

By-Laws

ARTICLE I

TITLE

SECTION 1. Originally approved on February 1, 1868 and amended by the Membership of the Society on November 7, 1998 and again on November 3rd, 2018 in compliance with the New Rules of the Ohio Department of Agriculture effective January 30, 1956.

ARTICLE II

OBJECT

SECTION 1. The Society will maintain relationships with agricultural associations and education groups such as but not limited to: Farm Bureau, Grange, Ohio State University Extension, 4-H clubs, and FFA chapters. The Society will also encourage local floral and horticulture clubs and local businesses associated with agriculture to participate in the annual fair.

ARTICLE III

MEMBERSHIP

SECTION 1. Memberships will be on sale for at least twenty hours each week at a place specified by the Society. Notice of days, hours, and places where memberships can be purchased shall be announced in the annual premium list and on the fair website and electronic board twice during the period of sale. Notice will be given once when memberships go on sale and again no sooner than twenty-one days and no less than seven days before the sale is terminated. Notice is required to be published in the local newspaper.

SECTION 2. Only those persons whose names appear on the membership certificate shall be considered members of the Fairfield County Agricultural Society and have a right to vote at the annual meeting.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. Any vacancy caused by death, resignation, removal from office, or other causes may be filled by the Board of Directors until the next annual election when a Director shall be elected to fill the unexpired term. The open position will be posted on the website and announced by a letter to eligible members who live within the area to be represented within 30 days. Interested applicants must submit a letter of interest and attend the next Board meeting for an opportunity to do a presentation on their interest and qualifications. The Board must vote on a replacement by the second regularly scheduled board meeting after an opening is determined. Said appointments shall be by a majority vote of the Board of Directors at a regular meeting where a quorum is in attendance.

SECTION 2. Any Director who is absent from three consecutive regular meetings, or who fails to meet required obligations, or who openly or actively works in any manner detrimental to the best interest of the Society may have his or her office declared vacant by a majority vote of the Board of Directors.

SECTION 3. Any Director serving on the board must have completed two years of membership in the Fairfield County Agricultural Society prior to election to the board. They must have served on the Board for two years prior to being elected to an office.

SECTION 4. Board members newly elected in their new term shall submit to a FBI/BCI background check with-in 30 days of election to be paid for by the Fairfield County Agriculture Society.

ARTICLE V ELECTION

SECTION 1. Members wishing to file for a Directorship will be furnished a blank petition and given access to the correct membership list by the Secretary of the Society. The membership list shall be on file at the office of the Society and available upon request of any member of the society within 2 days from the last day of sale of membership.

SECTION 2. The secretary of the society shall give notice of the election, for three weeks prior to the holding thereof, in a newspaper of general circulation in the county of as provided in section 1711.02 of the Ohio Revised Code, or by letter mailed to each member of the society.

SECTION 3. The Secretary of the society must send the name and address of each member of its board to the director of agriculture within 10 days after election.

SECTION 4. The president must appoint three judges and two clerks. The election judges and clerks shall remain impartial and avoid any conflicts of interest while conducting and declaring the results of the election of directors. The officials may be members of the society. The election judges and clerks must not be candidates for election.

SECTION 5. Candidates may witness the count either personally or by proxy.

SECTION 6. Ballots must be marked in pen with an "X" opposite the name of each candidate voted for. If there are any amendments the yes or no vote must be marked in pen with and "X" as well; otherwise, the vote shall not be counted.

SECTION 7. The Fairfield County Agricultural Society must follow all laws as listed in ORC 901-5-04 (declaration of candidacy for society directors) and ORC 901-5-05 (terms of office for society directors and officers and conduct of election).

ARTICLE VI ANNUAL MEETING

SECTION 1. At this meeting the Officers and Directors of the Society must make reports to the membership of the Society concerning the past fair and make recommendations for the betterment of future fairs.

SECTION 2. The membership shall be given the opportunity to make suggestions and recommendations for the improvement of the Society and its fair. Such other business may be presented and may be prescribed by this constitution or by the Board of Directors may deem as proper.

ARTICLE VII ORGANIZATION AND MEETINGS

SECTION 1. For the purpose of transaction of business a majority of the Board shall constitute a quorum.

SECTION 2. It is the duty of the President to preside at all meetings of the Board and Society, using Robert's Rules of Order using authority that is in the best interest of the society. The

President does not have power to make decisions for the Society without meeting with the Executive Committee and approval of the board of directors.

SECTION 3. It shall be the duty of the First Vice-President to assume all the duties of the President in the absence of or vacancy of the office of President, serve on the executive committee and will be involved in decisions necessary for the success of the Fair.

SECTION 4. It shall be the duty of the Second Vice-President to assume all the duties of the President in the absence of or vacancy of the office of President or first vice-president, serve on the executive committee and will be involved in decisions necessary for the success of the Fair.

SECTION 5. In the absence of the President, First Vice-President and Second Vice-President or if a vacancy occurs the Board of Directors can elect a chair to preside over the deliberation of the Board and Society.

SECTION 6. It shall be the duty of the Secretary to keep a list of all members of the Fairfield County Agricultural Society, collect monies from all sources and submit a detailed report along with monies to the Treasurer on a daily basis. The Secretary will record all minutes of the Board and Society meetings and publish the minutes of each meeting. The Secretary will report to the Board of Directors a summary of activities at each regular board meeting along with minutes. The Secretary must be bonded in such amount as the Board of Directors may determine. Other duties maybe assigned by the board of directors.

SECTION 7. The Treasurer must collect and keep all the funds and revenues of the Society that may accrue during term of office and periodically report same to the Secretary as collected; to pay no money from the treasury of the Society unless approved by the Finance and Auditing Committee or so ordered by the Board of Directors at its annual organization meeting and to perform such duties as required by law or regulations of the Department of Agriculture, or assigned by the Board of Directors. The Treasurer must be bonded in such amount as the Board of Directors may determine. Other duties maybe assigned by the board of directors.

SECTION 8. Officers of the Board must be elected the first meeting of the year following the annual meeting on the first Saturday of November. Meeting to begin at 2 p.m.

SECTION 9. President must serve no more than two consecutive terms in the leadership position.

SECTION 10. The Order of business for each meeting shall be Roll Call, Public Participation, Reading and Approval or Adaption of Minutes, Treasurer's Report, Committee Reports, Officer Reports, Unfinished Business, New Business, Adjournment.

SECTION 11. Notice of Special meetings of the Board of Directors shall be sent to each Director by mail, e-mail, or telephone at least five days before the meeting. Notice need not specify the purpose of the meeting.

SECTION 12. The Executive Committee shall be the President, Vice-President, Second Vice-President, Past President, Treasurer and Secretary shall serve as the Executive Committee to act on behalf of the board between meeting with power to discharge the duties of the Board of Directors but not incur debts or take action that conflicts with actions taken by the Board of Directors. This group will report to the Board of Directors at the next regular meeting.

SECTION 13. The President can appoint temporary committees as needed for the Society to report back with information only. The standing committees are to be appointed by the executive committee for the year.

SECTION 14. Finance and Auditing Committee- the Executive Committee will appoint three Directors as members of the Finance and Auditing Committee. It shall be the duty of the Finance and Auditing to periodically inspect and audit the accounts and books of the Secretary and Treasurer and to report its findings to the Board of Directors. Said committee shall cause an abstract of the Treasurer's report showing the Society's receipts and expenditures to be published annually in a newspaper of the County and to submit to the Director of Agriculture a synopsis of awards as prescribed in Section 1711.05, Ohio Revised Code.

SECTION 15. Grounds Committee- the Executive committee will appoint no less than three Directors as members of the Grounds Committee. It shall be the duty of the Grounds Committee to periodically inspect the buildings and grounds of the Society and to report its findings to the board and to perform such other duties as may be assigned by the board. Inspections and finding shall in be cooperation with the grounds superintendent.

SECTION 16. Fair Manager- the Board of Directors may annually provide by resolution for the creation of position of Fair Manager. The Board of Directors will elect the Fair Manager and that person may or may not be a Director of the Board and must be a member of the Fairfield Agriculture Society. The Board of Directors will set duties, powers, and salary annually. The Fair Manager will report to the Board of Directors at each monthly meeting of all activity. Fair manager may not enter into contracts with-out prior board of director's approval.

SECTION 17. The Bboard of Directors will be governed in addition by the director's handbook annual approved by the board.

ARTICLE VIII **AMENDMENTS**

SECTION 1. Amendments to the Society By-Laws shall be the responsibility of the Board of Directors to adopt and will reflect any necessary changes needed to operate the Society or Constitutional changes duly voted on and approved by the entire membership of the Society.

ARTICLE IX **COMPENSATION**

SECTION 1. Directors- No Director hereof, shall be employed or compensated by the Society for any services rendered except that the Board of Directors may provide by resolution for compensation Directors as follows:

A. An amount not exceeding \$25.00 plus reimbursement on a per mile basis from the Director's residence to the meeting place of the Board of Directors and return for attending up to twelve meetings of said Board, each calendar year. The reimbursement per mile shall not exceed the

amount received by Ohio Department of Agriculture employees while driving their own vehicles on official business.

B. The actual and necessary expenses of any Director, and duly authorized representative of the Board attending state convention of Agricultural Societies, the annual meeting required by Section 901.06, Ohio Revised Code, and any other event designated as being directly beneficial to the Society and authorized by the Board;

C. For meals purchased during the week of the Society's fair by Directors and officers of the Society judges and spouses of directors.

D. The Society will pay no funds for the individual benefit of any Director, Officer, or any other person as a share, gift, or dividend.

E. Payment for services or labor during the annual fair unless prior approval is given by the board of directors.

ARTICLE X

FAIR DATES & DUTIES OF THE BOARD OF DIRECTORS

In addition to those duties heretofore provided, the Board of Directors shall have the following powers and duties:

SECTION 1. Approval of Contracts- The Board shall approve all contracts before said contracts shall become binding upon the Society.

SECTION 2. Employees- The Board shall employ, prescribe the duties of, fix the compensation of and terminate the employment of all employees of the Society.

SECTION 3. Rules and Regulations- the Board shall have the authority to make all rules and regulations deemed necessary to govern the affairs of the Society.

SECTION 4. Premium List, Publication, Approval- The Board shall have the power to establish and amend the premium list for the betterment of the Society and shall cause a list of such premiums to be published at least sixty days before the opening date of the annual fair. Said published list of premiums shall include the rules and regulations governing exhibitors and the constitution and by-laws of the Society.

SECTION 5. Date of Fair- The Board shall designate at its reorganization meeting the dates of the annual Fair for the succeeding calendar year.

ARTICLE XI

SEVERABILITY

SECTION 1. The laws of the State of Ohio and the rules of the Ohio Department of Agriculture pertaining to the operation of county agricultural societies will be review upon release and annually by the Executive Committee and the Fair Manager to ensure the society is in compliance with any changes in law or rules enacted by the Ohio Department of Agriculture.