

**CONSTITUTION AND BY-LAWS**  
**LAWRENCE COUNTY FARM SHOW, INC.**

**ARTICLE I**

Lawrence County Farm Show, Inc., is a "non-profit" corporation organized exclusively for the charitable, religious, educational and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II**

**Section 1.** The active work of Lawrence County Farm Show, Inc. shall be carried on by a Board of Directors consisting of eighteen voting members who are current Lawrence County residents. The selection of directors shall be as follows:

**Group A.** Each of the following organizations or groups annually may select or appoint one person to represent and vote for the said organization in the selection of persons to be on the Board of Directors. This selected or appointed person may only represent and vote for one said organization. Appointed representative must be a member of the organization they are representing. At each annual meeting said representatives shall elect two directors for three-year terms.

Lawrence County Cooperative Wool Growers, Inc.

Lawrence County Fruit Growers Association

Lawrence County 4-H Development Fund

Lawrence County Pomona Grange

Lawrence County Members of the follow:

Beaver-Lawrence Farmers Association

Beaver-Lawrence Holstein Association

Ag Choice Farm Credit

Lawrence-Beaver FFA Foundation

Northwestern PA Cattlemen's Association

Western PA Pork Producers

**Group B.** Each farm supply, farm equipment and farm service business, firm or organization in Lawrence County, deriving a significant portion of its income from such activity, may select or appoint one person to represent and vote for the said organization in the selection of persons to be on the Board of Directors. This selected or appointed person may only represent and vote for one said organization. The representative must be an owner or employee of said business firm or organization. At each annual meeting, said representative shall elect two directors for three-year terms.

**Group C.** Each business firm or organization in Lawrence County which exhibited in the previous Fair, other than those engaged in farming or in the farm supply, farm equipment or farm service business; in addition, each service club in Lawrence County annually may select or appoint one person to represent and vote for the said organization in the selection of persons to be on the Board of Directors. The selected or appointed person may only represent and vote for one said organization. The

representative must be an owner, employee or member of said business firm or organization. At each annual meeting said representative shall elect two directors for three-year terms.

Nothing stated herein shall exclude present directors from being re-elected by the group they now represent.

Any individual 18 years of age or older, who is a current resident of Lawrence County may run for election to the Lawrence County Farm Show, Inc. Board of Directors. Notification of intent to run for a seat must be received by the Nominating Committee, in writing, a minimum of thirty days prior to the first Thursday of October in the current calendar year.

An election committee appointed as a standing committee by the President consisting of three or more persons shall conduct the election. This committee shall use certified credentials which have been numbered, which number and organization and number shall be recorded in the offices of the Lawrence County Farm Show, Inc. The credentials must be properly certified by the President or the Secretary of the representative organization. The said standing committee shall examine and shall be responsible for validating the credentials of each elector using whatever procedure deemed necessary to determine the validity of said credentials. It shall also be the responsibility of the standing committee to determine the active organizations which fill the requirements in each of the paragraphs listed which identify the three types of organizations allowed voting rights for directors. This standing committee shall annually update the list under farm organization in Paragraph A, the list of farm supply and farm equipment organizations under Paragraph B, and the list of organizations who has exhibited in the previous Fair or are service organizations in Lawrence County as identified in Paragraph C above. Upon determination of active organizations within these criteria the standing committee shall mail the required certified credentials.

Vacancies on the Board of Directors occurring during the year, shall be filled for the unexpired term by the sitting Board of Directors.

**Section 2.** The Vocational Agricultural Teachers, the County Agricultural Agent, and one member of the County Commissioners (as directed by the Board of County Commissioners) shall be directors ex-officio without power to vote in directors meetings, but shall serve in an advisory capacity.

**Section 3.** Ten voting directors shall constitute a quorum for all meetings of the Board of Directors.

**Section 4.** No part of the net earnings 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 payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No 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) of any political campaign on behalf of any

candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **ARTICLE III**

**Section 1.** It shall be the duty of the Board of Directors to meet within 30 days after the annual meeting and choose from their members a President, Vice-President, Treasurer, and Secretary to serve without pay.

**Section 2.** The duties of the President shall be to preside at all meetings of the Corporation and of the Corporation and the Board of Directors and to perform such other duties as regularly fall upon this office. The President shall appoint committees with the approval of the Board of Directors.

**Section 3.** The duties of the Vice-President shall be to carry out those duties as directed by the President and to perform the same duties as the President in his absence.

**Section 4.** The Secretary shall keep all records of the corporation, record minutes of all meetings and function as Secretary to the Board of Directors.

**Section 5.** It shall be the duty of the Treasurer to receive all sums of money for the Corporation, pay all outstanding obligations as approved by the Board, and report the financial standing of the Corporation at each meeting.

**Section 6.** The duties of all officers shall be those regularly performed by such officers.

### **ARTICLE IV**            **MEETINGS**

**Section 1.** The annual meeting shall be held during the month of October.

A monthly meeting of Directors shall be held the first Thursday of each month. The President may call a special meeting of the Board of Directors or shall call such meeting upon written request of at least one-third of said directors.

### **ARTICLE V**            **AMENDMENTS**

**Section 1.** This constitution of by-laws may be amended by an affirmative vote of twelve directors at any regular meeting, or special meeting called for that purpose, provided that no Amendment shall be voted upon unless all members of the Board of Directors shall have been given a written notice at least 10 days prior to the day of voting, said notice to contain a copy of proposed amendments.

**ARTICLE VI**                    **REMOVAL OF INACTIVE DIRECTORS**

**Section 1.** The Secretary or Board of Directors shall declare a Director's seat vacant if he misses five scheduled meetings in any one calendar year without due cause. Two-thirds majority of the Board required for removal.

**ARTICLE VII**                    **RULES OF ORDER**

**Section 1.** All procedures at Directors' meetings shall be governed by the by-laws as stated above. Should questions arise at those meetings as to the procedures which are not covered by the by-laws as such, the Lawrence County Fair Board adopts Roberts Rules of Order with the knowledge that the purpose for their use is to simplify and enhance the procedures in their meetings.

**Section 2.** All members will be assigned to a committee or committees at least yearly or as needed. The President will assign directors to sit on these committees. These committees will meet and prepare recommendations to be presented to the Board at regular monthly meetings or special meetings for action.

**ARTICLE VII**                    **GENERAL PROVISIONS**

**Section 1.** No Director of the Corporation shall be personally liable for any action or omission unless the Director has breached or failed to perform the duties of his office as described in 42 PA C. S. and said breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Nothing in this By-law shall be construed to impose a greater standard of liability on said director than is set forth in Pennsylvania Act 1986-57 (42PA C. S.)

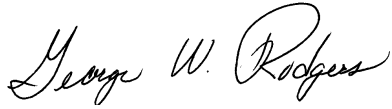
**Section 2. Code of Ethics**

- A.** A member shall recuse themselves from discussion and voting if a potential conflict of interest exists.
- B.** A conflict may result where a member has a personal or private interest in a matter proposed or pending before the Board; where a member stands to gain or lose financially as a result of a position taken by the Board, or where a member believes he or she cannot fairly and impartially discharge his or her duties.

**ARTICLE IX**

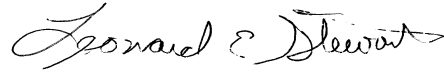
**Section 1.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the Federal Government, or to the State or Local Government for public purpose. This adoption is consistent with the resolution already existing within the Lawrence County Farm Show, Inc., and is intended to confirm that procedure previously adopted.

Approved & Adopted by the Board of Directors on the 7th day of April, 2016.



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Signature of President



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Signature of Treasurer

Amended Thursday December 1, 2017