

LITCHFIELD FARMERS CLUB, INC

BY-LAWS

ARTICLE 1 Purpose

The purpose of the Litchfield Farmers Club is to promote, encourage and educate in all aspects of agriculture; the husbandry of livestock and the promotion of all things pertaining to home and good housekeeping; by promoting the annual Litchfield Fair and providing display areas for suitable livestock, hand crafted items and produce for exhibit.

ARTICLE 2 Officers, Directors and Members Ethics (Code of Conduct)

The Members, Officers, and Directors of the Litchfield Farmers Club are expected to exercise good judgment to ensure the safety and welfare of the club. In addition, all Members, Officers and Directors are expected to maintain a cooperative, efficient positive, harmonious and productive work environment. These standards apply while participating on club premises, at offsite locations, where club business is being conducted, at club-sponsored business and social events, or at any other place where you are a representative of the Litchfield Farmers Club.

Members, Officers, and Directors who engage in misconduct or whose actions threaten or potentially threaten the reputation of the club may be subject to corrective action up to and including removal from the club as an Officer, Director, or Member.

The President will appoint an Ethics Board of three (3) Officers and Directors who will review and make recommendations regarding all disciplinary action of Officers, Directors and Members. In the event of a conflict of interest, the President will appoint an alternate. Upon recommendation of the Ethics Board, any removal of Officer, Director or Member will be by majority vote of three quarters ($\frac{3}{4}$) of the Directors present at a regular meeting.

ARTICLE 3 Membership

Any person wishing to become a member of the Litchfield Farmers Club shall complete a written application to the Officers and Directors, to be read at the next meeting. Said application will then be referred to the Membership Committee for review, after which time the committee shall make recommendations for acceptance or rejection. Upon majority acceptance by the Officers and

Directors, applicant shall become a member of the club. Any application received during a meeting will be tabled until the next meeting.

All officers and directors shall be members of the Litchfield Farmers Club. No less than 55% of the Board of Directors and Officers shall be residents of Litchfield.

Any child/applicant under age 16 must submit membership application in conjunction with one or more parents. This would be considered a family membership. (added 4/24/08)

ARTICLE 4 Ownership of property

The Litchfield Farmers Club is authorized to own and receive properties, both real and personal, by gift or purchase, sufficient to carry on activities of the Litchfield Fair. Ownership of said properties and all assets shall transfer to the Town of Litchfield, should the Litchfield Fair not operate for a period of five (5) continuous years.

ARTICLE 5 Elections

The Officers of the Litchfield Farmers Club shall be elected by ballot at the annual meetings thereof, and shall consist of a President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and a Board of Directors. Said board shall consist of not more than twenty-four (24) members of the Club. The Board of Directors shall elect one of its members as chairperson at the first meeting following the annual meeting. Director must be active and in good standing for a minimum of three years to be eligible for the position of President, 1st Vice President, or 2nd Vice President. Honorary Directors should not be considered as members of the board.

The Board of Directors of the club shall superintend all the business affairs of the club, fill all vacancies caused by death, resignation, incapacity, or removal, appoint a time for holding the annual fair and make a report of their activities when required to do so.

All Officers and Directors shall be required to be present and participate in at least 50% of all meetings, participate in all three days of the fair, and participate in some of the work sessions, in whatever area that help is required. Except, in the case of a legitimate excused absence for one (1) year approved by the Officers.

To be eligible for a seat on the Board of Directors a member must be active and in good standing for a minimum of three (3) years.

Officers, Directors and members will not be paid for services unless approved by the Board of Directors.

ARTICLE 6 Duties of the President

The President shall preside at all meetings and shall perform such duties as are necessary to protect and advance the interest of the club. They shall interpret and enforce the provisions of these Bylaws, subject to the approval of the Board of Directors. Between meetings of the Board of Directors they shall have full authority to direct the affairs of the club in the accordance with and pursuant to the provisions of these Bylaws and they shall faithfully execute the instructions of the Board of Directors. The President shall have the authority to call special meetings of the Board of Directors and / or the members. The President shall be the principal executive officer of the club and, subject to the control of the directors, shall in general supervise and control all business and affairs of the club. While acting jointly with the other officers, the President may sign deeds, mortgages, bonds, contracts, or instruments which the directors have authorized to be executed except in cases required by law to be otherwise signed or executed. In general, the President shall perform all duties incumbent to the office of president and such other duties as may be prescribed by the directors from time to time.

ARTICLE 7 Duties of the 1st Vice President

The 1st Vice President shall act as an aide to the President and shall perform the duties of the President in the absence or inability of that officer to act. The 1st Vice President shall perform other such duties as are imposed by a vote of the board of directors.

ARTICLE 8 Duties of the 2nd Vice President

The 2nd Vice President shall act as an aide to the 1st Vice President and shall perform the duties of the 1st Vice President in the absence or inability of that officer to act. The 2nd Vice President shall perform other such duties as are imposed by a vote of the board of directors.

ARTICLE 9 Duties of the Secretary

The Secretary shall keep a true and careful record of all the business transactions of the Club, and shall make reports to the club at any meeting of the Club when called upon to do so. The books and records shall be open to the inspection of any member of the Club at any time. The Secretary

shall call special meetings of the Club when requested to do so by the President, by giving notice of the time and place of said meetings, and shall conduct the correspondence of the Club. The Secretary shall be authorized to appoint an assistant.

ARTICLE 10 Duties of the Treasurer

The Treasurer shall keep a true and correct account of all the receipts and expenditures of the Club, pay all bills of the Club, receive all monies, retain vouchers for the same, make a detailed and itemized statement of the financial affairs of the Club, and present the same at any meeting thereof when called upon to do so. The books and records shall be open to inspection of any member of the Club at any and all times. The Treasurer shall be authorized to appoint an assistant.

ARTICLE 11 Meetings

The President shall call all of the meetings. One of the Vice Presidents may call meetings in the absence of the President. If, for any reason, the President or the Vice Presidents fail to timely call any meetings, the Chairman of the Board of Directors may call such meetings at any time or place. Fair meetings will be held on the fourth Thursday of every month starting in March through October, with the exception of two meetings in August if needed. Seven (7) Officers / Directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting to a time certain. Only Officers and Directors shall have voting privileges at regular and special meetings. Robert's Rules of Order shall govern the conduct of the meetings of this Club and the Board of Directors, when applicable and not inconsistent with the By-Laws.

The annual meeting of the Club shall be held on the third Saturday of November. All members of the club shall have voting privileges.

The President shall call Officers Meetings as needed for general planning and other purposes. The results will be reported at the next Directors Meeting.

ARTICLE 12 Moderation of meetings

The President shall preside at all meetings of the Club. He shall put all questions from the chair, declare votes, and superintend the transactions of any and all business at any legally called meetings of the Club and shall, when so requested, call special meetings of the Club, by giving notice of the time and place of such meetings to the Secretary.

ARTICLE 13 Absence of an officer

The 1st Vice President shall preside at all meetings of the Club in the absence of the President, and shall perform all duties incumbent on the President. In the absence of the President and the 1st Vice President, the 2nd Vice President shall perform all the duties incumbent on the President. In the absence of the President, 1st Vice President and the 2nd Vice President, the Chairman of the Board of Directors shall preside.

ARTICLE 14 Superintendents

Superintendents are responsible for collection of fees and rentals in their respective areas and to submit said monies to the Treasurer with a complete and accurate report.

ARTICLE 15 Bylaws

The by-laws and the regulations of the Club may be amended at any regular meeting, providing those said amendments have been read at any meeting held at least four (4) weeks previous. Fair rules and regulations will be reviewed and adopted at the May meeting each year. Any changes will be reviewed at that time. Rules and regulations should be in the fair book.

Article 16 Committees

The President shall have the authority to appoint special and standing committees, and shall be an ex-officio member of all committees. Standing committees are: Advertising, Entertainment, Finance, Grounds, Membership, Nominating, Scholarship, and. The first named appointment of all committees shall be the Chairperson of that committee.

Advertising Committee:

Purpose: To see that the annual Litchfield Fair is appropriately advertised.

Responsibilities: Within the budget constraints approved by the Board of Directors, secure advertising for the Fair, keeping the Directors informed of their plans. They shall be responsible for the distribution of the programs, and all other advertising materials. The Committee shall be

comprised of three (3) members of the Club, one (1) of which shall be a member of the Board of Directors.

Entertainment Committee:

Purpose: To secure entertainment for the annual Litchfield Fair

Responsibilities: Within the budget constraints approved by the Board of Directors, secure entertainment for the fair, keeping Directors informed of all proposed entertainment. The committee will be comprised of three (3) members, one (1) of which shall be a member of the Board of Directors.

Finance Committee:

Purpose: Assist the Treasurer in overseeing the finances of the club.

Responsibilities: To meet annually by the May meeting, prepare a budget for the recommended expenditures to include: capital improvements, premiums, labor, supplies, insurances, entertainment, advertising, security, judges, trophies and ribbons, telephone and electricity, as well as, miscellaneous expenses. Said budget be presented to the Board of Directors and Officers at their April meeting. They shall make recommendations on all capital expenditures based on the financial situations of the Club at that time. When requested to do so by the Treasurer, they shall review any disputed invoices and if unable to resolve, make recommendations on such to the Directors. They shall make recommendations on any financing of capital improvements as to where the best rates can be obtained. On an as needed basis, they shall select an auditor and see that the Clubs' books are audited. The committee shall consist of three (3) members of the Board of Directors.

Grounds Committee:

Purpose: To act on behalf of the Board of Directors during the annual fair in deciding on any action that is timely, and not specified duties of other committees or superintendents.

Responsibilities: Decide on the placement of all outdoor exhibits, concessions, trailers, and the like. As a committee, they shall act in liaison between the midway operator and the board settling any disputes that may arise. They are responsible for planning on capital improvements to the buildings and grounds. If emergency repairs are needed between Directors meetings, they shall be empowered to approve them. They may be assigned additional temporary duties by the President. The committee shall be comprised of three (3) members of the Board of Directors.

Membership Committee:

Purpose: To get all members of the Club actively involved in the Litchfield Fair.

Responsibilities: Review all applications for membership to the Litchfield Farmers Club and to make recommendations on all applications. After the annual fair, they shall review the membership list and report to the Board of Directors prior to the October meeting, of Directors and members that were inactive, and the reason if any. The committee shall be comprised of five (5) members of the association, three (3) of which shall be Directors.

Nominating Committee:

Purpose: To select a slate of Officers and Directors to be voted upon at the Annual Meeting to govern the Litchfield Farmers Club for the following year.

Responsibilities: To meet annually to prepare a list to be presented to the Board of Directors and Officers at their October meeting for all Officers and Director positions that are within the bylaws of the club. Any Officer or Director who is not to be included in the recommended slate for the next year shall be advised in writing by the committee. The committee shall be comprised of five (5) members of the Board of Directors on a rotation basis. The Chairman of this committee shall keep minutes of the meeting and submit them to the Fair Secretary, who will pass them on to the next committee along with the attendance records of all Officers and Directors.

Scholarship Committee:

Purpose: Evaluate the needs and applications with the proceeds of the Weston Allen Scholarship Fund.

Responsibilities: To solicit applications for scholarship assistance from any high school student who plans to further their education, with preference given to the field of agriculture, home economics, or life sciences. They shall evaluate all applications and award said scholarship and report to the next regular meeting of the recipient's' and a scholarship amount. The committee shall consist of three (3) members of the Board of Directors.

Adopted: May 30, 1985

Revised: April 2000

Revised: April 2003

Revised: July 22, 2004

Revised: October 28, 2004

Revised: July 27, 2006

Revised: April 24, 2008

Revised: April 22, 2010 (added code of ethics)

Revised: October 24, 2013 (change to September meeting date)

Revised: July 23, 1015 (Litchfield Farmers Club Committee Responsibilities)

Revised: June 22, 2017 (Article 12 rules and regulations reviewed each May)

Revised: July 24, 2025 (reorganized and updated officer duties)