

DODGE COUNTY AGRICULTURAL AND MECHANICS SOCIETY BY-LAWS

ARTICLE I. MEETING OF MEMBER

Section 1 Place

Meetings shall be held at such place as may be designated by the President or the majority of the Board of Directors.

Section 2 Annual Meeting

There shall be an annual meeting of the members held at 7:00 P.M. on the second Tuesday of November, in each year provided, however, that whenever such day shall fall upon a legal holiday or on an election day, the meeting shall be held on the next succeeding business day. At such meeting the members shall elect six (6) Directors to serve for three (3) years or until their successors are duly elected and qualified.

Section 4 Notice of Meetings

The Secretary shall cause notice each meeting of the members, stating the time and place, and, in the case of a special meeting, the purpose or purposes to be published in each legal newspaper in Dodge County at least once and at least ten days prior to the meeting.

Section 5 Voting

- (a) Each member at a meeting of the membership shall be entitled to one vote.
- (b) No member shall vote by proxy
- (c) There shall be no voting by "absentee ballot."
- (d) At meetings, voting may be by voice, by ballot, or by show of hands.

Article II. OFFICERS

Section 1 General

The officers of this Society shall be President, Vice-president, Secretary, Treasurer, or in lieu of a Secretary and Treasurer, a Managing Secretary-Treasurer.

Section 2 Qualifications

Officers must be members of the Society who are of full legal age.

Section 3 Elections

The Officers shall be elected annually by the Board of Directors at the annual meeting of the board. No two or more officers may be held by the same person except that of Managing Secretary-Treasurer.

Section 4 Duties

(a) President

The president shall preside at all meetings of the Society and its Directors and shall be the Chief Executive Officer of the Society performing all duties as may logically devolve upon the office.

(b) Vice-President

The Vice-President shall perform the duties of the President during the absence or disability of the President.

(c) Secretary

The Secretary shall take and keep minutes of all meeting of members and directors and shall record or cause to be recorded all proceedings thereof in a book to be kept for that purpose. The Secretary shall also perform such other duties as may logically devolve upon the office.

(d) Treasurer

The Treasurer shall prepare and have custody of all financial records of the Society, shall have custody of its funds and securities and shall be responsible for their deposit and safekeeping. The Treasurer shall be authorized to disburse the funds of the Society under the direction of its members and directors.

(e) Managing Secretary-Treasurer

If this office is created in lieu of the separate offices of Secretary and/or Treasurer, the Managing Secretary and/or Treasurer shall have the duties of the Secretary and/or Treasurer as set forth in paragraphs (c) and (d) above.

Section 5 Executive Committee

During the intervals between the meetings of the Board of Directors, the Board may appoint an Executive Committee which shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the Society in all cases in which specific directions shall not have been given by the Board of Directors provided however, that they shall make no contract involving the expenditure of more then \$1000.00 unless authorized to do so by the Board of Directors at its meeting next succeeding such an action and shall be subject to revisions and alteration by the Board provided, however, that no rights of third parties shall be affected by any such revisions or alteration. Regular minutes of the proceedings of the Executive Committee shall be kept in a book provided for that purpose. A majority of the Executive Committee may act by the written memorandum of a quorum thereof although not formally convened; it shall fix its own rules of procedure and shall meet as provided such rules or by resolution of the Board of Directors, and it shall also meet at the call of the chairman or of any member of the committee.

Section 6 Sub-Committees

A Sub-Committee can be appointed by the Executive Board at anytime.

Any expenses which need to be incurred by a sub-committee; need to be brought to the Executive Committee for approval.

ARTICLE III DIRECTORS

Section 1 Quorum

A quorum of the Board of Directors is a majority of all such directors duly elected at any given time. The acts of a majority of the directors present at a meeting shall be the acts of the Board.

Section 2 Meetings

An annual meeting of the Board of Directors for the election of officers and the transaction of any other business shall be held in each year without notice at the place and immediately after the annual meeting of the members. The President or any six (6) members of the Board of Directors shall have authority to call by three (3) days written notice a meeting of the Board of Directors at such time and place as stated in the notice, but any director may, in writing, either before or after the meeting, waive notice thereof, and without any notice, any director by his attendance at and participation in the action taken at any meeting shall be deemed to have waived notice thereof.

Section 3 Vacancies

Vacancies in the Board of Directors shall be filled by the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his/her successor is elected by the members, who make such election at their next annual meeting provided, however, that any vacancy in the Board of Directors shall be filled by any person who is a legal resident of Dodge County, Minnesota.

Section 4 Attendance

Each member of the Board of Directors shall be and must maintain viability as a member through participation. Each member must attend at least 4 regular meetings each calendar year for which no absence shall be more than six consecutive meetings. Any member may be granted extended absences by way of showing a special need or circumstance. Any member in violation of attendance may be removed by a majority vote of a quorum of members at any regularly scheduled meeting. Attendance can be via telephone if the board elects to allow teleconferencing for any meeting held.

Section 5 Members-At-Large

The Board of Directors may elect up to three (3) Members-At-Large which will serve a term of three (3) years. Members-At-large must be a legal resident of Dodge County, Minnesota.

**ARTICLE IV CONTRACTS, LOANS, EXECUTION OF OBLIGATIONS,
DEPOSITARIES**

Section 1 Contracts

The Board of Directors may authorize any officers, committees, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society; and such authorization may be general or confined to specific instances.

Section 2 Loans

No Loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors, such authorization may be general or confined to specific instances.

Section 3 Depositaries

The monies of the Society shall be kept in such banks of safekeeping as Board of Directors may designate.

Section 4 Execution of Obligations

Contracts, bonds, undertakings, checks, and other writings which Society is authorized to make, and which require execution, shall be executed by such officer as may be designated by the Board of Directors.

ARTICLE V MISCELLANEOUS

Section 1 Seal

The Society shall have no seal.

Section 2 Fiscal Year

The fiscal year of the Society shall be the year ending September 30th

ARTICLE VI AMENDMENTS TO THE BY-LAWS

The Board of Directors shall have the authority to make or alter the BY-LAWS of the society.

The foregoing By-Laws were amended and duly adopted as the By-Laws of the Society at the annual meeting of the Dodge County Agricultural and Mechanical Society on November 10, 2020 at the Mantorville Senior Center, Mantorville, MN. 55955

Shelly Gochnauer

Secretary