

**Clark County Agricultural Society
Board Policy Section I A.**

CONSTITUTION OF THE CLARK COUNTY AGRICULTURAL SOCIETY

(As adopted and amended at the annual election of the Clark County Agricultural Society on July 26, 2018.)

ARTICLE I: Title

The name of the society shall be "The Clark County Agricultural Society."

ARTICLE II: Purpose

The purpose of this society shall be for the encouragement and improvement of agricultural, industrial, educational and labor interests and enterprises, both youth and adult, and such other activities which, in the opinion of the Board of Directors, will promote general welfare of agriculture and industry within the county. The organization is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section I: The Directors of this society are hereby empowered with the right to purchase, lease, otherwise, all of the real and personal property necessary or convenient for use in connection with and carrying out, the general activities and business heretofore mentioned, or any part thereof, and also charged with the management of, including the right to dispose of the same, all to be in accordance with the laws of Ohio and with the rules and regulations of the State Department of Agriculture in effect at the time

ARTICLE III: Membership

Section I: Any person of legal voting age and a resident of Clark County may become a member of this society by paying the membership fee in effect at the time, as established by the Board of Directors.

Section II: Agricultural Society memberships shall be placed on sale at least two weeks before old memberships expire on January 1 of each year and shall remain on sale at least thirty hours each week at a place specified by the society until five days before the annual fair of the Society, when the society may discontinue the sale. Notice of the days, hours, when memberships can be purchased and the place where they may be purchased shall be announced in the general circulation in Clark County twice during the period of sale - once when they go on sale and again no less than seven days before sale is ended. Membership certificates shall bear dates (day and year membership begins and the day and year membership terminates) denoting period of membership in the society, the name of the society and a place for the signature of the person holding said membership.

Section III: The annual election shall take place at the Clark County Fairgrounds. Only those persons holding membership certificates on the date and hour of the election may vote. Notice of such election must be prominently mentioned in the premium list, in addition to the notice required in newspapers.

ARTICLE IV: Directors

Section I: The Board of Directors shall consist of fifteen members, of which no more than four shall be residents of any one township or political subdivision of Clark County. Said Directors shall be elected for three year terms, one-third of whom shall be elected annually. The first Board of Directors, however, shall be elected one-third for a one-year term, one-third for a two-year term and one-third for a three-year term. Thereafter, the Directors shall be elected in accordance with the above provision. A newly-elected Director of the Clark County Agricultural Society shall not serve in this capacity for more than three consecutive terms (or nine consecutive years) excluding partial terms. Such Directors may be candidates again for election after one-year vacancy from the Board. This amendment is to be effective in the next election year following approval by the Society.

Section II: The County Extension Agent, Agriculture; the County Extension Agent, Home Economics; the County Extension Agent, 4-H Youth Development; the County FFA Chairman; and County and City School Superintendents shall be ex-officio members of the Board of Directors and shall receive all notices mailed to Directors.

Section III: Each duly elected county Commissioner shall by the virtue of the office become an honorary member of the Board of Directors and shall receive all notices mailed to Directors.

Section IV: Ex-officio members, also honorary members, of the Board of Directors may serve on committees but have no voting power.

ARTICLE V: Election

Section I: The annual meeting and election of Directors of the Clark County Agricultural Society shall be held on Friday or the next to last day of fair. Such election will be held at a designated polling place on the Clark County Fairgrounds. Such election shall be by ballot and shall be conducted under the rules set forth by the Clark County Board of Elections. Voting by proxy not permitted.

Section II: Order of business at meetings:
(a) Call to order
(b) Reading of minutes of last meeting
(c) Communications
(d) Report of officers
(e) Report of standing or special committees
(f) Unfinished business
(g) New business
(h) Adjournment

Section III: **Rules of Order--** Meetings of the Society shall be governed by Roberts Rules of Order.

Section IV: **Quorum** - Twenty-five members in good standing of the Society shall constitute a quorum at all meetings of members.

Section V: **Right to vote** - Each member of the Society in good standing, as certified to by the Secretary, shall be entitled to one vote at any and all meetings of the Society.

Section VI: Members in good standing of the Society shall declare their candidacy for office by filing with the Secretary of the Society a petition, signed by ten or more members of the Society who are residents of Clark County, at least seven days before the annual election of directors is held. Only regularly nominated candidates who have met the filing requirements will be eligible for election as director. The filing requirements for the office of director and information as to how these may be fulfilled shall be announced in the annual premium list and, twice in at least one newspaper of general circulation in the county. Said newspaper announcements shall be made no earlier than six weeks and no later than two weeks before the annual election of directors. Blank petitions shall be furnished by the Agricultural Society and shall be obtained from the Secretary of the Society. A current list of membership of the Society shall be posted in a public place and such a list will be available for inspection upon request of any member of the Society.

Section VII: The President shall appoint three judges and two clerks who are members of the Society, but not candidates for election to conduct the election of directors and declare the results thereof.

Section VIII: The terms of office of directors shall begin and expire on the first monthly meeting after the Fair as fixed by the Board of Directors or until their successors are qualified.

ARTICLE VI: The Board of Directors shall be the governing body of this Society.

ARTICLE VII:

Section I: The Board of Directors shall, at the call of the President, anytime after the annual election but not later than November 1 following, meet and elect a President, Vice President, Secretary, Treasurer, and Member at Large. The election of these officers shall be by ballot.

Section II: The President, Vice President, and Treasurer shall be elected to serve a one-year term only, and the Secretary shall be elected to serve at the pleasure of the Directors, but not to exceed three years. All officers may be elected to succeed themselves.

Section III: All officers shall be members of the Society. The President, Vice President and Member at Large shall be Directors. The Secretary and Treasurer may or may not be a Director. The person elected to serve as the Secretary shall not be: 1) The fair manager of the Clark County Fair, 2) an office secretary of the Clark County Fair, 3) or any other employee of the Clark County Fair or Clark County Agricultural Society.

Section IV: All elected Directors shall qualify for such office by taking oath (or affirmation) before a competent authority, or before the President or Vice President of the Society as prescribed by the rules of the State Department of Agriculture.

ARTICLE VIII:

Section I: If by chance or unavoidable circumstances, a Director is prevented from carrying out the duties required of the office by the Board of Directors, or does not attend three consecutive directors meetings, or misses a total of four directors meetings during the year, or for any other reason it shall be the duty of the President to request the resignation, of such Director. Upon receipt of such resignation, they shall proceed to the election of a new Director to fill the unexpired term until the next annual election when a Director shall be elected for any remaining part of the

unexpired term. In the event said resignation is not offered then such Director shall be dismissed from the Board by two thirds vote of those Directors present at such a meeting. In the event a Director submits his or her own resignation the Board may or may not elect to fill the vacant seat until the next annual election is held.

Section II: The Board of Directors shall hold regular board meetings at least bimonthly and on such other dates as deemed advisable by the Board of Directors, in the interest of the Society.

Section III: **Quorum** -- A quorum for the transaction of business at any directors meeting shall consist of a majority of the elected members of such Board.

ARTICLE IX: Duties of Officers

Section I: The President shall preside at all meetings, shall perform all delegated duties and such other duties as are required of such officer by custom or by the Board of Directors.

Section II: The Vice President shall preside at all meetings in the absence of the president and shall perform all duties required of such officer by custom or by the Board of Directors.

Section III: The Secretary shall perform all delegated duties and such other duties as may be required of such an officer by the Ohio Department of Agriculture or by the Board of Directors.

Section IV: The Treasurer shall keep or oversee an itemized and accurate account of all funds of the Society and disburse the same in such a manner as may be directed by the Board of Directors.

Section V: The Secretary and Treasurer, or either of them, shall give bond in such an amount and with such security as the Board of Directors may determine, the cost thereof to be paid by the Society.

Section VI: The Member at Large will serve on the Executive Committee with the President, Vice President, Secretary, and Treasurer.

Section VII: The President of the Society shall authorize the Treasurer to prepare an itemized statement of receipts and expenditures for the year. Said statement is to be signed and sworn to by the President and Secretary and approved by a majority of the Board of Directors. A summary of same shall be published in a newspaper which has general circulation in the county, not later than January 10. Before or during the annual meeting provided for in Section 901.06 of the Revised Code, the Society shall deliver to the Ohio Department of Agriculture (1) a newspaper clipping, properly certified under oath showing publication of summary of the statement of receipts and expenditures (2) a copy of the annual premium list and (3) a report of receipts, disbursements and other information indicated on form provided by the Ohio Department of Agriculture for such report.

ARTICLE X: Special Rules

The rules governing the operation of county agricultural societies published by the Ohio Department of Agriculture are hereby adopted and the Board of Directors, of this Society, are instructed to be governed by them at all times.

ARTICLE XI: Special Meetings of Membership

The President, or the Secretary upon written request of a majority Board of Directors, shall have the right to call a special meeting at any time, upon giving at least fifteen days notice to all members in good standing and the said notice shall set forth the purpose of, and actions proposed to be taken at such special meeting.

ARTICLE XII: Amendments

In amending this constitution, the rule Ohio Department of Agriculture of the governing such amendments shall be followed.

ARTICLE XIII: By-Laws

The Board of Directors is hereby empowered to make and shall publish the necessary by-laws, rules, and regulations which in their opinion, they deem necessary to govern successfully the affairs of this Society.

ARTICLE XIV: Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for public purpose.