

**BY-LAWS
and
CONSTITUTION
of the
MONTGOMERY COUNTY
AGRICULTURAL SOCIETY**



**Adopted 06/09/1992
Revised 09/2022, 09/2023, 06/2024**

Article I – Title

Montgomery County Agricultural Society aka Montgomery County Fairgrounds and Events Center

Article II – Purpose

The purpose of the Society shall be for the encouragement and improvement of agricultural, industrial, educational, and Labor interest and Enterprises, both youth and adult, and such activities which, in the opinion of the Directors, will promote the general welfare of Agriculture and Industry within the County.

Article III – Membership

Section 1: Any person eighteen (18) years of age and a resident of Montgomery County may become a member of the Society by paying the membership fee in effect at the time, as established by the Board of Directors.

Section 2: Agricultural Society memberships shall be placed on sale at least 2 (two) weeks before the old memberships expire on January 1, or each year, and shall remain on sale at least thirty (30) hours each week at a place specified by the Society until five (5) working days before the annual Fair of the Society, when the Society may discontinue the sale. Notice of the days, hours and place where memberships may be purchased shall be announced in the annual premium book and/or on the fair's website. Membership certificates shall bear dates (day and year memberships begin and terminates) denoting period of membership in the Society, the name of the Society, and the place for signature of the person holding said membership.

Section 3: Only those persons whose names appear upon the membership role and in good standing on August 1st of the calendar year shall have a right to vote at the Annual Election of the Society.

Article IV-Directors

Section 1: The Board of Directors shall consist of eighteen (18) members of the Society, of which no more than five (5) from any political subdivision: city, township, incorporated or unincorporated village in Montgomery County, Ohio. Said Directors shall be elected for three (3) year terms, one-third of whom shall be elected annually.

Section 2: Each duly elected County Commissioner, County Auditor, County Sheriff and County Engineer shall by virtue of his office, become an Honorary Member of the Board of Directors and shall receive all notices mailed to Directors.

Section 3: Ex-Officio Members, also, Honorary Members of the Board of Directors may serve on Committees but have no voting powers.

Section 4: The Directors of the Society are hereby empowered with the right to purchase, lease, or otherwise, all the real and personal property necessary or convenient for use in connect with the carrying out, the general activities and business here-in-before mentioned, or any part thereof, and charged with the management of, including the right to dispose of the same, all to be in accordance with the Laws of Ohio and the Laws of Ohio Pertaining to Agricultural Societies.

Section 5: In no event may an employee of the Montgomery County Agricultural Society, or his or her spouse, be eligible to serve as a Director. And, in no event may two spouses both serve as Director, or family members of first-degree relations (e.g., father/son, sister/brother) serve as Director at the same time.

Article V – Election

Section 1: The Annual Meeting shall be by ballot at a time and place determined by the Board of Directors and announced three (3) weeks prior to holding thereof in the public press or Montgomery County or by letter mailed to each member. Voting by proxy is not permitted. Said election, however, must be held each calendar year, on or before November 15 and the re-organization meeting on or before November 30th.

Section 2: Rules of Order – Meeting of the Society shall be governed by Roberts Rules of Order.

Section 3: Quorum – Twenty-Five (25) members in good standing of the Society shall constitute a quorum at all meetings of the members.

Section 4: Right to Vote – Each member of the Society in good standing, as certified by the Secretary, shall be entitled to one vote at all meetings of the Society.

Section 5: Majority vote of the members present shall decide all questions, when a quorum is present.

Section 6: Members in good standing of the Society shall declare their candidacy for the office of Director by filing with the Secretary of the Society, a petition, signed by ten (10) or more members of the Society who are residents of Montgomery County, at least seven (7) days before the annual election of Directors is held. Only regularly nominated candidates who have met the filing requirement 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 book. Blank petitions shall be furnished by the Agricultural Society and shall be obtained from the Secretary of the Society. The Society shall post a current list of the membership of the Society in a public place or make such a list available for inspection upon request of any member of the Society.

Section 7: The President shall appoint three (3) judges and two (2) clerks who are members of the Society, but not candidates for election, to conduct the election of Directors and declare the results thereof.

Section 8: The term of the Board of Directors shall commence and expire prior to roll call at the first regular meeting following the annual election of Board of Directors.

Section 9: To run for Montgomery County Board of Director, you must

1. submit a BCI background check with your petition prior to being considered as a candidate. Future staff will also be required to submit a BCI background check prior to employment. Reimbursements for candidates will be processed after a passing background check is received, the candidate has won the election, and with submittal of reimbursement form. Staff will receive reimbursement after their hire date but prior to their start date, and with submittal of reimbursement form.
2. Attend four (4) fair board meetings in the year you are running for Director
3. Complete ten (10) volunteer hours in the year you are running for Director

Article VI

The Board of Directors shall be the governing Board of the Society.

Article VII – Election and Pay

Section 1: The Board of Directors shall, at the call of the President, any time after the annual election but not later than November 30th, meet and elect a President, Vice President and Treasurer. The election of these officers shall be by ballot.

Section 2: The President, Vice President and Treasurer shall be elected to serve a one (1) year term only. The Executive Secretary, Assistant Secretary and Grounds Superintendent shall be hired contractually to serve at the pleasure of the Directors for a term of at least one (1) year, December to November. If Executive Secretary, Assistant Secretary or Grounds Superintendent are discharged for any reason other than dishonesty, he/she shall be paid their contracted salary for the remainder of that contractual year. All Officers may be elected to succeed themselves. The retiring President shall be designated Chairman of the Board. He shall serve without any compensation other than that provided for by law and otherwise in this Constitution.

Section 3: All Officers shall be members of the Society. The President and Vice President shall be Directors. The Executive Secretary and Treasurer may or may not be Directors.

Section 4: All elected officers 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 Laws & Rules of Ohio pertaining to Agricultural Societies.

Section 5: According to the Laws & Rules of Ohio pertaining to Agricultural Societies (Redbook), Directors may be paid twenty-five (\$25.00) per Board meeting attended, not to exceed twelve (12) meetings per year.

Article VIII – Meetings and Attendance

Section 1: If by chance or unavoidable circumstances, a Director is prevented from carrying out the duties required of him/her by the Board of Directors or does not attend three (3) consecutive Directors meetings, or for any other reason, it shall be the duty of the president to request the resignation of such Director. Upon request 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 a two-thirds vote of those Directors present at such meeting.

Section 2: The Board of Directors shall hold regular board meeting at least bi-monthly and on such dates as deemed advisable by the Board of Directors in the best interest of the Society.

Section 3: A quorum for the transaction of business at any Directors meeting shall consist of a majority ten (10) of the elected members of the Board.

Section 4: Standing or temporary committees may be appointed from its own number by the Board of Directors from time to time and the Board of Directors may from time-to-time vest such committees with such powers as it may seem fit, subject to such conditions as may be prescribed by such Board.

- An Executive Committee of six (6) members shall be appointed by resolution passed by a majority of the Board of Directors and shall consist of all the elected officers of the Board and the Executive Secretary.
- The Executive Committee shall have all the powers provided for it by the Board of Directors. The Executive Committee is empowered to spend no more than \$5,000 without Board approval.

Article IX – Duties of Officers

Section 1: The President shall preside at all meetings, shall perform all duties herein delegated to him and such other duties as are required of such officer by custom or by the Board of Directors.

Section 2: The Chairman of the Board of Directors shall assist, counsel, and consult with the Officers, Committees and the Board of Directors of the Society on all matters pertaining to the interests and welfare of the Society.

Section 3: 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 4: The Executive Secretary shall keep a complete record of all proceedings of the meetings and be a member ex-officio of all committees, conduct all correspondence and send out notices of all meetings including the annual meeting, collect all monies due the Society and checks in payment of account when countersigned by the Treasurer or President. Shall keep an accurate account of all receipts and expenditures and make a complete report at the regular meetings of the Society, or oftener if called upon to do so. To complete the Annual Report for the Ohio Department of Agriculture and performs such other duties as may be necessary in the best interest of the organization.

Section 5: The Executive Secretary, Assistant Secretary, Treasurer and officials or employees handling monies shall be bonded in such amount and with such security as the Board of Directors may determine. The cost thereof to be paid by the Society.

Section 6: The President of the Society shall authorize an audit of all records and prepare an itemized statement of receipts and expenditures for the year. Said statement is to be signed and sworn to by the Treasurer and Executive Secretary and approved by a majority of the Board of Directors. A summary of same shall be announced in either a 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 the annual financial report has been filed in accordance with division (B) of the State of Ohio Department of Agricultural Red book Section 1711.05;
2. A statement indicating that any person who wishes to obtain a copy of the report may contact the treasure of the society;
3. The treasurer of the society's contact information that a person may use to obtain a copy of the report.

Article X – Special Rules

Section 1: 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 always.

Section 2: The Board has authorized the sale of intoxicating beverages and receive the revenue.

Article XI – Special Meeting of Membership

The President or the Executive Secretary upon written request of the majority of the Board of Directors, shall have the right to call a special meeting at any time, upon giving at least fifteen (15) 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

The Constitution may be amended by a majority vote of the members present at any annual meeting at which a quorum (25) is present. In amending the Constitution, the Rule of the Ohio Department of Agriculture governing such amendments shall be followed.

Article XIII – Disbursements

Section 1: Upon the Dissolution of the 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 a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Adopted: 06/09/92

Amended: 5/10/94
11/19/94
10/2011
10/26/13
09/03/19
09/08/2020 – Resolution 2020-25
09/27/2021 – Resolution 2021-37
09/26/2022 – Resolution 2022-19
09/25/2023 – Resolution 2022-46
09/14/2024 – Resolution 2024-15 & 2024-32