

CONSTITUTION
of
THE SUMMIT COUNTY AGRICULTURAL SOCIETY OF OHIO
Revised November, 2017

ARTICLE I – NAME

The name of this organization will be The Summit County Agricultural Society of Ohio.

ARTICLE II – PURPOSE

The purpose of the Society is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under section 501(C)(3) of the Internal Revenue Code or corresponding section of any future federal tax code and shall be to promote, encourage and improve the condition of agriculture, horticulture, promology, industry, science, art, household economics, and the public schools and to promote the general betterment of our communities within Summit County and the State of Ohio. This shall be accomplished primarily through the promotion and organization of the annual county fair.

ARTICLE III – MEMBERSHIP

Section 1. Any person 18 years of age or older and a resident of Summit County may become a member of the Summit County Agricultural Society of Ohio by paying annually the membership fee of the Society as fixed by the Board of Directors. Memberships, dated January 1 through December 31, shall be placed on sale not later than December 15th of each year and shall remain on sale an average of thirty hours each week, at a place or places specified by the Board of Directors. The sale of memberships shall terminate on August 1st of each year. Notice of days, hours, and places where memberships can be purchased shall be announced in the annual premium list and in at least one newspaper of general circulation in the county twice during the period of sale – once when the memberships go on sale and once no less than seven days before the sale is terminated but not earlier than twenty-one days before sale is ended.

Section 2. The Society shall issue no membership certificate to any entity other than a natural person. All membership certificates shall be issued in the name of the individual who paid the required annual membership fee and only those persons whose signatures appear upon their membership certificate shall be considered members of the Summit County Agricultural Society of Ohio and have the right to vote at the annual election of directors of the Society or to hold any office (with the exception of Secretary and Treasurer) in the Society.

Section 3. A copy of the current Society Constitution shall be offered to individuals when purchasing a membership ticket.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The Board of Directors of the Summit County Agricultural Society of Ohio shall consist of twenty-six members, elected by the membership of the Society.

Section 2. All new candidates for members of the Board must be members of the Society, who in the last twelve meetings prior to the election, attended a minimum of six (6) regularly scheduled Board meetings and who volunteered a minimum of twelve (12) hours for the Society during the most recent Summit County Fair.

Section 3. A simple majority of the whole number of votes cast at the election shall be necessary to elect.

Section 4. There shall be five Directors elected, based on their residency, from Area I and IV, four Directors elected in II and III and eight members shall serve in an at-large position.

Section 5. There shall be four districts in Summit County, described as follows: Area No. 1 – Sagamore, Northfield, Twinsburg, Hudson, Boston Heights, Stow, Silver Lake, Munroe Falls and Macedonia; Area No. 2 – Richfield, Boston, Bath and Cuyahoga Falls; Area No. 3 – Copley, Norton, Barberton, Franklin, Coventry and Akron west of Interstate 77; and Area No. 4 – Tallmadge, Mogadore, Springfield, Green and Akron east of Interstate 77.

Section 6. The Directors shall be elected for a term of three years and so arranged that one-third of the members be elected each year.

Section 7. In addition to the requirements in Section 2., to maintain eligibility for re-election, it shall be the duty of each director to: (A) Participate during the week of the annual fair in any aspect or as required by the committee the individual serves on; and (B) To annually donate fifty (50) hours to the Society on the fairgrounds and/or at Society events (this donated time cannot be accumulated during the annual fair and/or the four-days preceding the annual fair).

Section 8. The Board is empowered to appoint qualified members at large to fill vacancies after the annual election when candidates are not available in any given area where vacancies occur. These appointments shall be by a majority vote of the Board members at a regular meeting where a quorum is in attendance.

Section 9. The Board may remove any director if: (A) The Director has failed to attend three (3) consecutive regularly scheduled Board meetings without sufficient excuse or cause; or (B) The Director has failed to fulfill their duties during the annual fair without sufficient excuse or cause; or (C) The Director has failed to donate the required fifty hour time minimum throughout the year without sufficient excuse or cause; or (D) By order of the court, the Director has been found to be of unsound mind; or (E) By order of the court, the Director has been convicted of a felony; or (F) By order of the court, the Director has been convicted of theft; or (G) By order of the court, the Director has been convicted of a criminal offense involving moral turpitude; or (H) The Director has engaged in specific actions which cause or tend to cause the Society damage to its property or reputation, or which create potential legal liability on the part of the Society. The Director shall be issued a warning. Upon the third finding of the Executive Board of such conduct by a Board Member in violation, he/she 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 and the expelled Board Member's position shall be filled pursuant to Article IV, Section VIII herein.

Section 10. The Board may elect Honorary Directors at a regularly scheduled Board meeting upon receipt of a signed recommendation of three Board members. A two-thirds vote is required to elect. Honorary Directorship may be conferred upon an individual who shall have rendered notable service to the Society. An honorary director shall have none of the obligations of membership in the Society, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office.

ARTICLE V – ANNUAL ELECTION OF DIRECTORS

Section 1. The annual election of directors by ballot, at a time and place fixed by the Board, shall be held not later than the fifteenth (15th) of November each year. The Secretary shall announce the filing requirements for the office of director and information as to how these may be fulfilled in the annual premium list, on the Society website and twice in at least one newspaper of general circulation in the County no earlier than six weeks and no later than two weeks before the annual election of directors or by letter mailed to each member.

Section 2. The secretary shall furnish a blank petition to those declaring their candidacy once, (A) the candidate has appeared before the board at a regular scheduled meeting within three months of the annual election; and (B) the candidate states that he/she understand the duties of Director as described in the Society's constitution; and (C) the board has agreed by majority vote that the candidate has accomplished the requirements as described in Article IV Sections 2 and 7.

Section 3. Qualifying members of the Summit County Agricultural Society of Ohio must declare his/her candidacy by filing with the secretary of the Society, at least 14 days prior to the annual election, a petition that has the candidates personal information notarized and which bears the signatures of 10 or more members of the Society. The petition shall state the specific board position for which the candidate is seeking to be elected. Any member who fails to file a petition that includes the required three items is ineligible for election as a director.

Section 4. The President shall appoint three judges and two clerks who are members of the Summit County Agricultural Society of Ohio to conduct the election and declare the results thereof. Candidates may witness the count either in person or by proxy. Polls must be open not less than four hours between 6:00 a.m. and 9:00 p.m. The time of opening and closing must be stated in the notice of elections. The judges of elections shall have the membership roll and verify the right of all persons before receiving their ballots. The casting of proxy votes for Director is not permitted. The clerks of elections shall register the names of all persons voting and tally the count, one copy of which register and tally sheet shall be placed on file with the Secretary of the Summit County Agricultural Society of Ohio, the other copy shall be mailed to the Department of Agriculture of Ohio within ten days after said election.

Section 5. Any vacancy caused by death, resignation, refusal to qualify, removal from County, or other causes, may be filled by the board by qualified individuals, as per Article IV, Section 8 of this constitution, until the next annual election, when a director shall be elected for the unexpired term.

Section 6. The duly elected directors must affirm and sign the following affirmation before a competent authority before they are qualified to perform the duties of this office: "I do solemnly swear (or confirm) that I will support the Constitution of the United States, the Constitution of the State of Ohio, the laws of Ohio, 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 Summit County Agricultural Society of Ohio, so help me God."

ARTICLE VI – ORGANIZATIONAL MEETING

Section 1. The Board of Directors shall annually meet not later than the thirtieth day of November for a reorganization meeting of officers and at such meeting shall elect a President, Vice President(s), Treasurer, Secretary and such other officers or positions as it may deem proper.

Section 2. President and Vice President must be members of the Board of Directors while Secretary and Treasurer need only be members of the Society. The term of President and Vice President is for one-year while the term for Secretary and Treasurer is a three-year term.

Section 3. The duly elected officers must affirm and sign the following affirmation before a competent authority before they are qualified to perform the duties of this office: "I do solemnly swear (or confirm) that I will support the Constitution of the United States, the Constitution of the State of Ohio, the laws of Ohio, 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 Officer of the Summit County Agricultural Society of Ohio, so help me God."

ARTICLE VII – QUORUM

For the transaction of business, a majority of members of the Board shall constitute a quorum.

ARTICLE VIII – DUTIES OF OFFICERS

Section 1. It shall be the duty of the President to preside at all meetings of the Board and Society. He/she shall exercise, subject to the control of the Board, a general supervision over all affairs of the Society and shall perform generally all duties incident to the office.

Section 2. It shall be the duty of the Vice President to assume all duties of parliamentary nature of the President in the absence of or vacancy of office of President, and assist the President in any manner necessary for the success of the fair and shall perform generally all duties incident to the office.

Section 3. In the absence of the President and Vice President, or if vacancies have occurred in those offices, the Board of Directors can elect a chairman to preside over the deliberation of the Board and Society. This failing, refer to Robert's Rules of Order.

Section 4. It shall be the duty of the Secretary and/or Fair Manager or Secretary/Fair Manager to attend and record minutes of monthly Board of Directors meetings. Handle all Fairboard correspondence. Attend and record minutes of the executive committee meetings. Meet all county and state deadlines that pertain to fair business and see that they are properly responded to. Order all supplies necessary for fair operation. Act along with the President as a liaison reporting to the Board of Directors. Work with the Treasurer in compiling the annual state report. Supervise office personnel. Maintain a journal of all receipts. Turn over to the Treasurer all receipts deposited. Prepare for each regular meeting a current accounts payable list. Advise, along with the Treasurer, the Board of Directors concerning investments and expenditures. Coordinate fair activities with all other committees. Prepare premium statements for exhibitors. It shall further be the duty of the Secretary to assume responsibility of reserving all buildings and overall grounds rental and shall perform generally all duties incident to the office.

This officer shall attend, at the cost of the Society, Continuing Education training at the Annual Ohio Fair Managers Convention and participate in the District Spring and Fall meetings representing the Society. This Society position is recommended to participate in IAFE Leadership training and work towards their Certified Fair Executive credentials.

The officer in this position will be evaluated by the Executive Committee and two appointee's (Performance Review Committee) each May and October for compliance with job duties as described and this committee will report to the Board of Directors at the next scheduled meeting of the Society.

Section 5. It shall be the duty of the Treasurer to compile monthly financial reports for the Board of Directors as defined by the Board of Directors. The Treasurer shall have the ability to make deposits or delegate that responsibility. Write checks for outstanding bills/verify/and sign. Write checks during fair. Maintain a journal of all expenditures. Compile vouchers with attached bills for all disbursements. Prepare a financial analysis following each annual fair. Advise and assist in the preparation of the annual state report. Chair the finance committee meetings. Make available financial records for audit and shall perform generally all duties incident to the office.

This officer shall attend, at the cost of the Society, Continuing Education training at the Annual Ohio Fair Managers Convention and participate in the District Spring and Fall meetings representing the Society.

The officer in this position will be evaluated by the Executive Committee and two appointee's (Performance Review Committee) each May and October for compliance with job duties as described and this committee will report to the Board of Directors at the next scheduled meeting of the Society.

Section 6. Directors for the Summit County Agricultural Society of Ohio who serve the society may be compensated as deemed proper by the Board of Directors and in keeping with the terms set forth in Section 901-5-09 of the State of Ohio, Ohio Department of Agriculture Redbook.

Section 7. It shall be the duty of all officers to turn over to their successors in office as soon as they are duly elected or appointed, all monies, books, or other property belonging to the Summit County Agricultural Society of Ohio remaining in their possession.

ARTICLE IX - COMMITTEES

Section 1. Committees, standing or special, and Department superintendents shall be appointed by the President as the Executive Board deems necessary to carry on the work of the Society. The President shall also appoint a Chair for each named committee.

Section 2. The President shall be ex officio a member of all committees except the Nominating Committee.

Section 3. The Executive Board shall include the President, Vice President (s), Secretary and Treasurer. When applicable, it shall include a fair manager. If deemed appropriate by the Executive Board, the assistant secretary and assistant treasurer may be members of the Executive Board. The Executive Board shall have general supervision of the affairs of the Society between its business meetings, fix the hour and place of meetings, make recommendations to the Society, and perform such other duties as are specified in this constitution. The board shall be subject to the orders of the Society, and none of its acts shall conflict with action taken by the Society.

Section 4. Committees shall meet at the fairgrounds as needed or when requested by properly notifying each member of the committee and the President and Secretary of the Society. Each committee must meet a minimum of twice a year. The committee chair shall be responsible for recording the minutes/notes of the meeting. A copy of the minutes/notes shall be submitted to the Secretary at the next regularly scheduled Board meeting when the Chair of the committee makes his/her report.

Section 5. The Board may endow 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. The authority cannot conflict with action taken by the Society.

ARTICLE X – AUTHORITY OF SOCIETY

Section 1. (In Accordance with Ohio Attorney General Opinion 2103-023) 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 2103-023) The Society may (1) authorize the holder of a valid liquor permit to have an event that is open to the public and conducted on the fairgrounds and (2) receive fees from the permit holder.

ARTICLE XI – AMENDMENTS

Amendments to the Constitution 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 forty-five (45) days prior to the annual election of the membership of the Society. Said petition must set forth the proposed amendment and be signed by no less than twenty-five (25) members in good standing of the Society.

ARTICLE XII – DISBURSEMENTS

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.

ARTICLE XIII – REGULATIONS

Nothing in this constitution shall in any way supersede the laws of the State of Ohio or the rules of the Ohio Department of Agriculture pertaining to the operation of a County Agricultural Society.