

CONSTITUTION OF THE LORAIN COUNTY AGRICULTURAL SOCIETY

ARTICLE I

This organization shall be known as the Lorain County Agricultural Society. The purpose of the Society shall be the holding of an annual Fair for the promotion and improvement of Agriculture, Home Economics, and the Arts and Industries of the County.

ARTICLE II

SECTION I The Board of Directors for the management of the Society shall consist of twenty-one (21) members who shall be elected by ballot. Any person desiring to run for election to the Board of Directors of the Agricultural Society may not be a current member of the Lorain County Junior Fair Board or its equivalent and must actually reside in the Original Township he or she represents at the time of the election and throughout their term. Not more than two (2) residents of any one Original Township shall serve on the Board of Directors of the Agricultural Society at the same time.

For purposes of this section, the term "Original Township" shall mean any of the geographical areas depicted as Original Townships in the map posted at the Fair Board Office and published as an appendix to this Constitution. One-third (1/3) of the elected Directors shall be elected annually for three (3) years.

SECTION II The County Extension Agents, County Superintendent of Schools, Commissioners, Sheriff, and retired Directors shall be considered to be ex-officio members of the Board. Ex-officio members will serve in an advisory capacity, assisting Directors in their duties and participate in the decision making process, except for voting.

SECTION III The annual election shall be by ballot and conducted by three judges and two clerks who are members of the Society appointed by the President on Monday, during the week of the Fair, between the hours of 1:00 p.m. and 7:00 p.m., at the Lorain County Fairgrounds in Wellington, Ohio. Identification may be required.

SECTION IV Members of the Society shall declare their candidacy for the office of Director by filing with the Society a petition signed by ten (10) or more members of the Society, who are residents of Lorain County, at least seven (7) days before the annual Election of Directors is held. Each candidate shall be required to submit, with their petition, proof that both a BCI&I and FBI criminal background check have been done and provide a copy of their Driver's License or other acceptable form of identification. The criminal background check must be done within 120 days prior to the election. Any person convicted of a felony, theft offense, sexual offense, or any other criminal offense involving moral turpitude shall not be eligible to serve on the Board. The official ballot shall contain only the names and townships of those candidates who have filed the required petition.

ARTICLE III

SECTION I Only members of the Society twenty-one (21) years of age or older and residents of Lorain County and holding membership tickets can vote at the annual election. Membership tickets can be secured only from the Secretary of the Society or from any of the Directors of the Society. Only members holding membership tickets for the current year shall be permitted to vote at the annual election and must vote for not less than four (4) or more than seven (7) candidates.

SECTION II The Board of Directors shall, at the call of the President, on the second Tuesday of November in each year at 8:00 p.m., meet and elect a President and Vice-President and appoint a Secretary and Treasurer. The election of the President and Vice-President shall be by ballot. The President and Vice-President shall be elected to serve one year, the Secretary appointed to serve a term not to exceed three years, and the Treasurer appointed to serve not more than one year, as the Board of Directors may determine, and until their successors are elected and qualified. The President and Vice-President shall be members of the Society. The President and Vice-President must be Directors. Before the election of officers is conducted, the newly elected Directors shall qualify by taking oath before a competent authority.

ARTICLE IV

The President of the Society shall preside at all meetings of the Society and the Board and shall discharge such other duties as pertain to his/her office and, in his/her absence, the Vice-President shall discharge the duties of his/her office.

ARTICLE V

The Secretary shall keep the roll of members and conduct the correspondence of the Society. The Secretary shall make a careful record of all the meetings and business done by the Board of Directors,

together with the report of all committees appointed, and place such reports on file in a book kept for such purposes. The Secretary shall receive all moneys due or coming to the Society and the Secretary shall keep a book showing from what source it came. The Secretary shall pay all money received by him/her to the Treasurer and take a receipt for the same. The Secretary shall also keep an itemized account of all money paid out by the Society and for what purpose.

ARTICLE VI

The Treasurer shall receive all moneys from the Secretary collected for membership fees or otherwise, also 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 annual meeting. The Treasurer shall pay bills on the order of the Board.

ARTICLE VII

The President, Vice-President, Immediate Past President, and three (3) Directors shall constitute the Executive Committee. The Secretary and Treasurer serve in an advisory capacity. Directors who serve on the Executive Committee, other than in the capacity of President, Vice-President, and Immediate Past President, shall each serve for a three (3) year term and shall be ineligible for election to the Executive Committee for a period of one (1) year after completion of such three (3) year term. The initial terms of such members shall be of such length and so arranged that the term of one (1) member will expire each year. Any vacancies that may occur shall be filled by vote of the Directors and shall be for the unexpired term.

ARTICLE VIII

Judges for judging the different classes of articles offered in competition and awarding premiums on these articles shall be selected by the Superintendents.

ARTICLE IX

The annual exhibit of the Society shall be held at a time and place determined by the Board of Directors and approved by the Ohio Department of Agriculture.

ARTICLE X

Regular meetings of the Board of Directors shall be held at regular intervals as decided by the Board of Directors. A meeting may be called on the request of the President of the Society. In the event the President of the Society refuses to call a meeting, the Secretary shall be required to do so when requested in writing by a majority of the members of the Board of Directors.

ARTICLE XI

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 XII

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

ARTICLE XIII

Removal of Director for Cause: A Director may be removed for cause by the affirmative vote of two-thirds (2/3) of a quorum of the Board of Directors. For the purpose of this provision "for cause" shall include the following: (a) absence from any three (3) consecutive meetings of the Board and not to exceed four (4) total monthly meetings in one (1) fiscal year without sufficient excuse or cause; (b) conviction of a felony offense; (c) conviction of any theft offense; (d) conviction of any other criminal offense involving moral turpitude; (e) material violation of the Fair Board's conflict of interest policy, or (f) engaging in specific actions which cause or tend to cause the organization damage to its property or reputation or which create potential legal liability on the part of the organization. The Director against whom removal is considered shall be given notice of basis for his or her possible removal and shall be given the opportunity to present matters in defense or mitigation at the removal hearing. The Board shall adopt rules for the hearing which, in its discretion, serve the interests of fairness and interest of the organization generally. The Director against whom removal is considered shall have the right to be represented by counsel. The Director against whom removal is considered shall not be entitled to vote on the issue of removal. Once the Director is removed from the Board, he or she will not be eligible to run for the Board of Directors without an affirmative vote of two-thirds (2/3) of quorum of the Board of Directors prior to the election. If the Director is removed, the Directors may then vote to appoint a Director to fill the vacancy until the next annual election.

ARTICLE XIV

The annual meeting of the Lorain County Agricultural Society shall be held at 8:00 p.m. on the second Tuesday of November of each year. Amendments and alterations of this Constitution may be made only at the annual meeting of the members and two-thirds (2/3) vote of the members present shall be necessary to adopt.

ARTICLE XV

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

Rules 16 and 17 of the Ohio Department of Agriculture for the management of the County and Independent Agricultural Societies follow:

RULE 16. Each County and Independent Agricultural Society shall have, at their annual fair or at any other exhibition sponsored by or under the control of the Agricultural Society, an official veterinarian who has been approved by the Division of Animal Industry of the Department of Agriculture of Ohio. Before appointing an official veterinarian, the Agricultural Society shall submit to the Director of Agriculture, for his/her approval, the name and address of the veterinarian whom the Agricultural Society proposes to appoint. After the veterinarian recommended for appointment has been approved by the State Director of Agriculture, the Agricultural Society shall certify his/her appointment to the Director of Agriculture not less than ten (10) days before the opening day of the fair.

It shall be the responsibility of the Agricultural Society, through the official veterinarian appointed by them to enforce the laws of Ohio and the regulations and rules of the Division of Animal Industry of the Department of Agriculture of Ohio which pertain to livestock exhibited at the county and independent fairs. The official veterinarian shall enforce these laws, rules, and regulations according to the recommendations of the Division of Animal Industry of the Department of Agriculture of Ohio. He/she shall inspect the livestock and entries and necessary health certificates for evidence of infectious disease and shall carry out the recommendations of the Division of Animal Industry of the Department of Agriculture of Ohio to protect the health of livestock exhibited at the fair. He/she shall report to the Chief of the Division of Animal Industry of the Department of Agriculture of Ohio any refusal or failure on the part of an exhibitor or fair management to observe or comply with the laws, rules and regulations governing the movement or exhibition of livestock and, at the close of the fair, shall make an official report as may be required by the Chief of the Division of Animal Industry of the Department of Agriculture of Ohio.

RULE 17. Agricultural Societies shall not permit the injection or administration of drugs of any kind or description, or the physical application of any electrical, mechanical or other appliance, for the purpose of stimulating an animal entered in any form of competition.

ARTICLE XVI

The compensation of each member of the Board of Directors for the management of the Agricultural Society shall be fixed by the Board in accordance with the rules of the Ohio Department of Agriculture. The Board of Directors shall fix compensation for the Secretary and Treasurer on an annual basis.

ARTICLE XVII

Should a vacancy occur on the Board, the Board would advertise the vacancy for a minimum of two (2) weeks. The Executive Committee will then interview the potential candidates and make a recommendation to the Board. A majority vote of the Board will be required to appoint the new Director. The newly appointed Director will then stand for election at the next regular election. The election term will be for one (1) or two (2) years as is required to complete the original term.

ARTICLE XVIII

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 XIX

Sale of Beer and Wine: In accordance with Ohio Attorney General opinion 2013-023, the Lorain County Agricultural Society is permitted to sell beer and/or wine at the annual Lorain County Fair, or at any other event open to the public and conducted on the fairgrounds. The Lorain County Agricultural Society may 1)

authorize the holder of a valid liquor license permit to have an event that is open to the public and conducted on the fairgrounds and 2) receive fees from the permit holder. The Lorain County Agricultural Society may retain revenue derived from the sales of beer and/or wine. It may authorize the use of moneys to purchase and acquire beer and/or wine and a liquor license permit to sell beer and/or wine at an event open to the public and conducted on the fairgrounds property and to retain revenue derived from the sales.

With the exception of the provisions set forth above, intoxicating liquors, intoxicating drinks, and drugs of abuse of any kind are strictly prohibited on the grounds, in the parking lots, and on the roads leading to and from the fairgrounds during the annual Lorain County Fair.

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