

Hartford Independent Agricultural Society Constitution & By-Laws

CONSTITUTION OF HARTFORD INDEPENDENT AGRICULTURAL SOCIETY

(Adopted 11/7/2015)

Article I – Mission

The mission of the Hartford Independent Agricultural Society (the “Society”) shall be to promote and encourage agriculture, horticulture and the production of better livestock, improve domestic science and art, promote general community betterment, together with all other educational interests of the Hartford Fair District. The Society is organized exclusively for charitable, religious, educational and scientific purposes.

Article II – The Hartford Fair District

The “Hartford Fair District” includes all of Licking County, Berkshire, Harlem, Porter, and Trenton townships of Delaware County, and Hilliar/Centerburg Village, Milford, and Miller townships of Knox County.

Article III – Membership

Section 1: Membership and voting privileges are open to residents of the Hartford Fair District.

Section 2: Any resident of the Hartford Fair District, 21 years of age or older, may become a member of the Society by paying the annual membership fee no less than 15 calendar days prior to the date of the election.

Section 3: No person shall pay for or secure more than 1 membership, and that for him/her self.

Article IV – Board of Directors

Section 1: A Director must be a resident or own real estate in the township which he/she represents.

Section 2: The Board of Directors of this Society shall consist of 27 members who shall be elected by ballot at the annual election of the Society

Section 3: Bennington, Burlington, Hartford, Jersey, Liberty, Monroe and St. Albans Townships of Licking County shall each have one director. Delaware County, with townships consisting of Berkshire, Harlem, Porter and Trenton, will have 4 directors with a maximum of 2 directors from any one of these townships. Knox County, with townships consisting of Hilliar/Centerburg Village, Milford and Miller, will have 3 directors with a maximum of 2 directors from any one of these townships.

Section 4: There shall be 13 directors-at-large on the Board. Twelve at-large directors will be from Licking County, with no more than 3 directors from any one township in Licking County and 1 Director At-Large will be from either the designated Delaware County townships of Berkshire, Harlem, Porter and Trenton, or Knox County Townships of Hilliar/Centerburg Village, Milford, and Miller, with no more than 2 directors from any one township in Delaware or Knox County. They shall be elected in the same manner as other directors. They shall be elected so that 4 are elected each year for 2 consecutive years and 5 are elected on the third year. In the case where existing directors, who are not up for re-election, and candidates exceed 3 in any given Licking County township or 2 in any given Knox or Delaware County townships, selection is based on the existing directors plus the top vote-getters of the candidates, not to exceed the maximum directors allowed per township in the designated counties.

Section 5: All directors shall be elected for a term of three years or until their successor is elected and qualified.

Section 6: The term of office of the directors shall be so arranged that the term of office of one-third of the directors shall expire annually.

Section 7: Should any member of the Board of Directors of the Society be absent from three consecutive meetings he/she shall notify the Board in writing or in person, prior to the next regularly scheduled Board meeting, stating the reason for the absence. Should the explanation not be deemed acceptable, the Board shall declare the position of such an absentee vacant, and may name a successor to said absentee to serve until the next annual election of directors, at which time a director shall be elected to serve the unexpired term of said absentee.

Section 8: Regularly scheduled Board meetings shall be held once a month. Directors shall be compensated a nominal amount, if at all, and shall be entitled to reimbursement for expenses, and in no event shall said compensation exceed the amount agreed upon by the Board at the organization meetings as set within the guidelines of the rules for organization and management of County and Independent Agricultural Societies under section 901-5-09 in the Ohio Department of Agriculture’s “Red Book”.

Section 9: The Board has adopted a Conflict of Interest policy separate and apart from this Constitution, and that policy appropriately deals with director conflicts. In addition to that policy, a Director with immediate family member(s) showing projects/livestock exhibits shall not secure the judge(s) for that department(s).

Section 10: The directors may adopt such rules and regulations for the conduct of their meetings, the distribution of funds, and the management of the Society and may appoint such committees from among themselves as they may deem proper not inconsistent with this Code of Regulations and the laws of the State of Ohio.

Article V – Election

Section 1: The annual election of the Directors of the Society shall be held at the Babcock Building on the Hartford Fairgrounds the first Saturday in November of each year. The annual election shall be by ballot and the polls shall be open between the hours of 9:00 am and 1pm.

Section 2: Only Members of the Society are entitled to vote or to hold office. The casting of votes for directors by proxies is not permitted.

Section 3: The term of office of the retiring directors shall expire, and the term of office of the directors-elect shall begin, on the first day of December of each year.

Section 4: Members of the Society must declare their candidacy for the office of Director of the Society by filing with the Secretary/Manager of the Society a petition signed by fifteen (15) or more Members of the Society. Candidates for Director must file their petitions at least seven days prior to the date of the annual election.

Section 5: The annual election of the Society shall be held by three judges and two clerks appointed by the President.

Section 6: Whenever any vacancy shall occur among the directors, the remaining directors shall constitute the directors of the Society until such vacancy is filled. The remaining directors may, by a vote of a majority of their number, fill any vacancy until the next annual election, when a director shall be elected for the remainder of the unexpired term.

Article VI – Organization and Meetings

Section 1: The Board of Directors shall annually meet on the first Saturday in November and elect a President and Vice President. (a) the Board shall fill the position of Secretary/Manager and Treasurer and other offices as may be deemed proper. (b) The President and Vice President’s terms shall not exceed more than two consecutive years. The Secretary/Manager, Treasurer and other offices shall serve at the discretion of the Board.

Section 2: The election of officers by the Board of Directors shall be by ballot in all cases.

Section 3: The Secretary/Manager and Treasurer may or may not be directors of the Society.

Section 4: Before election of officers, the newly elected directors shall qualify by taking oath or affirmation before a competent authority.

Section 5: A majority of the directors shall constitute a quorum to transact business. At any meeting where a quorum is present, all questions and business shall be determined by the affirmative vote of not less than a majority of the directors present, unless the act of a greater number is required by the Articles or these Regulations.

Section 6: The President shall appoint, from the Board of Directors, a committee of five, who, with the President and Vice President shall constitute an Executive Committee, whose duties shall be to represent the Board in case of emergency, when not in session.

Section 7: Regular meetings of the directors may be held at such times and places within or without the State of Ohio as may be provided for in resolutions adopted by the directors and upon such notice, if any, as shall be so provided for.

Section 8: Special meetings of the directors may be held at any time within or without the State of Ohio upon call by the President or by any 7 or more directors. Notice of each such meeting shall be given to each Director by letter, e-mail, facsimile transmission, telephone, or in person, not less than forty-eight (48) hours prior to such meeting. Any Director may waive notice of any meeting, and, by attendance at any meeting without protesting the lack of proper notice, shall be deemed to have waived notice thereof. Unless otherwise limited in the notice thereof, any business may be transacted at any organization, regular or special meeting.

Article VII – Duties of Officers

Section 1: The President shall preside over all meetings of the Society and the Board of Directors. He/She shall have the right to appoint all committees. At the written request of seven or more directors or at such times as he/she may think the interest of the Society demands, special meetings of the Board shall be called. It shall also be the duty of the President to see that the rules and regulations of the Society, the laws of the State of Ohio and the rules and regulations of the State Department of Agriculture governing the Society, are duly enforced. It shall be his/her further duty to exercise a general superintendence of same. The President shall have general supervision over the Society’s property, business and affairs, and perform all the duties usually incident to such office, subject to the directions of the directors. Unless otherwise determined by the directors, he/she shall have authority to represent the Society at meetings of the shareholders/members of other corporations in which the Society holds shares/membership, and to execute on behalf of the Society discretionary or restricted proxies. He/she may execute all authorized deeds, mortgages, bonds, contracts and other obligations, in the name of the Society, and shall have such other powers and duties as may be prescribed by the directors.

Section 2: In the absence of the President, the Vice President shall assume the duties of the President.

Section 3: The Secretary/Manager shall keep a record of the proceedings of the Society and the Board of Directors. He/She shall receive all the money due the Society, except from the sale of gate admission tickets by the Treasurer. He/she shall keep accurate financial accounts, and hold the same open for inspection and examination of the directors. On the expiration of his/her term of office, he/she shall turn over to her successor, or the directors, all property, books, papers and money of the Society in his/her hands. He/she shall have such other powers and duties as may be prescribed by the directors. He/She shall keep in the office a list of members of the Society, which list shall be open to the public at all times. He/She shall report to the auditing committee and the State Department of Agriculture as required by its rules. He/She shall attend to all other business connected with this office, including, without limitation, giving all notices of meetings of directors. He/She shall give a satisfactory bond to the Board of Directors to insure the faithful performance of his/her duties. He/She shall be paid such reasonable compensation for his/her services as shall be agreed upon by the Board.

Section 4: The Treasurer shall collect, count, and deposit all money received from gate admission tickets, and report to the Secretary/Manager each night of the Fair regarding same.

Section 5: The officers of the Society shall hold office until the next organization meeting of the directors and until their successors are chosen and qualified, except in case of resignation, death or removal. The directors may remove any officer at any time with or without cause by a majority vote of the directors in office at the time. A vacancy, however created, in any office may be filled by election by the directors.

Section 6: Other officers, if any, shall have such powers and duties as the directors may prescribe.

Section 7: The directors are authorized to delegate the duties of any officers to another officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

Section 8: Any officer or employee, if required by the directors, shall give bond in such sum and with such security as the directors may require for the faithful performance of his/her duties.

Section 9: The directors are authorized to determine or provide the method of determining how checks, notes, bills of exchange and similar instruments shall be signed, countersigned or endorsed.

Section 10: Indemnification.

- a) The Society shall indemnify any Director or officer or any former director or officer of the Society or any person who is or has served at the request of the Society as a director, officer, or director/trustee of another corporation, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Society, to which he/she was, is, or is threatened to be made a party by reason of the fact that he/she is or was such director or officer, provided it is determined in the manner set forth in paragraph of this section that he/she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the Society and that, with respect to any criminal action or proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful.
- b) In the case of any threatened, pending or completed action or suit by or in the right of the Society, the Society shall indemnify each person indicated in paragraph (a) of this section against expenses, including attorneys' fees, actually and reasonably incurred in connection with the defense or settlement thereof, provided it is determined in the manner set forth in paragraph (b) of this section that he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Society except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for misconduct in the performance of his/her duty to the Society unless and only to the extent that the court of common pleas or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper.
- c) The determinations referred to in paragraphs (a) and (b) of this section shall be made (1) by a majority vote of a quorum consisting of directors of the Society who were not and are not parties to or threatened with any such action, suit or proceeding, or (2) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who

has performed services for the Society, or any person to be indemnified, within the past five years, or (3) by the court of common pleas or the court in which such action, suit or proceeding was brought.

- d) Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in paragraphs (a) and (b) of this section, may be paid by the Society in advance of the final disposition of such action, suit, or proceeding as authorized by the directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he/she is not entitled to be indemnified by the Society as authorized in this section.
- e) The indemnification provided by this section shall not be deemed exclusive (1) of any other rights to which those seeking indemnification may be entitled under the Articles of Organization, any agreement, any insurance purchased by the Society, vote of disinterested directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, or of (2) the power of the Society to indemnify any person who is or was an employee or agent of the Society or of another corporation, joint venture, trust or other enterprise which he/she is serving or has served at the request of the Society, to the same extent and in the same situation and subject to the same determinations as are hereinabove set forth with respect to a director or officer. As used in this paragraph (e) references to the "Society" include all constituent entities in a consolidation or merger in which the Society was involved. The indemnification provided by this section shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article VIII - Provisions in Articles of Organization

These Regulations are at all times subject to the provisions of the Articles of Organization of the Society (including in such term whenever used in these Regulations, amendments thereto).

Article IX - Financial

Thirty percent of prior yearly budget must be set aside as seed money for the following year's fair. To access this portion of the budget 22 of the 27 current Hartford Fair Board Members or Eighty Percent of future Hartford Fair Board Members, affirmative vote is needed. This article may be addressed as necessary for amendments.

Article X - Amendments

Amendments or alterations may be made to this constitution only at the annual meeting of the members of the Society and a majority vote of the members present shall be necessary to adopt.

BYLAWS

- I. All persons intending to exhibit animals or other articles for a premium will be required to have them recorded in the Secretary's book or be barred from competition for a premium. The Hartford Fair Board will publish the closing dates for fair entries in the premium book. An entrance fee of \$5.00 will be charged on all open class livestock staying on the fairgrounds and entered for competition unless otherwise specified. All animals and other articles must be owned by exhibitor; manufactured articles by the maker; seeds and vegetables by the grower; and must be the last crop matured. A ten dollar (\$10) late fee (this is in addition to the normal entry fees) will be assessed if the entry is accepted by the board. This fee must be submitted with the entry to be voted on by the board. If the late fee is not with the entry the entry will not be processed.
- II. No animals or articles can compete for two premiums in the same lot.
- III. No premium will be awarded where the animal or article is deemed unworthy, even though there may be no other competition. Discretionary premiums may be allowed.
- IV. Exhibitors may only use bedding-materials consisting of straw, or pine shavings.
- V. Premiums will be paid at the discretion of the board. Sale checks will be mailed 30 days after the fair. The Hartford Fair reserves the right to withhold an exhibitor's sale check if the situation is deemed necessary.
- VI. No livestock or other articles are to be removed from the grounds before the close of the Fair without a proper release form signed by the exhibitor and the superintendent of the Department. Violators of this rule will not be permitted to participate in the following year's fair under the division violated.
- VII. The Board will take every precaution in its power for the safety and preservation of the livestock and articles on exhibition but cannot be responsible for any loss or damage that may occur. The Arts/Crafts building will be locked at 10 pm. No article to be removed from the Arts/Crafts building before Sunday, 11am – 2 pm. Exhibitors will be given a claim check for their exhibits by the Superintendents of the department and the same check must be presented before the exhibits can be removed.

- VIII. All Club exhibits showing for a premium must be owned by a resident of the Hartford Fair District. School projects must be from a school located within the Hartford Fair District. All other entries open to the world.
- IX. No gambling will be allowed on the grounds except pari-mutuel betting on the harness racing. No intoxicants of any kind will be allowed to be sold or given away. No intoxicated person will be allowed to remain on the grounds.
- X. After ten years of service on the Board of Directors an Ex-Director shall be named an Honorary Director of the Hartford Independent Agricultural Society. He/She will receive a lifetime membership with no voting privileges.
- XI. Any acts of un-sportsman like conduct or harassment of a judge or fair board director by anyone, may result in immediate expulsion from the fairgrounds and the exhibitor may be barred from exhibiting the following year.
- XII. The Hartford Independent Agricultural Society reserves the final and absolute right to interpret these rules and regulations and to arbitrarily settle and determine all matters, questions or differences in regard thereto, or otherwise arising out of, connected with, or incident to the Hartford Independent Agricultural Society. It further reserves the right to determine unforeseen matters not covered by these rules, to amend or add

to these rules as in its judgment it may determine, and to withdraw all premium and/or sale offerings in all departments should any emergency exit and circumstances demand it.

- XIII. Disregard of any rule by exhibitor, contestant, or concessionaires forfeits all premiums, rights and privileges without recourse and will subject the violator to such penalty as the Hartford Independent Agricultural Society management may order.
- XIV. The Board of Directors of the Hartford Independent Agricultural Society authorize the sale of intoxicating beverages at fairgrounds events provided the proper permits are purchased, issued and presented to the fair board.

ENTRY INFORMATION

All entry fees must be paid with entries. Any entry fees not paid will be held as an incomplete entry until those fees have been received. After the June 18th entry deadline all incomplete entries and late entries will be charged a \$10 late fee.

Entry verifications will be mailed on or before July 7th. If you do not receive this notice it is your obligation to contact the fair office to confirm entries and mailing address.