

**BY-LAWS OF THE  
BARNSTABLE COUNTY AGRICULTURAL SOCIETY, INC.**

**ARTICLE I**

**NAME AND OBJECT**

- Section 1      The name of this Society shall be THE BARNSTABLE COUNTY AGRICULTURAL SOCIETY, INC., here in after referred to as BCAS or the Society.
- Section 2      The object and purpose of the Society is to improve and advance the pursuits of Agriculture, Home Economics, Conservation, Youth and Family Activities and related fields among the Communities of Barnstable County. Said corporation is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code.

**ARTICLE II**

**OFFICERS**

- Section 1      The elected officers of the Society shall be a President, Vice President, Clerk/Secretary, Treasurer, Past President and up to ten (10) Trustees.
- Section 2      Nomination of Officers shall be executed by the Nominating Committee and elections by the Board of Directors at the Annual Meeting.
- Section 3      The President, Vice President, Clerk/Secretary, and Treasurer shall be elected for a term of two (2) and Trustees for a term of three (3) years. Officers shall serve until new officers take office. New Officers will take office when the meeting adjourns in which they are elected.
- Section 4      Should an Officer's office become vacant for any reason, the vacancy, with the recommendation of the Nominating Committee, and the Board of Directors being properly notified, may be filled at a future meeting of the Board of Directors by a majority vote of those present.

**ARTICLE III**

**EXECUTIVE BOARD**

- Section 1      The Executive Board will consist of up to fifteen (15) members: the President, Vice President, Clerk/Secretary, Treasurer, and ten (10) Trustees. The Past President will serve as a voting member. Only one member of an immediate family can serve on the Executive Board at any one time.
- Section 2      A quorum of the Executive Board shall be a majority of its members.
- Section 3      Regular meetings shall be held monthly unless the President determines that no meeting is necessary. Meetings of the Executive Board may be called by the President or by any officer of the Society upon written request of any three members of the Executive Board.
- Section 4      The Executive Board shall have control of the business affairs of the Corporation and control and supervision of all real and personal property of the Society and is responsible for implementing the policies of the Book of Guidelines. The Executive Board has the authority to approve the annual budget, compiled by the Finance Committee and based on requests submitted to the Manager.
- Section 5      A report of Executive Board meetings shall be mailed/mailed to all directors within two (2) weeks.
- Section 6      In case of an emergency requiring action of the Executive Board, a telephone poll may be taken by the Manager or an Officer to address the matter and any action shall be re-confirmed at the next meeting.

## ARTICLE IV

### DIRECTORS

- Section 1 The Board of Directors shall have general supervision of the Barnstable County Fair to be held annually in July
- Section 2 The Directors will appoint Associate members based on the review and recommendations of the Nominating Committee.
- Section 3 The total number of Directors shall not exceed fifty (50) made up of the fifteen (15) Officers and Trustees, plus a maximum of thirty -five (35) other Directors.
- Section 4 Only Directors of the Society may recommend appointees for Associate Membership to BCAS to the Nominating Committee.
- Section 5 A quorum being the majority of it's Membership.

## ARTICLE V

### ASSOCIATE MEMBERS

- Section 1 The Associate Members will give of their time to assist the Fair Board of Directors in its works. Associate Members may attend regular and special meetings. Associate Members may speak to the Fair Board of Directors, however, voting rights are restricted to the Directors.
- Section 2 The Nominating Committee shall review and make recommendations to the Board of Directors for appointments and re-appointments of Associate Members. Associate Members will take office when the meeting adjourns in which they are elected. Reappointments of Associate Members will take place at the Annual Meeting.

## ARTICLE VI

### MEETINGS AND MEMBERSHIPS

- Section 1 The Annual Meeting shall be held on the third Wednesday of September. A quorum being the majority of its Membership. Scheduled meetings of the Executive Board and Board of Directors shall be published annually.
- Section 2 Absentee and proxy votes will not be accepted. Joining a meeting through Audio or Visual Communications is acceptable.
- Section 3 Scheduled meetings of the Executive Board and Board of Directors shall be published annually.

## ARTICLE VII

### COMMITTEES

- Section 1 Committees and Committee Chairpersons shall be appointed annually by the Executive Board after consultation with the General Manager. Committees and Committee Chairpersons may be appointed to undertake certain duties as the need may arise.

## ARTICLE VIII

### STANDING COMMITTEES

#### Section 1

##### **Finance**

This committee shall consist of seven (7) members; Treasurer, who will serve as chair, Assistant Treasurer and four (4) Directors appointed annually by the Executive Board. The President shall be a member with voting rights. The committee shall be responsible for reviewing the budget presented by the Manager for fairgrounds operations,

maintenance and improvements; establishing Society related fiscal items, and compiling the annual budget to be presented to the Executive Board for review and approval. After the budget has been approved, any additional requests for funds shall be submitted to the Executive Board for approval. A quorum for the Finance Committee meetings shall be four (4) members.

## Section 2

**Nominating** The Nominating Committee shall consist of seven (7) directors, one of whom shall be the current past-President, who shall be Chairperson. The Vice-President shall serve as an voting member. The General Manager shall serve as an non-voting member. The Committee shall present its nominations to the Executive Board to ensure candidates have been thoroughly vetted and then presented to the Board of Directors at its August meeting. Any vacancy of this Committee shall be filled by the Executive Board. A written report of the Committee will be sent to each member of the Board of Directors prior to the Annual Meeting. To be valid, nominations from the floor at the Annual Meeting of the Society, as prescribed by state statute, must be in the form of a Notice of Nomination, signed by not less than seven (7) members and filed with the Secretary within twenty (20) days after the Nominating Committee's report is sent out.

Directors and Associate Members shall be reviewed annually by the Nominating Committee.

All applications for Membership shall go through the Nominating Committee for review and recommendation to the Board of Directors.

A quorum of the Nominating Committee shall be five (5).

## ARTICLE IX

### FISCAL YEAR

Section 1 The fiscal year of the BCAS shall commence on January 1 and end on December 31 of the calendar year.

## ARTICLE X

### SEAL

Section 1 The seal of the BCAS shall bear the name of the Society and the date of its inception.

## ARTICLE XI

### CHANGE OF BY-LAWS

Section 1 The By-laws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board of Directors present. Any proposed change to the By-Laws must be presented at the Directors Meeting prior to the meeting that is voted on by the Board of Directors. Publication of the proposed change will be included with the minutes of the meeting.

## ARTICLE XII

### DUTIES OF OFFICERS

#### PRESIDENT

It shall be the duty of the President to preside at all regular and special meetings of the Board of Directors and Executive Board of the Society and to perform the duties as outlined in the Book of Guidelines. The President shall be a member of all committees

except the Nominating Committee.

**VICE PRESIDENT**

The Vice President shall, in the absence of the President, or at his direction, perform the duties of the President.

**SECRETARY**

The duties of the Secretary shall be as prescribed in the Book of Guidelines

The recording of minutes and attendance of all regular and special meetings of the Executive Board, Board of Directors and Annual Meeting.

The answering and filing of any State and Federal correspondence.

**TREASURER**

The Treasurer shall have custody of all monies, securities, and other financial documents and shall deposit all funds in such banking institutions approved by the Executive Board.

The Treasurer shall give an accounting of all monies received and paid; such accounting to be recorded.

The services of a certified public accountant shall be employed with the approval of the Executive Board. The Treasurer shall supervise the timely filing of Federal and State tax reports.

**MANAGER**

The General Manager shall have the responsibility for employing/discharging and supervision of all employees, care of office and physical plant and to administer the policies of The Barnstable County Agricultural Society. The General Manager shall review all requests for disbursement before the Treasurer can make payments. The Manager shall maintain the Book of Guidelines and shall be a non-voting member of the Executive Board and Board of Directors.

The General Manager shall be a member of all committees.

**ARTICLE XIII**

**USE OF INCOME**

The income of the Society shall be used only to improve its property and advance the purposes as outlined in the By-Laws. No compensation shall be made to Officers, Directors, and Associate Members.

Amended June 19, 2019 (To replace the existing Constitution and By-Laws)