

Constitution of the Franklin County Agricultural Society

Article I Name of the Society

This Society shall be known by the name of “Franklin County Agricultural Society.”

Article I-A Purpose

The Society is organized exclusively for charitable and educational purposes, specifically to hold an annual county exhibition to promote the general improvement of agriculture and industry in Franklin County (“County”) pursuant to Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code (“Code”). The Society may engage in and exercise all the rights and powers conferred on non-profit corporations under the Ohio Unincorporated Associations Act (Chapter 1745) and the Ohio Agricultural Society Act (Chapter 1711), as these laws are now in effect or may at any time be amended, but only if the exercise of these rights and powers under Ohio law is permitted to be carried on by a corporation exempt from federal tax under Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Article II Objectives of the Society

The objectives of the Society are the improvement of agriculture, horticulture, better livestock, uniform domestic science and art, and the promotion of youth activities and the general community betterment together with all other industrial, commercial, and educational interests of the County.

MISSION: To educate and engage through various agricultural related activities that are innovative and entertaining for all ages.

VISION: Dedicated to providing guests with agricultural experiences guided by the principles of safety, service courtesy, cleanliness and integrity.

VALUES: Family Oriented, Leadership, Sportsmanship, and Culture of Generations.

Article III Membership in the Society

Section 1: Eligibility- Any citizen of the United States of America, a resident of Franklin County, Ohio over eighteen years of age, may become a member of the Franklin County Agricultural Society by having his name and post office address recorded with the secretary and paying the amount of money fixed by the Board of Directors as hereinafter provided, into the treasury of said Society in any one year after the fifteenth day of December next proceeding and a half hour before the start of the annual Election of Directors. Memberships may only be purchased in person from the Secretary or designated representative with valid ID showing living address to be within Franklin County and purchaser to be of 18 years or greater of age.

Section 2: Privileges of Membership- Upon receipt of that amount of money fixed by the Board of Directors, the Secretary shall issue to the member a membership ticket, which he shall retain as his membership certificate, which certificate or ticket will admit him to the Fair any time day or night. Holders of membership tickers complying with the provisions of this article are members of said Franklin County Agricultural Society and are entitled to vote at the annual elections of directors of the Franklin County Agricultural Society by complying in all respects, with rules adopted by the Department of Agricultural of the State of Ohio, pertaining to candidates for the office of Director of Agricultural Societies. Only members of the Society can vote or hold office. To be eligible as a candidate for the office of Director, an individual must have been a member of the Society the immediate preceding year.

Article IV

Annual Election of Directors: Notice: Declaration of Candidacy

Section 1 Annual Election- The annual election of Directors of the Society shall be conducted during the Annual Fair at the time, place, and date as shall be fixed by the Board of Directors. The polls shall be kept open not less than four hours between 6 a.m. and 9 p.m. on the day of said election

Section 2: Notice of Election- The Secretary of the Society shall give notice of the hours the polls shall be open for balloting in accordance with the provisions of Section 1711.07, Ohio Revised Code.

Section 3: Declaration of Candidacy- Each candidate for the office of Director shall declare his candidacy by filling with the Secretary of this Society a petition signed by ten or more members of the Society at least seven days before the date of the annual election. Any member failing to file a petition in accordance with the provisions of this section is ineligible for election as a Director.

Section 4: Appointment of Judges- The President of the Society 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 to declare the results thereof. Said judges and clerks shall have those duties and responsibilities as prescribed by Regulations of the Department of Agriculture.

Section 5: Term of Office- There shall be twenty-one Directors of the Society, each of whom shall be elected for a term of three years. The terms of said Directors shall be so arranged that the terms of seven directors will expire each year. The Board of Directors may appoint annually one or more honorary Directors to serve without the power to vote.

Section 6: Vacancy on Board- If a vacancy occurs on the Board of Directors for any cause, the Board shall have the power to fill such vacancy at any regular or special meeting of the Board until the next annual election of Directors, at which a time a Director shall be elected to serve the unexpired term of said Director.

Section 7: Forfeiture of Office- If any Director is absent for more than three consecutive regular meetings without good cause shown or fails to maintain membership in the Society, the Board shall declare such position on the Board vacant.

Section 8: All Directors shall annually sign the board-approved Code of Conduct, Conflict of Interest, and Whistleblower policies. If a Director accuses another Director of violating the Code of Conduct, Conflict of Interest, or Whistleblower policies, the Executive Committee shall investigate the accusation. After investigation, the Executive Committee may first issue a verbal warning, depending

upon the seriousness of the violation. If a prior warning has already been given, or in lieu of a prior warning if the seriousness of the situation reasonably merits, the Executive Committee may give the accused Director the opportunity to meet with the Executive Committee to discuss the violation and the disciplinary action to be taken. If the Director refuses to discuss a recurring violation or if the violation is serious in nature, the Executive Committee shall call a special meeting of the Board or set aside time at a regular meeting, giving the accused Director notice and an opportunity for a hearing at the meeting. The Board may remove the alleged violator from the Board by majority vote. The alleged violator shall not vote on his/her removal. In egregious situations, for the protection of the Society's interests, the Executive Committee may suspend a director until the hearing can be held. As used in this section, the Executive Committee consists of the President, Vice President(s), Secretary, and Treasurer. Should an Assistant Treasurer be elected, they will also be a member of the Executive Committee.

Article V

Reorganization Meeting; Regular Meetings; Special Meetings

The Board of Directors of the Society shall hold a reorganization meeting following the annual election of directors no later than the first Saturday of October. At such reorganization meeting, newly elected Directors shall be given the oath of office and officers of the Society shall be elected by secret ballot. The officers of the Society, except as hereinafter provided, shall be President, Vice President(s), Secretary, and Treasurer, and shall be elected for a term of one year. The Board of Directors may optionally choose to elect an Assistant Treasurer for the term of one year. Only Directors shall be eligible to serve as President and Vice President(s) of the Society. The Board of Directors shall fix the time and place for holding its regular meetings at the reorganization meeting. Regular meetings shall be held at least six times annually. An annual membership meeting will be held, date, time and location provided at least one month prior to the meeting. The President or any three Directors may call special meetings by serving written notice of the time and place of such Special meeting upon each member of the Board at least two days prior to the date of such meeting.

Article VI

Duties and Committees

Section 1: President- The President shall preside at all meetings of the Society and shall perform those duties therein prescribed or required by law or regulations of the Department of Agriculture and such other duties as pertain to the office of President.

Section 2: Vice President(s)- The Vice President(s) shall assist the President, shall serve in his stead in case of absence or disability, and shall perform such other duties as the Board of Directors may assign him. If the office of President becomes vacant for any cause, a Vice President shall succeed him.

Section 3: Secretary- The Secretary shall keep the minutes of all meetings of the Society, conduct all correspondence, prepare and keep all reports and perform all duties required of him by law, regulations of the Department of Agriculture or assigned to him by the Board of Directors. The Secretary shall be bonded in such amount as the Board of Directors may determine.

Section 4: Treasurer- The Treasurer shall collect and keep all the funds and revenues of the Society that may accrue during his term of office and periodically report same to the Secretary as collected; to pay no money from the treasury of the Society unless approved by the Finance and Auditing Committee or so ordered by the Board of Directors at its annual organization meeting and to perform such duties as required of him by law or regulations of the Department of Agriculture, or assigned to him by the Board

of Directors. The Treasurer shall be bonded in such amount as the Board of Directors may determine. Should additional help be required with this position, the Board of Directors may choose to elect an Assistant Treasurer. The duties of the Assistant Treasurer are as assigned by the Treasurer.

Section 5: Finance and Auditing Committee- the President shall appoint three Directors as members of the Finance and Auditing Committee. It shall be the duty of the Finance and Auditing to periodically inspect and audit the accounts and books of the Secretary and Treasurer and to report its findings to the Board of Directors. Said committee shall cause an abstract of the Treasurer's report showing the Society's receipts and expenditures to be published annually on the Society's website and to submit to the Director of Agriculture a synopsis of awards as prescribed in Section 1711.05, Ohio Revised Code.

Section 6: Grounds Committee- the President shall appoint no less than three Directors as members of the Grounds Committee. It shall be the duty of the Grounds Committee to periodically inspect the buildings and grounds of the Society and to report its findings to the board and to perform such other duties as may be assigned by the board.

Section 7: Fair Manager- the Board of Directors may provide by resolution for the creation of office of Fair Manager. The Board of Directors will elect the Fair Manager and that person may or may not be a Director of the Board. The Board of Directors will set his duties, powers, and salary.

Article VII Vacancies in Office

If the office of Vice President, Secretary, Treasurer, or, if authorized as heretofore provided, Fair manager, should become vacant for any cause, the Board of Directors shall have the power to fill any such vacancy at any regular or special meeting of the Board.

Article VIII Compensation of Officers and Directors

Net Earnings. No part of the net earnings of the Society will inure to the benefit of or be distributable to any member, director, officer, or any private individual (except that the Society is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further its exempt purposes), and no member, director, officer, or any private individual is entitled to share in the distribution of any of the corporate assets upon dissolution of the Society.

Article IX Duties of the Board of Directors

In addition to those duties heretofore provided, the Board of Directors shall have the following powers and duties:

Section 1: Approval of Contracts- The Board may designate by resolution the Fair Manager or any Board Member as its agent to execute binding contracts on behalf of the Society for the lease or rental of the buildings and grounds, or any portion thereof, in accordance of rents and fees adopted by the Board. In addition, the Fair Manager has the authority to enter into contracts that support the ongoing operations of the fairgrounds within limits established by the Board of Directors. All other contracts must be approved by the board prior to execution.

Section 2: Employees- The Board shall employ, prescribe the duties of, fix the compensation of and terminate the employment of all employees of the Society.

Section 3: Rules and Regulations- the Board shall have the authority to make all rules and regulations deemed necessary to govern the affairs of the Society.

Section 4: Premium List, Publication, Approval- The Board shall have the power to establish and amend the premium list for the betterment of the Society and shall cause a list of such premiums to be published at least thirty days before the opening date of the annual fair. Said published list of premiums shall include the rules and regulations governing exhibitors and the constitution and by-laws of the Society. The Board Shall meet no later than ten days after the final day of the annual fair, at which time premiums shall be approved and the time of payment fixed. If there are insufficient funds to pay all premiums allowed, said premiums may be paid pro rata.

Section 5: Date of Fair- The Board shall designate at its reorganization meeting the dates of the annual Fair for the succeeding calendar year.

Article X Annual Fair

There shall be an annual Exhibitor Fair held by the Society on the Fairgrounds at Hilliard, Ohio, on dates designated by the Board of Directors, which shall be during the period of July 1 to October 31 of each year.

Article XI

The rules and regulations governing the operation of County Agricultural Societies as adopted by the Ohio Department of Agriculture are hereby adopted by the Society. Should the language in this document differ from the Ohio Revised Code 1711, the Code shall prevail.

Article XII Quorum, Rules of Order

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business of the Society. All meetings of the Society and of the Board of Directors shall be governed by Robert's Rules of Order in all respects in which they are not inconsistent with this constitution.

Article XIII

A fiscal year of the Society shall be from December 1 to and including November 30.

Article XIV Amendments to the Constitution

Section 1: Majority Approval- The Constitution of the Society may be amended by a majority of the members voting at the annual election of the Board of Directors or at the annual society meeting.

Section 2: Proposing Amendments- Amendments to the Constitution of the Society may be proposed by a majority of the Board of Directors at a regular or special meeting of the Board voting affirmatively to

place the amendment on the ballot or by filing a petition with the Secretary of the Society at least fourteen days prior to the vote. Any petition filed pursuant to this section shall set forth the proposed amendment and shall bear the signatures and addresses of not less than Twenty-five members of the Society.

Section 3: Submission of Amendments- The Board of Directors shall cause the Secretary to submit to the membership of the Society any properly proposed amendment to the constitution at the next ensuing annual election of the Board of Directors in such a manner that said members may vote on each amendment separately.

Section 4: Notice of Amendments- The Board of Directors shall cause the Secretary to publish each such properly proposed amendment on the Society's website, not less than three days not more than ten days before the annual election of the Board of Directors.

Article XV Consumption and Sale of Alcoholic Beverages

Section 1: General - The consumption and or sale of alcoholic beverages is prohibited on the grounds of the Franklin County Agricultural Society except as limited and permitted in sections 2-3 below.

Section 2: Private Parties- The Secretary shall have the authority to grant private parties or Non-profit agencies renting or using building(s) or the grounds for events to provide and consume alcoholic beverages subject to the rules specified in The Alcohol Sale and Consumption Policy.

Section3: The Society- The society may sell alcoholic beverages during an event they are operating in a building or on the grounds subject to the rules specified in the Alcohol Sale and Consumption Policy.

Article XVI Political Activities

No substantial part of the activities of the Society will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publication or distribution of statements).

Article XVII Dissolution

Upon the dissolution of the Society, the Board of Directors, after paying or making provisions for payment of all the liabilities of the Society, shall distribute the assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. If Franklin County's treasury has funded payments for real estate or improvements for use of the Society or for the liquidation of the Society's debt, the real estate and improvements paid for with county funds will vest in fee simple in Franklin County. If County has not funded the Society as described, the Board of Directors may (i) distribute the assets to a beneficiary or beneficiaries that would use the assets for tax-exempt purposes or (ii) may distribute the assets to the federal government, to the State of Ohio, or to a local government in Ohio for a public purpose, as the Board of Directors determines.

If the Board of Directors does not distribute all the Society's assets, the Common Pleas Court of Franklin County shall determine, in its discretion, to whom and for what purposes distributions will be made,

provided the assets are distributed exclusively for one or more of the exempt purposes or to organizations organized and operated within the meaning of Section 501(c)(3) of the Code.

Adopted: February 1, 1969

Roy Hoffman, Secretary of the Franklin County Agricultural Society
Jerry Kaltenbach, President of the Franklin County Agricultural Society

Amended: July 22, 1989

Dick Rhynard, Secretary of the Franklin County Agricultural Society
Roy Hoffman, President of the Franklin County Agricultural Society

Amended: July 25, 2009

Tim Shade, Secretary of the Franklin County Agricultural Society
Dick McDermitt: President of the Franklin County Agricultural Society

Amended: July 21, 2012

Tim Shade: Secretary of the Franklin County Agricultural Society
Emily Gabriel: President of the Franklin County Agricultural Society

Amended: July 19, 2014

Tim Shade: Secretary of the Franklin County Agricultural Society
Emily Gabriel: President of the Franklin County Agricultural Society

Amended: November 12, 2019

Denise Buerger: Secretary of the Franklin County Agricultural Society
Chuck Buck: President of the Franklin County Agricultural Society

Amended: July 22, 2023

Kathy McNutt: Secretary of the Franklin County Agricultural Society
Gary Fellure: President of the Franklin County Agricultural Society