



Articles of Association

Constitution and By-laws

Formed at Findlay, Ohio March 26, 1938

Revised 1956, 1969, 1976, 1983, 1985, 1987, 1990, 1991, 1993, 1995, 1996, 1998, 1999, 2008, 2011, 2015, 2016, 2021 and 2022.*

Constitution

Article I – Name

Section 1. The name of this Society shall be the Hancock County Agricultural Society, with its principal place of business at Findlay, Ohio, and operating an agricultural exhibit on the fairgrounds located at Findlay, Ohio.

Article 1-A - Purpose

Section 1. The Society is organized exclusively for charitable and educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future code. It is specifically in furtherance of the organizational mission to improve agricultural and horticultural production, encourage education of the general public as to agriculture, livestock, home economics, and to promote other related interests of Hancock County, Ohio, as deemed proper in accordance with the rules and regulations set forth by the Ohio Department of Agriculture.

Section 2. The Corporation shall carry on only such activities as are consonant with the purposes set forth in this Article First. No part of the net earnings of the Corporation shall inure to the benefit of any Incorporator, Member, or Director of the Corporation, or of any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article First. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise

attempting to influence legislation; and no activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. It is intended that the Corporation shall have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (i) contributions to which are deductible for federal income tax purposes under Section 171(c)(2) of the Internal Revenue Code, and (ii) gifts and bequests to which are deductible for federal gift tax and federal estate tax purposes under Section 2522(a)(2) and Section 2055(a)(2) of the Internal Revenue Code, respectively, for so long as such taxes apply. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.”

Article II – Object

Section 1. The object of this society shall be to promote improvement in agricultural and horticultural production and encourage all agricultural, livestock, home economic, social, school and stimulate a close relationship among our citizens.

Article III – Membership

Section 1. Only residents of Hancock County, who are eighteen (18) years of age or older shall be eligible for membership. A qualified person may become a member, on payment of a fixed fee payable annually and shall be duly registered as a member on the records of the society for the calendar year for which the membership fee is paid. The fee for membership shall be fixed by the Board of Directors of the Society.

Section 2. No person shall pay for or secure more than one (1) such membership and that membership shall be for himself. No memberships shall be issued to corporations, organizations, partnerships or firms.

Section 3. A membership roster shall be kept by the secretary of the society, subject to public inspection at all times.

Section 4. * (2021) All open class exhibitors must hold a Week Long Fair Ticket.

Section 5. Only persons who purchase a Membership in the society may vote or hold office.

Section 6. (2022) Membership Certificate shall be placed on sale December 15 of each year and shall remain on sale during published (or established) fair office hours at a place specified by the board of directors until five (5) days before the annual fair of the society, when the board of directors may discontinue the sale. Notice of the days and hours when

memberships can be purchased and the place where they may be purchased shall be announced in the annual premium list and at least one (1) newspaper of general circulation in the county twice (2) during the period of sale -once when they go on sale and again no less than seven (7) days before the sale is terminated, but not earlier than twenty-one (21) days before the sale is ended.

Article IV-Voting

Section 1. Members with dues paid shall be entitled to one (1) vote per member. Proxies shall not be voted and all voting and balloting shall be conducted according to rules and regulations of the Department of Agriculture.

Article V-Annual Meeting of Membership

Section 1. The annual meeting of the members of the society shall be held on the first Saturday in December of each year.

Section 2. At this meeting, the officers and directors of the society shall make reports to the membership of the Society concerning the past fair and make recommendations for the betterment of future fairs. The members shall be given opportunity to make suggestions and recommendations for the improvement of the society and it's fair. Such other business may be presented as may be prescribed by this constitution or as may be deemed proper by the Board of Directors.

Article VI-Directorate

Section 1. The business of the Society shall be directed by a board of twenty-six (26) members elected according to the rules and regulations of the Department of Agriculture. The election of directors shall be by an acceptable method of voting, except for ex-officio members permitted by state law.

Section 2. There shall be one (1) member of the Board of Directors elected from the membership of each township of the county, three (3) from the membership residing in the City of Findlay which shall be defined as City of Findlay Seat A, B and C and six (6) at large members from the membership residing in Hancock County which will be defined as At Large Seat A, B, C, D, E, and F. The Extension Educator, Ag and the County Superintendent of Schools shall also be members of the Board of Directors Ex-officio. The Board of County Commissioners, the Junior Fair Coordinator and Fair Manager shall be Honorary Members. Ex-officio and Honorary Members shall have no voting power.

Section 3. Nine (9) members shall be elected in each of two (2) years and eight (8) directors in the third year, except member's ex-officio. The directors shall be elected

annually at a place and time designated by the Board of Directors. The president shall appoint a committee consisting of at least three (3) judges and two (2) clerks who are members of the Society, but not candidates. This committee shall conduct the election and declare the results thereof.

Section 4. Members of the Society must declare their candidacy for the office of director by filing with the secretary of the Hancock County Agricultural Society, during regular office hours a petition signed by ten (10) members of the Society seven (7) days before the annual election of the directors. Only regularly nominated candidates who have met the filing requirements shall be eligible for election as a director. No write-ins shall be allowed.

Section 5. At each annual election the necessary number of directors shall be elected for a term of three (3) years. The term of office shall end the 30th day of November or prior to November 30th when a successor has been duly elected and qualified.

Section 6. *(2021) Vacancies on the Board of Directors, caused by death, removal from township, or other cause, may be filled by appointment of an eligible person by the Board of Directors, who shall serve until the next annual election, when the office shall be filled by the regular election for the unexpired term. If a director resigns his/her position as director because of moving out of his/her district, up to 90 days prior to the election, he/she shall be allowed to hold that position for the remainder of the current board's fiscal year.

Section 7. The annual election may be held during the fair; but must be held on or before the last week in November. The date for the election must be set by the Board of Directors.

Section 8. Any Board Member whose behavior is deemed by a majority of the Executive Committee of the Hancock County Agricultural Society to be rowdy, unruly, disruptive, obstructive, obnoxious or offensive, shall be issued a warning. Upon the third finding of the Executive Committee of such conduct by a Board Member in any one term, then upon the third finding, the Board Member in violation shall appear before the Board of Directors to answer as to why the offending Board Member should not be expelled from the Board. After said hearing, should three-fourths (3/4) of the Board vote to expel the offending Board Member, said offending Board Member shall be forthwith expelled, the expelled Board Member's position to be filled pursuant to Section 6 herein.

Article VII-Organization and Meetings

Section 1. The Board of Directors of the Society shall meet annually in November and elect, by ballot from the directors, a president, vice president, and four (4) other members who shall constitute an executive committee and ticket chairman, and shall serve for one (1) year.

Section 2. The secretary and/or treasurer shall be hired by the Board of Directors and may or may not be a director.

Section 3. Before election of officers the newly elected directors shall qualify by taking the following oath (affirmation) before a competent authority (designated by law). "I do solemnly swear (or affirm) that I will support the constitution of the United States, the constitution of Ohio, laws of Ohio and 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 Hancock County Agricultural Society, so help me God."

Article VIII-Duties of Officers

Section 1. The president shall preside at all meetings of the membership of the Board of Directors. He shall exercise, subject to the control of the Directors, a general supervision over all affairs of the society and shall perform generally all duties incident to the office and such other duties as may be assigned to him by the Board of Directors from time to time.

Section 2. Vice President: The Vice President shall perform all duties of the President in his absence or during his inability to act and shall have such order and further other powers and shall perform such other and further duties as may be assigned to him by the Board of Directors.

Section 3. Secretary: The Secretary shall keep the minutes of all proceedings of the Board of Directors and make a proper record of the same which shall be attested by him. He shall keep such books as may be required by the Board of Directors, shall keep a roll of the members of the Society and shall conduct the correspondence of the Society. He shall keep a record of all monies coming into and from what source. He shall likewise keep an itemized account of all monies paid out and for what purpose and generally perform such other duties as may be required by the Board of Directors or as prescribed by the Ohio Department of Agriculture.

Section 4. Treasurer: The treasurer shall:

1. Assume custody and responsibility of all funds and/or Securities of the Society.

2. Be responsible for all deposits and withdrawals of monies into and out of a banking or investment firm designated by the Board of Directors.
3. Be responsible for investing all monies pursuant to the Investment Policy as adopted by the Board of Directors.
4. Be responsible for maintaining an accurate and legible accounting system and associated record.
5. Be responsible to receive all money coming into the Society, legible account system and associated records.
6. Be responsible for a receipting system to show the source of revenue.
7. Be responsible for maintaining a record of all pay orders.
8. Be responsible for disbursements of all monies by check, cash, money orders, etc.
9. Be responsible for preparing monthly and an annual report of any monies received and/or disbursed during each respective reporting period.
10. Be responsible for the computations of the payroll and maintain the payroll records.
11. Be responsible for submitting all Federal, State & Local tax reporting requirements.
12. Maintain a file of financial records as may be required by Federal, State and Local law.
13. Be responsible for preparing the portion of the Ohio Department of Agriculture's report which requires financial information.
14. Supervise all cashiers, ticket sellers and other personnel working for the Treasurer.
15. Serve as a Committee member on the Budget and Finance Committee.
16. Coordinate as needed with the Secretary, Fair Manager & Directors any money receipts/disbursements required in their respective area of responsibility.

Section 5. The ticket chairman and/or assistant shall be a member of the Board of Directors. A complete job description shall be on file at the Fair Office.

Section 6. The executive committee shall perform such duties and have such powers as may be delegated to it by the Board of Directors.

Section 7. The Board of Directors shall have charge of the management of the affairs of the Society. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 8. It shall be the duty of the Board of Directors to provide ways and means of financing the operation of the Agricultural Society, make and provide for necessary contracts for services, concessions, admissions, space, stalls, and all other service: provide for payment of necessary expenses: and exercise control over all matters of receipt and expense, through sufficient auditing and record service: except, it shall be compulsory upon the board to pro-rate awards and premiums at the end of each exhibit, in such manner that no deficit caused by payment of awards and premiums, shall be extended into the following year of operation and year shall be closed with all outstanding bills paid and receipted for. The Board of Directors may incur debts only as provided for under the laws of Ohio and rules and regulations of the State Department of Agriculture and only for leases of real estate and permanent improvements.

Article IX-Time of Annual Exhibit

Section 1. The annual exhibition of the Society shall be held at such time as deemed advisable by the Board of Directors, subject to the approval of the Ohio Director of Agriculture.

Article X-Rules and Regulations

Section 1. The Board of Directors of this Society may make and enforce such rules, as they deem necessary. All rules shall be consistent with the constitution and by-laws of this society, the laws of Ohio and such rules and regulations of the Department of Agriculture as they relate to county agricultural societies.

Article XI-Amendments

Section 1. Amendments or alterations of the constitution may be made only at the annual meeting of the members and a majority vote of the members present shall be necessary to adopt.

Section 2. Amendments to the constitution or by-laws may be proposed by: a majority of the Board of Directors at a scheduled meeting, voting in favor of placing an amendment on the ballot, or filing a petition with the secretary of the Society at least fourteen (14) days prior to the annual meeting of the members. Said petition must set forth the proposed amendment and be signed by not less than twenty-five (25) members. If an amendment is proposed, it shall receive a majority of the membership voting for adoption and then it shall become a part of the constitution, or by laws.

Section 3. Shall publish each such amendment in at least one (1) newspaper of general circulation in the county, not less than three (3) and not more than ten (10) days before the annual meeting at which it will be voted upon.

By Laws

Revised 1956 , 1969, 1976, 1983, 1985, 1987, 1990, 1991, 1993, 1995, 1996, 1998

Article I-Quorum

Section 1. A majority of the members of Board of Directors shall constitute a quorum for the transaction of business of the Society.

Article II-Meetings

Section 1. The day and time of the regular monthly meetings of the Board of Directors shall be established at the reorganization meeting of each new year. All regular meetings of the Board of Directors throughout the year shall start at 7:30 p.m. at the office of the secretary located on the existing fairgrounds or at a place designated by the Board of Directors.

Section 2. The president may call regular or special meetings of the membership, or Board of Directors, at any time deemed necessary. Ten (10) members of the Society may ask for a special meeting in writing, and the secretary shall call it. A regular or special meeting of the Board of Directors may be called by the secretary upon request by not less than three (3) members of the Board of Directors.

Section 3. Notice of special meetings of the Board of Directors can be delivered personally to each director, by phone, or sent to each director by mail. The notice need not specify the purposes of the meeting.

Section 4. If any member of the Board of Directors misses three (3) consecutive regular meetings, the board may declare his position vacant and name a successor to serve until the next annual election when a director shall be elected for the unexpired term.

Article III-Order of Business

Section 1. The order of business shall be:

Roll Call

Report of Officers

Hearing of all guests

Unfinished business

Reading and approval or adoption of minutes

New Business

Bills and Accounts

Appointments

Report of Committees

Adjournment

Section 2. The order of business may be temporarily suspended at any meeting upon a majority vote of a quorum present.

Article IV-Committees

Section 1. The president shall appoint those committees from the membership as is deemed necessary to carry out the operation of the fair and the supervision and maintenance of the fairgrounds. These committees are subject to approval by the Board of Directors.

Section 2. The budget and finance committee shall be elected by the Board of Directors and shall consist of four (4) members of the Board of Directors and the treasurer. They shall prepare a budget annually for the Board of Directors and all expenditures not included in the budget shall be reviewed by the committee and a recommendation from them will be necessary before the expenditure may be made by the Board of Directors.

Article V-Superintendent

Section 1. The president shall appoint all superintendents of the various departments of the annual exhibition subject to the approval of a majority of the Board of Directors. These shall be as many in number as deemed necessary, and may vary from year-to-year.

Article VI-Rules

Section 1. All persons are subject to all the rules and regulations of the Board of Directors, and rules may be changed from year-to-year. The Board of Directors shall have the right to settle all matters in dispute, interpret all published rules, and make new rules at any time if necessary to safeguard the interest of exhibitor or public.

Article VII-Compensation

Section 1. Directors shall receive such compensation as the Board of Directors may determine, not to exceed the limit established in the rules and regulations of the Department of Agriculture. The directors may receive an hourly wage for work done on the fairgrounds when the work would require hired labor to complete. The directors may be paid their expenses at conventions and district meetings. The employees may receive special compensation for special services as agreed to by the Board of Directors.

Article VIII-Employees

Section 1. A caretaker may be hired by the Board of Directors and shall work as directed by the Board. A job description shall be on file at the Fair Office.

Section 2. A Junior Fair Coordinator may be hired by the Board of Directors and shall work as directed by the Board. A job description shall be on file at the Fair Office.

Section 3. A Fair Manager may be hired by the Board of Directors and shall work as directed by the Board. A job description shall be on file at the Fair Office.

Section 4. Other individuals may be hired as deemed necessary by the Board of Directors and shall work as directed by the Board. A job description shall be on file at the Fair Office.

Article IX-Membership

Section 1. (2022) All past board members that served three (3) terms or nine (9) years shall be considered a Life Member of the Society and be allowed a free season ticket and making open class entries at the Hancock County Fair. They shall receive a Life Membership certificate for the member and spouse to the Hancock County Agricultural Society. A Life Membership does not provide for voting rights unless the Life Member purchases a current year Membership Certificate to the Society.

Article X-General Rules

Section 1. A premium list must be published before the date of the fair and must include the rules and regulations governing the exhibitors.

Section 2. Superintendents of the various departments shall secure a competent judge for the department of which they are in charge.

Section 3. The Hancock County Agricultural Society being organized under Sec. 1711.01 of the general code, it shall be the duty of the executive committee to request the County Commissioners to include in their budget such appropriations as specified in Sec. 1771.01, 1711.03, 1711.15, and 1711.22.

Section 4. The Hancock County Agricultural Society shall have their annual fair or any other exhibition sponsored by or under the control of the agricultural society, an official veterinarian/s who has been approved by the Department of Agriculture of Ohio. Before the appointment of an official veterinarian/s the agricultural society shall submit to the Director of Agriculture, for his approval, the name/s and address/s of the veterinarian/s whom the agricultural society proposes to appoint. After the veterinarian/s recommended for appointment has been approved by the Director of Agriculture, the agricultural society

shall certify his appointment to the Director of Agriculture not less than ten (10) days before the opening of the fair.