

# MIAMI COUNTY AGRICULTURAL SOCIETY CONSTITUTION

## ARTICLE 1 - Name

The Organization shall be known as the Miami County Agricultural Society, Inc.

## ARTICLE 2- Object

**Section 1.** The object of this Society shall be to: foster and advertise progress in Agriculture, Education, Industry, the Arts and Sciences, and in the improvement of home and community living to encourage the cooperation of people of all ages to work together in many interests, promote Fairs, Expositions, and all activities possible to benefit the most people, especially the youth of the County. Also, to promote leadership and achievements in all the above-mentioned fields.

**Section 2.** The Miami County Agricultural Society is organized exclusively for charitable, religious, educational, and scientific purposes, including , for such purposes, the making of distribution to organizations that qualify as exempt organizations described under Section 501c(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE 3- Membership

**Section 1.** Members of the society are limited to residents of Miami County, Ohio, who are 18 years of age or older and have paid the annual membership fee as set by the board of directors. A printed membership certificate shall be issued to each individual who pays the annual fee. The membership certificate shall be consecutively numbered and pre-numbered corresponding stub from each membership certificate sold shall be kept on file by the secretary of the society and made available to be inspected by any resident of Miami County, Ohio that may request to do so. No more than one membership certificate shall be issued to any one individual annually. Membership certificates shall be issued to individual persons only. Membership certificates may be reissued if the original membership certificate was lost or destroyed.

**Section 2.** Membership certificates shall be placed on sale at least two weeks before the annual election and shall remain on sale at least (30) hours each week, at places and times specified by the board of directors, until 5:00 p.m. the day before the annual fair of the society. Notice of the days, hours, and places where membership certificates may be purchased shall be prominently published in the annual premium list and in at least one newspaper of general circulation in Miami County, Ohio, twice during the period of sale, once when they go on sale and again no later than (7) days before the sale ends. Member- ship certificates shall bear the date and time of issue and shall be signed by the purchaser before he or she is entitled to vote at the annual election and/or hold office.

**Section 3.** The annual meeting of the Society for the members thereof shall be held at a time and place determined by the Board of Directors. Notice of this meeting shall be announced in at least two newspapers of opposite politics in the County at least two weeks before but not more than four weeks before this meeting or by written notice to each member.

**Section 4.** At each annual meeting of the membership, opportunity shall be given to the members to make suggestions for the improvement of the Fair and the Society, also to consider items of business as may be pertinent to this organization.

**Section 5.** Voting privileges at the annual election of Directors is granted to all Retired Directors who are residents of Miami County, Ohio and have paid the annual membership fee as set by the Board of Directors. Retired Directors are members who have served 20 (twenty) or more years on the Board of Directors of the Miami County Agricultural Society.

## ARTICLE 4- Election of Directors

**Section 1.** The board of directors shall consist of two (2) members from each of the twelve (12) townships in Miami County, Ohio and one (1) member from any municipality in Miami County, Ohio not eligible from town- ship representation. Said Directors shall be elected for three (3) year terms. This amendment shall not be brought up for review again until the year 2020 or after if there is a desire for a change at that time.

**Section 2.** Members of the Society shall declare their candidacy for the office of a Director of the board of Directors by filing a petition signed by 10 or more members of the Society at least seven days before the election of Directors is to be held. Blank petitions shall be furnished to any member of the Society desiring to be a candidate for the office of Director, said petition to be secured from the Secretary of the Society. Only regularly nominated candidates who have met the filing requirements and deadline will be eligible for election as a Director.

**Section 3.** The Secretary shall give notice of the place, date, hours and filing requirements of the Directors' election by letter to each member of the Society, or by publication in two newspapers of opposite politics and of general circulation in the County. This notice shall be three weeks prior to the holding of the election of Directors. (Sec. 1711.97R.C.). Method of notification of the members of the Society to be determined by the Board of Directors.

Notice also to be published in the annual premium list if at any time the election is held at the fair.

**Section 4.** If any member of the Board of Directors misses three (3) regular meetings per year, that director's status would be up for review by the Executive Committee. The Executive Committee may then decide to bring to the entire board, a formal vote for removal. Additionally, if any Director is found to be in violation of the adopted rules of the fair, or if he/she does not fulfill their duties and responsibilities for the fair, that director's status would be up for review by the Executive committee and then may be taken to the full board for a vote for their removal. Upon a majority vote, that board seat will be declared as vacant and a successor may be appointed to serve until the next annual election, at which time, a Director shall be elected to fill the unexpired term. If a Director is removed from the Board, they will be deemed ineligible to seek another board term for a three (3) year period. Newly elected Directors shall take the approved oath of office administered by a competent authority.

**Section 5.** The president shall appoint three judges and two clerks who are members of the society and not candidates for election to conduct the election of directors. The judges shall have the membership role to determine the eligibility and verify the rights of membership of the society to vote at the annual election. The annual election of directors shall be held on the Miami County Fairgrounds on Monday of the week of the Miami County Fair with polls open not less than four hours between six 6:00 a.m. and nine 9:00 p.m. to be set by the Board of Directors beginning with the election to be held in the year 2007 and thereafter. Only persons holding membership certificates at the date and hour of election may vote. Notice of the election shall be prominently published in the annual premium list and published in at least one newspaper of general circulation in Miami County, Ohio no later than seven (7) days prior to the day of the election. The clerks for the election shall register the names of all persons casting ballots at the election and tally the count. Two copies shall be made and the results of the election. One (1) copy plus the original ballots cast shall be placed on file with the secretary of the society and one (1) shall be mailed to the department of agriculture of the State of Ohio within ten (10) days after the date of the election. The term of the retiring directors shall expire and those of the directors' elect shall begin at the annual re-organizational meeting to be held no later than the thirteenth day of November following the annual election.

#### **ARTICLE 5 – Elections of Officers**

**Section 1.** Nominations for the office of President are to be made from the floor and seconded. The nominated candidate(s) must accept being nominated prior to voting. If two or more candidates are nominated, a paper ballot election is to be conducted with the elected President receiving the majority of the votes. After a President is elected, nominations for the office of Vice President can be made from the floor. The nominated candidate(s) must accept being nominated prior to voting. If two or more candidates are nominated, a paper ballot election is to be conducted with the elected Vice President receiving the majority of the votes.

**Section 2.** The salaries of the officers and Directors shall be set by the Board of Directors following the election of officers, said salaries to cover the term of office the officers are elected to serve.

**Section 3.** The Directors shall have the power to replace any officer – any time said officer does not fulfill the duties of his office. The charges shall be in writing and be attached to the minutes of the meeting. A majority vote of the Directors will be necessary to replace an officer.

**Section 4.** All nominations for officers shall be by ballot. An officer must receive a majority of the votes cast to be elected, therefore if more than two candidates are voted on for the same office and no one receives a majority of the votes cast on the first ballot, the name of the candidate receiving the least number of votes shall be dropped on the next ballot, continuing this manner until one of the candidates receives a majority of the votes cast. Vacancies created by Resignation, Relocation, Death or other circumstances will be similarly filled by the Board of Directors appointment with majority approval. Appointee must reside in the Township he/she will represent. Appointee to serve until next annual election, at which time a Director will be elected to complete the unexpired term.

#### **ARTICLE 6 – Society Constitution, Amendments**

This Constitution may only be amended by the society by a majority of the membership, which votes at the annual election of the board of directors. Amendments to this Constitution may only be proposed by a petition filed with the secretary or the society at least fourteen (14) days prior to the annual election of the board of directors of the society. Any such petition shall be (a) certified to be true and correct by the president and secretary of the society and (b) typewritten on 8 ½ x 11 bond paper, of each amendment to this Constitution with the department of agriculture within sixty (60) days following the date on which the amendment is effective. The Constitution shall rule unless determined by a proper authority to be contrary to law. For such purpose, the provisions of the Constitution are severable.

#### **ARTICLE 7 – Alcohol Sales**

The Board of Directors of the Miami County Agricultural Society may authorize the sale of intoxicating beverages at fairground events and receive revenue from the sales.

#### **ARTICLE 8 – Dissolution of Miami County Agricultural Society**

In the event of the dissolution of the Miami County Agricultural Society (MCAS), the Board of Directors shall, after

paying or making provisions for the payment of all liabilities of the MCAS in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the MCAS is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.