CONSTITUTION
of the Portage County Agricultural Society

ARTICLE I - Title

The society shall be known as the Portage County Agricultural Society DBA Randolph Fair.

ARTICLE II - Purpose

The Society is organized exclusively for charitable purposes, including 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. The purpose of this Society shall be to promote and encourage agriculture, horticulture, development of livestock, domestic industries, encouragement and promotion of junior fair and school exhibits, and the encouragement of all educational activities with the aim of building a better community. This shall be accomplished primarily through the promotion and organization of the annual county fair.

ARTICLE III - Membership

Section 1.
Any resident of Portage County 21 years of age or older may become a member of this Society by presenting proof of identification as described in paragraph (A)(1) of section 3505.18 of the Revised Code and paying annually the membership fee of the Society as fixed by the Board of Directors. Membership shall be good from January 1 to December 31 of year noted on membership ticket.

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 Portage County Agricultural Society 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.
Memberships shall be placed on sale beginning at the start of the Annual Election for Directors and shall terminate at the close of business on the 3rd Wednesday in September of each year. Notice of days and times when memberships can be purchased shall be announced in the annual premium book and on the society's website.

Section 4.
No person shall pay for or secure more than one membership. No person shall secure a membership for any other person.

ARTICLE IV – Definitions

Section 1.
For this Constitution, a *family* shall include up to three generations related by blood, marriage, or legal guardianship. This includes parents and their children (first generation), grandchildren (second generation), and first cousins (third generation).

ARTICLE V – Board of Directors

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

Section 2.
The Board of Directors shall be elected for a term of three years, and terms so arranged that terms of one-third of the directors shall expire annually.

Section 3.
A member of the Society desiring to become a Director:

a. Must have been a member of the Society for the year immediately preceding the election year petition is submitted for.
b. Must be a current year member of the Society, who in the last twelve meetings prior to the election, attended a minimum of four (4) regularly scheduled Board meetings and who volunteered a minimum 4 fairboard work events for the Society in the election year. Meetings during fair cannot be counted as part of these meeting requirements.

Only candidates who have met this filing requirement shall be eligible for election as Directors.

Section 4.
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. 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.

Section 5.
If any member of a board of directors of a society misses three consecutive regular meetings, the board may: Declare the position vacant; and name a successor to said absentee to serve until the next annual election of director, at which time a director shall be elected to serve the unexpired term of said position.

Section 6.
The board may fill any vacancy on the board caused by death, resignation, refusal to qualify, removal from county, or other cause until the society's next annual election. At that election, a new director shall be elected for the unexpired term.

Section 7.
All Directors must sign a Conflict of Interest form each year, as per Federal 990 filing requirements.

ARTICLE VI – 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 in October 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 book and on the Society website.

Section 2.
Qualifying members of the Portage County Agricultural Society must declare his/her candidacy by filing with the secretary of the Society, by the 3rd Wednesday of September, a petition that has the candidate's personal information and which bears the signatures of 10 or more members of the Society. Any member who fails to file a petition that includes the required items is ineligible for election as a director.

Section 3.
The President shall appoint three clerks and three judges to conduct the election who are members of the Society but not candidates for election or a family member of any candidate for election. 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 Society, the other copy shall be mailed to the Department of Agriculture of Ohio within ten days after said election.

ARTICLE VII – Annual Meeting of Membership

Section 1.
The annual meeting of the members of the Society shall be held on the first Wednesday in November of each year at a time and place designated by the Board of Directors, and the membership shall be notified of such meeting.

ARTICLE VIII – Reorganization Meeting

Section 1.
On the first Wednesday of November, the board of directors shall hold a reorganization meeting at which the oath of office shall be administered to all newly elected directors, and the officers of the society shall be elected.

Section 2.
All officers shall be directors, except the Secretary, Treasurer and their assistants, who may or may not be directors.

Section 3.
Before the election of officers, the newly elected Directors shall qualify by taking the following oath (or affirmation) before a competent authority:

> *"I do solemnly swear (or affirm) that I will support the Constitution of the United States, the Constitution of the State of Ohio, the rules and regulations of the Ohio State Board of Agriculture pertaining to County Fairs, and to the best of my ability perform the duties of Directors of the Portage County Agricultural Society, so help me God."*

Section 4.
Once sworn in, newly elected Directors begin their term on December 1st of their elected year.

Section 5.
Newly elected Officers and administrative staff begin their term December 1st of their elected year.

Section 6.
The following Superintendents shall be Directors, and they shall be elected at the December or January meeting: Superintendent of Grounds, Concessions, Parking, Fire & Security, Electrician, and Merchants.

ARTICLE IX – Officers

Section 1.
The board of directors shall annually meet on the first Wednesday of November where at such meeting the board shall elect a president, a vice president, a treasurer, a secretary, and such other officers as it may deem proper.

In the event a vacancy occurs, the Board of Directors may determine a successor to serve until the next reorganizational meeting.

Section 2.
All officers are elected by ballot for a term of one year.

Section 3.
The president and the vice-president shall be directors. The secretary and the treasurer may or may not be directors or members of the Society.

Section 4.
Before election of officers the newly elected directors shall qualify by taking oath or affirmation before a competent authority, and in electing officers the board shall conform to the rules adopted by the director of agriculture.

Section 5.
A nominating committee, appointed by the President, shall meet prior to the October meeting to create a nomination list. No present Officers or family of present officers to set on committee.

a. Nomination Committee chair presents the nomination list at the October and November meetings.
b. Nominations are also taken from the floor in the October and November meetings.
c. Election of officers is conducted as part of the November meeting, taking office December 1st of their election year.

ARTICLE X – Fair Dates

The annual exhibition of this Society shall be held at a time and place to be determined by the Board of Directors, with approval of the State Board of Agriculture.

ARTICLE XI - Meetings

Section 1.
The time and place for regular meetings of the Board of Directors shall be determined annually by the Board of Directors.

Section 2.
A majority of the Board shall constitute a quorum for the transaction of business.

Section 3.
A special meeting of the members of the Society may be called by the Board of Directors. Notice of said meeting to be communicated not more than ten days nor less than three days before said meeting, should an occasion arise that requires specific attention.

ARTICLE XII – Executive Committee

The Executive Committee shall consist of the President, Vice President, and three (3) Directors, each appointed to serve a one (1)-year term.

a. Eligibility: A Director must have completed at least one (1) full year of service on the Board before being eligible for appointment to the Executive Committee.
b. Family Restriction: No two (2) members of the same family shall serve on the Executive Committee simultaneously.
c. Term Limits: Directors may not serve on the Executive Committee over consecutive years.
d. Rotation and Selection Process: The three (3) Director positions shall be filled through a designated rotation process consisting of three (3) established Board groupings (term expirations). One (1) Director shall be selected from each term expiration grouping. Within each grouping, selection shall be based on seniority, determined by the total number of years served on the Board, with the most senior eligible Director selected first. The rotation process shall provide equitable opportunities for eligible Directors to serve while adhering to the eligibility requirements and term restrictions outlined herein.
e. Immediate Past President Requirement: During the first year of a newly elected President's term, one (1) of the three (3) Director positions on the Executive Committee shall be filled by the Immediate Past President, provided the Immediate Past President meets the eligibility requirements. This position shall count towards the three (3) Director positions and shall be incorporated into the established rotation process.

ARTICLE XIII – Rules

The Board of Directors is empowered to make such rules and regulations that are not inconsistent with the Constitution and By-Laws of this Society, which in its opinion it deems necessary to govern the affairs of the Society.

ARTICLE XIV – Society Constitution

Section 1.
This Constitution and Bylaws may be altered or amended at any annual meeting of the Society, a majority of the members concurring.

Section 2.
Amendments to the constitution or by-laws at the annual meeting may be proposed by:

a. A majority of the board of directors at a scheduled meeting voting in favor of said amendment; or
b. A petition with the secretary of the society at least 14 days prior to the annual meeting of the membership of the society. Said petition must set forth the proposed amendment and be signed by not less than 25 members of the Society.

Section 3.
If an amendment is proposed, the directors of the society shall:

a. Submit any properly proposed amendment to the membership of the society at the annual meeting of the membership of the society in such a manner that the members may vote on each amendment separately;
b. Publish notice of each such amendment and instructions on how to obtain a copy of the proposed amendment on the society's website not less than three and not more than ten days before the annual meeting at which the amendment will be voted upon.

Section 4.
When more than one amendment shall be submitted at the same time, they shall be so submitted as to enable the members to vote on each amendment separately.

Section 5.
If the majority of the membership voting on the proposed amendment shall adopt such amendment, it shall become a part of the constitution or by-laws.

Section 6.
The Bylaws may also be altered or amended by a majority of the Board of Directors at any regular meeting.

ARTICLE XV - Compensation

Section 1.
The compensation of Board members shall be fixed by the Board in accordance with the rules of the Ohio Department of Agriculture.

Section 2.
The Board of Directors shall have the power to fix the remuneration of such Directors as in its judgment have rendered service which justify compensation.

Section 3.
It shall be the right of the Portage County Agricultural Society to include meals for the Directors, Officers, Superintendents and Judges during the time of the exhibition of this Society and Annual Convention, as an expense of this fair. The Board of Directors shall regulate the use and distribution of all passes and meal tickets.

Section 4.
The Board shall fix the Salary of the Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, an amount in accord with the rules of the State Board of Agriculture.

ARTICLE XVI – ODA Governance

The Society is governed by the rules of operation for County Agricultural Societies as set forth by the Ohio Department of Agriculture.

ARTICLE XVII - Indemnification of Directors and Officers:

Henceforth, all Board members and Officers will be indemnified by the Society to the fullest extent allowable by law. Indemnification shall be determined by the Board of Directors, on a case-by-case basis, and shall be freely given to all parties who:

(a) have acted in good faith, and in the scope of their duties and
(b) have acted in good faith in the best interest of the Society.

The Directors and Officers of this Society are hereby authorized to insure this Society against losses or expenditures it might have in making indemnification as provided by this Article.

ARTICLE XVIII - Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section (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 specific 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.

BY LAWS

ARTICLE I - Directors

Section 1.
Directors shall not be permitted to work for their business or any other business or organization during the Portage County Randolph Fair. A Director's time is to be spent working for the fair during this time

Section 2.
All Directors must purchase their membership tickets for the upcoming year before the first of January of that year.

ARTICLE II – Officer Duties

Section 1. President
It shall be the duty of the president to preside at meetings of the Society and sessions of the Board of Directors. He/she may cast a vote only in case of a tie and does not have the authority to veto or influence the decisions of the Board. He/she shall have power to call special meetings of the Board when required in the interest of the Society. He/she shall see that all by-laws and regulations of the Society are duly enforced, and during Fair Week, shall be chief executive officer at the fairground.

Section 2. Vice President
The vice-president shall perform all the duties pertaining to the office of president during the absence, or in the event of the resignation or disability of the president.

Section 3. Secretary
It shall be the duty of the Secretary to:

1. Keep a list of all members of the Society.
2. Keep accurately a record of all proceedings of the Society and the Board
3. Notify all members of the Board of the time and place of all special meetings
4. Give the members of the Society notice of time and place of the annual election of the Board of Directors and the annual meeting of the membership.
5. Receive all money and give a receipt for same as to amount and sources from which it came.
6. Keep strict account of all receipts of monies that may come into his/her hands and pay the same over to the Treasurer for deposit.
7. Perform such other duties as are determined by the Board.

Section 4. Treasurer
It shall be the duty of the Treasurer to:

1. Perform all monthly financial duties required; pay bills, payroll, deposit checks, maintain check registers, reconcile bank statements, and present a financial report of accounts at each meeting.
2. Prepare all Federal Withholding and State tax reports.
3. Prepare W2s/1099s for all employees and files same with the IRS.
4. Receive and deposit all monies and give a receipt for same as to amount and sources from which it came.
5. Keep an accurate account of all receipts and disbursements.
6. Pay such orders as may be countersigned by the President and/or Secretary.
7. Complete & file the Annual Report for the Ohio Department of Agriculture.

8. Coordinate all responses for bi-annual audit of society financials.
9. Perform such other duties as are determined by the Board.

ARTICLE III – Contractual Fees and Charges

It shall be at the discretion of the Committee, Superintendent, or Board Member to alter the prescribed rate when circumstances warrant. Any such adjustment must be made in good faith, documented in writing, and consistent with the overall goals and policies of our organization. A master list of all fees and charges will be maintained by the society. Any negotiated fees on a contract will be written as such on the contract.

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Revised December 2006
Revised December 2008
Revised December 2010
Revised December 2013
Revised December 2014
Revised December 2016
Revised December 2019
Revised December 2021
Revised November 2022
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