

**BY-LAWS
OF
AUGUSTA AGRICULTURAL - INDUSTRIAL EXPOSITION, INC.**

ARTICLE I

PLACE OF BUSINESS

This Corporation, incorporated under the non-stock provisions of the Code of Virginia, Chapter 2, of Title 13.1, shall have its principal office located in August County, Virginia.

ARTICLE II

OBJECTIVES

This Corporation is formed with the following stated objectives:

1. To provide facilities for the exhibit of agricultural and industrial products produced and developed in this area.
2. To educate the general public with respect to new developments and opportunities available in the agricultural and industrial fields throughout this general area.
3. To provide facilities and/or sponsor events for entertainment purposes.

ARTICLE III

MEMBERSHIP

1. **ELIGIBILITY:** Any individual or entity who shall make annual contributions to the Corporation as hereinafter specified, shall be deemed a member and shall be entitled to one vote at the annual, and any special meets of the membership.
Business Membership: \$25.00
Civic or Club Membership: \$10.00
Individual Membership: \$10.00
2. **TERMINATION:** Membership shall be transferred upon the death of said member to his or her remaining spouse or, in the absence of such spouse, shall be terminated. Membership shall also be terminated upon the request of said member, presented in writing to the Board of Directors.
3. **Terms of Membership:** The following Terms of Membership Agreement shall be included on the Membership Application and must be accepted by the member:
On becoming a member of Augusta Agricultural-Industrial Exposition, Inc. I swear or affirm to uphold the interests of the Corporation and to terminate my membership or not participate in any matter pending before the Membership if my interest with any other organization, business or individual may cause my vote to be in support of said organization, business or individual and not in the interest of Corporation.

ARTICLE IV

MEETINGS

1. **ANNUAL MEETING:** The annual meeting of this Corporation shall be held either in the month of March, April, or May each year, at a time and place designated by the Board of Directors, for the purpose of electing Directors and transacting any other business as may lawfully come before the meeting.
2. **SPECIAL MEETINGS:** The President, acting for the Board of Directors may call Special meetings. Ten (10) percent of the members may file a petition with the Board of Directors, stating their specific business, and demand a special meeting at any time.

3. **NOTICE OF MEETINGS:** A notice of all membership meetings, setting forth the date, time, place and purpose of the meeting, shall be mailed to each member at least ten (10) days prior to the meeting.
4. **QUORUM:** At any meeting of the Board of Directors, the presence of a majority of Directors shall constitute a quorum. At any membership meeting of the Corporation, ten (10) percent of the members, either present or represented by a ballot, shall constitute a quorum.
5. The Rules contained in the most recent edition of Robert's Rules of Order shall govern all meetings in all cases not addressed in these By-Laws.

ARTICLE V

DIRECTORS AND OFFICERS

1. **MEMBERS:** The affairs of this Corporation shall be managed, conducted and controlled by a Board of Directors composed of not less than twelve (12) elected members, or more than sixteen (16) elected members who have been members for at least six (6) months prior to his/her election, and a Secretary and Treasurer which may be elected by the Board from within, or outside, its membership.
2. **TERMS:** All Directors shall serve for a term of three (3) years, or until their successors have been duly elected or appointed. Vacancies on the Board of Directors may be filled for the unexpired term or terms by appointment of the Board of Directors. Past Board Presidents shall serve as Advisors to the Board.
3. **ELECTIONS:** The Directors shall be elected at the annual meeting of the Corporation. The nominees receiving the largest number of votes, cast by members present and mailed-in ballots, shall be declared elected Directors for a three (3) year term. Mail-in ballots must be received in the Corporation Business Office by 4:30 PM, twenty-four (24) hours prior to the annual membership meeting.
 - A. **TERMINATION OF DIRECTORS:** A Director may be relieved of his/her position without cause upon unexcused absence from three (3) successive regular Board meetings. The Executive Committee shall determine whether or not an absence is excused or unexcused. This termination shall be automatic, subject to ten (10) days written notice prior to the third meeting in question. Notice shall be the responsibility of the Secretary of the Corporation.
 - B. **REMOVAL FOR CAUSE:** A Director may be removed by the Board upon secret ballot by an affirmative vote of three-fourths (¾) of the members of the Board present at any regularly scheduled meeting. At least twenty-one (21) days written notice of such anticipated action shall be give said member prior to said meeting. This notice shall contain a statement of cause. This notice shall be the responsibility of the Secretary of the Corporation.
4. **OFFICERS:** The Board of Directors shall meet immediately following the annual meeting and shall elect a President and Vice-President from amongst themselves, and a Secretary and Treasurer, who may or may not be a member. Such Officers shall hold office for one year, or until their successors are duly elected and qualified.
5. **EXECUTIVE COMMITTEE:** An Executive Committee of not less than three (3), nor more than five (5), members of the Board shall be appointed by the President. The President and Vice-President shall be members of the Executive Committee. The Committee may function for the Board of Directors.
6. **ADVISORY:** The Board of Directors may designate such persons as they deem necessary to serve in an advisory capacity to the Board of Directors. The individuals so designated shall serve at the discretion of the Board, and meet with the Board, but have no vote on Board activities.
7. **Conflict of Interest Policy-** No member of the Board of Directors , or any of its committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the corporation nor shall they use their position on the Board of Directors, or any of its Committees, to directly benefit any other Board or Organization. Each individual hall disclose to the Board of Directors any personal interest or other board conflict that he or she may have in any matter pending before the Corporation and shall refrain from participation in any decision on such matter.
8. No family member of the board of Directors or Employee may be employed by the Corporation without the approval of the Executive Committee.

ARTICLE VI

DUTIES OF OFFICERS AND DIRECTORS

1. **BOARD OF DIRECTORS:** The Board of Directors shall be responsible for all business of the Corporation and shall determine the business and administration policies for the Corporation.
2. **PRESIDENT:** The President shall preside at all meetings of the Board and Membership, and shall call special meetings, and perform all acts and duties usually required of an Executive and presiding Officer, and have general supervision of the affairs of the Corporation.
3. **VICE-PRESIDENT:** The Vice-President shall exercise all the functions of the President in the absence or disability of the President.
4. **SECRETARY:** The Secretary shall issue all notices of all meetings, shall keep their minutes, and shall make reports and perform such other duties as are incident to this office, or are properly required of the Secretary by the Board of Directors.
5. **TREASURER:** The Treasurer shall have custody of all the funds and securities of the Corporation, shall sign all checks, drafts, notes and orders for payment of money under the direction of the President, and shall perform such other duties as may be required by law, these by-laws, or the Board of Directors.

ARTICLE VII

FINANCIAL STATEMENT

1. **AUDITS:** At least once a year, the Board of Directors shall require an audit of the books and accounts of the Corporation in compliance with the law and code covering non-stock, non-profit Corporations.

ARTICLE VIII

DISSOLUTION

1. **AMENDMENTS:** These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the members present or represented by ballot, at any annual membership meeting when the proposed amendment has been sent out and the notice of such meeting or at any special membership meetings.