

WOOD COUNTY AGRICULTURAL SOCIETY CONSTITUTION AND BYLAWS

(Adopted on October 25, 1956 by the Wood County Agricultural Society)

(Revision amendment adopted November 21, 1957)

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(Revision adopted December 21, 2023)

Article I — Name

This organization shall be known as the Wood County Agricultural Society.

Article II — Object

The objectives of this Society shall be to: foster and advertise progress and achievements in agriculture, education, industry, the arts and sciences, and in the improvement of home and community living; encourage the expression of cooperative endeavor and accomplishment, the community spirit of people of all ages and interests working together; promote fairs, expositions, competitions, exhibits and other activities which will provide for the participation and benefit of people of all interests and especially for the youth of the county; provide adequate facilities and leadership to carry out all of the above to fullest possible degree.

Article III — Membership

SECTION 1. "Members of this Society shall be residents of Wood County, Ohio, who are 18 years old or older and who have paid the annual membership fee fixed by the Board of Directors, as directed by the constitution, by-laws or rules adopted by the Board of Directors or of the Ohio Department of Agriculture."

SEC. 2. A printed certificate of membership shall be issued to each member who pays the required fee, and said certificate shall be issued. Duplicate stubs of same shall be properly filled out and preserved. All certificates shall be numbered consecutively. No person shall pay or secure more than one membership, and that for himself or herself. A list of the members shall be kept in the office of the secretary of the society and open to public inspection at all times so as to afford convenient information to any resident of the county.

SEC. 3. 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 a week at a place specified by the society until at 7 days prior to the election of directors of the Society. Notice of the days, hours and locations of the sales shall be announced in the annual premium list of the society, at the start of the sale, and at least three times between January 1 of each year and the termination of the sale, the last of which shall be not more than two weeks before sale ends, in at least one newspaper of general circulation in the county and or on the fair's website and through social media. Membership certificates shall bear dates (day and year) membership begins and ends, denoting period of membership in the society, the name of the society, and a place for the signature of the person holding membership.

SEC. 4. No membership certificate shall be issued to corporations, organizations, partnership or firms. 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 member of the Agricultural Society and shall have a right to vote at the annual election of directors of the society, or hold office.

Article IV — Annual Meeting of the Membership

SECTION 1. An annual meeting of the membership of the Society shall be held in December at a time and place determined by the Board of Directors, which shall be announced in one or more newspapers of general circulation in the county and or on the fair's website and through social media at least once not less than two weeks before and not more than four weeks prior to the date set for the meeting.

SEC. 2. At each annual meeting of the membership the officers and directors of the Society shall make reports concerning the past fair and other activities conducted in the name of the Society during the year and they shall make recommendations for the improvement of future fairs and other activities to better carry out the objectives of the Society. During the meeting opportunity shall be given to the members to make suggestions for the improvement of the Society, the fair and other activities. Other items of business may be presented and considered as may be prescribed by this constitution or is deemed proper by the President and-or the directors.

Article V — Board of Directors

SECTION 1. The affairs of the Society shall be directed by a board of Directors. The county shall be divided into three districts. District 1 shall be comprised of Middleton, Plain, Washington, Grand Rapids and Weston townships. District 2 shall be comprised of Perrysburg, Lake, Webster, Troy, Freedom and Center Townships. District 3 shall be comprised of Milton, Liberty, Portage, Montgomery, Jackson, Henry, Bloom and Perry townships and the City of Bowling Green. Eight directors shall be elected from District 1; said directors shall reside within the District limits. Eight directors shall be elected from District 2; said directors shall reside within the District limit. Nine directors shall be elected from District 3; said directors shall reside within the District limits. All shall be elected from and by the membership of the Society at an annual election of the society for terms of three (3) years so arranged that the terms of one third of the directors shall expire each year. The highest votes fill the positions of the elections. There will be a separate ballot for someone running for a term other than three (3) years position for that district.

SEC. 2. The terms of directors shall begin and expire at the annual reorganization meeting of the board during the month of August but not before they or their successors have qualified for office.

SEC. 3. Any vacancy caused by the refusal to qualify for office, resignation, removal from the county, death, removal from office or other cause may be filled by the board until the next annual election, when a director shall be elected by the membership to fill the unexpired term if such exists.

SEC. 4. Any director or officer can be removed with or without just cause. Reasons a director/officer can be removed from the board includes but is not limited to:

- (A) failing to attend three consecutive meetings of the board, without being excused by the President,
- (B) failing to perform the duties expected of him or her in reasonable time or proper fashion,
- (C) if at any time the director ceases to hold the required qualifications of being a director as set forth in the bylaws,
- (D) failing to disclose a conflict of interest that result in a personal or professional profit,
- (E) or is found to have engaged in conduct unbecoming of an officer or board member.

Officers or Directors will only be removed after due process proceedings have been completed as stated in the Roberts Rule of Order Newly Revised 12th Edition Disciplinary Procedures S61-S63.

SEC. 5. The County Agricultural Agent shall be a member of the board but shall not have voting power. County officials and other members of the Society may be designated by the board as honorary directors to serve without voting power in advisory or consulting capacities on the board.

SEC. 6. Any director leaving the board under good terms that has served as a director for 10 or more years will receive lifetime membership to the Society.

SEC. 7. The fair board member has no authority except when sitting as a member of the board. Board members should always seek information pertaining to the welfare of the fair, but he/she should refrain from discussing confidential matters with anyone not in responsible position. It will be impossible for the member to represent the public adequately if he/she does not undertake to

discover public opinion on matters to be discussed at board meetings. However, he/she will be equally in error if he compromises the board of fair officials by conversation about matters best kept as matter of board record.

Article VI — Election of Directors

SECTION 1. The annual election of the directors shall be by written or printed ballots, during a period of not less than four hours, during the last day of the fair that admission is charged, and prior to the general release of any exhibits, at a time and place fixed by the Board of Directors at a meeting held at least six weeks prior to the date set for the election. If for any reason a fair is not held, the election of directors will be held at a time and location set by the Board of Directors.

SEC. 2. The Secretary shall give notice of the place, date and hours of the director's election for three weeks prior to the holding thereof, in a newspaper of general circulation in the county, or as provided in section 7.16 of the Revised Code, by letter mailed to each member of the Society or publishing notice on the society's website.

SEC. 3. Members of the Society must declare their candidacy for the office of Director of the Society by filing with the Secretary of the Society, a petition signed by ten or more members of the Society who are residents of the county, at least seven days before the annual election is to be held. The petition submitted shall state the specific seat for which the candidate is seeking to be elected. Any member who fails to file a petition that includes the specific seat is ineligible for election as a director. Only candidates who have met all of the filing requirements will be eligible for election as a director. Blank petitions shall be furnished by the Society and shall be obtained from the Secretary.

SEC. 4. 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 in at least one newspaper of general circulation in the county and/or on the society's website. Said announcements shall be made no earlier than six weeks and no later than three weeks before the annual election of directors.

SEC. 5. "Only persons 18 years or older holding membership certificates in the Society at the close of the fair shall be entitled to vote at the annual election."

SEC. 6. Members must vote in person, with a current Wood County Agricultural Society membership card and a valid state identification card and may vote for only eligible candidates whose names appear on the ballot or on such other questions which may appear on the ballot. Ballots shall be marked with an "X" before the name of the candidate voted for and before the "Yes" or "No" on questions listed on the ballot; otherwise the vote will not be counted. No proxy or absentee ballots shall be accepted or counted.

SEC. 7. Ballots shall be prepared for the election by the secretary containing the names of all candidates who have filed petitions with him/her, amendments to the constitution or bylaws which have been proposed by the board or by petition of the members filed with him/her, the name of the Society, date of election, directions for voting, etc.

SEC. 8. 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 the voting on questions or amendments included on the ballots and to declare the results thereof. Candidates may witness the count either personally or by proxy. Polls must be open at least four hours between the hours of 8 a.m. and 8 p.m. on the day of election and the time of opening and closing stated in the notice of elections. The judges of election shall have the membership roll and verify the rights of all persons to vote before issuing ballots. The clerks of election shall register the names of all persons voting and tally the count in poll books and tally sheets furnished by the Ohio Department of Agriculture, one copy of which shall be placed on file with the Secretary of the Society and the other copy shall be mailed by the Sec'y to the Department of Agriculture within ten days after said election. All ballots cast shall be filed with the secretary of the Society.

SEC. 9. A majority of the board of directors or any group of twenty-five citizens of legal voting age of the county may petition the Department of Agriculture to supervise the annual election of directors.

Article VII — Annual Reorganization Of The Board

SECTION 1. The Board of Directors shall meet annually during the month of August and elect a President, 1st Vice President, 2nd Vice President, Secretary and Treasurer. The President, 1st Vice President and 2nd Vice President shall be Directors. The secretary and treasurer may or may not be Directors.

SEC. 2. Before election of officers, the newly elected Directors shall qualify by taking the oath or affirmation before a Notary Public, Judge or Mayor.

"I do solemnly swear (or affirm) that I will support the Constitution of the United States, the Constitution 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 Wood County Agricultural Society, so help me God."

SEC. 3. Any officer elected by the board, but who is not a member of the board, shall qualify for any office by taking the same oath as required of directors except that the title of the office to be held shall be substituted for the word "director" in the above oath, and the oath shall be taken before the President of the Society and in the presence of the Board of Directors.

SEC. 4. The board may elect a member of the board or some other qualified person as Fair Manager, either on a part time or full time basis. The Fair Manager's term of employment and duties will be determined by the board.

SEC. 5. The President shall appoint a nominating committee and nominations shall also be received from the floor. The election for each office of the board to be filled shall be conducted separately by secret written ballots and a majority of the votes of the directors present at said election shall be needed to elect any officer.

Article VIII — Compensation of Directors and Officers

SECTION 1. The compensation of board members and officer shall be set by the board of directors in accordance with the rules of the Ohio Department of Agriculture.

Article IX — Bonding of Officers

SECTION 1. The Treasurer and Secretary or any other officer designated by the Board shall post a surety bond payable to the Society, conditioned upon the faithful performance of the duties of his/her office, in amount and kind as fixed by the Board of Directors and Ohio Laws.

SEC. 2. The cost of such bonds shall be paid out of the funds of the Society.

SEC. 3. The bonds shall be filed with the Clerk of the County Commissioners.

Article X — Finance and Banking

SECTION 1. The Board of Directors shall, in accord with Ohio Laws, designate one or more bank depositories for the funds of the Society and all funds of the Society shall be deposited in said depository or depositories in the name of the Society.

SEC. 2. Funds of the Society shall be paid out only as a result of action by the Board of Directors, and on written orders issued by the Secretary, and drawn by the treasurer against the proper account of the society. Copy of voucher to be properly filed and retained by each.

SEC. 3. Accurate and complete records shall be kept of all receipts and expenditures, of all money due and owed by the Society, bank deposits and statements, audits and financial reports or other transactions pertaining to the finances of the Society, all of which shall be subject to inspection, audit and approval by the Bureau of Inspection and Supervision of Public Offices of Ohio, the Department of Agriculture of Ohio and the directors and members of the Society. All books, accounts, reports, etc., shall be made available for inspection on request.

SEC. 4.. The Board of Directors shall prepare an itemized statement of receipts and expenditures for each year. Said statement is to be signed and sworn to by the Secretary and Treasurer and approved by a majority of the Board of Directors. The board shall publish an announcement in either newspaper of general circulation in the county or on the society's website for not less than two weeks that contain all of the following (1) A statement indicating that the annual financial report has been filed in accordance with the director of agriculture as provided in for in section 1711.06 of the Revised Code; (2) A statement indicating that any person who wishes to obtain a copy of the report may contact the treasurer of the society; (3) The treasurer of the society's contact information that a person may use to obtain a copy of the report. Before or during the annual meeting provided for in Sec. 901.06 of the Revised Code, the Society Secretary shall deliver to the Department of Agriculture all required financial documentation in the manner required by Revised Code 117.38 and 117.20 and Red Book section 901-5-07

Article XI — Annual Fair — Premiums Offered

SECTION 1. The annual fair and junior fair of the Society shall be held on the fairgrounds of the Society during the last three weeks of July or the first three weeks of August; the exact dates to be fixed by the Board of Directors subject to the approval of the Ohio Department of Agriculture.

SEC. 2. The Society shall annually offer and award premiums for the improvement of grains, fruit, vegetables, livestock, articles of domestic industry, public school displays, and such other articles, productions and improvements, as it may deem proper, and the Board of Directors may perform all acts that are best calculated to promote the agricultural and household manufacturing interests of the county and of the state. The board shall regulate the amount of premiums and their different grades, so that all may have an opportunity to complete therefore.

SEC. 3. The Society shall annually publish a Premium List and other information relative to the fair or other events sponsored for the benefit of the public by June 15.

SEC. 4. Solicitation of ads shall be started November 1, finished and turned in by April 15.

Article XII — Powers of The Board

SECTION 1. At any scheduled meeting, a majority of the Board of Directors may: create any office or position deemed necessary for the conduct of the affairs of the Society, elect or approve the appointment of any qualified person, who may or may not be a member of the board, fix the compensation, if any, or provide for the expenses thereof, determine the duties and term of office, and fix the sureties to be provided for such office or position, or to fill any vacancy which may occur in any office of the Society. Offices or positions created may include: caretaker, manager or superintendent of buildings and-or grounds; manager or superintendent of an activity; attorney; assistant secretary; assistant manager; assistant treasurer.

SEC. 2. At any scheduled meeting, a majority of the Board of Directors may approve any action deemed to be in the best interests of the Society and not in conflict with its constitution or bylaws, Ohio Laws or Rules of the Ohio Department of Agriculture or other legal regulations.

Article XIII — Amendments

SECTION 1. The constitution or bylaws of the Society shall not be amended except by a majority vote of the membership voting at the annual meeting of the membership of the Society or at the annual election of the board of directors.

SEC. 2. Amendments of the constitution or bylaws 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 or at least fourteen days before the annual election of directors. Said petition shall set forth the proposed amendment or amendments and be signed by not less than 25 members of the Society.

SEC. 3. 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 election of directors or the annual meeting.

SEC. 4. Any amendment proposed as set forth above shall be published in at least one newspaper of general circulation of the county, and/or on the fair's website, through social media and any other way deemed necessary by the Redbook, no less than three but not more than ten days before it is to be voted on.

SEC. 5. When more than one amendment shall be submitted at one time, they shall be so submitted as to enable the members to vote on each amendment, separately.

BY-LAWS

Article I — Quorum

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

Article II — Meetings

SECTION 1. Regular meetings of the Board of Directors shall be held each month; the time and place of meetings to be determined by the Board (and publicly announced).

SEC. 2. Special meetings of the Board may be held, at the call of the President or at the call of the Secretary upon the written request to the Secretary by not less than three members of the Board of Directors.

SEC. 3. Written notice of special meetings of the Board of Directors shall be delivered personally to each director through electronic communications or mail at least two days before the meeting. Such notice, however, may be waived by any director either before or after the meeting. The notice must specify the purpose of the meeting.

Sec. 4 Electronic Meetings - The annual meeting, regular meeting of the board of directors, committees, and special meetings are authorized to meet by telephone, or web conference or through

other electronic communication media as long as all the members may simultaneously hear each other and participate during the meeting.

Sec. 5 Roberts Rules of Order Newly Revised will be used to govern all meetings.

Sec. 6. Public Participation at meetings will be limited to the Introduction of Guests portion of the meeting unless the board requests information from an outside source.

Article III — Order Of Business

SECTION 1. The regular order of business at board meetings shall be as follows:

- Roll Call
- Introduction of Guests
- Reading and approval or adoption of minutes
- Financial Report and Outstanding Bills
- Reports of Committees
- Reports of Officers
- Unfinished Business
- New Business
- Appointments
- Adjournment

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

Article IV — Duties of Officers

SECTION 1. The President shall preside at all meetings of the Society and of the Board, appoint committees and department heads, see that the Constitution, By-Laws and Rules are carried out and perform such other duties as are unusually incumbent upon such officer and as are approved or determined by the Board.

SEC. 2. The 1st and 2nd Vice Presidents, respectively, shall assume all of the duties of the President in the event of his absence, disability or vacancy of office and to perform such other duties as are determined by the Board.

SEC. 3. The Secretary shall, in addition to performing acts required of him/her by this Constitution and by-laws or rules of the state:

(A) keep all minutes of the Society, board, or committees thereof; and recap and read minutes of meeting before adjournment.

(B) keep complete and accurate records of all proceedings, transactions in which the Society or Board, or Fair is concerned or involved in any way;

(C) prepare such reports as may be required by the board or the State of Ohio.

(D) perform such other duties as required by board, as are usually incumbent on such officer, or as determined by the board.

SEC. 4. The Treasurer shall, or person under the supervision of the treasurer, shall collect, account for, record, deposit and disburse all funds of the society. In addition to performing acts required of him/her by ORC 1711.071 in addition to performing acts required of him/her by this Constitution and by-laws, shall:

(A) collect or receive all funds due the society, and deposit same in depository as set up by the board; and to give, or take receipts for each such transaction.

(B) keep accurate records of all receipts and deposits of the society on approved forms.

(C) draw and issue orders on the proper depository and account of the Society, for payment of all premiums, bills or other accounts payable as approved by the board; keep accurate records of the expenditures on approved forms in such a way as to show to whom, and for what purpose the payment was made. (See Article 10, Section 2, Constitution.)

(D) treasurer should balance with the bank quarterly, October 1, January 1, April 1, and August 1.

(E) borrow money, and issue notes by order of the board.

Article V — Rules

SECTION 1. The Board may adopt whatever rules are needed for the conduct of the Society and of the fair.

Article VI –Filing Requirements of Directors

Section 1. Members of the Society must declare their candidacy for the office of Director of the Society by filing with the Secretary of the Society. The petition shall state current address, the

specific board position for which the candidate is seeking to be elected, and signed by the candidate before it is circulated. Any person desiring to run for a position must actually reside in the District he or she has declared their candidacy for. A petition signed by ten or more members of the Society who are residents of Wood County at least seven days before the annual election is held. Only candidates who have met the filing requirements will be eligible for election as a Director.

Section 2. Any qualified member seeking to become a director or a current member seeking to be reelected as a director must submit a current completed Ohio BCI background check directly from the BCI, at their expense, prior to the deadline for petition submission. The BCI background check must indicate that the member is in compliance with O.R.C 109.572 (a)(1) Criminal records check.

Section 3. Any person applying to be appointed to an open position on the board must submit a written letter of intent to the board office that shall state current address, the specific board position for which the candidate is seeking to be appointed, and be signed by the candidate instead of having a signed petition. All candidates must be WCAS members, must reside in the district they are applying to represent and must be eligible to be elected for the position if they chose to be placed on the ballot to fulfill the unexpired term.

Article VII - Committee Policies

Sec 1. Directors are responsible for selecting standing committees that they are interested in participating in, at the annual restructuring meeting each year.

Section 2. Based on those interests and the needs of the Society, the Executive Team will appoint the members of the standing committees and chairman.

Section 3. It is the responsibility of the committee chairperson to call all committee meetings, submit the budget for each committee, keep minutes of all committee meetings, report all recommendations of the committee to the board of directors. If the committee chairperson fails to do their required functions they can be removed from that position by the executive committee.

Section 4. The function of a standing committee is to plan activities on behalf of the board or research solutions to issues that the board may be facing. Once the committee has created a plan or found a solution to an issue they are to bring their recommendations to the board as a whole for approval. This would include, but is not limited to, changes in rules, premiums, activities, and purchases. Standing committees do not have the power to act, except in instances where the power is specifically delegated to those committees, for certain projects.

Section 5. Once activities and funding is approved by the Board of Directors, the committees will handle the operation of intended activities and act within their approved budget.

Section 6. Special or Ad Hoc committees may be appointed at the discretion of board of directors and may be treated with same rules as a standing committee or may be given the power to act, but the power to act must be established when the committee is created.