTICLE IV DIRECTORS' MEETINGS

Section 1. The board of directors shall hold an annual meeting without notice at the office of the association immediately following the annual meeting of the members, for the transaction of such business relating to the association as shall be brought before it.

Section 2. the board of directors may hold a special meeting at such place and at such times as a president of director shall call, for the transaction of any business relating to this association.

Section 3. The secretary shall still send a notice by mail **or electronic mail**, to each director of every special meeting at least two days prior thereto, ** directed to such directors at his/her last know post office address **or electronic address** shall be considered a compliance with this section.

Changes made: added "or electronic mail - or electronic address

Section 4. The Board of Directors may hold a special meeting at any time or place for the transaction of any business relating to this association without notice therefore having been given as hereinbefore required; provided, that all directors of the corporation shall be present as such meeting and consent thereto on the records thereof or shall theretofore or thereafter file such consent in writing with the secretary.

Section 5. A majority of the directors present at any meeting of the board of directors shall decide all questions. ***** That any member of the Olmsted County Agricultural Society Board of Directors may attend the meetings by use of a conference call in system and can vote on any matter that is brought to the board for a vote. The call-in Board member must when voting first identify themselves in a clear voice when voting on the motion or matter requiring the vote. All verbal voting at each Board meeting shall be duly recorded by the Secretary of the Olmsted County Agricultural Society."

ARTICLE V VACANCIES

Section 1. In case of a vacancy shall occur in any office of this association, by resignation or otherwise, the directors shall fill the same appointment, and the person so appointed shall hold his office until the next annual election, and until his successor is elected and enters upon his/her duties, unless removed as heretofore provided.

ARTICLE VI QUORUM

Section 1. A majority of the directors shall constitute a quorum to transact business at the meetings of the board of directors and **twenty-five (25) members being present at any meeting of the meeting of the members shall constitute a quorum, but a lesser number may adjourn the meeting.**

Change: **the members present shall constitute a quorum at the annual meeting or any meeting of the members.**

ARTICLE VII
MEMBERSHIP

Section 1. the cooperation shall continue on a membership base as provided by the certificate of incorporation, as amended, on a nonprofit basis. Membership and dues shall be provided by the amended certificate. No member shall be allowed to vote at the annual meeting or any meeting prior thereto, unless he/she has become a member for that year on or before the last day of the county fair which has been conducted during that year by this association. If no fair is held during the year, the same restriction as to voting will apply unless the member has joined the association on or before October first of that year.

Section 2. That this corporation shall continue on a membership basis, limited to:

- residents of Olmsted County of legal age

change add the following

- own real property in Olmsted County
- Have an existing business within Olmsted County
- Be employed within Olmsted County
- Be an active Superintendent of the Olmsted Fair

and that membership shall be one(\$1) dollar, with the dues each year there-after to be one dollar. That all life members of the Association shall continue and shall have all the privileges granted under the original certificate. That the voting at any meeting by the members shall be governed by the By Laws of the Association.

ARTICLE VIII **
BOARD OF DIRECTORS

The government of this corporation and the management of its affairs shall be vested in a board of eleven (11) Directors, to be elected by and from the membership at their annual meeting to be held on the second Wednesday of November in each year at 8:00 p.m. change 7:00 pm in the evening.

The eleven directors shall be elected at large.

Any director may be removed from office at any time by the vote of two thirds of the members present at said meeting.

ARTICLE IX
DEBT

The highest amount of indebtedness of liability to which this cooperation shall at any time be subject shall be fifty thousand (\$50,000) ** dollars.

ARTICLE X

The officers of this corporation shall continue and be a president, vice president, secretary and treasurer, who shall be appointed by the directors. The president and vice president shall be directors of the association. The offices of secretary and treasurer may be combined in one office known as the secretary-

treasurer, at the direction of the directors. The officers shall be appointed within ten (10) days after the annual meeting of the directors unless removed as herein provided.

ARTICLE XI ****

In the event the Olmsted County Agricultural Association would be dissolved, all assets will be donated to charity.

ARTICLE XI ****

- a. Said organization is organized exclusively for charitable, religious, education, and/or scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organization under section 501 (c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code.
- b. No part of the net earning of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause hereof. Not substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate of public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization assets shall be distributed for one or more exempt purposes within the meaning of Section (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in which the principal office of the organization is then located, exclusively for such purposes or to such organization a=or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

*Amendment of Article VII passed 11-13-85, in effect 11-12-86

*Amendment of Article VII passed 11-11-92, in effect 11-11-92

*Amendment of Article 1, Section 5, Article II, section 5; Article III, Section 3, Article IV, Section 3; and Article IX passed 11-8-2006, in effect 11-8-2006

****Amendment of Article XI passed 9-10-07, in effect 9-10-07

****Amendment of Article XII passed 9-10-07, in effect 9-10-07

****Amendment of Article IV, section 5 passed 11-14-18, in effect 11-14-18