

BY-LAWS
OF THE
WATTSBURG AGRICULTURAL SOCIETY, INC.

ARTICLE I

OFFICES AND FISCAL YEAR

Section 1.01. Registered Office. The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 13993 Rt. 89, Wattsburg, PA 16442, until otherwise established by a vote of a majority of the Board of Directors in office (the "Board"), and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of the corporation.

Section 1.02. Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of November in each year.

ARTICLE II

MEMBERS

Section 2.01. Membership. Any adult individual shall be entitled to be a Member of the Corporation and shall become a Member upon the payment of a Thirty Dollar [\$30.00] membership fee to the Corporation.

Section 2.02. Meeting of Members.

- a. The Annual Meeting of Members shall be held during the month of November at such time and place selected by the Board of Directors and designated in the Notice of Meeting, for the purpose of electing Directors, passing on reports for the previous year and transacting such other business as may come before the meeting.
- b. Special Meetings of Members may be called by resolution of the Board or by a petition of ten percent [10%] or more of the Members, and shall become the duty of the Secretary to cause notice of such meeting to be given with time and place designated pursuant to these By-Laws.
- c. Notice of Annual and Special Meetings of the Members shall be delivered to all Members at least ten [10] days prior to the proposed date of such meeting. Such notices shall be deemed delivered when deposited in the U. S. Mail, addressed to Members as their addresses shall appear in the Records of the Corporation. Failure of any Member to receive notice of an Annual or Special Meeting shall not, in itself, invalidate any action which may be taken at such meeting.
- d. A Quorum at any Annual or Special Meeting of the Members shall consist of at least twenty [20] members present at such meeting. In the absence of a Quorum, a majority of those present may adjourn the meeting from time to time without further notice to the Members.

- e. The Rules of Procedure and Order of Business at all Annual and Special Meetings of the Members shall be governed by Roberts Rules of Order, as recognized by the Board of Directors. However, failure to strictly adhere to such rules shall not, in itself, invalidate any action taken at any meeting of the Members.
- f. Ability to Vote “In order for a member to cast a vote during any annual or special meeting of the membership, that member must have been a Member of the Corporation for at least 30 days prior to the date of the annual or special meeting of the membership at which the member wishes to cast a vote.”
- g. Virtual and Telecommunications Any director that is within good standing of the Board of Directors is permitted to attend any regular, special, or annual meeting via phone or other form of telecommunication to include “Facetime, Zoom, Skype and etc.”

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. Powers. The Board shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the Board.

Section 3.02. Qualifications and Selection. Each director of the corporation shall be 21 years or older but need not be a resident of Pennsylvania. In the case of any vacancy, replacement Directors shall be selected by the Board of Directors at any regular Board of Directors meeting, or any special meeting of the Board of Directors which may be called for the purpose of filling such vacancies. Any Director so selected as a replacement Director by the Board of Directors shall serve in that capacity only until the next membership meeting, then the position will be filled by vote by the membership until the end of the vacant term.

Section 3.03. Number and Term of Office. The Board shall consist of Fifteen [15] Directors. Each Director shall hold office for Three [3] years and until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal. The terms of Directors shall be staggered with three to five [3-5] Directors being elected each year.

Section 3.04. Organization. At every meeting of the Board, the chairman of the board, if there be one, or, in the case of a vacancy in the office or absence of the chairman of the board, one of the following officers present in the order stated: the vice chairman of the Board, if there be one, the president, the vice presidents in their order of rank and seniority, or a chairman chosen by a majority of the Directors present shall preside, and the secretary, or, in his absence, an assistant secretary, or in the absence of the secretary and the assistant secretaries, any person appointed by the chairman of the meeting, shall act as secretary.

Section 3.05. Resignations. Any director of the corporation may resign at any time by giving written notice to the chairman or the secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.06. Vacancies. The Board may declare vacant the office of a director if he is declared of unsound mind by an order of court, or convicted of a felony, or for any other proper cause, or if within 60 days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the board, or if a Director misses Three [3] meetings during any one fiscal year and does not call in sick.

Section 3.07. Place of Meeting. Meetings of the Board may be held at such place within or without Pennsylvania as the Board may from time to time appoint, or as may be designated in the notice of the

meeting. If a meeting is proposed to be held outside Erie County, Pennsylvania, such place of meeting must have been approved by a Quorum of Board Members at a Board meeting held prior to the proposed meeting.

Section 3.08. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after the Annual Meeting, or within one [1] week of the Annual Meeting, for the purpose of electing officers for the coming year. The Officers shall consist of President, First Vice President, Second Vice President, Secretary, and Treasurer. Other Regular meetings of the Board shall be held at least every three [3] months. Such Regular Meetings may be held without notice other than a resolution of the Board fixing the time and the place.

Section 3.09. Special Meetings. Special Meetings of the Board may be called by the President or Secretary or five [5] members of the Board and it shall be the duty of the Secretary to cause notice of such meetings as hereinafter provided.

Section 3.10. Notice of Board Meetings. Notice of all Board Meetings shall be scheduled at the previous board meeting or be delivered personally via phone call, text message or email at least five [5] days before the meeting.

Section 3.11. Quorum, Manner of Acting, and Adjournment. Except as otherwise provided in Section 3.12 of this Article, a majority of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. Except as otherwise specified in the articles or these by-laws or provided by statute, the acts of a majority of the directors' present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the directors' present and voting may adjourn the meeting from time to time without further notice to Board members, until a quorum is present.

Section 3.12. Committees.

- (a) The Board may, by resolution adopted by a majority of the directors in office, establish one or more other committees, each committee to consist of two or more directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member, and the alternate or alternates, if any, designated for such member, or any committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the board shall serve at the pleasure of the board.
- (b) No committee of the Board shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these by-laws or the Nonprofit Corporation Law of 1988 in the Board as such, but any committee of the Board may make recommendations to the Board concerning the exercise of such powers and authority.
- (c) The establishment of any committee of the Board and the delegation thereto of power and authority shall not alone relieve any director of his fiduciary duty to the corporation.
- (d) A majority of the directors in office designated to a committee, or directors designated to replace them as provided in this section, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the directors in office designated to a committee or their replacements shall be the acts of the committee.

- (e) Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board.

Section 3.13. Interested Directors or Officers; Quorum. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest in such organization, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorized the contract or transaction, or solely because his or their votes are counted for such purpose if:

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or,
- (b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board.
- (c) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorized a contract or transaction specified in this section.

Section 3.14. Compensation and Expenses. The Board of Directors of the Corporation may be paid for their expenses, as voted on by the Board of Directors from time to time.

ARTICLE IV

NOTICE; WAIVERS; MEETINGS

Section 4.01 Notice, What Constitutes.

- (a) Whenever written notice is required to be given to any person under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his address supplied by him to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these by -laws.
- (b) When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 4.02. Waivers of Notice.

- (a) Whenever any written notice is required to be given under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by Section 6.06 of these by-laws, neither the business to be transacted at, nor the purpose of a meeting, need be specified in the waiver of notice of such meeting.

- (b) Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.03. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as to not enlarge its original purpose.

ARTICLE V

OFFICERS

Section 5.01. Number, Qualifications and Designation. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of Section 5.02 of this Article. Officers must be directors of the corporation. All Officers of the Corporation shall be any person that is 21 years of age or older.

Section 5.02. Election and Term of Office. The officers of the corporation, except those elected by delegated authority pursuant to Section 5.03 of this Article, shall be elected annually by the Board, and each such officer shall hold his office until the next annual organizational meeting of the Board and until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal.

Section 5.03. Subordinate Officers, Committees and Agents. The Board may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as provided in these by-laws, or as the Board may from time to time determine.

Section 5.04. Resignations. Any officer or agent may resign at any time by giving written notice to the Board, or to the president or the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board, by the officer or committee to which the power to fill such office has been delegated pursuant to Section 5.03 of this Article, as the case may be, and if the office is one for which these by-laws prescribe a term, shall be filled for the unexpired portion of the term.

Section 5.06. General Powers. All officers of the corporation, as between themselves and the corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolutions or orders of the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these by-laws.

Section 5.07. The President. The president shall be the chief executive officer of the corporation and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the Board. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these by-laws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to him by the Board.

Section 5.8. The Vice Presidents. The vice presidents shall perform the duties of the president in his absence and such other duties as may from time to time be assigned to them by the Board or the president.

Section 5.9. The Secretary. The secretary or an assistant secretary shall attend all meetings of the Board and of the General Membership, and shall record all votes and the minutes of such meetings, and of committees of the Board, in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him by the Board or the president.

Section 5.10. The Treasurer. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the corporation and shall keep a separate Corporation bank account of the same; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his custody as treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an account showing his transactions as treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned to him by the Board or the president.

Section 5.11. Officers' and Agents' Bonds.

- (a) Any officer or agent of the Corporation shall give a bond for the faithful discharge of his duties in such sum, if any, and with such surety or sureties as the Board shall require.
- (b) The Treasurer shall procure a Bond, for his faithful performance, within thirty [30] days of taking office each year, in an amount and with such financial institution as the Board may direct. The Corporation shall pay the costs of such Treasurer's bond and may pay the costs of such other bonds required by the Board pursuant to this section.

ARTICLE VI

LIMITATION ON PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES.

Section 6.01. Limitation of Personal Liability of Directors. A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action unless:

- (a) The director has breached or failed to perform the duties of his or her office as defined in Section 6.02 below; and,
- (b) The breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 6.02. Standard of Care and Justifiable Reliance.

- (a) A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
- (i) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - (ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;
 - (iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.
- (b) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section 6.03. Indemnification in Third Party Proceedings. The corporation, pursuant to this Article, shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fees and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had not reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or no opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 6.04. Indemnification in Derivative Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership[, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in ,or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Erie County, Pennsylvania or adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 6.05. Mandatory Indemnification. Notwithstanding any contrary provision of the articles of incorporation or these by-laws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 6.03 or Section 6.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6.06. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 6.03 or 6.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

(a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

(b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 6.07. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

Section 6.08. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 6.09. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

Section 6.10. Reliance on Provisions. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VII

"DIRECTOR EMERITUS"

Section 7.01. The Board of Directors may, from time to time, confer the title "Director Emeritus" upon any person or persons who has rendered outstanding service and/or contributions in cash or kind to the Wattsburg Agricultural Society, Inc.

Section 7.02. For consideration, a person must have served in some official capacity for a minimum of fifteen [15] years. This provision may be waived for a person who dies in office without serving the required number of years.

Section 7.03. Members of the Corporation may nominate a person for this Honor by submitting a name along with a list of qualifications to the Board at least thirty [30] days prior to the Annual Meeting.

Section 7.04. The Board will, after deliberation and consultation, decide if the name or names submitted shall be presented to the Members for approval at the Annual Meeting.

Section 7.05. Persons who might donate cash or kind for the restoration, remodeling, or construction of new buildings on the Fair Grounds will not of necessity be considered for the Honor unless they have met the requirements set forth in Section 7.02. They may, however, have buildings, streets, lanes or areas named in their honor in the discretion of the Board of Directors.

ARTICLE VIII

MISCELLANEOUS

Section 8.01. Corporate Seal. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the board.

Section 8.02. Checks. All payments by the Corporation shall be by check, and all checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.

Section 8.03 Non-Discrimination Policy The Erie County Fair does not exclude, deny benefits to or otherwise discriminate against any person on the grounds of race, color, national origin, age, sex, religion, or disability in admission to, participation in, or receipt, of the services and benefits of any of its programs and activities or in employment therein, whether carried out by the Erie County Fair directly or through a contractor or any other entity with whom the Erie County Fair arranges to carry out its programs and activities.

Section 8.05. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only upon check signed by such one or more officers or employees as the Board shall from time to time determine.

Section 8.06. Annual Report of the Board. The Board shall direct the president and treasurer to present at the annual meeting of the board a report showing in appropriate detail the following;

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(e) The annual report of the Board shall be filed with the minutes of the annual meeting of the Board.

Section 8.07. Auditors. The Board shall appoint Auditors to report annually on the accounts of the Secretary and the Treasurer.

Section 8.08. Amendment of By-Laws. These by-laws may be amended or repealed, or new by-laws may be adopted, by a vote of two-thirds [2/3] of the Membership of the Corporation present at any regular or special meeting, provided that the proposed changes shall have been mailed to all Members of the Corporation at least ten [10] days prior to the Regular or Special Meeting, and that there is a Quorum present at such meeting. The effective date to any amendments to the By-Laws shall be the date such amendments are approved by the General Membership.

Article IX

Section 9.01. Dissolution Clause

Upon the dissolution of this organization in or the winding up of its affairs in accordance with Pennsylvania law, subject to the discharge of valid obligations of the organization, the organization's assets shall be distributed exclusively to one or more nonprofit organizations to be selected by the Board of Directors and that no member of the Board of Directors has any affiliation with , as long as it then qualifies under the provisions of Section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any future federal tax code, as is selected by the organization's Board of Directors.

These By-Laws Approved and Adopted at the Special Meeting of the Members held on the twelfth day of November 2023.



Victoria Kimmy
Secretary