

**THE AGRICULTURAL FAIR OF
DEFIANCE COUNTY, INC**

Articles of Incorporation

Code of Regulations and By-Laws

ARTICLE I: NAME, LOCATION, SEAL

Section 1.1 Name

The name of said Corporation shall be The Agricultural Fair of Defiance County, Inc.

Section 1.2 Location

The place in this State where the principal office of the corporation is to be located is in the Village of Hicksville, Defiance County.

Section 1.3 Seal

The Seal of the Corporation shall be circular, 2 inches in diameter, with the name of the Corporation engraved around the margin, and the word "Seal" engraved across the center.

ARTICLE II: NATURE, AUTHORITY AND PURPOSE

Section 2.1 Authority

The Society is a county agricultural society corporation formed under Chapter 1711 of the Ohio Revised Code. The Society and its Constitution, By-laws and Rules and Regulations are subject to the laws administered by the rules promulgated by the State of Ohio Department of Agriculture for county agricultural societies.

Section 2.2 Purpose

The purpose of this Society shall be for the improvement, development and advancement of agriculture, domestic industry, public schools and hold public exhibits commonly known as the "county fair"; and to own and maintain suitable real estate and buildings and doing any and all things necessary or incident thereto for the benefit of the residents of Defiance County and surrounding communities.

Section 2.3 Fiscal Year

The fiscal year for this Society shall be from December 1 to November 30 of the succeeding year.

Section 2.4 Dissolution

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE III: MEMBERSHIP

Section 3.1 Membership

The sale of membership and issuance of membership certificates in this Society shall be confined to individuals who are residents of Defiance County. Members must be at least 18 years of age and not in regular 4-H on the date of election to be eligible to vote.

Section 3.2 Sale of Membership

Society memberships for the following calendar year shall be placed on sale not later than December 15 and shall remain on sale until fifteen (15) days before the date of annual election. Memberships are only sold by authorized personnel, at a place or places specified by the Board of Directors.

Section 3.3 Place and Time of Sale

Memberships can be purchased at least thirty (30) hours each week at a place or places specified by the Directors. This shall be announced in the annual fair tab, and at least one newspaper of general circulation in Defiance County. Twice during the period of sale: once when they go on sale and no less than 7 days before sale is terminated, but not earlier than 21 days before sale ends.

Section 3.4 Membership Certificates

Membership certificates shall bear dates (day and year membership begins and day and year membership terminates) denoting the time of membership in the Society, the name of the Society and a place for the signature of the person holding said membership. No membership certificate shall be issued to a corporation, organization, partnership or firm. All certificates shall be issued in the name of an individual paying the required membership fee, in person, and only that person whose name appears upon the said membership certificate shall be a member of the Society and shall have a right to vote at the annual election of Directors of the Society.

Section 3.5 Membership Privileges

Members whose name appears on a valid membership certificate shall be entitled to vote and exercise all the privileges of membership in the Society. Membership shall be effective from December 1 through November 30.

Section 3.6 Voting at Annual Election

The date of election is the second Tuesday in November. Voting at the Annual Election will be by ballot, furnished by the Society. Proxies will not be recognized. The polls will be open for four (4) hours, times to be determined by the Board of Directors.

Section 3.7 Eligibility

Only those members who have purchased a membership in the Society, at least fifteen (15) days prior to the Annual Election will be eligible to vote in the Annual Meeting and Election.

ARTICLE IV: MEETING OF MEMBERS

Section 4.1 Annual Meeting

The annual meeting of the members for the election of Directors and the transaction of other business shall be held on the second Tuesday in November. Notice (signed by the President or Secretary or Treasurer and giving the purpose) of such annual meeting shall be given to each member appearing on the books of the Corporation, by mailing the same to his/her address fifteen (15) days prior to the date of such meeting. At such meetings, no business shall be transacted except that stated in the notice.

Section 4.2 Order of Business

At the members meeting, the order of business shall be as follows:

Roll Call

Reading of minutes of previous meeting and acting thereon

Reports of directors and committees

Financial Report and statement

Reports of President and other officers

Unfinished business

Election of Directors

New or miscellaneous business.

Section 4.3 Quorum

At all meetings, a majority of all members and or directors present shall constitute a quorum for the transaction of business.

Section 4.4 Revisions to Constitution

The constitution shall not be amended except by a majority vote of the membership voting at the Annual Meeting. Amendments to the Constitution 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) A petition filed with the secretary of the society at least 14 days prior to the annual meeting of the membership of the society. The petition must bear signatures and address of not less than 25 members of the society.

The directors shall:

(a) Submit any properly proposed amendment to the membership of the society at the annual meeting of the membership.

(b) Submit amendment in such a manner that the members may vote on each amendment separately.

(c) Publish each such amendment in a least one (1) newspaper of general circulation in the county, not less than three (3) and not more than ten (10) days before the election or annual meeting at which it will be voted upon.

Each society shall file with the department of agriculture a copy of its constitution and by-laws:

a) Certified to be true and correct by the President and Secretary of the society

b) Typewritten for proper binding and filing.

c) File copy must be submitted with the department sixty (60) days following the date on which the amendment is effective.

ARTICLE V: DIRECTORS

Section 5.1 Composition of Board of Directors

The corporate powers, property and affairs of the Corporation, subject to the limitations contained in the General Code, the articles of regulations shall be exercised, conducted and controlled by the board of thirty (30) directors, each of whom shall be a member of the Corporation, and each of whom shall be a citizen of the United States.

Section 5.2 Representation

There shall be one (1) director from each township in Defiance County, one (1) director from the villages of Ney and Sherwood, and three (3) directors each from Defiance City and Hicksville Village. There shall be ten (10) directors at-large. A director from a township with an incorporated village or city may also be elected from said municipality.

Section 5.3 Election

The election of Directors shall take place at the annual meeting of the members, or at a special meeting called for that purpose and shall be by paper ballot with yes or no options, provided, that if such election be not held at an annual or special meeting, it may be held at a members' meeting at which all members are present in person. Any person running for a position as director for the Defiance County Agricultural Society Board shall be elected by a majority of yes votes. Directors shall continue in office until their successors are elected and qualified. Vacancies may be filled by the remaining board members. (see section 6.6)

Section 5.4 Terms

The terms of such directors shall be for a period of three (3) years except upon the organizational meeting, wherein eight (8) directors shall be elected for one (1) year, eight (8) directors for two (2) years and eight (8) directors for three (3) years. Newly elected fair board directors will begin their terms upon installment.

Section 5.5 Eligibility

Any qualified member of the society seeking to become a Director or any current Director may secure a petition from the Secretary of the Society, declare what opening on the Board they are seeking, and acquire the signature of ten (10) or more members of the Society. The petition must be filed with the Secretary at least seven (7) days before the Annual Election is held. Any NEW Directors (was not a Director the previous year) must submit a completed and clean Ohio BCI background check, at their expense before they are listed on the ballot (due seven days before the election.). Anyone failing to meet these qualifications will not be eligible to become a director.

Section 5.6 Fees and Dues

There shall be no initiation fees, but all directors shall pay their annual dues for the Defiance County Agricultural Society in advance, on or before the 1st of December of each year or before his/her election. Any fraction of a year shall be counted as a full year. Failure to pay annual dues promptly shall be cause for suspension of voting rights and expulsion from the Board.

Section 5.7 Director Privileges

Directors will receive an O.F.M.A. (Ohio Fair Manager's Association) pass which allows you

and one other person free admission to any/all other fairs in Ohio.

Section 5.8 Director's Oath of Office

Following the annual election, the oath of office shall be administered to all newly elected directors. The society shall secure a notary public, judge, or mayor to administer the following oath.

"I do solemnly swear that I will support the Constitution of the United States, the Constitution of the State of Ohio, laws of Ohio, and regulations of the department of agriculture of Ohio pertaining to agricultural societies and to the best of my ability perform the duties of the director of the Defiance County Agricultural Society, so help me God."

ARTICLE VI: DIRECTOR MEETINGS

Section 6.1 Notice of Meetings

The secretary will send written and/or e-mail notification of a meeting at least ten (10) days before a scheduled meeting. A Director may also be contacted personally or by telephone not later than the day before the date of which such meeting is to be held. Notice of any meeting of Directors may be given only by the President or the Secretary of the Society.

Section 6.2 Order of Business

The order of business shall be as follows:

Roll Call

Approval of minutes of previous meeting and acting thereon

Introduction of guests

Review of correspondence

Financial report and statement

Reports of directors and committees

Unfinished business

New or miscellaneous business.

Section 6.3 Payment of Obligations

The Board must approve payment of obligations and two (2) members of the Executive Committee must sign the vouchers.

Section 6.4 Meeting Attendance

Directors are expected to attend regularly scheduled meetings of the Defiance County Agricultural Society Board of Directors. Directors must contact the President or the Secretary in advance of being absent from a meeting.

Section 6.5 Removal of Directors

Three (3) unexcused absences from meetings and other Board sponsored events will be cause for review by the Board to be determined if there may be cause for suspension or expulsion. Reasons for unexcused absences should be noted for the record.

Section 6.6 Vacancies

The Board may elect director(s) for any part of a year up through the March meeting, subject to

re-election at the annual meeting to fill a vacancy if one exists. Said Director will be elected by not less than seventy-five per cent (75%) of the voting Board of Directors. Election will be by written ballots with yes and no options. Proposed directors must meet eligibility as stated in Section 5.5.

ARTICLE VII: COMMITTEES

Section 7.1 Executive Committee

- a) The Board of Directors may appoint an Executive Committee of not less than five (5) members from their own number, who shall have charge of the management of the business and affairs of the Corporation in the interim between the meetings of the Directors with power generally to discharge the duties of the Board of Directors but not to incur debts, excepting for current expenses, unless specially authorized. They shall at all times act under the direction and control of the Board of Directors and shall make report to the same for their acts, which shall form a part of the records of the Corporation.
- b) The President, Secretary and Treasurer shall be ex-officio members of said Executive Committee.
- c) Five (5) members of the Executive Committee shall be appointed on a rotating basis through a lottery to be held at the November Directors' meeting. The immediate previous members of the committee will be exempt from the lottery.
- d) Executive Committee meeting minutes need to be taken and kept on file in the Secretary's office.

Section 7.2 Standing Committees/Departments

- a) Directors may submit preferences for committee assignments to the Vice President at the November annual meeting.
- b) The Executive Committee will make committee assignments and present to the Board of Directors at the December meeting.

ARTICLE VIII: OFFICERS

Section 8.1 Election of Officers

The executive officers of the Corporation to be elected by the directors shall be a President, Vice President and Secretary and Treasurer. They shall be members of the Corporation and in good standing. The secretary and treasurer need not be a board director.

Section 8.2 Terms of Officers

Such officers shall be elected for one (1) year at the Annual Meeting or until their successors are elected and qualified. The Directors or Executive Committee may appoint clerks and other employees for such time and such salary or wages as they may determine.

Section 8.3 Duties of the President and Vice President

It shall be the duty of the President to preside at all meetings of the members and Directors; to sign the records thereof, sign checks, and in general to perform all the duties usually incident of such office, or which may be required by the Members or Directors. The President shall also be the representative of the Defiance County Agricultural Society to the Defiance County Fair

Foundation. It shall be the duty of the Vice President to perform all duties of the President, in case of the latter's absence or disability. The Vice President will also sign the checks of the organization. Vice President will also preside as President of the Executive Committee.

Section 8.4 Duties of the Secretary

- a. It shall be the duty of the Secretary to keep an accurate record of the acts and proceedings of the Members and Directors through meeting minutes.
- b. It shall be the duty of the Secretary to collect all committee meetings minutes.
- c. It shall be the duty of the Secretary to obtain, provide and maintain a clean Ohio BCI background check, at his/her expense.
- d. He/she must be willing to work in the fair office at the discretion of the Board of Directors.
- e. Be responsible for communicating of and for the Agricultural Society and Fairboard; and communicating all notices required by law.
- f. Keep records of all proof of insurances.
- g. Upon the expiration of the terms of the office, to deliver all books and papers and property of the Corporation to the President.
- h. In general, to perform all the duties usually pertaining to the office.
- i. All documentation pertaining to his/her duties shall remain at the office of the Defiance County Agricultural Society and remain there for a period of seven (7) years.
- j. Serve as a signor on the bank account to be able to provide support to the treasurer during fair time.
- k. Shall furnish an insurance policy, the premium for which will be paid by the Corporation annually.

Secretary or Finance Committee shall:

- a. Provide checks and balances for the Treasurer.
- b. Reconcile bank statements. Do a receipt book vs. deposit verification system. Verify contracts with deposits.

Section 8.5 Duties of the Treasurer

- a. The Treasurer shall safely keep all money and funds belonging to the Corporation and disburse the same (write checks), under the direction of the Board of Directors
- b. Keep an accurate account of the finances of the Corporation.
- c. Make deposits of receipted income.
- d. Properly enter receipted information into the computer system.
- e. Prepare monthly reports for the membership.
- f. All documentation pertaining to his/her duties shall remain at the office of the Defiance County Agricultural Society and remain there for a period of seven (7) years.
- g. It shall be the duty of the Treasurer to obtain, provide and maintain a clean Ohio BCI background check, at his/her expense.
- h. He/she must be willing to work in the fair office at the discretion of the Board of Directors.
- i. He/she shall receive all monies due or coming to said Corporation and execute a payee receipt.
- j. Make records available for inspection and examination of the Directors and any Committee or Members or any other meetings when requested
- k. Upon the expiration of term shall deliver all money and other property of the Corporation in his hands to the President.
- l. Shall furnish an insurance policy, the premium for which will be paid by the Corporation annually.

Section 8.6 Compensation of Officers

In all instances, the compensations of Officers shall be in accordance with and not exceed, the compensation permitted by Ohio Law. Officers will be permitted to decline receiving compensation. Salary for Secretary and Treasurer will be determined by the Board of Directors.

ARTICLE IX: OHIO FAIR MANAGER'S CONFERENCE

Section 9.1 Delegate for Annual Meeting

The Board of Directors shall elect a delegate and an alternate to attend the annual meeting with the Director of the Department of Agriculture. This is a mandatory meeting for all Agricultural Societies in the State of Ohio.

Section 9.2 Director's Attendance

The Directors are encouraged to attend all or a portion of the Ohio Fair Manager's Conference. Reservations must be made by the December meeting. The Board will determine on a yearly basis if funds are available to cover expenses for the directors.

ARTICLE X: RULES AND REGULATIONS

Section 10.1 Fair Veterinarian

This Society shall have at the annual Fair or at any other exhibition sponsored by or under the control of the Society, an official veterinarian who has been approved by the Division of Animal Industry of the Department of Agriculture of Ohio. After the Veterinarian recommended for appointment has been approved by the Division of Animal Industry, the Society shall certify his appointment to the Director of Agriculture not less than ten (10) days before the opening of the Fair. It shall be the responsibility of the Society, through the official veterinarian appointed by it, to enforce the laws of Ohio and the regulations and rules of the Division of Animal Industry of the Department which pertain to livestock exhibited at the Fair.

Section 10.2 Ohio Livestock Guidelines

This Fair will operate under the provisions of Ohio's Livestock Show Reform Act and under all applicable Ohio Department of Agriculture Administrative Code Rules. These guidelines may be viewed and or secured at the secretary's office.

Section 10.3 General Livestock Guidelines for Defiance County Fair

- a) All animals must be owned/leased by the exhibitor or a member of his immediate family.
- b) All livestock shall be subject to examination upon entry to the Defiance County Fair.
- c) Any animal showing evidence of infectious, contagious or communicable diseases shall be immediately withdrawn and held in quarantine at the owner's risk and expense until properly treated and recovered, or until the animal is released to return to the owner's premise. (ODA 901:1-18-03)
- d) The superintendent in charge will assign stall and pens for all animals. Open class stalls will not be assigned until entries are made and paid. Stalls and pens must be kept clean and in sanitary condition, subject to fair veterinarian's approval.

e) Vendors selling feed, shavings, etc. must receive permission from the Chair of the Senior Fair Livestock Committee.

Section 10.4 Release of Junior Fair Exhibits

- a) Animals going through the livestock sale, direct or custom will be released Friday night.
- b) Release of animals will be determined by the Fairboard annually.
- c) The Swine barn will be closed at 9pm on Friday to allow the sale committee to load out animals. No one is allowed in the swine barn after 9 pm on Friday. The swine barn will reopen after all animals are loaded out.
- d) Still projects will not be released until Saturday morning at 6:00 am.

Section 10.5 Senior Fair Department General Guidelines

- (a) Directors or other officially appointed persons shall act as superintendents of the different departments/committees, and are empowered to decide all questions not covered by these rules after committee discussions.
- (b) Entries into Senior Fair Departments shall be recorded and a receipt issued to the exhibitor.
- (c) See calendar for move in time and release of exhibits time.
- (d) All protests of award for premiums must be in writing and shall be filed with Secretary's office before 12:00 noon on last day of fair.
- (e) Should any premium be found to have been obtained by false evidence or misrepresentation or a violation of the above rules, the Board will withhold the money.
- (f) No exhibitor can win more than two (2) prizes in one class.
- (g) Judges' books must be returned every evening to the Secretary / Treasurer's office.

Section 10.6 Solicitation

No person shall be permitted to make solicitations of any nature on the fairgrounds except in contracted concession or commercial rented spaces. No person will be permitted to post or display signs, distribute handbills or advertising material or sell or distribute free, any merchandise, except persons under contract of those who have received permission from the Fair Board.

Section 10.7 Gambling

No gambling, games of chance, immoral exhibition, or intoxicated persons will be allowed on the grounds. The above rule is in strict accordance with the State Law.

Section 10.8 Prohibited Prizes and Sales

There shall be no merchandise sold or given as prizes deemed to be hazardous or injurious to any individual. A list of prohibited items is on file in the Secretary's office. Any item/items, in question must be accepted or rejected by the Director in charge or any other person with the authority to do so.

Section 10.9 Unauthorized Vehicles

- (a) Golf carts are no longer permitted on the grounds during the Fair, except those authorized by the board.
- (b) No unauthorized vehicles on the Midway after 10:00 am.
- (c) Any and all unauthorized vehicles parked illegally, must be removed by noon on opening day and parked in the parking lot. Failure to comply will result in said vehicle being towed at the owner's expense.

Section 10.10 Pets

During any organized event being held on the fairgrounds, no dogs or pets are allowed on the grounds, midway, or in any barn. During the off season, all dogs and pets are to be on a lead, in hand, with no animal running loose on the grounds. Dogs and pets being exhibited at junior fair shows will have a lead and will be removed from the grounds at the conclusion of the show. Any dogs or pets in the campground or those of carnival personnel must be on a lead and within the assigned campground space at all times. Proof of current shot records must be available to the Defiance County Agricultural Society for any dog or pet confined to campground space during the fair. Service dogs on a lead in hand will have access to all areas of the fairgrounds.

Section 10.11 Curfew

During Fair, the curfew is 12:30 a.m. every night and will be strictly enforced.

Section 10.12 General Rules and Regulations

- a) The Defiance County Agricultural Society reserves the right to change opening times and gate prices.
- b) The Defiance County Agricultural society reserves the right to pro rate premiums in case of insufficient funds.
- c) The Defiance County Agricultural society reserves the right to revise the program and schedule release time of exhibits in case of rain.
- d) All exhibitors are required to keep their exhibits in place until released. Anyone removing an exhibit without the official approval of the Director in charge will lose all premium payments.

ARTICLE XI: AUXILIARY

Section 11.1 Purpose:

The purpose of the Senior Fair Auxiliary is to provide additional assistance to the Senior Fair program by assisting the Senior and Junior Fair Boards.

Revised November 2010

Revised November 2011

Revised November 2012

Revised November 2013

Revised November 2014

Reviewed October 2015 – No Changes.

Defiance County Agricultural Society

APPENDIX

MEMORANDUM OF UNDERSTANDING BETWEEN THE DEFIANCE COUNTY SENIOR FAIR BOARD AND THE DEFIANCE COUNTY JUNIOR FAIR BOARD

Role of Defiance County Senior Fair Board / Agricultural Society

1. Provide support of and a positive attitude towards the objectives of the different Junior Fair youth programs including, but not limited to, 4-H, FFA, FCCLA, Boy Scouts, Girl Scouts, etc.
2. Responsible for the overall management for the Fair.
3. Appoint and maintain a Junior Fair Committee to work with all youth groups involved in fair activities through an active Junior Fair Board.
4. Provide financial management of activities that relate to Junior Fair including collection, deposit, and payment of any funds as appropriate for:
 - a. Judges, and other Junior Fair personnel
 - b. Ribbons, trophies, premiums, and other awards
 - c. Junior Fair sales
 - d. Facilities and maintenance
 - e. Financial management of the Junior Fair
 - f. Radios, Golf Cart(s), and other equipment as needed and approved.
5. Final approval of all rules (in alignment with respective youth organizations) related to Junior Fair activities, shows, and sales, etc., as recommended by Junior Fair Committee and Junior Fair Board.
6. Approve and support Junior Fair activities.
7. Involve Ohio State University Extension personnel in decisions that affect participation of 4-H youth and adults such as fair passes, premiums, exhibit housing, show schedules, and facility usage.
8. Provide and maintain adequate facilities for the Junior Fair events.
9. Maintain control of scheduling, maintenance and improvements of the fair facilities on a year-round basis even though 4-H members and adults may have been instrumental in constructing or improving those facilities.
10. Recruit a volunteer to serve as a Junior Fair coordinator to assist in the management and implementation of the Junior Fair program.

Role of Defiance County Junior Fair Committee

The Junior Fair Advisory Committee is appointed by the Senior Fairboard and includes Senior Fair Board members, Ohio State University extension personnel, Junior Fair Board Advisor(s), Officer(s) and /or members, and representatives of other Junior Fair Organizations.

1. Provide support of and a positive attitude towards the objectives of the different Junior Fair youth programs, including effective leadership development opportunities for Junior Fairboard members.
2. All committee members except Junior Fair Board members must maintain membership in the Agricultural Fair of Defiance County, Inc. Society.
3. Committee members work with the Junior Fairboard to develop the Junior Fair Division of the fair and report directly to the Defiance County Senior Fairboard.
4. Junior Fair Committee works cooperatively with all youth groups participating in the Junior Fair Division.
5. The Junior Fair Committee must work closely with the Junior Fairboard to develop recommendations for all operations of the Junior Fair Division.
6. Provide support to Junior Fairboard and liaison with Senior Fairboard.

Role of the Defiance County Junior Fairboard

1. Provide support of and a positive attitude towards the objectives of the different Junior Fair youth programs.
2. Provide leadership to the development and implementation of the Junior Fair program.
3. The Junior Fairboard is organized with representation from Junior Fair youth group participants.
4. The Junior Fairboard in consultation with the Junior Fair Committee will submit plans, budget, and financial accounting for audit to the Senior Fairboard.
5. The Junior Fairboard is responsible and accountable to the Senior Fairboard.