



# CONSTITUTION OF THE LUCAS COUNTY AGRICULTURAL SOCIETY



Adopted September 2014

LUCAS COUNTY AGRICULTURAL SOCIETY 1406 Key Street Maumee, Ohio 43537

- REVISED 2016 -

# CONSTITUTION OF THE LUCAS COUNTY AGRICULTURAL SOCIETY

## ARTICLE NO.1

**TITLE** - This Association, an agricultural, non-profit corporation, incorporated under the laws of Ohio, shall be known as the "Lucas County Agricultural Society".

## ARTICLE NO. 2 SECTION 1

The purposes and mission of the Organization is to:

A. To exhibit, educate and to demonstrate agribusiness products and techniques from the past, present and future in a festive atmosphere for all generations. Promote a fair where City meets Country in a family fun environment. To enhance a festive atmosphere during live entertainment while serving alcoholic beverages within a controlled area. To encourage and promote constructive youth activities, and to promote general community betterment together with all the industrial, commercial and educational interest of the county. All Rules and Regulations shall be adapted and enforced.

B. To promote and encourage Agriculture, Horticulture, Stock Raising, Industry, Education, Science, Art and other interests of Lucas County, as deemed proper and in the interest of the Community.

C. To operate exclusively for such charitable and educational purposes as will qualify the Organization as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under Internal Revenue Code of 1986; and

D. To raise, receive, invest and distribute funds to further the purposes set forth above.

## SECTION 2

The purposes, mission and activities of the Organization shall be limited as follows:

A. No part of the net earnings, properties, or assets of the Organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of the Organization; provided, however, that the Organization shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth above; and provided further, that nothing herein contained shall be construed to prevent the payment of reasonable fees, salaries, or other remunerations to employees, officers or other persons, firms or Organizations.

B. No substantial part of the activities of the Organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Organization participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision herein, the Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Organization.

C. The Organization shall not engage in any activity which is not permitted to be engaged in by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986.

### SECTION 3

Upon dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of Wood County, 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 NO. 3**

### SECTION 1

**MEMBERSHIP** - Any resident of Lucas County, State of Ohio, who is of legal age and shall pay into the treasury of this Society the annual membership fee, as fixed by the members of the Society or its Board of Directors shall be a member of this Society,

### SECTION 2

A printed certificate of membership shall be issued to each member from a book in which duplicate stubs are filled out and preserved. Such certificates shall be numbered consecutively. A list of all members shall be kept in the Society office at the Lucas County Agricultural Society office at all times.

### SECTION 3

No person shall pay for or secure more than one membership and that membership must be for him or herself.

## SECTION 4

The annual membership fee shall be determined by the board annually. The directors may offer an early-purchase discounted membership. Dates of early purchase shall be determined annually.

## ARTICLE NO. 4

### SECTION 1

**CANADACY FOR THE OFFICE OF DIRECTOR** - Any member of the Lucas County Agricultural Society may declare his/her candidacy for the office of a Director by filing with the office of the Lucas County Agricultural Society, a petition signed by 10 or more members of the Lucas County Agricultural Society. Petitions must be delivered to Lucas County Agricultural Society Office 30 days prior to election, of any given year. During office hours as posted. Petition forms will be provided by the office of the Lucas County Agricultural Society.

### SECTION 2

All person's running for a Board of Directors position, when filing their petition (30 days prior) must have a BCI Background check if you have lived in Ohio for more than five (5) years or an FBI check if less than five (5) years, commencing with the 2012 petitions. The FBI/BCI check is to be obtained at the petitioner's expense.

## ARTICLE NO. 5

### SECTION 1

**BOARD OF DIRECTORS** - The powers, property and affairs of the Society, subject to legal limitations, shall be exercised, conducted and controlled by a Board of not more than nineteen (19) members. The members of the Board of Directors shall be members in the society in good standing: one third (1/3) or 6 of whom shall be elected each year for a term of three (3) years as hereinafter provided. Commencing with the 2014 election, (7) seven elected every 3rd year. The County Commissioners of Lucas, the Cooperative Extension Agent, County Superintendent of Schools, Agriculture, the Cooperative Extension Agent 4-H, the Cooperative Extension Agent-Home Economics and any other person or persons appointed by the Board may be appointed annually ex-officio of the Board, without the right to vote as a Director. The

elected Directors shall hold office for a term of three (3) years and continue until their successor shall have been elected and qualified.

Vacancies on the Board of Directors may be filled by the Board until the next annual election. Balance on term will be posted for election.

## SECTION 2

As a further condition of eligibility for election and selection as a board member, not more than two members of a family may serve on the Board of Directors at any one time. "Family member" means a person related by blood or marriage to the second degree of affinity or consanguinity or related to the same degree to any person residing with the member.

As a further condition of eligibility for election and selection as a board Member, the person selected may not have any conflict of interest with duties and obligations to the Board or position outside of the Board that would reasonably be considered as a conflict of interest which include, but not limited to tenants of fairground property and suppliers of goods or services to the Agricultural Society, whereby such actions of the person would place such person in a position of conflict and prevent such person from exercising independent judgment solely in the best interests of The Lucas County Agricultural Society, its Board or Executive Committee.

## SECTION 3

The compensation of Directors, as determined by the Board of Directors, for attending meetings shall not exceed the amount authorized by the Ohio Department of Agriculture.

## SECTION 4

The Board of Directors shall have the power to make such rules and regulations, not in conflict with this Constitution, and the Laws of Ohio, and the Rules and Regulations of the Ohio Department of Agriculture (Red Book), as they may deem necessary to properly manage the affairs of the Society and Fair.

## SECTION 5

The fiscal year of the Lucas County Agricultural Society shall be December 1<sup>st</sup> of one year to November 30<sup>th</sup> of the next year.

**ARTICLE NO. 6**  
**SECTION 1**

**ANNUAL MEETING** – The annual meeting of the Society and the election of Directors shall be held on the second Saturday in September. Notice of the Annual Meeting shall be mailed to each member qualified to vote, at least ten (10) days prior to date of meeting and posted in a local newspaper without political association.

A. Immediately following the annual Meeting, the Directors shall assemble and elect a President, a Vice President, a Secretary and a Treasurer.

B. In the event of a vacancy of an officer caused by death, resignation or suspension, the vacancy may be filled by a majority vote of the Board until the next annual organizational meeting.

**ORDER OF BUSINESS AT ANNUAL MEETING**

**10:00 AM** - Business session: President's Report, Treasurer's Report and Audit Report

**11:00 AM** –Opening of polls

**3:00 PM** – Closing of polls. Result of election of Directors. Newly elected Directors will be notified at this time in person or via phone call.

**OATH OF OFFICE** - The newly elected Directors shall take an oath at the next regularly scheduled meeting and election of officers before a competent authority to properly perform the duties of the office of Director of the Lucas County Agricultural Society and to abide by the laws of the State of Ohio, the rules and regulations of the Department for Agricultural of the State of Ohio (Red Book) and the Constitution and Bylaws of this Society.

**SECTION 2**

**SPECIAL MEETING** – Of the Board of Directors and of the Recording Secretary shall be held at the request of three (3) Directors or five (5) members. The

Recording Secretary shall give the Director at least seven (7) days' notice by mail of any special meeting of the Society. The majority of the whole authorized number of the Board of Directors shall constitute a quorum for the transaction of business.

### SECTION 3

**ADJOURNMENT** - Any meeting of the Society may be adjourned to a later date by a majority vote of the members present.

## ARTICLE NO.7

### SECTION 1

**QUORUM** - A majority of the members of the Board of Directors. The Executive Committee shall constitute a quorum.

### SECTION 2

**MAJORITY VOTE**- A majority vote of the quorum shall carry all questions, unless otherwise specified.

## ARTICLE NO.8

### SECTION 1

**ELECTION OF DIRECTORS** - Previous to the elections, a notice must be published in at least one (1) newspaper or general circulation in Lucas County, not less than three (3) days prior. Candidates may witness the count either in person or by proxy. Polls must be open not less than four hours and the time of opening and closing stated in the notice of election. Certified results will be sent to the state and the actual ballots shall be sealed in the Lucas County Agricultural Society office for not less than one (1) year.

### SECTION 2

**JUDGES FOR ELECTION** - The President shall appoint two (2) judges in good standing. The judges of election shall have the membership roll and verify the right to vote of each person before issuing a ballot.

### SECTION 3

**CLERKS OF ELECTION** - The President shall appoint two (2) clerks, who are members in good standing of the Society, to conduct the election and

declare the results thereof. The clerks of election shall register the names of all persons voting and tally the count.

#### SECTION 4

**BALLOTS** - The Lucas County Agricultural Society office shall collect the names of all candidates to be printed on one (1) ballot and these ballots shall be delivered to the Election Officers.

#### SECTION 5

**VOTING** - The voters shall procure the ballots from the Election Officers and remain in the designated area(s) for marking ballots and voting. Ballots shall not be taken from the designated area(s) for distribution or marking. Any information required may be obtained from the election judges. No person shall use Society funds, facilities or employees to promote or influence the votes for candidates or amendments to the constitution or by-laws of the Society.

#### SECTION 6

**PROXIES** - The casting of votes by proxy shall not be permitted.

### ARTICLE NO.9 SECTION 1

The Secretary and Treasurer shall give bonds for the faithful performance of their duties in an amount fixed by the Board of Directors. The bonds shall meet the approval of the Board of Directors and the premium shall be paid out of the funds of the Society.

### ARTICLE NO. 10 SECTION 1

**APPOINTMENTS** - The President shall appoint all committee chairpersons and Heads of Departments and all such Department Head appointments shall be confirmed by the Board of Directors.

#### SECTION 2

The standing committees of the Board of Directors shall consist of at least three



(3) members each to be appointed no later than the first day of January each year. They shall be as follows:

Executive/Finance	Grounds
Entertainment/Grounds Entertainment	Parking
Promo/Publicity	Waste
Outside Motor Sports	Security
Free Stage	Premium Books
King & Queen	Policy & Procedure
SHAC	First Aid
Jr. Fair Livestock	Babyland
Jr. Fair Auction	Cheerleading
Kids Day	Audit
Merchants Building	Ice & Water
Tickets & Gates	Rib-Off Parking
Jr. Fair Board	Veterans Day
Stucco Building	Winter Storage
Concessions	My Fair Lady
Adult Beverages	Campsites

### SECTION 3

Special committees may be appointed from time to time, as the occasion requires.

### SECTION 4

The Executive Committee shall act in the capacity of the Society and the Board of Directors for the purpose of correlating the work of the various committee of this Society or the Board of Directors. On behalf of the Board, this Committee shall be in control of all other expenditures and departments in regards to the matter of expenditures or policies of the Board.

### SECTION 5

It shall be the duty of the Ticket & Gates Committee to recommend the kinds and number of tickets for the annual Fair and other events. This committee shall have control of said tickets, appoint ticket sellers and ticket takers. It shall be the duty of this Committee to receive the monies from the ticket sellers and transmit the same promptly to the Office of this Society, taking an official receipt for them.

## SECTION 6

It shall be the duty of the Finance Committee to audit the books of the Society at the closing or opening of each year, prepare a budget for the ensuing year and recommend expenditures, loan, discharge of loans, payments of interest and make sure other recommendations as will keep the Society in good financial standings.

## SECTION 7

**SUSPENSION OF OFFICERS AND DIRECTORS** - A member of the Board of Directors or an Officer of the Society who absents himself from two (2) consecutive called meetings, without notifying the Lucas County Agricultural Society office or Executive Committee, or who neglects or refuses to perform duties assigned to him/her may be temporarily suspended by the President. Notice shall be mailed to the suspended Director or Officer within three (3) days of such action, and he/she shall be given an opportunity to defend himself/herself at the next meeting of the Board and if the suspension is confirmed by a majority vote of the members present and voting, the office shall be declared vacant and the vacancy filled in the prescribed manner.

## ARTICLE NO. 11 SECTION 1

**AMENDMENTS** – Amendments to the Constitution or By-Laws 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 Recording Secretary of the Society at least 30 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 fifteen (15) members in good standing of the Lucas County Agricultural Society.

## SECTION 2

If an amendment is proposed, it shall be submitted to the membership of the Society at least 14 days prior to the Annual Meeting of the membership of the Society.

## SECTION 3

When more than one (1) 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 and By-Laws.

### **ARTICLE NO. 12**

#### SECTION 1

**BOOKS AND RECORDS** – The membership roll and all records relating to membership, the minute book, the Treasurers books of receipts and disbursements, all check books and bank books and all other official records of the Lucas County Agricultural society, financial or otherwise, shall be kept in the office of the Lucas County Agricultural Society located on the Lucas County Fairgrounds.

### **ARTICLE NO. 13**

#### SECTION 1

This Constitution adapted, amended supersedes the Constitution in effect previous to that date.

---

President

---

Secretary