

LITCHFIELD FARMERS' CLUB, INC.

BY-LAWS

ARTICLE 1 Purpose

The Litchfield Farmers' Club is an organization based on the Litchfield Fairgrounds located at 44 Plains Road in Litchfield, Maine. The purpose of the Litchfield Farmers' Club is to promote, encourage and educate the public in all aspects of agriculture; the husbandry of livestock and the promotion of all things pertaining to home and good housekeeping; by providing 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 Officers, Directors, and members of the Litchfield Farmers' Club are expected to exercise good judgment to ensure the safety and welfare of the Club. In addition, all Officers, Directors, and members are expected to maintain a cooperative, efficient, positive, harmonious and productive work environment. These standards apply at any time or place where you are a representative of the Litchfield Farmers' Club.

Officers, Directors, and members 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.

When necessary, the Officers and chairperson of the Board of directors will appoint an Ethics Committee of three (3) Officers and Directors who will review and make recommendations regarding any disciplinary action of Officers, Directors, and members. In the event of a conflict of interest, the President will appoint Committee an alternate. Upon recommendation of the Ethics Committee, any removal of Officers, Directors, or members will be by a majority vote of three quarters ($\frac{3}{4}$) of the Officers and Directors present and voting at a regularly scheduled Board 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 regularly scheduled Board meeting. Said application will then be referred to the Membership Committee for review, after which time the committee shall make a recommendation for acceptance or rejection at the next regularly scheduled Board meeting. Upon receiving the recommendation of the committee, a vote will be taken with the majority of the Officers and Directors who are in

attendance prevailing. Any application received during a meeting will be tabled until the next regularly scheduled Board meeting.

All Officers and Directors shall be members of the Litchfield Farmers' Club. No less than 55% of the Officers and Board of Directors shall be residents of the Town of Litchfield, Maine.

Any child / applicant under the age of 16 must submit a membership application in conjunction with one or more parents if they are not already members. This would be considered a family membership. Upon turning 18 years old, if the individual remains active, their membership would become a full membership to be acknowledged at the next regularly scheduled Board meeting.

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, Maine should the Litchfield Fair not operate for a period of five (5) consecutive 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. A member must be active and in good standing for a minimum of three (3) years to be eligible for a seat on the Board of Directors. A Director must be active and in good standing for a minimum of three (3) years to be eligible for an Officers position. If there is a time at which there are no members who are qualified or desire to be the Secretary or Treasurer, the Board may fulfill the position from outside of the organization.

The Board of Directors shall elect one of its members as the Board chairperson at the first regularly scheduled Board meeting following the annual meeting.

Honorary Directors shall not be considered as members of the Board of Directors.

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. A Director may request that the officers grant a leave of absence with sufficient cause for not more than one (1) year. If the Director feels the cause is

overly personal, they may communicate with one (1) of the officers who will then advise the other officers of the request while maintaining confidentiality of the specific details.

Officers, Directors, and members will not be paid for any 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 by-laws, 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 accordance with and pursuant to the provisions of these by-laws 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 membership. The President shall be the principal executive officer of the Club and subject to the control of the Board of 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 Board of 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 which 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 President and / or 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 which are imposed by a vote of the Board of Directors.

ARTICLE 9 Duties of the Secretary

The Secretary shall:

1. Keep a true and careful record of all of the business
2. Shall make reports at any scheduled Club meeting when called upon to do so

3. Make the books and records available for the inspection of any member of the Club at any time.
4. Shall call special meetings of the Club when requested to do so by the President by giving ample notice of the time and place of said meetings to the appropriate members.
5. 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:

1. Keep a true and correct account of all the receipts and expenditures
2. Pay all bills
3. Receive all monies and retain vouchers for the same
4. Make a detailed and itemized statement of the financial affairs and present the same at any meeting thereof when called upon to do so.
5. Make the books and records available for inspection of any member of the Club at any time.

The Treasurer shall be authorized to appoint an assistant.

ARTICLE 11 Duties of the Board of Directors

The Board of Directors of the Club shall superintend all of the business affairs of the Club. They shall fill all vacancies caused by death, resignation, incapacity, or removal. The Board shall request a time for holding the annual fair from the Department of Agriculture, Conservation, and Forestry. The Board of Directors shall make a report of their activities when required to do so.

ARTICLE 12 Meetings

The President shall call all of the meetings. A Vice President 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 chairperson of the Board of Directors may call such meetings at any time or place. Fair meetings will be regularly scheduled to be held on the fourth Thursday of every month from March through October, with the exception of two meetings in August if needed. In order for transactions of business to occur, a quorum of fifty (50) percent plus one (1) of the current slate of Officers / Directors must be involved but a lesser number may adjourn the meeting to a time certain. Only Officers and Directors shall have voting privileges at regularly scheduled 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 (3rd) 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 actions will be reported at the next regularly scheduled Board of Directors meeting.

ARTICLE 13 Management of meetings

The President shall preside at all meetings of the Club. The President shall receive all questions, declare votes, and superintend the transactions of any and all business at any legally called meetings. When required, the President may call special meetings of the Club, by giving notice of the time and place of such meetings to the Secretary, to be notified to the membership.

ARTICLE 14 Superintendents

If appointed to an activity, the Superintendent is responsible to ensure capable assistants, needed equipment, and / or supplies are secured and the premium book accurately reflects the necessary information. 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 By-laws

The By-laws and the regulations of the Club may be amended at any regularly scheduled Board meeting, providing those said amendments have been read at a regularly scheduled Board meeting held at least four (4) weeks previous. Fair rules and regulations to be included in the premium book will be reviewed and adopted at the May Board meeting each year. Any changes will be reviewed at that time.

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, Insurance, Membership, Nominating, Safety, and Scholarship. The first named appointment of all committees shall be the Chairperson of that Committee.

Advertising Committee:

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.

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.

Entertainment Committee:

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

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.

Finance Committee:

The committee shall consist of three (3) members of the Board of Directors.

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

Responsibilities: To meet annually prior to y the regularly scheduled May Board of Directors 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 at the regularly scheduled May Board of Directors 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 Board of 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.

Grounds Committee:

The committee shall be comprised of three (3) members of the Officers and / or Board of Directors.

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 regularly scheduled Board of Directors meetings, they shall be empowered to approve them. They may be assigned additional temporary duties by the President.

Insurance Committee:

The committee shall be comprised of three (3) Officers and / or Directors.

Purpose: To ensure that the Litchfield Farmers' Club has adequate insurance coverage for the grounds, buildings, and equipment along with liability coverage for any actions of the organization or activities which may occur on the fairgrounds during preparation and activities of the Fair.

Responsibilities: Maintain constant and consistent insurance coverage for all aspects of the organization. When possible, negotiate for the best competitive rates and coverage available. Report to the Officers / Directors as needed or requested.

Membership Committee:

The committee shall be comprised of five (5) members of the Club, three (3) of which shall be Officers and / or Directors.

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 to the Board of Directors on all applications.

Following the annual fair, they shall review the membership list and report any inactivity with any known reasons for the inactivity, prior to the regularly scheduled Board of Directors October meeting.

Nominating Committee:

The committee shall be comprised of five (5) Officers and / or Directors on a rotation basis.

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 of members within the Club who are willing to serve as Officers and Directors, which will be presented to the Officers and Directors at their regularly scheduled October Board of Directors meeting. The committee is required to contact current Officers and Directors regarding their desire to continue in that " or another " position. Any current 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 Chairperson of this committee shall keep minutes of the meeting and submit them to the Secretary, who will pass them on to the next committee along with the attendance records of all Officers and Directors.

Safety Committee:

The Safety committee shall be comprised of five (5) members of which 3 shall be from the Officers and / or Board of Directors as well as any appropriate public safety officials.

Purpose: To prepare and oversee an emergency response plan ensuring prevention, response, training, and recovery from emergency situations are appropriately handled.

Responsibilities: Annual review and updating of the plan. Educating Fair staff annually.

Scholarship Committee:

The committee shall consist of three (3) members of the Board of Directors.

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, award said scholarship, and report to the next regularly scheduled Board of Directors meeting of the recipients and scholarship amounts.

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, 2015 (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)

Revised: May 28, 2026 (added insurance committee, clarified duties, made gender neutral, and word smithed the entire document)