

The Delaware County Agricultural Society Constitution

Article I Name

Section 1.0

This corporation shall be known as The Delaware County Agricultural Society (herein after referred to as the Society).

Article II Nature, Authority and Purpose

Section 2.1

The Society is a county agricultural society corporation formed under Chapter 1711 of the Ohio Revised Code. The Society and its Constitution, By-laws and Rules and Regulation are subject thereto and to the laws administered by and rules promulgated by the State of Ohio Department of Agriculture for county agricultural societies.

Section 2.2 Purpose

The purpose of this Society shall be for the improvement of agriculture, domestic industry, public schools, and better acquaintance of our citizenship and for wholesome entertainment.

Section 2.3 Exempt Activities

Notwithstanding any other provision of the By-laws or Constitution, no member, director, officer, employee, or representative of the Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they hereafter may be amended.

Article III District

Section 3.1

The area supporting the Society shall be all of Delaware County.

The Delaware County Agricultural Society Bylaws

Article I Membership

Section 1.1 Membership

The sale of memberships and the issuance of membership certificates in this Society shall be confined to individuals who are residents of Delaware County. A member who ceases to be a resident of Delaware County shall automatically forfeit his membership.

Section 1.2 Sale of Memberships

Society memberships for the following calendar year shall be placed on sale December 1st and shall remain on sale whenever the fair office is open for normal business hours.

Section 1.3 Place and Time of Sale

Days, hours and place where the memberships may be purchased shall be announced in the annual premium list and in at least one newspaper of general circulation in Delaware county at least twice during the period of sale; one when the tickets go on sale and once no less than seven (7) no more than twenty one (21) days prior to the end of the sale.

Section 1.4 Membership Certificates

Membership certificates shall bear dates (day and year membership begins and day and year membership terminates) denoting the period of membership in the Society, the name of the Society and a place for the signature of the person holding said membership. No membership certificate shall be issued to a corporation, organization, partnership or firm. All membership certificates shall be issued in the name of an individual who has paid the required membership fee and only that person whose name appears upon the membership certificate shall be considered a member of the Society and shall have a right to vote at the annual election of Directors of the

Society, and to hold office. A membership in the Society costs \$2.00. Members must be at least sixteen (16) years old on the date of the election to be eligible to vote.

Section 1.5 Memberships Privileges

Members whose name appears on a valid membership certificate shall be entitled to vote and exercise all the privileges of membership in the Society. Membership shall be effective from December 1 through November 30.

Section 1.6 Voting at Annual Election

Voting at the Annual Election will be by ballot, furnished by the Society. Proxies will not be recognized per the Ohio revised code. The polls will be open for not less than four hours between six a.m. and nine p.m. on the day of election as designated by the Board. In advance of the Annual Election, the President will appoint two clerks and four judges who are members of the Society but not candidates of the election to conduct the election of Directors and to declare the results thereof. No other person may appoint or require the appointment of inspectors of election.

Section 1.7 Eligibility

Only those members who have purchased a membership in the Society, at least fifteen (15) days prior to the annual election will be eligible to vote in the annual meeting and election.

Article II Meetings of Members

Section 2.1 Annual Meeting

The Society shall hold an annual meeting by November 30th in conjunction with the annual election of the board of directors. Other business that may properly come before the annual meeting may be conducted therein.

Section 2.2 Notice of Annual Meeting and Election

The board of directors will set the date of each year's annual meeting and election by their May board of directors meeting that year.

- 1) There should be an annual election of directors by ballot at a time and a place fixed by the board. The election shall be held by the fifteenth day of November each year.
- 2) The secretary shall give notice of the election three weeks prior to the election by doing one of the following:
 - a. Publishing the notice in a newspaper of general circulation in the county or as provided in section 7.16 of the Revised Code;
 - b. Mailing the notice to each member of the Society;
 - c. Publishing the notice on the society's website.

Section 2.3

Section 2.3.1 Special meeting

Special meetings of the members of the Society may be called by any of the following:

- (a) The President;
- (b) The Board of Directors; or
- (c) The lesser of 10% of the members or 25 of such members.

The request for special meeting shall be in writing and delivered to the Secretary.

Section 2.3.2 Constitutional and Bylaw changes

Members are prohibited from amending the Constitution or By-laws of the Society at a special meeting of the members. Such amendments must be processed in accordance with Article VII.

Section 2.4 Notice of Special Meeting

Not less than twenty (20) days prior to such special meeting of the members of the Society, the Secretary shall mail to each member in good standing, notice of the time, place and purposes of said meeting.

Section 2.5 Quorum

The presence of eleven (11) members in good standing at any meeting shall constitute a quorum for such meeting.

Article III Directors

Section 3.1 Composition

Section 3.1.2

The Board of Directors shall consist of eighteen (18) directors elected by the members of the Society. Beginning in 2024, elected director positions will decrease from seven (7) to six (6) for the 2023, 2024, and 2025 annual elections of the board of directors. Following the 2025 annual election of the Board of Directors, the board will be maintained at eighteen (18) directors.

Section 3.1.3 Eligibility

Members of the Society must declare their candidacy for the office of director of the Society by obtaining a petition from the Secretary of the Society and filing the petition signed by ten (10) or more members of the Society with the Secretary by 5 p.m. at least seven (7) days before the annual election of directors is held. A member who fails to file such petition is not eligible for election as a director.

Section 3.1.4 Honorary Directors

The board may select honorary directors by a two-thirds favorable vote from candidates selected by the board. Nominations may also be made by members at the annual meeting. Nomination made by members must be approved by at least two-thirds vote of the members present. Honorary Directors have no voting privileges in Board decisions and are entitled to no compensation.

Section 3.1.5 Director's Oath of Office

The following oath (or affirmation) shall be used by a competent authority (designated by law) or any officer in the Society in inducting newly elected Directors into office. "I do solemnly swear (or affirm) that I will support the Constitution of the United States, the Constitution of the State of Ohio, Laws of Ohio, and the rules and regulations of the Department of Agriculture of Ohio pertaining to Agricultural Societies and to the best of my ability perform the duties of Director of the Delaware County Agricultural Society, so help me God.

Section 3.1.6. Term

The term of office will commence prior to the roll call at the Annual Meeting, or as soon thereafter as practicable and upon administering the oath or affirmation.

Section 3.1.7

The Board of Directors may select ex-officio directors by a majority vote of the Board. Ex-officio members do not have voting privileges.

Section 3.1.8

An employee of the Ohio cooperative extension service and the county school superintendent (or the person holding a position equivalent to county superintendent) shall be members of the Board of Directors ex-officio.

Section 3.1.9

Only members may serve as Directors Section 3.2 Authority

Section 3.2.1

The Board of Directors shall manage the business, financial and educational affairs of the Society.

Section 3.2.2

In the interim between the meetings of the members of the Society, the Board of Directors may act upon matters that would require special meetings of the members

Section 3.3 Annual Meeting

The annual meeting of the Board of Directors shall be held by the 30th of November each year.

Section 3.5.1

The board shall meet at least once a year by the 30th of November as provided in Section 3.3. above, and shall hold such additional meetings as may from time to time be designated to recur regularly by the board, or called by the president or any two directors. Meetings of the directors may be held through any communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this provision shall constitute presence at such meeting.

Section 3.6 Committees

Section 3.6.1

The board may create committees from among its directors.

Section 3.6.2

The Board may endow the committees with authority to act in the interim between meetings of the Board on specific matters that would ordinarily require special meetings of the Board.

Section 3.7 Quorum

The presence of greater than 50% of the voting directors of the board at any meeting shall constitute a quorum for such meeting.

Section 3.4.1 Election.

One third of the Directors shall be elected at the annual election, each to serve for a three year term. Notice of the election shall be made as provided in section 2.2 above.

Section 3.8 Notice of Meetings Section 3.8.1

Notice of the time and place of meetings of directors for which such notice is required by law, the constitution, or the by-laws shall be given to each of the Directors by any of the following methods:

In a writing mailed not less than three (3) days before such business, as such address appears on the records of the Society, or (b) Personally or by telephone not later than the day before the date on which such meeting is to be held.

Notice given to a Director by any one of the methods specified in the by-laws shall be sufficient, and the method of giving notice to all directors need not be uniform. Notice of any meeting of directors may be given only by the President or the Secretary of the Society. No such notice need specify the purpose or purposes of the meeting. Notice of adjournment of a meeting of Directors need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 3.9 Removal of Directors and Vacancy Section 3.9.1 Removal

Removal of Director for Cause: A director may be removed for cause by the affirmative vote of two-thirds (2/3) of the board of directors. For the purpose of this provision "for cause" shall include the following:

- (a) Absence from any three (3) consecutive meetings of the board within one (1) fiscal year without sufficient excuse or cause;
- (b) Conviction of a felony offense;
- (c) Conviction of any theft offense;
- (d) Conviction of any other criminal offense involving moral turpitude;

(e) Material violation of the fair board's conflict of interest policy or code of conduct, or

(f) Engaging in specific actions which cause or tend to cause the organization damage to its property or reputation or which create potential legal liability on the part of the organization.

The director against whom removal is considered shall be given notice of the basis for his or her possible removal and shall be given the opportunity to present matters in defense or mitigation at the removal hearing. The board shall adopt rules for the hearing which, in its discretion, serve the interests of fairness and interest of the organization generally. The director against whom removal is considered shall have the right to be represented by counsel. The director against whom removal is considered shall not be entitled to vote on the issue of removal. If a director is removed from the board, he or she will not be eligible to run for the board of directors again in the future. If a director is removed, the directors may then vote to appoint a director to fill the vacancy until the next annual election.

Section 3.9.2 Vacancy.

Such a vacancy may be filled by the President with the consent of the Executive Committee and the qualified person so appointed shall serve until the next scheduled annual meeting, at which time an election shall be held for the purpose of electing a director for the balance of the term or a new term if the existing term has expired. Provided, however, that if such vacancy occurs less than sixty (60) days prior to the annual meeting, the vacancy shall not be filled by the president but rather by an election of the agricultural society members at the next immediate annual election.

Section 3.10 Executive Committee Section 3.10.1

The President shall nominate and the board shall appoint two members of the board, who shall, with the president, vice president, secretary, treasurer, speed department secretary and immediate past president constitute an executive committee. In case of overlapping offices, the president may nominate and the board may appoint other members of the board as executive committee members.

Section 3.10.2

The Executive Committee shall act in the interim between the meetings of the Board upon specific matters that would ordinarily require special meetings of the Board.

Section 3.10.3

Meetings of the Executive Committee shall be held upon the call of the president.

Section 3.11.1 Contracting Authority of Fair Manager/Marketing Director/and the Director of Racing

The Board of Directors may authorize the fair manager, director of racing and/or the marketing director to enter into contractual agreements in the ordinary course of business without obtaining pre-approval of the board of directors; provided that: 1) such contracts shall not be of a duration of more than one-year, and 2) such contracts shall not obligate the Society in an amount greater than \$2,000.00; and 3) any such contracts entered into without the express pre-approval of the board of directors shall be reported to the board of directors at the next regularly scheduled meeting of the board of directors.

Section 3.11.2 Board approval of Contracts

Except as otherwise provided by these by-laws or the board of directors in a manner consistent with these by-laws, all proposed contractual agreements must be presented for approval by the board of directors for approval at a regular or special meeting. Unless waived by a vote of two-thirds of the directors present at the meeting, copies of all proposed contractual agreements must be delivered or made available to all directors at least three business days prior to the meeting at which a vote is to be taken. Contracts may be presented and voted upon as a group, but any director may call for a separate vote on a particular contract or contracts.

Article IV Officers

Section 4.1 Officers

The Officers of the Society shall consist of a President, Vice- President Secretary, Treasurer, and Speed Department Secretary.

Section 4.2 Eligibility

Only active members in good standing shall be eligible for selection to the aforesaid positions.

Section 4.3 Election

The Board of Directors at their annual meeting shall elect a President, Vice President, Secretary, Treasurer and Speed Department Secretary each to serve for a one year term until his successor shall be elected.

Section 4.4

All officers shall be members of the Society and all officers with the exception of the Secretary must be Directors.

Section 4.5 Duties of Officers

Section 4.5.1 President

The President shall preside at all meetings of the Society and of the Board, and discharge other duties as pertain to the office.

Section 4.5.2 Vice-President

At the request of the President, or in the event of the president's absence or disability, the vice-president shall perform the duties of the president & the vice president shall have such other powers as the board of directors may determine. The vice president shall discharge the duties of the office, and shall be entitled to vote upon all questions coming before the board.

Section 4.5.3 Secretary

It shall be the duty of the secretary to keep a record of the proceedings of the meetings of the society, the board of directors and the executive committee; and to make a report annually to the board of directors at the annual meeting in November, subject to the control of the board of directors.

Section 4.5.4 Speed Department Secretary

It shall be the duty of the Speed Department Secretary to record all entries for purses, receive all money due the Speed Department for entry fees, and maintain a record of income and expenditures for the Speed Department, subject to the control of the board of directors.

Section 4.5.5 Treasurer

It shall be the duty of the Treasurer to assist the Secretary in preparing the annual report to the Board at its November meeting regarding the amount of receipts and expenditures. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the board of directors.

Section 4.5.6 Replacement

Should any officer of the Society

(a) die or resign; or

(b) be removed by the Board; the Executive Committee shall, by majority vote appoint such a qualified person to perform the duties of the office until the next scheduled annual meeting. Should an officer become physically or mentally incapacitated, the Executive Committee may appoint a qualified person to perform duties of the office until such time as the elected officer may resume their duties or until the next Annual Meeting at which time the office will be filled by an election of the Board of Directors.

Section 4.5.7 Removal of an Office

Should an officer fail to fulfill the duties of their office, the officer shall be removed from said office with an

affirmative vote of two-thirds (2/3) of the board of directors.

Article V Indemnification

Section 5.1 Indemnification

In the event that 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, seeks indemnification from the Society against expenses (including attorney fees), and in the case of actions other than those by or in the right settlement, incurred by him or her in connection with such action, suit or proceeding by reason of the fact that such person is or was a director, an officer, or a member of any committee of the Society, or is or was serving at the request of the Society as a director, officer, employee, agent or a member of a committee or commission of another corporation (domestic or foreign nonprofit or for profit), partnership, joint venture, trust or other enterprise, then, unless such indemnification is ordered by a court the Society shall determine or cause to be determined in the manner provided in Section 1702.12(E)(4) of the Ohio Revised Code whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in divisions (E)(1) and (E)(2) of Section 1702.12 of the Ohio Revised Code &, to the extent that it is so determined that such indemnification is proper, the person claiming indemnification shall be indemnified.

Section 5.2 Advancement of Expenses.

Expenses, including attorney's fees, incurred in defending any action, suit or proceeding referred to in Section 5.1 of this Article may be paid by the Society in advance of the final disposition of such action, suit, or proceeding as authorized by the Society in the specific case upon receipt of an undertaking by or on behalf of the person reimbursed to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Society as authorized in this Article.

Section 5.3 Non-exclusivity of this Article

The indemnification provided by Section 5.1 of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the law or any agreement, vote of disinterested directors of the Society or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to hold such office and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 5.4 Insurance

The Society, to the extent permitted by the Ohio Revised Code, may purchase and maintain insurance on behalf of any person described in this Article.

Article VI Rules and Regulations

Section 6.1

The Board of Directors may make, amend and enforce such rules and regulations not inconsistent with the Constitution, the By-laws, the laws and rules of the State of Ohio Department of Agriculture governing county agricultural societies, as they may deem necessary for the promotion of its objects.

Article VII Amendments

Section 7.1

The constitution or by-laws of the society shall not be amended except by a majority vote of the membership voting at the annual meeting of the members amendments to the constitution or by-laws may be proposed by:

- (A) A majority of the Board of Directors at a scheduled meeting voting in favor of placing an amendment on the ballot; or
- (B) Filing a petition with the Secretary of the Society at least fourteen days prior to the annual meeting of the membership of the Society Said petition must set forth the proposed amendment and be signed by no Less than

twenty-five members in good standing of the Society.

Section 7.2

If an amendment is proposed as set forth in (A) or (B) above, it shall be submitted to the membership of the Society at the Annual Meeting. Said amendment shall be published in at least one newspaper of general circulation in Delaware County, no less than three but no more than ten days before it is to be voted upon. When more than one amendment shall be submitted, it shall be made in such a manner that members may vote on each amendment separately.

Article VIII Compensation

Section 8.1 Compensation of Elected Directors.

Directors may be paid reasonable compensation for attending board and committee meetings in accordance with policies adopted from time to time by a two-thirds affirmative vote of the board of directors. Board's official minutes. The compensation for any officer of the Society shall be determined by the board of directors.

Section 8.2

The Society may employ and pay reasonable compensation to directors for services rendered to the Society in accordance with policies adopted from time to time by a two-thirds affirmative vote of the Board of Directors.

Section 8.3

Officers of the Society may be paid reasonable compensation for services rendered to the Society as is determined from time to time by the board of directors.

Section 8.4

In all instances, the compensation of Officers and Directors shall be in accordance with, and not exceed, the compensation permitted by Ohio Law. Officers and directors will be permitted to decline receiving compensation.

Article IX Delegate for meeting with the Director of the Ohio Department of Agriculture

Section 9.1

The President shall attend the annual meeting with the Director of the Department of Agriculture.

Section 9.2

In the event that the President is unable to attend the annual meeting, the Vice President shall perform the duties of the president at the meeting.

Article X Fiscal year

Section 10

The fiscal year of this Society shall be from December 1st to November 30th of the succeeding year.

Article XI Dissolution

Section 11.1

The Society shall have a perpetual existence. The voting members of the Society at a meeting held for such purpose may adopt a resolution of dissolution by the affirmative vote of a majority of the voting members present if a quorum is present.

Section 11.2

Upon the dissolution or winding up of this Society in any manner after the payment of all outstanding indebtedness, any remaining assets shall be distributed to Delaware County.

Article XII Authority of Society

Section 1

(In accordance with Ohio Attorney General Opinion 2013-023) The Society may authorize the use of moneys to acquire alcoholic beverages and a liquor permit to sell the beverages at an event that is open to the public and conducted on the fairgrounds and retain the revenue derived from the sales.

Section 2

(In accordance with Ohio Attorney General Opinion 2013-023) The Society may (1) Authorize the holder of a valid liquor permit to have an event that is conducted on the fairgrounds; and (2) Receive fees from the permit.

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