

**HENRY COUNTY AGRICULTURAL SOCIETY, INC.  
NAPOLEON, OHIO**

**CONSTITUTION**

**NOVEMBER 30, 2013**

**ARTICLE I**

This Society shall be known as the Henry County Agricultural Society, Inc., and its purpose shall be for the improvement of agriculture, domestic industry, wholesome entertainment, development of character and such other interests of the county as the Society deems proper in accordance with the Department of Agriculture.

**ARTICLE II**

Section 1 – The Board of Directors shall consist of 20 members, one person to be elected from Napoleon Township, one person from City of Napoleon, one person from Bartlow Township and one person from Deshler Village; and one each from the other 11 townships with five Directors-at-large coming from any township that does not have two Directors living in that township. The Board of Directors shall be elected for a term of three years and so arranged that the terms of one third of the members shall expire annually.

Section 2 – The annual meeting of the Society for the purpose of electing directors and such other business as may properly come before the meeting shall be held in the secretary's office on or before the 15<sup>th</sup> of November of each year. Balloting for directors shall be between 4 and 8 P.M. as advertised. Voting for directors by proxies is not permitted. Notice of the meeting of the Society shall be published for three weeks prior to the annual meeting and in two newspapers of general circulation and of opposite politics or mailed to each member of Society.

Section 3 – Candidates for the office of director must be members of the Society and must declare their candidacy by filing with the secretary a petition, signed by 10 or more members of the Society who are residents of Henry County, seven days before the annual election of directors is held. The official ballot shall contain only the names of those candidates who have filed their petitions as required by this section of the Constitution.

**ARTICLE III**

Section 1 – Only residents of Henry County 18 years of age or older and who are members of the Society may vote at the annual election. Membership tickets may be procured only at the office of the secretary or from members of the Board of Directors of the Society, and only those who purchase such tickets are recognized as members of the Society. Membership tickets shall be available from December 15 to September 30. Membership tickets must be made out in the name of an individual. Neither a corporation, firm or partnership may hold a membership. The cost of a membership shall be fixed by the Board. Memberships shall at all times be available from the fair secretary. Notice of time and other places where membership certificates may be obtained to be announced in premium list and in one or more county newspapers to conform with regulations of the Ohio Department of Agriculture. Each director of the various townships has memberships to sell.

Section 2 – The Board of Directors shall, at the call of the president any time after the annual election but not later than the 15<sup>th</sup> of November, meet and elect a president, vice president, secretary or treasurer who are members of the Society and such other officers as it may deem proper. Election of officers will be by majority vote. The president, vice president, treasurer and secretary shall be elected to serve one year and until their successors are elected and qualified. The president and vice president shall be directors; the secretary and treasurer may or may not be directors. Before the election of officers is conducted, the newly elected directors shall qualify by taking an oath before a competent authority.

Section 3 – The secretary shall give a bond to be approved by the Board of Directors in the sum of \$50,000 and the treasurer to give a bond in the sum of \$50,000. The president shall be custodian of the bonds.

#### ARTICLE IV

The president shall preside at all meetings of the Society and discharge such other duties as pertain to his office. The president shall be ex-officio member of all of the various committees. In his absence, the vice president shall discharge the duties of the office.

Section 1 – The secretary shall keep the roll of members, which roll shall be kept in the office of the secretary for the convenience of the public. She shall conduct the correspondence of the Society. She shall make a careful record of business done by the Board of Directors together with the reports submitted by all committees and place such records on file in a book kept for such purposes. She shall keep an itemized account of all monies paid out and for what purpose. She shall receive her receipt for the same. She shall keep a book showing from what source any monies were received by her. All books, papers, accounts, etc., pertaining to the business of the Society and Board of Directors shall be kept in the secretary's office and open to the public at all reasonable hours. His/Her salary may be withheld until after the state director of agriculture has accepted and approved the annual report of the Society.

Section 2 – The treasurer shall receive all monies from the secretary collected for membership fees or otherwise; also, she shall receive all money for tickets sold during exhibitions of the Society and make an annual report to the Board of Directors at the regular meeting. She shall receive such compensation as the Board of Directors may allow but may not receive compensation as director.

#### ARTICLE V

Awarding judges must be approved by the president or by the Board of Directors and approved by the superintendent of the department in which he is to function.

#### ARTICLE VI

The annual exhibit of the Society shall be held at the Henry County Fairgrounds at a time to be determined by the Board of Directors.

#### ARTICLE VII

Meetings of the Board of Directors shall be held at regular intervals as decided by the Board. A meeting may be called on the order of the president of the Society. In the event that the president refuses to call a meeting of the Society, the secretary shall be required to do so when requested in writing by a majority of the members of the Board.

#### ARTICLE VIII

The Board of Directors is empowered to make the necessary bylaws, rules and regulations which, in their opinion, they deem necessary to govern the affairs of the Society.

#### ARTICLE IX

Any officer or director absenting himself for three consecutive regular meetings may, upon a two-thirds vote of the Board of Directors, have his office declared vacant and his place filled by the Board.

#### ARTICLE X

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

#### ARTICLE XI

Amendments or alterations to this Constitution may be made only at the annual meeting of the members of the Society, and a two-thirds vote of the members of the Society present shall be necessary to adopt.

#### ARTICLE XII

The president shall appoint two directors to act with him as the Executive Committee. This committee shall act for the Board of Directors in case of emergency. It may act as a committee to audit the books of the secretary and treasurer, or it may delegate that authority to others within or without the membership of the Society.

#### ARTICLE XIII

The president shall appoint two directors to act with the secretary as a committee on entertainment. This committee shall contract for attractions, music, etc.

#### ARTICLE XIV

The president shall appoint two members of the Board to act with him as a committee on concessions and privileges, who shall fix prices and look after collections.

#### ARTICLE XV

The Board of Directors may enact such rules and regulations for conducting the affairs of the Society as they deem proper which do not conflict with the Constitution or bylaws, regulations of the Ohio Department of Agriculture or laws of the State of Ohio.

#### ARTICLE XVI

The Board of Directors of the Society may authorize the sale of intoxicating beverages at fairgrounds events and receive revenue from the sales.

## BYLAWS

Terms of directors and officers shall begin immediately after being elected and qualified no later than the 15<sup>th</sup> of November and terminate when their successor is elected and qualified. The Board of Directors shall conform to the rules and regulations of the state Board of Agriculture. All appointments of committee superintendents shall be approved by majority of the Board quorum. Any member of the Board who shall be virtue of his official position use any means to defeat an impartial award shall, on conviction, forfeit his membership. The Board shall appoint his successor. There shall be a meeting of the Board of Directors within 30 days after the closing of the annual fair. Order of business shall be as follows:

- Roll call
- Minutes of previous meeting read and approved
- Report of officers
- Report of committees
- Bills and accounts
- Unfinished business
- New business