

**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 purchasing an annual membership ticket before August 1st of the election year. The cost of a membership shall be decided upon by the Board of Directors and paid to the Secretary or Treasurer. Membership shall be good from January 1 to December 31 of year noted on membership ticket and grants Society voting rights for said year.

Section 2.

No person shall pay for or secure more than one such membership and that membership shall be for himself. No memberships shall be issued to corporations, organizations, partnerships, or firms. Directors may purchase memberships for their spouses.

ARTICLE IV – Board of Directors

Section 1.

The Board of Directors shall consist of 21 members who are residents of Portage County.

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 file a petition with the Secretary at least 15 days before the annual election of Directors.
- b. Petitions shall be furnished by and must be procured from the Secretary.
- c. Petition must be signed by not less than 10 members of the Society.
- d. Must be a member of the Society for one (1) year prior to the election year for petition to be valid.

- e. Must attend at least three (3) board meetings before September of the election year petition is submitted for.

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

Section 4.

The annual election of Directors shall be held in October each year. Election to be conducted by ballot at a central location at a set date and time designated by the Board of Directors.

Section 5.

Any Director missing three consecutive regular meetings must submit written explanation to the Secretary, which will then be submitted to the Executive Committee for approval. Any Director that does not obtain approval is subject to the following:

- a. Board may declare his/her position vacant
- b. Board may name a successor to serve until the next annual election, when a Director shall be elected for the unexpired term.

Section 6.

Any vacancy caused by death, resignation, refusal to qualify, removal from county, or other cause, may be filled by the Board until the next annual election when a Director shall be elected for the unexpired term.

Section 7.

Conflict of Interest including the Federal 990 forms must be signed each year to be a Fair board director.

ARTICLE V – Annual Meeting of Membership

The annual meeting of the Society shall be held on the 2nd Wednesday of December each year.

ARTICLE VI – Reorganization

Section 1.

The reorganization meeting of the Society shall be held on the 1st Wednesday of November each year.

Section 2.

At the November meeting, 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 3.

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

Section 4.

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

Section 5.

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 VII – Officers

Section 1.

The Officers of the Society shall be President, Vice President, Secretary, Assistant Secretary (as needed), Treasurer and Assistant Treasurer (as needed), elected by ballot of the Directors for a term of one year. 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 shall be members of the Society.

Section 3.

Officers shall be elected from the membership of the Board of Directors with the exception of the Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, who are not required to be Directors.

Section 4.

A nominating committee, appointed by the President, shall meet prior to the October meeting to create a nomination list. No 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 VIII – 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 IX - Meetings

Section 1.

Regular meetings of the Board of Directors shall be held at regular intervals as decided by the Executive Committee. The Executive Committee shall consist of President, Vice President, three (3) Directors who are each appointed for a 1-year term.

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 X – 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 XI - Amendments

Section 1.

This Constitution and Bylaws may be altered or amended at any annual meeting of the Society, a majority of the members concurring. 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 2.

If an amendment is proposed, it shall be submitted to the membership of the society at the annual meeting of the membership of the society.

Section 3.

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 4.

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 5.

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

ARTICLE XII - 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 XIII – ODA Governance

The rules governing the operation of County Agriculture Societies by the Ohio Department of Agriculture are hereby adopted.

ARTICLE XIV - 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 XV - 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 – Membership Requirement

All persons 21 years of age and a resident of Portage County and holding a membership ticket shall be entitled to vote at the annual meeting.

ARTICLE II – ODA Governance

The rules and Regulations of the Ohio Department of Agriculture pertaining to County and Independent Societies shall govern the Portage County Agricultural Society.

ARTICLE III – Director Term

Newly elected directors shall be sworn in at the November re-organizational meeting. Term to begin December 1 and end November 30.

ARTICLE IV – Director Requirement

Directors are required to contribute a minimum of 100 hours per year excluding fair week in addition to attending Fair Board meetings.

ARTICLE V - Election

President shall appoint three clerks and three judges to conduct the election who are directors of the society but not candidates for election.

ARTICLE VI - Directors

Section 1.

Directors shall not be permitted to have their business represented at the Portage County Fair. A Director's time is to be spent working for the fair during this time. (i.e.-during fair week, you are a vendor or Fair Board director, cannot be both.)

Section 2.

Directors must obtain Fair Board approval to have their business represented at other events outside fair week held at the Portage County Fair Grounds.

Section 3.

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

ARTICLE VII – 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. Keep strict account of all monies that may come into his/her hands and pay the same over to the Treasurer and take his/her receipts therefore.
6. Keep a accurate itemized account of all receipts and expenditures of money.
7. Perform such other duties as are determined by the Board.

Section 4. Treasurer

It shall be the duty of the Treasurer to:

1. Receive all monies and give a receipt for same as to amount and sources from which it came.
2. Keep an accurate account of all receipts and disbursements.
3. Pay such orders as may be countersigned by the President and/or Secretary.
4. Complete & file the Annual Report for the Ohio Department of Agriculture.
5. Perform such other duties as are determined by the Board.

ARTICLE VIII – Honorary Directors

Board of Directors may appoint an Honorary Director through nomination and vote at a regular board meeting. Honorary Directors:

- a. Recommended 20 years as a Director. Board may nominate and vote on Directors serving less than 20 years.
- b. Shall have no voting rights
- c. Shall have the opportunity to attend District meetings and the Annual Convention
- d. Shall receive a lifetime fair admission pass for County and OFMA for themselves and their partner.

- Revised December 2003**
- Revised December 2006**
- Revised December 2008**
- Revised December 2010**
- Revised December 2013**
- Revised December 2014**
- Revised December 2016**
- Revised December 2019**