

**CONSTITUTION**

- ARTICLE 1 This Society shall be known and designated as the Montgomery County Agricultural Society.
- ARTICLE 2 The place in this state where the principal office of the Corporation is to be located is the Village of Fonda, Montgomery County.
- ARTICLE 3 This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- ARTICLE 4 No part of the net earnings of the corporation shall inure to the benefit or, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- ARTICLE 5 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- ARTICLE 6 Notwithstanding any other provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
- ARTICLE 7 The purpose of the Society is to promote the interests of Agriculture, horticulture and the arts of Better Living by holding an annual exhibition to foster those interests.

- ARTICLE 8 Any person with a genuine interest in the aims of the Society, may become a member upon meeting the eligibility requirements as may be established or amended, in the By-Laws of the Society.
- ARTICLE 9 An annual meeting of the Society shall be held the 4th Wednesday in January of each year for the purpose of presenting annual reports of the Society, election of Directors and such other business as may come before the meeting.
- ARTICLE 10 Only members of the Society are eligible to vote on any item brought before the membership at an annual meeting or serve as a director or officer of the Society.
- ARTICLE 11 There shall be eleven (11) Directors of the Society; one from each town in Montgomery County and one from the City of Amsterdam. They shall be elected for a term of three years except that the first election shall be on a staggered basis as follows:
- City of Amsterdam - one for one year
  - Town of Amsterdam - one for two years
  - Town of Canajoharie - one for three years
  - Town of Charleston - one for one year
  - Town of Florida - one for two years
  - Town of Glen - one for three years
  - Town of Minden - one for one year
  - Town of Mohawk - one for two years
  - Town of Palatine - one for three years
  - Town of Root - one for one year
  - Town of St. Johnsville - one for two years
- ARTICLE 12 The officers of the Society shall consist of a President, Vice President; 2nd Vice-President; Secretary and Treasurer. They shall be elected at an organizational meeting of the Directors, to be held, immediately following the Annual meeting in January. The President and Vice-President and 2nd Vice-President must be a Director of the Society but the Secretary and Treasurer may be chosen from the membership of the Society. The term of the officers shall be for one year. The Officers and Directors of the Society may be paid as stipend as established by resolution approved by the membership at any annual meeting in January.
- ARTICLE 13 The Directors and officers of the Society shall constitute a Board of Managers whose duty it shall be to conduct and manage the affairs of the Society. The Board of Managers shall have the authority to appoint committees; borrow money; establish needful rules and regulations; enter into contracts for the leasing or purchase of supplies, equipment, buildings, grounds and services; enter into contracts for the renting of the necessary fees and admissions, establish the terms and duration of the annual exhibition, hire personnel as needed to conduct the affairs of the Society;

delegate authority to the officers and/or an executive committee or other committees as may be appointed or call special meetings of the entire membership of the Society if needed; providing the use of these authorities is not inconsistent with the operation of the annual exhibition or the aims of the Society.

ARTICLE 14 This Constitution may be altered or amended at any annual meeting by a 2/3 vote of all members present, but with a minimum of 30 members voting in favor of the amendment, providing such amendment shall have been given to and recorded by the Secretary at a preceding annual meeting.

ARTICLE 15 The Constitution shall become effective immediately upon final adoption.  
(4/7/71)

## **By-Laws and Policies of the Montgomery County Agricultural Society**

- Section 1 -Organization and Meetings of the Board of Managers*
- Section 2 -Duties and Responsibilities of the Executive Committee*
- Section 3 -Duties of the President*
- Section 4 -Duties of the 1<sup>st</sup> Vice-President*
- Section 5 -Duties of the 2<sup>nd</sup> Vice-President*
- Section 6 -Duties of the Secretary*
- Section 7 -Duties of the Treasurer*
- Section 8 -Selection and Duties of the Advisory Committee*
- Section 9 -Selection and Duties of the Nominating Committee*
- Section 10 -Selection and Duties of the Standing Committee*
- Section 11 -Membership requirements*
- Section 12 -Duties and Responsibilities of Department Superintendents*
- Section 13 -Duties and Responsibilities of Superintendent of Building and Grounds or General Mgr*
- Section 14 -Salary Schedules*
- Section 15 -Admission fees and schedules*
- Section 16 -Amending By-Laws or Policies*

**SECTION 1. Organization and Meetings of the Board of Managers.**

- A. The Annual organizational meeting of the elected Directors of the Society shall be held immediately following the annual meeting in January.
1. The agenda for the organizational meeting will be the election of a President, Vice-President, 2nd Vice-President, Secretary and Treasurer for a term of one year.
  2. The President, Vice-President and 2nd Vice-President must be an elected director of the Society but the Secretary and Treasurer may be selected from the membership of the Society.
  3. The Directors and elected officers of the Society shall then constitute the Board of Managers of the Society.
  4. The elected President, Vice-President, 2nd Vice-President and two directors selected by the Board of Managers shall constitute the Executive Committee of the Board of Managers.
  5. Membership in the Association for not less than 60 days prior to the annual meeting shall be a condition for holding offices as a Director or officer of the Society.
  6. If an elected Director or Officer of the Society is absent from four scheduled meetings without a valid reason, as determined by the Board of Managers he/she shall be deemed to have forfeited the position.
  7. If a vacancy occurs on the Board of Managers due to the operation of Paragraph 6 above, or for any other reason, the Nominating Committee shall suggest potential nominees and provide a list of incumbent directors from the vacated municipality and the Board of Managers shall then appoint a qualified person who is a member of the Society to fill the unexpired term of the vacancy.
- B. Regular Meetings of the Board of Managers
1. Regular meetings of the Board of Managers will be held the 2nd Wednesday of each month unless voted otherwise by the directors. Time and place to be designated by the President.

- C. Quorum, special and adjourned meetings.
1. A quorum shall constitute one more than 50% of all the members on the Board of Managers.
  2. If only a quorum is present, it would require a unanimous vote to pass a motion.
  3. All motions will require a majority vote of all members of the Board of Managers.
  4. Special meetings of the Board of Managers may be called as often as deemed necessary by the President or on the request of two members of the Board.

**SECTION 2. Duties and Responsibilities of the Executive Committee.**

- A. The duty of the Executive Committee shall be to act on behalf of the Society, if needed, between meetings of the Board of Managers. The actions taken will have the same force and effect as the Board of Managers with the exception that the approval of any contract of \$100,000.00 or more shall require the ratification of the Board of Managers at its next meeting..
- B. Special meetings of the Executive Committee may be called by the President between regular meetings of the Board of Managers to act on items brought to its attention by the President. Action taken at these meetings shall have the same force and effect as though taken by the Board of Managers. Such actions shall be reported to the Board of Managers at the next scheduled meeting.
- C. The President of the Society shall be the chairman of the Executive Committee.
- D. No action can be taken by the Executive Committee that does not conform to the policies of the Board of Managers.

**SECTION 3. Duties of the President.**

- A. Conduct and preside at all meetings of the Board of Managers.
- B. Appoint committees as needed.
- C. Act as an ex-officio member of all standing and special committees.
- D. Carry out the policies of the Board of Managers.
- E. Act as chairman of the Executive Committee.
- F. Have the overall responsibilities for the conduct of the affairs of the Society.
- G. Call special meetings of the Board or Executive Committee as needed.
- H. Except as otherwise provided by the constitution or By-Laws, all departments shall be under the direct supervision of the President.
1. The President may appoint an administration assistant, with the consent of the Board of Managers, to supervise one or more departments.
- I. Countersign checks with the Treasurer.

**SECTION 4. Duties of the Vice-President.**

- A. Conduct and preside at meetings of the Board of Managers and Executive Committee in the absence of the President.
- B. Carry out any other duties as prescribed by the President.
- C. Act as a regular member of the Executive Committee.

**SECTION 5. Duties of the 2nd Vice-President.**

- A. Conduct and preside at meetings of the Board of Managers and Executive Committee in absence of the President and Vice-President.
- B. Carry out any other duties as prescribed by the president.
- C. Act as a regular member of the Executive Committee.

**SECTION 6. Duties of the Secretary.**

- A. The Secretary shall keep a record of the proceedings of all meetings of the Society, Board of Managers and Executive Committee in a book belonging to the Society. These recordings shall be available to any officer or director at any time.
- B. Be present at all meetings of the Society, Board of Managers, and Executive Committee.
- C. File and preserve all papers of the Society.
- D. Give notices of all meetings of the Society, Board of Managers, and Executive Committee as directed.
- E. Act as corresponding secretary of the Board of Managers and Executive Committee.
- F. Be responsible for the revision, completion and printing and distribution of the annual premium book.
- G. Accept and record all entries for the annual exhibition.
- H. Prepare and compile all premium award vouchers.
- I. Prepare other reports as required.

- J. Manage the Secretary's office during the annual exhibition.
- K. Maintain a record of all members of the Society and keep it up to date.
- L. Maintain a book of rules and regulations as may be established by the Board of Managers for the conduct of the annual exhibition, use of grounds, pass policies, admission policies, conduct on the grounds, etc.
- M. Such other duties as may be prescribed.

**SECTION 7. Duties of the Treasurer.**

- A. The Treasurer shall have custody of all funds and property of the Society.
- B. The Treasurer and the President shall have the power to pay all approved current bills of less than One Thousand Dollars (\$1000.00) owed by the Society. Such payments may be made at times between the regular meetings and all accounts arising from projects ordered by the Board of Managers and/or the Executive Committee may likewise be paid with the same limitation as to amount.
- C. Such bills and vouchers shall be examined prior to the monthly meeting by a three (3) person Audit Committee to be appointed by the President, and a copy of the committee's report as to the examination shall be made available for each director at the meeting.
- D. The Treasurer shall keep a treasurer's records in which he or she shall record all receipts and disbursements of the Society.
- E. The Treasurer shall prepare an annual report of all receipts and disbursements to be presented at the annual meeting of the Society or as much oftener as the Board of Managers may require.
- F. The books, vouchers, bank statements shall be examined annually by a certified accountant engaged by the Board of Managers who will prepare an annual report to the Society. This report shall also be reviewed by the Treasurer and the Audit Committee.
- G. Be responsible for the operation of the treasurer's office during the operation of the Fair, secure and supervise personnel for the operation and collection of admissions during the annual exhibition.
- H. Maintain the payrolls for all personnel hired by the Society.
- I. Prepare all reports required by the position.
- J. Keep and file all insurance policies and be responsible for the payment of premiums and adequacy of said policies.



**SECTION 8. The Advisory Committee.**

- A. The Advisory Committee of twenty two (22) members will be appointed by the Board of Managers. Each elected director will appoint two (2) members of the Society residing in his Town or City for a term of one (1) year. If an individual serves five (5) consecutive terms, the position is deemed open and a replacement to be sought if available.
- B. The primary purpose of the Advisory Committee shall be the election of a Nominating Committee and as an Advisory Committee to the Board of Managers.
- C. The Advisory Committee will meet annually in April at the call of the President.
- D. The President of the Society will preside at the meeting and prepare the agenda.

**SECTION 9. The Nominating Committee.**

- A. The Nominating Committee will be composed of five members elected by the Advisory Committee at their April meeting.
- B. Members elected to the Nominating Committee shall serve only until the next annual meeting.
- C. Members elected to the Nominating Committee must be members of the Advisory Committee but not a current member of the Board of Managers.
- D. The primary purpose of the Nominating Committee will be:
  - 1. Investigate and evaluate the performance of the existing directors.
    - a) To aid in the function they may have access to the minutes, membership lists and records of the Society.
    - b) Gather information by whatever means they choose.
  - 2. Present a slate of names as candidates for the expiring directors positions at the Annual Meeting in January.
- E. The Nominating Committee will hold their first meeting not later than September of each year, at the call of the Secretary.
  - 1. The first order of business will be the election or nomination of a chair. If the committee cannot reach a decision on a chair person, the President shall select the Chair.

2. Secure the names of the directors whose terms expire and prepare a list of these directors for the Board of Managers together with a list of those directors who will continue in office.

The Nominating Committee shall present for the annual meeting in January of each year a slate of nominees to be elected as directors of the Society. There can be more than one nominee for each seat as long as the nominees meet the membership requirements. At the election of the Directors at the annual meeting in January, nominations for Director of the Society shall also be accepted from the floor as long as the nominees meet the membership requirements.

3. Secure a list of members of the towns whose terms are expiring.
  4. Organize as they wish.
- F. They will present their recommendation to the Secretary of the Society not later than November 10th prior to the annual meeting in January, and to be listed on the notice of the annual meeting.
- G. Nominees for the position of director should be selected by their interest in the aims of the Society, abilities and a willingness to serve.
1. All nominees should be personally contacted and acquainted with the duties of the position and they should express an indication of their willingness to serve.

#### **SECTION 10. Standing Committees.**

- A. Standing Committees of the Board of Managers are appointed by the President for the purpose of investigating, gathering facts and information, and make recommendations to the Board of Managers on any matter pertaining to the affairs of the Society.
- B. The President will name the chairman of the committees and act as an ex-officio member of all committees.
- C. The proposed Standing Committees and their duties are as follows:
1. Administrative Committee - Consider all matters involving publicity, printing, supplies, labor, police, finance, insurance and budget, admissions, etc.
  2. Agricultural and Educational Exhibits - Consider all matters involving open class, school and 4-H exhibits, including judging, entries, etc. that are anything reimbursable by New York State Premium aid.
  3. Program Committee - Consider all matters involving music, attractions, special events and exhibits of a non-commercial nature and non reimbursable by New York State Premium aid.
  4. Buildings and Grounds - Consider all matters involving buildings, grounds, concessions, privileges, etc.

5. Bill Audit Committee – A three (3) person committee to examine and review all bills and vouchers and prepare reports on Society finances as directed by the Board of Managers. To review and to make suggestions to the Board on financial controls and procedures, if needed, and such other duties as may be suggested by the Treasurer and President.
- D. The above named committees will be expected to constantly evaluate their areas of involvement and to make recommendations for their improvement.
- E. Special Committees may be named by the President as the need arises.

### **SECTION 11. Membership**

- A. Life Membership fee shall be Two Hundred Dollars (\$200.00).
  1. Life members shall be entitled to free admission to the annual exhibition at all times, for themselves and their own car while they are in it.
  2. Life members over 18 years of age are entitled to vote at any called meeting of the Society or hold office in the Society.
  3. Life members are entitled to exhibit in open class competition at the annual exhibition upon payment of 10% of the first premium, per item, with a minimum entry fee of \$3.00 in all classes entered or otherwise stated.
  4. All existing life membership certificates (passes) will be replaced with an identification card upon which the Life Member will attach, permanently, a photo of themselves. Admittance to the annual exhibition will not be allowed if their photo is not attached.
  5. Life Membership may be purchased at any time.
    - a) If an identification card is lost, a charge of \$10.00 will be made to replace it.
    - b) If an identification card is mutilated, it will be replaced free of charge upon surrender of the mutilated card.
    - c) Life Membership identification passes are intended for the use of the person to whom it was issued only. The use of a Life Membership pass by anyone other than the one to whom it was issued, will result in the forfeiture of the pass and cancellation of Life Membership privileges, etc.

B. Annual Membership

1. Fees for exhibitions of all classes, senior and junior (under age 12), non-exhibitors and annual membership shall be set by the Board of Managers from time to time as they deem necessary or advisable.
2. Annual membership will be entitled to the same privileges as life members as outlined in paragraph A above.
3. Annual membership will be considered to be from the first day of the annual exhibition to the day before the following annual exhibition.
4. No Annual membership will be sold following the last day of the Fonda Fair in each year.

C. Members may vote at the annual meeting in person only. No proxy or absentee ballot vote may be authorized or used.

**SECTION 12. Selection, Duties and Responsibilities of Department Superintendents.**

A. Selection

1. Department Superintendents will be selected on the basis of their knowledge, enthusiasm and abilities in the department they will operate.
2. All department heads will be screened and recommended to the Board of Managers by the appropriate standing committee.
3. Department superintendents in charge of exhibits should be members of the Society but cannot be members of the Board of Managers. If the position cannot be filled after reasonable efforts, the Board has the option to fill the position with any suitable candidate.
4. Final selection will be made by the Board of Managers.

B. Duties and Responsibilities

1. It shall be the duty of each department superintendent to receive all property for exhibition in their department and to see that all exhibits are properly tagged, placed and arranged in a suitable, attractive manner.
2. Department Superintendents shall arrange for judges in their respective departments and be in attendance when judging is being conducted.
3. All reports of the judges will be countersigned by the Superintendent before being returned to the Secretary.

4. Superintendents will be responsible for constantly evaluating their Departments' activities, classes and type of entries and make recommendations to the Board of Managers for improvements.
  5. Superintendents will be responsible for securing the help needed to run their departments as economically as possible.
  6. Superintendents will secure and fill out all the information on work time cards (name, address, social security, dependents, working papers if under 18 years of age), and maintain a record of the hours worked and initial the timecard before presenting to the Treasurer for payment.
- C. Except as otherwise provided, all departments are under the direct supervision of the President of the Society or his appointee.

**SECTION 13. Selection, Duties and Responsibilities of Superintendent of Building and Grounds or Fair Manager**

- A. Selection - The Superintendent or Fair Manager will be screened on the following basis:
1. Knowledge and skills of maintaining and presenting properties
  2. Ability to plan capital projects and ability to organize and supervise labor.
  3. Ability to work with people.
  4. Ability to maintain records.
  5. Any qualified person may be appointed Superintendent or Fair Manager and may be a member of the Board of Managers.

Qualifications, Hiring – The Board of Managers of the Society shall approve the description and duties of the Superintendent or Fair Manager annually and shall on the basis of the description and criteria above, hire the Superintendent or Fair Manager on an annual basis. Each year the then current Superintendent or Fair Manager's Job Description shall be attached to the By-Laws with the date of its adoption.

- B. Duties and Responsibilities.
1. The Superintendent or Fair Manager will be responsible for the repair, maintenance and upkeep of the grounds of the society.
  2. Recommend to the Building and Grounds Committee necessary repairs and improvements to existing buildings including cost estimates.
  3. Carry out building projects approved by the Board of Managers.
    - a) Secure estimates if needed.
    - b) Prepare specifications where project is to be let out on bids.
  4. Be responsible for the opening of the grounds in the spring and closing up in the fall (water, electricity, etc.)

- C. The Superintendent or General Manager will be under the direct supervision of the Buildings and Grounds Committee.
- D. Carry out such other duties as may be directed by the Board of Managers.

**SECTION 14. Salary Schedules.**

- A. Officers' Salaries
  - 1. The President shall receive an annual stipend of \$800.
  - 2. The Secretary shall receive an annual stipend of \$1500.
  - 3. The Treasurer shall receive an annual stipend of \$1500.
- B. The wages to be paid for regular or special help, aides or employees shall be set by the Board of Managers from time to time as they deem necessary and appropriate in order to obtain the services of personnel to perform the functions needed by the Society to properly carry out its purposes and function.
- C. Directors and officers shall be paid Fifteen Dollars (\$15.00) for traveling expense for each meeting attended by them except for attendance at the annual meeting.

**SECTION 15. Admission Fees to Annual Exhibition.**

- A. The Board of Managers shall fix the fees for admission to the annual exhibition for such classes and in such amounts for each class as they from time to time deem necessary and appropriate.

**SECTION 16. Amending By-Laws or Policies.**

- A. These By-Laws may be altered or amended at any scheduled meeting of the Board of Managers, except the stipend, established for officers and directors of the Society in Section 14, must be voted on by the membership at the Annual meeting in January.