

## LEGISLATIVE BILL 671

Approved by the Governor May 15, 1995

Introduced by Vrtiska, 1; Schellpeper, 18

AN ACT relating to agriculture; to provide for the renewal, restoration, or revival of county agricultural societies as prescribed; and to declare an emergency.

Be it enacted by the people of the State of Nebraska,

Section 1. Any county agricultural society operating or organized under Chapter 2, article 2, which has become inoperative because of neglect in the discharge of its duties devolved upon it by law, or for any other reason, may at any time procure an extension, restoration, renewal, or revival of its corporate existence, together with all the rights, franchises, privileges, and immunities and subject to all of its duties, debts, and liabilities which had been secured or imposed by its original articles of incorporation and its amendments, by filing with the Secretary of State a certificate of its last acting president and secretary or treasurer or other officers to be elected as provided in sections 5 and 6 of this act.

Sec. 2. The certificate filed pursuant to section 1 of this act shall set forth (1) the name of the county agricultural society, which name shall be the existing name of the society or the name it bore when its corporate existence expired, except as otherwise provided in sections 1 to 7 of this act, (2) the street address of the initial registered office and the name and street address of the initial registered agent, which street address shall be identical, (3) whether the renewal, restoration, or revival is to be perpetual and if not the time for which the renewal, restoration, or revival is to continue, (4) that the society desiring to be renewed or revived and so renewing or reviving its corporate existence was duly organized under the laws of the State of Nebraska, and (5) the date when the society became inoperative and that this certificate for renewal or revival is filed by authority of those who were directors or managers of the society at the time its corporate existence expired or who were elected directors or officers of the society as provided in sections 5 and 6 of this act. A copy of the certificate, certified by the Secretary of State, shall be recorded in the office of the clerk in and for the county in which the original articles of incorporation of the society are recorded. Upon filing and recording the original of the certificate of revival in the office of the Secretary of State, the society shall be renewed and revived with the same force and effect as if its corporate existence had not become inoperative.

Sec. 3. The reinstatement of a county agricultural society shall validate all contracts, acts, matters, and things made, done, and performed within the scope of its articles of incorporation, its officers, and its agents during the time when the corporate existence was inoperative with the same force and effect and to all intents and purposes as if the corporate existence had at all times remained in full force and effect. All real and personal property, rights, and credits which were of the county agricultural society at the time its corporate existence became inoperative and which were not disposed of prior to the time of the revival or renewal shall be vested in the society, after the revival and renewal, as fully and completely as they were held by the society at and before the time its corporate existence became inoperative. The corporation, after such renewal and revival, shall be as exclusively liable for all contracts, acts, matters, and things made, done, or performed in its name and on its behalf by its officers and agents prior to the reinstatement as if its corporate existence had at all times remained in full force and effect.

Sec. 4. If, since the corporate existence of a county agricultural society became inoperative, any other county agricultural society organized under the laws of the State of Nebraska adopted the same name as the society sought to be renewed or revived or shall have adopted a name so nearly similar to it as not to distinguish it from the society renewed or revived under the provisions of sections 1 to 7 of this act, then, in such case, the renewed or revived society shall not be renewed under the same name which it bore when its corporate existence became inoperative, but shall adopt and be renewed under a new name which, under existing law, could be adopted by a society formed and organized under the provisions of Chapter 2, article 2, and in such case the certificate to be filed under section 8 of this act shall set forth the name borne by such society at the time its existence became inoperative and the new name under which the society is to be renewed or revived.

Sec. 5. If the last president and secretary or treasurer, or the officers performing the functions of the offices, or any of them, of the county agricultural society renewing or reviving its corporate existence are dead at the time of the renewal or refuse or neglect to act pursuant to section 1 of this act, the directors of the society or the successors of them, if not less than two, may elect a successor to the officer or officers who are dead or who refuse or neglect to act pursuant to section 1 of this act. In any case where there are less than two directors of the society living or if any of them refuse or neglect to act for the purpose of renewing or reviving the corporate existence, the members of the society may elect as many directors as necessary, together with the surviving director who is ready and willing to act, to constitute a board of three directors, and the board may elect successors to the deceased or the refusing or neglectful officers.

Sec. 6. A meeting of the directors of the county agricultural society or their successors or of the board as elected wholly or partly by the members as provided in sections 1 to 7 of this act may be called by the president or any director upon ten days' written notice delivered personally or mailed to the last-known post office address of every other director. A meeting of the members for the purpose of electing directors may be called by the president or by any member upon ten days' written notice delivered or mailed to the last-known post office address of every other member. The president and secretary or treasurer, or the officers performing the functions of the president and secretary or treasurer elected, may take all steps and do all things necessary and proper to be done for the renewal or revival of the existence of the society with the same validity as if performed and done by the last president and secretary or treasurer, or the officers performing the functions of such offices of the society.

Sec. 7. After a renewal or revival of the existence of the county agricultural society is effected, the then president shall immediately call a meeting of the members of the society who are entitled to vote upon such notice as is required by the articles of incorporation for a regular meeting thereof, and at such meeting the members shall elect a full board of directors, which board shall then elect such officers as are provided by law, by the articles of incorporation, or the bylaws to conduct and carry on the business and affairs of the society.

Sec. 8. The certificate for the renewal and continuance of the existence of a county agricultural society shall be filed in the office of the Secretary of State, who shall furnish a certified copy of the certificate under his or her hand and seal of office. The certified copy shall be recorded in the office of the clerk of the county in which the principal office of the society is located in this state in a book kept for the purpose. The certificate or a certified copy of the certificate duly certified under the hand of the Secretary of State and his or her seal of office, accompanied with the certificate of the clerk of the county where it is recorded under the clerk's hand and seal of his or her office, stating that it had been recorded, the record of the same in the office of the clerk, or a copy of such record duly certified by the clerk, or the record of such certified copy, recorded in the county clerk's office, is evidence in all courts of law and equity of this state.

Sec. 9. A county agricultural society renewing, extending, and continuing its corporate existence shall, upon complying with sections 1 to 8 of this act, be a corporation and continue its existence for the time stated in its certificate of renewal and shall, in addition to the rights, privileges, and immunities conferred by its original articles of incorporation, possess and enjoy all of the benefits of the laws of this state which are applicable to the nature of its business and shall be subject to the restrictions and liabilities imposed on such societies by the laws of this state.

Sec. 10. Since an emergency exists, this act takes effect when passed and approved according to law.