

Constitution of Ross County Agricultural Society

ARTICLE I

This organization shall be known as “The Ross County Agricultural Society” and its purpose shall be for the encouragement and improvement of agriculture, domestic, industry, public schools, and such other interests of Ross County as the Board of Directors shall deem proper.

ARTICLE II

Section 1. The Board of Directors shall consist of twenty-one members, one from each township in Ross County, three from within the corporate limits of Chillicothe, and two directors-at-large, whose terms of office shall be for three years, one third of whom shall be elected annually.

Section 2. The annual election of Directors shall be conducted by ballot at the office of the Secretary on the Fairgrounds on Thursday of the fair between the hours of 2:00 P.M. and 6:00 P.M. Members of the Society from the townships shall be permitted to vote for only those candidates who are residents of the same township as the member of the Society voting, and members of the Society whose residence is within the corporate limits of Chillicothe shall vote for only those candidates who are residents of the same limits as the member of the Society voting, except that all members of the Society shall have the right to vote for a candidate running as Director at Large. The casting of votes for Director by absentee ballots is not permitted.

Section 3. Members of the Agricultural Society must declare their candidacy for the office of a Director of the Board of Directors of the Society by filing with the Secretary of the Agricultural Society a petition signed by ten or more members of the Agricultural Society, at least twenty-one (21) days before the annual election of directors is held. Only regularly nominated candidates who have met the filing requirements will be eligible for election as a director.

Section 4. This section shall be in accordance with Section 1711.07 of the Ohio Revised Code, whereas: a member of the Society shall have held a membership card at least fifteen calendar days before the date of said election. Date, time, and vacant position posted in the premium list, such notice shall be published in the local newspaper three times, at one week intervals beginning no later than four weeks prior to election.

ARTICLE III

Section 1. Only members of the Society eighteen years of age or older and residents of Ross County can vote at the annual election. Membership tickets can be secured only at the fairgrounds office or from any of the Directors of the Society. The cost of a membership certificate shall be \$5.00. The only rights and privileges honored with this ticket is the right to vote at the annual election and free admission to the fairgrounds on the day of election. Only members holding membership on the day and hour of election shall be entitled to vote at the annual election. Membership sales shall be discontinued five (5) days prior to the opening of the Annual Fair.

Section 2. The Board of Directors shall, at the call of the President, any time after the annual election but not later than the third Saturday in December meet and elect a President, a Vice-President, Secretary and Treasurer. The election of those officers shall be by ballot. The President, Vice-President and Treasurer shall be elected to serve one year, and the Secretary elected to serve not to exceed three years, as the Board of Directors may determine, and until their successors are elected and qualified. All officers shall be members of the Society. The President and the 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 oath before a competent authority.

ARTICLE IV

The President of the Society shall preside at all meetings of the Society and of the Board, and shall discharge such other duties as pertain to his office and in his absence the Vice-President shall discharge the duties of his office. Roberts Rules of Order will be used in the conduction of meetings of the Society.

ARTICLE V

The Secretary shall keep the roll of members and conduct the correspondence of the Society. He/She shall make a careful record of all 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. He/She shall receive all correspondence directed to the Society and forward to proper party.

ARTICLE VI

The Treasurer of the Society is to receive all monies due the Society. The Board may when it deems such action necessary and/or proper authorize others to receive payment of monies due the society, on such terms and conditions and for such limited periods of time as the Board may determine, but in any event such funds so received by others shall be delivered to the Treasurer within the time fixed by the Board. In all cases of receipt of funds due the Society, the person receiving such funds shall issue a receipt to the person making payments of such funds. The Treasurer will be making payment of such funds. The Treasurer will be required to make a financial report at each regularly scheduled meeting of the Board of Directors, and an annual report which shall be presented at the Annual Meeting. The Treasurer shall issue checks drawn on the Society's accounts in payment of all amounts owned by the Society.

ARTICLE VII

Judges for judging the different classes of articles offered in competition and awarded premiums of these articles shall be appointed and approved annually by the Board of Directors.

ARTICLE VIII

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

ARTICLE IX

Regular meetings of the Board of Directors shall be held the first Monday of each month, commencing at 7:00 p.m., the meeting place shall be named at the discretion of the President. In case of a holiday on the meeting date, a different date shall be voted on by the Board of Directors at a meeting proceeding the month in which the holiday falls. A meeting may be called on the order of the President of the Society. In the event the President of the Society refuses to call the meeting, the Secretary shall be required to do so when requested in writing by a majority of the members, of the Board of Directors. A meeting will be held on the second Monday, following the Ross County Fair each year.

ARTICLE X

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

ARTICLE XI

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

ARTICLE XII

Any officer or director absenting himself for three consecutive regular meetings may, upon two-thirds vote of the Board of Directors, have his office declared vacant and his place filled by the Board until the next annual election when the director must be elected for the unexpired term.

ARTICLE XIII

The annual meeting of the Ross County Agricultural Society shall be held at the Multi-Purpose Building Ross County Fairgrounds, Chillicothe, Ohio at 7:00 p.m. on the second Monday of December of each year. Amendments and alterations of this constitution may be made only at the annual meeting of the members and a majority vote of the Board of Directors present shall be necessary to adopt.

ARTICLE XIV

The rules governing the operation of county agricultural societies by the Ohio Department of Agriculture are hereby adopted, and where those rules and regulations above differ from the constitution and by-laws set forth by the Ohio Department of Agriculture, the latter will prevail.

ARTICLE XV

This article shall permit the Board of Directors by majority vote to employ or compensate a board member for services surrendered as listed below:

1. Fair Manager
2. Treasurer
3. Secretary

ARTICLE XVI

All ex board members, and their spouse, that served fifteen (15) or more years shall receive a season pass and camping spot to the Ross County Fair. Said member shall also receive honorary membership to the Board of Directors of the Ross County Agricultural Society without voting powers. These passes shall be courtesy of the Ross County Agricultural Society Board of Directors.

ARTICLE XVII

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

***ARTICLE XVIII**

RESOLUTION

WHEREAS , the Ross County Agricultural Society Incorporated (hereinafter "Fairboard") was formed on

or about February 13, 1930 for the purposes set forth in its Articles of Incorporation;

WHEREAS , the Fairboard has a set of bylaws that fails to include a provision for the voluntary dissolution of the Fairboard;

WHEREAS , the Fairboard desires to have a provision in its bylaws for the voluntary dissolution of the Fairboard should that need arise and in order to receive its own designation under IRS Code Section 501;

NOW, THEREFORE, BE IT RESOLVED, that the Fairboard hereby makes the following resolutions: **BE IT FURTHER RESOLVED** , that, the Fairboard's Constitution shall be and hereby are amended to include the following provision regarding dissolution of the Fairboard:

BEGINNING OF DISSOLUTION CLAUSE

Dissolution

1. Resolution for Dissolution

1.1. Contents: Any resolution for dissolution of the Ross County Agricultural Society Incorporated shall expressly name the Ross County Agricultural Society Incorporated as the entity being dissolved and shall state any additional provision deemed necessary with respect to the proposed dissolution.

1.2. Director Vote for Dissolution: The directors of the Ross County Agricultural Society Incorporated may adopt a resolution of dissolution only in the following cases:

- . 1.2.1. When the Ross County Agricultural Society Incorporated has been adjudged bankrupt or has made a general assignment of all its assets for the benefit of creditors;
- . 1.2.2. By leave of court when a receiver has been appointed in a general creditor's' suit or in any suit in which the affairs of the Ross County Agricultural Society Incorporated are to be wound up;
- . 1.2.3. When substantially all of the assets have been sold;
- . 1.2.4. When the period of existence of the Ross County Agricultural Society Incorporated specified in its articles or statements of continued existence.

1.3 Member Vote for Dissolution: the Members of the Ross County Agricultural Society Incorporated may adopt a resolution of dissolution if all of the following apply:

- . 1.3.1. A meeting of the members shall be scheduled for the purpose of adopting a resolution of dissolution;
- . 1.3.2. Notice of the meeting of the members shall be sent to all the members who would be entitled to vote at the meeting by mail;
- . 1.3.3. The voting members present at the meeting constitute a quorum;
- . 1.3.4. There is an affirmative vote from a majority of the voting members present for the meeting, which adopts and approves the resolution of dissolution.

2. Action After Resolution of Dissolution

2.1. Certificate of Dissolution : upon the adoption of a resolution of dissolution, a certificate shall be prepared, on a form prescribed by the Ohio Secretary of State, setting forth the following:

- . 2.1.1. The name "Ross County Agricultural Society Incorporated";
- . 2.1.2. A statement that a resolution of dissolution has been adopted;

- 2.1.3. A statement of the manner of adoption of that resolution, and, in the case of its adoption by the directors, a statement of the basis for the adoption;
- 2.1.4. The place of the principal office;
- 2.1.5. The names and addresses of its directors and officers;
- 2.1.6. The name and address of the current statutory agent;
- 2.1.7. The date of dissolution, if other than the filing date.

2.2 Certificate Signed : the certificate of dissolution stated in the previous subsection shall be signed by any authorized officer.

2.3 Attachment to the Certificate : a certificate of dissolution, filed with the secretary of state, shall be accompanied by the following contemporaneously with the filing of the certificate of dissolution or within ninety (90) days after the filing of the certificate of dissolution:

- 2.3.1. A receipt, certificate or other evidence from the director of job and family services showing that all contributions due from the Ross County Agricultural Society Incorporated as an employer have been paid, that such payment is guaranteed, or that the Ross County Agricultural Society Incorporated is not subject to such contributions;
- 2.3.2. A receipt, certificate, or other evidence showing that the Ross County Agricultural Society Incorporated has paid all taxes imposed under the laws of the State of Ohio that are or will be due from the Ross County Agricultural Society Incorporated on the date of the dissolution, or that such payment has been adequately guaranteed.
- 2.3.3. In lieu of the receipt, certificate, or other evidence described immediately preceding sections, an affidavit of one or more of the persons executing the certificate of dissolution, or of an officer of the Ross County Agricultural Society Incorporated containing a statement of the date upon which the particular department, agency, or authority was advised in writing of the scheduled effective date of the dissolution and was advised in writing of the acknowledgement by the Ross County Agricultural Society Incorporated of the applicability of section 1702.55 of the Revised Code.

2.4. Public Notice of Dissolution : Following the filing of the certificate of dissolution, the directors shall forthwith cause a notice of voluntary dissolution to be published once a week on the same day of each week for two successive weeks, in a newspaper published and of general circulation in the county in which the principal office of the Ross County Agricultural Society Incorporated was to be or is located, and shall forthwith cause written notice of dissolution to be given either personally or by mail to all known creditors of, and to all known claimants against, the dissolved Ross County Agricultural Society Incorporated.

3. Winding Up

- . 3.1. Cease Activity : When the Ross County Agricultural Society Incorporated is dissolved voluntarily, when the articles of Ross County Agricultural Society Incorporated have been canceled, or when the period of existence of Ross County Agricultural Society Incorporated specified in its articles has expired, the Ross County Agricultural Society Incorporated shall cease to carry on its activities and shall do only such acts as are required to wind up its affairs.
- . 3.2. Distribute Remaining Assets : The directors of the Ross County Agricultural Society Incorporated and their survivors or successors shall act as a board of directors in accordance with the regulations and bylaws until the affairs of the Ross County Agricultural Society Incorporated are completely wound up. Subject to the orders of courts of this state having jurisdiction over the Ross County Agricultural Society Incorporated, the directors shall proceed as speedily as is practicable to a complete winding up of the affairs of the Ross County Agricultural Society Incorporated and, to the extent necessary or expedient to that end, shall exercise all the authority of the Ross County Agricultural Society Incorporated. Without limiting the generality of such authority, they may fill vacancies, elect officers, carry out contracts of the Ross County Agricultural Society Incorporated, make new contracts, borrow money, mortgage or pledge the property of the Ross County Agricultural Society Incorporated as security, sell its assets at public or private sale, make conveyances in the Ross County Agricultural Society Incorporated name, lease real estate for any term, including ninety-nine years renewable forever, settle or compromise claims in favor of or against the Ross County Agricultural Society Incorporated, employ one or more persons as liquidators to wind up the affairs of the Ross County Agricultural Society Incorporated with such authority as the directors see fit to grant, cause the title to any of the

assets of the Ross County Agricultural Society Incorporated to be conveyed to such liquidators for that purpose, apply assets to the payment of obligations, perform all other acts necessary or expedient to the winding up of the affairs of the Ross County Agricultural Society Incorporated, and, after paying or adequately providing for the payment of all known obligations of the Ross County Agricultural Society Incorporated, distribute the remainder of the assets as follows:

- 3.2.1. Assets held upon condition requiring return, transfer, or conveyance, which condition shall have occurred by reason of the dissolution or otherwise, shall be returned, transferred, or conveyed in accordance with such requirements;
- 3.2.2. The remaining assets shall be distributed: (a) assets held by it in trust for specified purposes shall be applied so far as is feasible in accordance with the terms of the trust, (b) the remaining assets that originated from Ross County, Ohio shall be applied to the Ross County, Ohio Commissioners, (c) the remaining assets that originated from the State of Ohio shall be applied to the State of Ohio, (d) the remaining assets not held in trust shall be applied so far as is feasible towards carrying out the purposes stated in its articles, and (e) in the event and to the extent that, in the judgment of the directors, it is not feasible to apply the assets as provided in above clauses (a), (b), (c), and (d), the assets shall be applied as may be directed by the court of common pleas of the county in this state in which the principal office of the Ross County Agricultural Society Incorporated is located, in an action brought for that purpose by the Ross County Agricultural Society Incorporated or by the directors or any thereof, to which action the attorney general of the state shall be a party, or in an action brought by the attorney general in a court of competent jurisdiction, or in an action brought as provided in section 1702.50 of the Revised Code for the purpose of winding up the affairs of the Ross County Agricultural Society Incorporated under the supervision of the court.
- 3.3. Signing of Documents : All deeds and other instruments of the Ross County Agricultural Society Incorporated shall be in the name of the Ross County Agricultural Society Incorporated and shall be executed, acknowledged, and delivered by the officers appointed by the directors.

- . 3.4. Court Assistance : At any time during the winding up of its affairs, the Ross County Agricultural Society Incorporated, by its directors, may make application to the court of common pleas of the county in this state in which the principal office of Ross County Agricultural Society Incorporated is located to have the winding up continued under supervision of the court, as provided in section 1702.50 of the Revised Code.

END OF DISSOLUTION CLAUSE

*Denotes Articles or sections where changes and/or additions were made at the annual meeting held December 12, 2016.