

**BYLAWS
OF
MAINE ASSOCIATION OF LIVESTOCK EXHIBITORS**

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ARTICLE I - NAME AND PURPOSE

A. NAME AND PURPOSE

The name of this public benefit corporation is Maine Association of Livestock Exhibitors. The corporation may also do internal business as "MALE." The purpose of the public benefit corporation is to help livestock owners exhibit, display, and market livestock; improve the conditions of those engaged in the exhibiting of livestock; and to educate the general public of the connection between farms, rural resources, and livestock. Thus, this corporation will endeavor to offer services to livestock breeders to market and promote the genetic advancement of various breeds of livestock.

ARTICLE II - ADMINISTRATION

A. OFFICES

1. Principal Office

The Corporation shall maintain its principal office at:

9 Harriet Ave.
Windham, Maine 04062

The Board of Directors of the Corporation may establish and maintain other offices and places of business within or outside the State of Maine and may change its principal office at any time as the Board of Directors may decide, from time to time.

2. Registered Office

The registered office of the Corporation in the State of Maine shall be maintained at the Corporation's principal office. The Board of Directors has the authority to change the registered office at any time by resolution of the Board and by directing the officers to make the appropriate filings with the Secretary of State of the state of Maine. The Board of Directors shall designate a registered office in each state in which the Corporation conducts business.

B. REGISTERED AGENT/CLERK

Appointment, Resignation and Removal

The Board of Directors has the authority to designate a Registered Agent for the service of process in each state in which the Corporation conducts business. The Board of Directors has the authority to remove the Registered Agent in any state, including the State of Maine and to appoint a successor as registered agent upon the resignation or removal of the Registered Agent.

C. BOOKS AND RECORDS

1. Required Records

The following records are required to be kept by the Corporation:

- a.** the Articles of Incorporation and any amendments or restatements to the Articles that have been filed at any time, clearly indicating the Articles currently in effect;
- b.** all the Bylaws that have been in effect since the inception of the Corporation, including the dates each were effective, any restatements of or amendments to them, the current Bylaws indicating the date they became effective;
- c.** the minutes of all meetings of the Board of Directors and any of its committees of the Board of Directors and records of all actions taken by the Board of Directors or committees without a meeting;
- d.** all financial records of the Corporation, including banking records and financial statements of the Corporation, tax records, accounting records or other financial documents prepared or kept for the Corporation or sent to Shareholders;
- e.** a list of the names and addresses of its current Directors and Officers and the names of all former Officers and Directors for the Corporation and their dates of service;
- f.** all annual reports filed by the Corporation with the Secretary of state of the State of Maine and of any other state in which the Corporation does business;
- g.** correspondence received or sent by the Corporation; and
- h.** any other records that the Board of Directors, President, Secretary or Clerk deem appropriate.

2. Location of Records

All of the books and records listed above shall be kept at the principal office of the Corporation, however, at the direction of the Board of Directors or the President, certain books and records of the Corporation may be kept by the transfer agent, accountant or counsel for the Corporation. The books and records may be kept in any format (electronic, paper or other) deemed appropriate by the Board of Directors. Any records not kept at the principal office of the Corporation or not kept in paper format must be kept in a place and in a format that allows them to be accessible for review and copying within a reasonable period of time, generally five (5) business days. If the Corporation

keeps any such records in electronic format, they must be backed up so that they could be recovered in the event of loss or damage to the hardware where they are kept.

3. Inspection of Records

The Secretary shall make all of the books and records available for inspection and copying by any Director or any Member during regular business hours. Any Director or Member desiring to review or copy the books and records must provide reasonable notice to the Secretary, so that the Secretary may retrieve any records that are kept elsewhere.

ARTICLE III - BOARD OF DIRECTORS

A. GENERAL POWERS

The business and affairs of the Corporation shall be conducted and managed by the Board of Directors, which shall exercise all of the power of the Corporation. This includes, but is not limited to, the authority to amend, repeal, and enforce such rules and regulations, manage the activities of the Corporation, the fixing and collecting of dues and fees, the expenditure of money, the auditing of books and records, and other details relating to the general purpose of the Corporation. The Board of Directors shall have the authority to hire personnel, enter into agreements and contracts, and conduct other business affairs, which are advantageous to the welfare of the Corporation.

B. NUMBER OF DIRECTORS

The Board of Directors shall consist of between nine (9) and fifteen (15) members. There will be at least one Director from each of the livestock commodities accepted by the Board of Directors. The number of Directors on the Board of Directors may be changed at any time by a vote of the Board of Directors. Any change in the size of the Board of Directors will not affect the tenure of any Director then in office.

C. QUALIFICATIONS OF DIRECTORS

Each Director must be at least 21 years of age and competent to sign contracts. Only Active Members in good standing may be a Director. Directors are not required to be residents of the State of Maine.

D. ELECTION OF DIRECTORS

The Board of Directors shall consist of between nine (9) and fifteen (15) members, with a minimum of three (3) directors being elected each year. Directors shall be nominated by a nomination committee. The general membership will elect Board members at the annual meeting. Only members in good standing shall vote. There is only one (1) vote per membership.

E. COMPENSATION

Generally, Directors shall not receive compensation for serving as a Director of the Corporation; however, this provision does not prevent a Director from receiving compensation for other services the Director provides to the Corporation.

F. REMOVAL OF DIRECTORS

Any Director may resign at any time by giving written notice to the President of the Board of Directors. Any Director may be removed, with or without cause, by the vote of a majority of the Directors present at the meeting, provided a quorum is present and upon a finding by such majority that the best interest of the Corporation will be served thereby.

G. TERM OF OFFICE

A Director, once elected, shall hold office for three (3) years or until his or her successor is elected and qualified or until his or her earlier death, resignation, incapacity or removal. Any duly elected Directors may succeed themselves only once. They shall again become eligible for election to the Board of Directors after one (1) year of absence from the Board. The Director leaving office shall continue to serve as a Director until his or her successor has been elected and qualified, if possible, unless the termination is by death or incapacity. Any action taken by the terminated Director while finishing his or her term shall be valid.

H. VACANCIES

If for any reason a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the size of the Board of Directors, the Directors then in office may continue to act even if the total number of Directors is less than a quorum. It shall be the duty of the Board of Directors to appoint an interim director to fill the vacant position. If the total number of Directors is less than a quorum, a vote to fill a vacancy shall be valid by an affirmative vote of the majority at that meeting. Any Director so elected shall hold office until the election and qualification of a successor.

I. MEETINGS

1. Meetings

Directors shall have two (2) regular meetings each year. Such meetings of the Board may be called by the President or by the request of the majority of the Board. In the absence of a quorum, the Board of Directors may conduct any and all essential business as long as all present are agreeable. One meeting will be in conjunction with the Annual Member Meeting.

2. Annual Member Meeting

The Annual Member Meeting shall be held in conjunction with the Maine Association of Agricultural Fair's Annual Meeting at a time and place designated by the Board of Directors. A quorum for the Annual Member Meeting will consist of the active Members

present and in good standing. Only active Members in good standing and whose membership is paid are entitled to vote at any Member Meeting. There is only one (1) vote per membership and one (1) vote per family membership.

3. Special Member Meetings

Special Member Meetings may be called to provide for any unforeseen or unusual situation if any two (2) Officers agree on the need. A quorum for a Special Meeting will consist of the active Members present and in good standing.

4. Notice and Place of Meetings

Annual, Regular and Special meetings of the Board of Directors shall be held at such time and place as the Directors decide from time to time. The Secretary shall notify the Board of Directors one week in advance of the scheduled meeting date. Such notice may be given by U.S. mail, facsimile machine, electronic mail, or by telephone in the event of a special meeting on an urgent matter. The Directors shall be responsible for providing details and updates of such addresses and phone numbers to the Corporation. If a Director is at a meeting, notice of the meeting shall be considered to have been waived regardless of whether notice was received, and any business may be transacted.

5. Participation by Telephone

Members of the Board of Directors, or any committee of the Board of Directors, may participate in a meeting of the Board of Directors or the committee by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Participation through use of such equipment shall constitute presence in person at a meeting.

J. QUORUM AND VOTING

At all meetings of the Board of Directors, the presence of at least half of Directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, the Board of Directors may conduct any and all essential business as long as **all** directors present are in agreement. Whenever a procedural question arises during the conduct of a meeting, the principles and procedures set forth in *Robert's Rules of Order* shall prevail. The action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors unless the concurrence of a greater percentage is required for such action by law, by the Articles of Incorporation or by these Bylaws.

K. ACTION WITHOUT A MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if consented to in writing by all members of the Board of Directors. The written consent(s) must be filed with the records of the meetings of the Board of Directors.

L. COMMITTEES

1. Committees and Delegations

Committees or delegations may be appointed by the President, Board of Directors, or as a result of an action voted by the Corporation.

2. Proceedings, Quorum and Manner of Acting

Unless otherwise provided by the Board of Directors, each committee may adopt its own rules and regulations governing its proceedings and manner of acting; provided that a quorum shall be not less than a majority of the committee members. Each committee and delegation of more than one member shall elect a chairperson who will report to the President of the Board of Directors when needed and to the Corporation at meetings.

ARTICLE IV - OFFICERS

A. GENERAL

The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, and Treasurer. Assistants and such other officers as may be determined from time to time necessary to efficiently carry out the Corporation's business affairs may be appointed by the Board of Directors. The Directors may appoint additional officers as they see fit in order to carry out efficiently the affairs of the Corporation.

B. ELECTION, TERM OF OFFICE AND QUALIFICATIONS

The Officers of the Corporation shall be elected by the Board of Directors at its first meeting and thereafter annually at the annual meeting of the Board of Directors, or at any subsequent regular or special meeting. The election shall be conducted by the Board in conjunction with the Annual Membership Meeting. Following the election, Officers will immediately take office. The exception is the Secretary and the Treasurer for which there is to a thirty (30) day transition period. Each Officer elected by the Board of Directors shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Any person may hold one or more offices of the Corporation except (i) the President may not hold the office of Vice President, and (ii) a person who holds more than one office may not act in more than one capacity to execute, acknowledge or verify an instrument required by law to be executed, verified or acknowledged by more than one Officer.

C. PRESIDENT

The President shall preside at all meetings and shall perform such other duties as are usual to the office. The President shall appoint such committees and delegations as may be necessary to carry out the activities of the Corporation and shall in each case be an ex-officio member thereof. If the President is absent from a meeting, the Vice President will stand in his/her stead.

D. VICE PRESIDENT

The Vice President shall preside at meetings in the absences of the President. S/He shall endeavor to keep her/himself advised of the status of the Corporation activities to the extent that s/he could assume the office of President with a minimum of difficulty in the event of illness or disability of the President. S/he shall serve as Chairperson of the Nomination Committee.

E. TREASURER

The Treasurer shall issue notices of receivables and payables and be responsible for the collection thereof; keep complete financial records of the Corporation; disburse authorized funds; and shall report the financial condition of the Corporation at each meeting. The Board of Directors shall go over the Treasurer's books at the end of each year.

F. SECRETARY

The Secretary shall report at meetings all such matters that may be of interest to the membership and be responsible for the following:

- a. maintaining minute books, stock ledgers, the corporate seal, corporate records and other documents for the Corporation, provided, those records may be kept physically by any duly appointed counsel or transfer agent for the Corporation;
- b. taking and keeping the minutes of the meetings of the Board of Directors;
- c. authenticating records of the Corporation;
- d. sending notice of all meetings of the Directors or any committees of the Corporation when so directed by the appropriate Officer or the Board of Directors as the case may be; and
- e. serving as Secretary at, and recording all proceedings of, any meetings of the Board of Directors or any committee.

G. RESIGNATION

Any Officer may resign his or her office at any time by delivering a written resignation to the Board of Directors, the President, or the Secretary. Unless the resignation specifies otherwise, it shall take effect upon delivery.

H. REMOVAL

Any Officer may be removed from office whenever it is in the best interest of the Corporation in the judgment of the Board of Directors. An Officer shall be removed by vote of two-thirds of the Board of Directors at a regular or special meeting of the Board of Directors called for such purpose as long as a quorum of the Board is present.

I. VACANCIES AND NEWLY CREATED OFFICES

If a vacancy occurs in any office by reason of death, resignation, removal, disqualification or other cause, or if any new office shall be created, such vacancies or newly created offices may be filled by the Board of Directors at any regular or special meeting.

ARTICLE V - MEMBERS

A. MEMBERSHIP

Individual Members shall be those individuals who are active owners, breeders, or exhibitors of livestock or are involved in exhibition of livestock.

Family Membership shall be head of household and his or her spouse and dependents (defined as anyone who qualifies as an income tax dependent) who are active owners, breeders, or exhibitors of livestock or are involved in exhibition of livestock.

Officers and Directors shall have the power to issue memberships, collect dues, and appoint a Fair representative with these powers as needed.

B. DUES

The Board of Directors shall determine the dues for the individual and family members. Dues are payable before participation in an exhibit or display. Dues are set annually by the Board of Directors. Dues paying Members will be covered by limited liability insurance while exhibiting livestock in Maine. Coverage and limits will be determined by the policy in effect.

C. REMOVAL FROM MEMBERSHIP

Any Member who is six (6) months or more in arrears in payment of dues will be dropped from membership. Any members whose conduct is considered detrimental to the best interests of the Corporation may be dropped from membership by a two-thirds vote of the Board of Directors at any Board meeting provided a quorum of the Board members are present. Any member may be removed from membership at his or her own request at any time.

**ARTICLE VI -
INDEMNIFICATION, INUREMENT AND COMPENSATION**

A. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Any person who is or was 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, by reason of the fact that such person is or was at any time since the inception of the Corporation a Director, Officer, or employee of the Corporation, or is or was at any time since the inception of the Corporation serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against any judgment, penalty, fine, settlement or reasonable

expense incurred to the extent authorized and in the manner provided by the Maine Nonprofit Corporation Act.

B. INUREMENT AND COMPENSATION

No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any Member, Officer, or any other private individual. Except for, in the event of dissolution of this association, all assets remaining after payment of all legal obligations shall be distributed by the Officers or upon application to the Officers by a court of competent jurisdiction exclusively to an organization or organizations which would then qualify as exempt under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, but preferable to an organization or organizations qualified as aforesaid serving educational purposes in Maine.

Any Member or Officer may receive reasonable compensation for an appropriate service to or for the Corporation, provided that a request for compensation is made to and receipts provided to the Treasurer, as approved by the Board. Any Officer or Director shall abstain from voting on his/her own request for compensation.

**ARTICLE VII -
MISCELLANEOUS**

A. FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

B. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by vote of the majority of the Board of Directors present during a Board meeting. Written notice of revisions must be made prior to the meeting.

The undersigned Registered Agent hereby certifies that these Bylaws were duly adopted by the Board of Directors as of the 26th day of April 2007.

Kathy Haskell, Registered Agent