

GARRETT COUNTY LIVESTOCK ASSOCIATION, INC.

A Maryland Non-Stock Membership Corporation

By-Laws

Article I Office

SECTION 1. *Principal Office.* The principal office of the Corporation shall be 1916 Maryland Highway, Suite A, Oakland, Maryland 21550.

SECTION 2. *Other Offices.* The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time appoint.

ARTICLE II Members and Meetings of the Members

SECTION 1. *Annual Meeting.* The annual meeting of the members of the Corporation shall be held on a day duly designated by the Board of Directors between September 1st and October 15th each year, for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting including, but not limited to, the following items of business:

1. Roll Call and collection of any dues
2. Reading of minutes of last meeting
3. President's address
4. Reports of officers
5. Reports of committees
6. Communications
7. Unfinished business
8. New Business
9. Election of officers
10. General program

SECTION 2. *Special Meetings.* Special meetings of the members may be called at any time for any purpose or purposes by the President, by a Vice President, or by a majority of the Board of Directors, and shall be called forthwith by the President, by a Vice President, the Secretary or any director of the Corporation upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 3. *Place of Holding Meetings.* All meetings of members shall be held at the principal office of the Corporation or elsewhere in Garrett County, Maryland, as designated by the Board of Directors.

SECTION 4. *Notice of Meetings.* Written notice of each meeting of the members shall be mailed, postage prepaid by the Secretary, to each member of record entitled to vote thereat at his post office address, as it appears upon the books of the Corporation, at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 5. *Quorum.* The presence in person or by proxy of ten percent (10%) of the members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

SECTION 6. *Conduct of Meetings.* Meetings of members shall be presided over by the President of the Corporation or, if he is not present, by a Vice President, or, if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Corporation, or if he is not present, any Assistant Secretary shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting. Meeting shall be conducted in accordance with *Robert's Rules of Order*.

SECTION 7. *Voting.* At all meetings of members every member entitled to vote thereat shall have one (1) vote. Such vote must be in person and cannot be made by proxy. All elections shall be had and all questions shall be decided by majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws. Only members in good standing as of January 1st of any given year will be eligible to vote.

If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the members entitled to vote on such election or matter. In either of such events, the ballots shall be received and be taken in charge and all questions touching the qualification of voters and the acceptance or rejection of votes, shall be decided by the tellers. Such tellers shall be appointed by the chairman of said meeting.

SECTION 8. *Regular Members.* The membership of the Corporation shall be composed of those regular members who are interested in the breeding and promotion of livestock in Garrett County, Maryland, who pay the annual dues as set forth herein and abide by the rights and obligations of membership as set forth in the Articles of Incorporation, By-laws, Standing Rules and actions of the Board of Directors, from

time to time. Any person desiring membership who is under the age of eighteen (18) years may participate in the meetings, but must vote by action of a parent or legal guardian.

SECTION 9. *Honorary Membership.* The Board of Directors may, at its discretion, recommend to the membership the names of persons for honorary membership in this Association. The person or persons so recommended shall be those who have rendered distinguished service in the advancement of livestock interest in Garrett County, Maryland. Upon recommendations by the Board of Directors, such nominee for honorary membership shall be elected upon the majority vote of the members present at any regular meeting. Such honorary members shall have all the privileges of a regular member except they shall not be allowed to hold office or vote. Honorary members are exempt from the payment of dues.

SECTION 10. *Dues.* Membership dues are set by action of the Members from time to time and a requirement of annual membership. Dues are accepted between August 1st of year one, and January 31st of year two for the year two membership year which runs from January 1st to December 31st.

- 10.1. Dues for 4-H and FFA members will be a minimum of 25 cents per year, regardless of said member's age, and will automatically be deducted from the youth's earnings associated with the market animal livestock sale held in conjunction with the Garrett County Fair. Dues from other youth will be accepted during the membership enrollment period as described above.
- 10.2. Dues for adults (anyone 18 years of age and older unless a 4-H or FFA member) will be a minimum of \$ 5.00 per person per year, payable during the annual membership enrollment period as described above. In the event of financial hardship, two (2) hours of service to the Corporation can be substituted for the \$ 5.00 annual dues. A completed Dues Service Waiver Form must be submitted to the Corporation.

ARTICLE III

Board of Directors

SECTION 1. *General Powers.* The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

SECTION 2. *Number and Term of Office.* The number of directors shall be fourteen (14) voting and four non-voting directors, or such other number, but not less than three (3) nor more than fourteen (14), as may be designated from time to time by resolution of a majority of the Members. The Board of Directors shall consist of four officers – President, Vice President, Secretary, and Treasurer; six directors, plus one 4-H and one FFA Youth from Northern and Southern School Districts. All shall be voting members. A representative of the Board of Directors of the Garrett County Agricultural Fair, Agricultural Education Instructors and 4-H Extension Educator, serve as non-voting directors. Directors shall serve three-year terms and are eligible

for re-election for unlimited consecutive terms. Officers shall serve two-year terms, with the President and Secretary being elected in one year and the Vice President and Treasurer being elected in the opposite year.

SECTION 4. *Filling of Vacancies.* In case of a vacancy in an officer or director's position for any reason, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the members. The Board of Directors may replace any elected member of the Board, or Youth Representative member of the Board, who shall have two consecutive unexcused absences at Board meetings. An appointed replacement Director or officer shall serve until the original term expires.

Similarly and in the event of the number of directors being increased as provided in these By-Laws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of members.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of members regularly called for the purpose.

SECTION 5. *Place of Meeting.* The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within Garrett County, Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

SECTION 6. *Regular Meetings.* Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed, hand delivered, or sent by facsimile, to each director at least three (3) days before the first meeting held pursuant thereto. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

A Board of Directors transitional meeting will be held following the annual meeting of the Corporation, but before the end of the year, to complete any business that year. This meeting will include both outgoing and newly elected Board members. This meeting will be chaired by the outgoing officers and only the outgoing directors have voting privileges.

SECTION 7. *Special Meetings.* Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall

give notice of each special meeting of the Board of Directors, by mailing the same at least three (3) days prior to the meeting or by telegraphing the same at least two (2) days before the meeting, to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

SECTION 8. *Quorum.* A majority of the whole number of voting directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by, law or by the Articles of Incorporation or by these By-Laws.

SECTION 9. *Required Vote.* An affirmative vote of a majority of those present and entitled to vote shall be necessary for the passage of any resolution.

SECTION 10. *Compensation of Directors.* Directors shall not receive any stated salary for their services.

SECTION 11. *Committees.* The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE IV

Officers

SECTION 1. *Election and Tenure.* The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and also such other officers including one or more Vice Presidents and / or one or more assistants to the foregoing officers as the members from time to time may consider necessary for the proper conduct of the business of the Corporation. The officers shall be elected by the Members at the Annual Meeting to serve two-year terms, with the President and Secretary being elected in one year and the Vice President and Treasurer being elected in the opposite year. The President, any Vice President, Secretary and Treasurer shall also be directors.

In case of a vacancy in an officer's position for any reason, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the officer whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the members. An appointed replacement officer shall serve until the original term expires.

Any officer may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of members regularly called for the purpose.

SECTION 2. *Powers and Duties of the President.* The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. He shall preside at all meetings of the members.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all the standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

SECTION 3. *Powers and Duties of the Vice President.* The Board of Directors shall appoint a Vice President and may appoint more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 5. *Secretary.* The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the members and of the directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

SECTION 6. *Treasurer.* The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests, an

account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board or Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

SECTION 7. *Assistant Secretary.* The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board or Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

SECTION 8. *Assistant Treasurer.* The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

ARTICLE V

Corporate Seal

SECTION 1. *Seal.* In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or of an Assistant Secretary of the Corporation nominated by the Secretary.

ARTICLE VI

Bank Accounts and Loans

SECTION 1. *Bank Accounts.* Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

SECTION 2. *Loans.* Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to reply upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE VII

Shows or Sales

SECTION 1. *Shows or Sales.* Only members in good standing may sell or show animals at any Corporation sponsored show or sale. Any member not in good standing must have the specific approval of the Board of Directors before selling or showing animals at any Corporation sponsored show or sale. All livestock and participants must fully meet the rules and regulations approved by the Board of Directors for any specified show or sale.

ARTICLE VIII

Miscellaneous Provisions

SECTION 1. *Fiscal Year.* The fiscal year of the Corporation shall end on the last day of December.

SECTION 2. *Notices.* Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or member it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each member officer or director at such address as appears on the books of the Corporation, or in default of any other address, to such director, officer or member at the general post office in the City of Oakland, Maryland, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any member, director or officer may waive any notice required to be given under these By-Laws.

ARTICLE IX

Amendments

SECTION 1. *Amendment of By-Laws.* Proposed amendments to these by-laws must be mailed to be general membership thirty (30) days prior to the membership meeting in which action is to be taken. The by-laws may be altered or amended by a two-thirds vote of the members present and constituting a quorum.

ARTICLE X

Indemnification

SECTION 1. *Definitions.* As used in this Article X, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. *Indemnification of Directors and Officers.* The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. *Indemnification of Employees and Agents.* With respect to an employee or agent, other than a director or officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.