

CONSTITUTION

Article I – TITLE

Section 1. The Association is known as the Washington County Agricultural & Mechanical Association.

Article II – OBJECTIVE

Section 1. The objective of this Association shall be to promote and encourage agriculture, industry, science, art and other interests of Washington County which the Board deems proper and in the best interest of the community.

Article III – MEMBERSHIP

Section 1. Any resident of adult age of County of Washington may become a member of this Association by paying annually the membership fee fixed by the Board of Directors.

Section 2. No person shall pay for or secure more than one such membership and that membership shall before himself/herself. No membership shall be issued to corporations, organization, partnerships or firms.

Article IV – BOARD OF DIRECTORS

Section 1. The management shall consist of a board of 21 members who shall be elected for a term of three years and the terms so arranged that the terms of one-third of the members shall expire annually.

Section 2. Any vacancy caused by death, resignation, removal from office or other causes may be filled by the Board until the next annual election when a director shall be elected for the unexpired term.

Section 3. Any Officer or Director of the Board of the society for misfeasance, malfeasance, or nonfeasance or who fails to perform his/her duties as an Officer or Director in a reasonable time or proper fashion may temporarily be removed as an Officer or Director by a majority vote of the Board of Directors at any regular meeting or special meeting.

Written notice shall be served on such Officer or Director by U.S. Certified Mail, return receipt requested at the address provided by the Officer or Director by the Secretary or by personal service within 10 days after the vote by the Board of Directors.

The written notice shall state in detail the charge or charges against the Officer or Director. The written notice shall be prepared and signed by the Secretary. If the charge or charges are against the Secretary, the President shall prepare and sign the written notice and serve the written notice by U.S. Certified Mail, return receipt request or by personal service.

The Officer or Director shall be given the opportunity to defend himself/herself at a regular meeting of the board or at a special meeting against the charge or charges. No hearing shall be held for 15 days after the Officer or Director receives the written notice. The Officer or Director may be represented by an attorney or other individual. The board shall appoint a Director to prosecute the matter on behalf of the board.

If by a 2/3 vote by the Directors attending the regular or special meeting the Officer or Director is found guilty of the charge or charges, the Officer or Director shall be removed from the Board of Directors. The vote must be in an open meeting of the board and roll call shall be used to determine the vote of each Director present. The removal of the Director shall be permanent.

Section 4. Directors of the Washington County Agricultural and Mechanical Association may be compensated for

(1) work or services performed by the Director; (2) supplies ordered from the Director; (3) materials ordered from the Director; and (4) rental of equipment ordered from the Director, at a regular or special meeting, if majority of the Directors attending the meeting approves one or more of the above. The approved authorization must state in detail the (1) work to be performed; or (2) the supplies to be provided; or (3) the materials to be provided; or (4) the equipment to be provided, and the reason for hiring the Director to perform the work, or services, or to provide the supplies, materials, or equipment.

The approved authorization of the Director to be compensated must be recorded in the minutes of the society.

Article V – ELECTION

Section 1. The annual election of the Board of Directors shall be held on the Grounds on Labor Day of the Annual Fair each year for six hours at a place and time fixed by the Directors in advance of notice and carried therein.

Section 2. The said election shall be by ballot. Ballots must be marked with an "X" opposite the name of each candidate voted for; otherwise, the name will not be counted. No proxy votes will be considered.

Section 3. Only residents of Washington County holding membership tickets purchased one (1) hour prior to the start of the election may vote.

Section 4. Members of the Association must declare their candidacy of the office of Director by filing with the Secretary a petition signed by ten or more members who are residents of the County in which the Association is organized at least seven days before the day the annual election of Directors is held. Only regularly nominated candidates who have met the filing requirements will be eligible for election as director. The deadline filing hour will be 7:00 PM on the seventh day.

Section 5. The term of office of the retiring Directors shall expire and that of the Directors Election shall begin on the 30th day of October of each year or until their successors are elected and qualify.

Section 6. BCI Background check is required for all appointed Directors. The background check will follow 4H/OSU

Commented [WF1]: Any resident of Washington County, 18 years of age or older, may become a member of this Association by paying the annual membership fee fixed by the Board of Directors.

Commented [WF2]: Section 3. Membership may be purchased at the approved location, date, and time determined by the Board of Directors up until Thursday at 7:00pm before the start of the fair.

Commented [WF3]: Written notice shall be served on such Officer or Director by U.S. Certified Mail or Ordinary Mail with Certificate of Mailing, return receipt requested at the address provided by the Secretary or by personal service within 10 days after the vote by the Board of Directors.

Commented [WF4]: COMBINE 1 & 2
The annual election for directors shall be by ballot and open for four hours between six a.m. and nine p.m. on Friday of the annual fair, at the time and place determined by the Board of Directors and announced in compliance with section 1711.07 of the ORC. Ballots must be marked with an "X" opposite the name of each candidate voted for; otherwise, the name will not be counted. No proxy votes will be considered.

Commented [WF5]: Only persons holding membership tickets, 18 years of age, and residents of Washington County may vote.

Commented [WF6]: The terms of office of the retiring directors shall expire, and those of the directors-elect shall begin, not later than the thirtieth day of November each year.

Commented [WF7]: BCI background check is required for all elected and appointed Directors.

Extension guidelines. This background check is performed after the election, but must be completed before the Re-Organization Meeting in November. If the background check is passed, the director will be reimbursed the cost. If the background check is failed, the next candidate on the ballot with the highest number of votes will continue with the same process.

Commented [WF8]: completed before the annual meeting.

Section 7. Any candidate that loses an election cannot be appointed to the board of directors in the same year.

Commented [WF9]: Remove.

If there are more qualified candidates than available positions, all will not get elected. If the board were to need to appoint an individual for any reason later in the year, why kick out a potentially good candidate.

Article VI- ANNUAL MEETING OF THE MEMBERSHIP

Section 1. The annual meeting of the members of the Association shall be held on the second Thursday of November of each year at 7:00 PM.

Section 2. At this meeting, the officers and directors of the Association shall make reports as to the membership of the Association concerning the past Fair and make recommendation of the improvement of the Association and its Fair. Such other business may be presented as may be prescribed by this constitution or as may be deemed proper by the Board of Directors.

Commented [WF10]: The board of directors shall annually meet not later than the thirtieth day of November. At such meeting, the board shall swear in new directors, elect a president, a vice president, a treasurer, a secretary, and such other officers as it may deem proper.

Article VII – ORGANIZATION AND MEETINGS

Section 1. The Board of Directors shall meet annually on the second Thursday of November each year and elect a President, Vice President, Secretary, and Treasurer. The President, Vice President, Secretary, and Treasurer shall serve one year or until their successors are elected and qualify.

Section 2. The President and Vice President shall be directors. The Secretary and Treasurer may or may not be directors, but they must be members of the Association. The elected officers along with the immediate past President, shall serve as the Executive Committee.

Section 3. Before election of officers the newly elected directors shall qualify by taking the following oath or affirmation before a competent authority designated by law.
"I do solemnly swear (or affirm) that I will support the Constitution of the United States, the Constitution of Ohio, Laws of Ohio and rules and regulation of the Department of Agriculture of Ohio pertaining to agricultural societies and to the best of my ability perform the duties of Director of the Washington County Agricultural Association, so help me God."

Commented [WF11]: The President and Vice President shall be directors. The Secretary and Treasurer may or may not be directors, but they must be members of the Association. The elected officers along with the immediate past President, shall serve as the Executive Committee.
If the Immediate Past President is no longer on the Board, the Directors may elect from the floor a Board Member and approve with a simple majority vote.

Article VIII – AMENDMENTS

Section 1. Amendments to the Constitution or By-Laws 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. Filing a petition with the Secretary of the Association at least 14 days prior to the meeting of the membership of the Association. Said petition must set for the proposed amendment and be signed by not less than 25 members.

Section 2. If an amendment is proposed, it shall be submitted to the membership of the Association at the annual election of the membership of the Association.

Section 3. When more than one amendment is submitted at the same time, they shall be so submitted as to enable the members to vote on each amendment separately.

Section 4. If the majority of the membership voting on the proposed amendment shall adopt such an amendment, it shall become a part of the Constitution or By-Laws.

Article IX – COMPENSATION

Section 1. The compensation of Board members shall be fixed by the Board in accordance with the rules of the Ohio Department of Agriculture.

Article X – BONDS

Section 1. The Secretary shall post a surety bond in the amount of \$8,000 payable by the Association, conditioned upon the faithful performance of the duties of his/her office.

Section 2. The Treasurer shall post a surety bond in the amount of \$25,000 payable by the Association, conditioned upon the faithful performance of the duties of his/her office.

Article XI – FAIR DATES

Section 1. The Board of Directors shall fix the dates for the annual exposition of the Association, subject to the approval of the Ohio Director of Agriculture.

BY-LAWS

Article I – QUORUM

Section 1. A majority of the members of the Board of Directors shall constitute a quorum of the transaction of business of the Association

Article II – MEETINGS

Section 1. A majority of the members of the Board of Directors shall meet the second Thursday of each month.

Section 2. Special meetings may be held when necessary, at the call of the President or at the call of the Secretary, or upon the written request to the Secretary by not less than three members of the Board of Directors.

Section 3. Written notice of special meetings of the Board of Directors shall be delivered personally to each director or sent to each director by text message, phone call, or email at least two days before the meeting. Such

notice, however, may be waived by any director either before or after the meeting. The notice need not specify the purposes of the meeting.

Section 4. Any Director missing three (3) consecutive regular meetings without an excused absence shall be removed from the Board of Directors. Any absence may be excused for illness or upon request to the Board of Directors. The Board of Directors shall consider each request for an excused absence at the next regular Directors' Meeting following the absence. A majority vote of the Board of Directors at the meeting shall be required to allow an absence. Any director with four (4) unexcused absences in any fiscal year shall be removed from the Board. Attendance requires being at the entire meeting, unless excused by the board. Special meetings do not apply. To be excused, the secretary must be notified of absence before the start of the meeting.

Commented [WF12]: Remove.
Not compliant with sunshine law.

Article III – ORDER OF BUSINESS

Section 1. 1. Roll Call
2. Recognition of visitors and what they are bringing to the meeting
3. Reading and approval or adoption of minutes
4. Approval of all bills and accounts by the board before payment by the Treasurer
5. Report of Committees
6. Report of Officers
7. Unfinished Business
8. New Business
9. Appointments
10. Adjournment

Section 2. The order of business may be temporarily suspended at any meeting upon a majority vote of a quorum present.

Article IV – DUTIES OF OFFICERS

Section 1. It shall be the duty of the President to preside at all meeting of the Board, to appoint committees, counter-sign all orders for the disbursement of funds, and to perform such other duties as are determined by the Board.

Section 2. It shall be the duty of the Vice President to assume all the duties of the President in the event of his/her absence or vacancy of office and to perform such other duties as are determined by the Board.

Section 3. It shall be the duty of the Secretary to:
1. Keep a list of all members of the Association
2. Keep accurately a record of all proceedings of the Association and the Board, and mail to each Board Member a copy of all proceedings of the previous meeting within five days before the next meeting.
3. Notify the members of the Board of the time and place of all special meetings
4. Give the members of the Association notice of the time and place of the annual election of Board of Directors and the Annual Meeting of the membership.
5. Keep strict account of all moneys that may come into his/her hands and pay the same over to the Treasurer and take his receipts therefore
6. Perform such other duties as are determined by the Board

Section 4. It shall be the duty of the Treasurer to:
1. Receive all moneys and give a receipt for same as to amounts and sources from which it came.
2. Keep an accurate account of all receipts and disbursements
3. Pay such orders as may be countersigned by the President and Secretary
4. Perform such other duties as are determined by the Board
5. Make out the annual report to the Ohio Department of Agriculture
6. Furnish each Board Member monthly a financial statement regarding the receipts and disbursements of the society for the past month.

Article V – RULES

The Board of Directors may enact such Rules and Regulations for conducting the Business of the Association which do not conflict with the Constitution or By-Laws, Regulations of the Ohio Department of Agriculture, or laws of the State of Ohio.

RECITAL

The Washington County Agricultural and Mechanical Association was organized under the laws of 1846 on June 24 of that year, and exists as a County Agricultural Society under Revised Code Section 1711.01.

CERTIFICATION

Kurt Bohlen, President, and Lisa McNish, Secretary, certify hereby, that the forgoing Constitution and By-Laws were adopted by unanimous vote by its members for Washington County Agricultural and Mechanical Association, a County Agriculture Society, in election duly noticed, held at Washington Fair Grounds, Marietta, Ohio, on Monday, September 5, 2022. In witness whereof, we hereunto set our hands and affix the corporate seal and said corporation this 5th day of September, 2022.

LISA MCNISH, Secretary

President

Secretary