

# Code of Regulations

## The Ohio Fair Managers Association

*Revised January 7, 2010 by the Ohio Fair Managers Association Membership*

### ARTICLE I

The name of this Association shall be "The Ohio Fair Managers Association." As set forth in the Articles of Incorporation as the same may be amended from time to time

### ARTICLE II

The purpose of this Association shall be, As set forth in the Articles of Incorporation as the same may be amended from time to time

### ARTICLE III

#### Section 1:

The affairs of this Association shall be managed by a Board of Directors consisting of: the officers; the immediate Past President; nine (9) District Directors, each to be elected by his/her district to represent their districts as established under Article VIII of this Code of Regulations and three (3) Directors-at-Large who shall be appointed by the President. Past Presidents, other than the immediate Past President, shall be ex-officio members of the Board, without voting rights.

The nine (9) District Directors to be elected by their respective districts shall be elected on the basis of one vote per fair within each respective district. Notice of such district election shall be sent in writing to each fair within said district holding an election by December 1 prior to the election. It shall be the responsibility of the Executive Director to forward such notice to the Fairs. Election of District Directors will be held at the Annual Convention. The elected District Director must be a voting member of his/her local fair's Board of Directors.

#### Section 2:

The Board of Directors shall convene at the call of the President and conduct the affairs of the Association during the interim between annual meetings. It shall have full authority to represent and speak for the Association in all matters of policy, handle all business matters and do anything necessary to carry out the purposes of this Association. Its actions shall be binding upon all members. It shall have the power to appoint an Executive Director who shall be compensated in an amount to be determined by the Board of Directors. The duties and responsibilities of the Executive Director shall be set by the Board of Directors. Further, the Board of Directors shall be empowered to employ additional personnel as needed, to fix salaries, and to arrange for a headquarters. The Board of Directors shall appoint any officer of the Association should a vacancy occur. The Board of Directors is authorized to direct the Treasurer of the Association to make payment to the officers and members of the Board of any expenses incurred by a Board member while working for the benefit of the Association. Such payments shall include mileage, meals, ect., as approved by the Board of Directors. Any directives by the Association at its annual meeting shall be compiled with by the Board of Directors. A quorum shall consist of not less than nine (9) members of the Board.

#### Section 3:

Terms of the District Directors, as members of the Board of Directors, shall be for three (3) years commencing upon election, with three (3) different District Directors are being elected annually. The present terms of District Directors will be Districts 7-8-9, 1-2-3 and 4-5-6 and will be kept by the Executive Director and each rotation election shall be published in the annual convention program. Terms for At-Large Directors shall be for one (1) year.

In the event a District Director cannot serve due to death, sickness, resignation, or failure to be reelected as a voting director of their local Fair board, or is ineligible to serve for other reasons, the President of The Ohio Fair Managers Association or a designee shall call a meeting of the Member Fairs from the unrepresented District to elect a new Director to fill the unexpired term. This meeting shall be called before the next scheduled meeting of the Board of Directors after the vacancy occurs.

A simple majority of District member Fairs may request and require the President to call a special meeting of the Board of Directors within a period not to exceed thirty (30) days. Such request shall be in writing to the Executive Director.

### ARTICLE IV

The annual meeting of this Association shall be held in January, as approved by the Board of Directors.

## ARTICLE V

### Section 1:

The officers of this Association shall be President, First Vice President, Second Vice President, Secretary, and Treasurer. Except for the Secretary said officers shall be chosen by majority ballot cast by the delegates at the Annual Meeting of the Association and shall hold office for two (2) years or until their successors are elected and qualified. All officers shall be current voting members of their fair boards. A President shall not be eligible to succeed oneself unless that President was in office for less than a full two –year term.

a. *President.*

The President shall preside at all meetings of the Board of Directors, sign the minutes thereof, and perform generally all the duties usually performed by the presidents of like associations, and such further and other duties as may be, from time to time, required by the members of the Board of Directors. The president shall name and appoint three (3) Directors-at-Large, to the Board of Directors. These At-Large Directors may be voting members and/or officers of their Fair boards.

b. *First Vice President.*

The First Vice President shall perform all the duties of the President in case of the absence or disability of the latter.

c. *Second Vice President.*

The Second Vice President shall serve as Executive Director in the Executive Director's absence or resignation, or in Executive Session pertaining to the Executive Director, and shall perform all the duties of the First Vice President in case of the absence or disability of the latter.

d. *Secretary.*

The Executive Director shall serve as the Corporations Secretary. The Secretary shall record the Minutes of all proceedings of the Board of Directors and of the Members, and shall maintain proper records thereof which will be attested by him. He should keep such books as may be required by the Board of Directors

e. *Treasurer.*

The Treasurer shall receive and be in charge of all monies belonging to this Association, and shall disburse and invest the same on approval of the President and the Board of Directors, or as directed by said Association. The Treasurer shall keep an accurate account of the monies received and disbursed, and shall generally perform such duties as may be required by the Association.

On the expiration of the term of office, the Treasurer shall turn over to the successor, or to the Board of Directors, all monies and property of the Association.

### Section 2:

The nominating Committee for The Ohio Fair Managers Association shall be nine (9) elected District Directors and two (2) members appointed by the President. The President of the Association shall serve as the convener and preside as chair of the Nominating Committee (without vote).

Eight of the 11 committee members must be present to constitute a quorum.

The nominating committee shall submit slate of no less than (1) one nominee for Second Vice President and no less than one (1) nominee each for the offices of President, First Vice President and Treasure.

### Section 3:

Any official Delegate shall have the right to make nominations for any office from the floor at the time of the Annual Meeting.

### Section 4:

Each member Fair in good standing shall send to the Executive Director of this Association by December 1 prior to the convention the names of its members chosen as Delegate and Alternate to represent them at the annual business meeting on all matters. Each fair shall be entitled to one (1) vote, which shall be cast by the Delegate or, if absent, by the Alternate.

**Section 5**

The President shall appoint a Credentials Committee consisting of three (3) members of the Board of Directors, whose function it shall be to certify the validity of the Delegates and Alternates designated by each member Fair.

**Section 6:**

Roberts' Rules of Order shall be the official procedure for conducting business.

**ARTICLE VI**

**Section 1:**

Every Fair organized under the provisions of 1711.01 or 1711.02 et seq. of the Ohio Revised Code, shall be eligible for membership and shall be considered members upon payment of dues as determined by the Board of Directors. A member Fair shall not be considered in default if dues, including the year next preceding the date of the convention, are fully paid.

**Section 2:**

Every voting director of the member Fair boards meeting the requirements of this Article shall be considered a member of The Ohio Fair Managers Association and eligible to hold office.

**Section 3:**

Any Fair that is denied a certificate by the Director of Agriculture as provided in Ohio Revised Code 1711.01 or 1711.02 et seq., or fails to comply with the rules and regulations of this Association, may be suspended from membership by the Board of Directors until such time as compliance is rendered.

**Section 4:**

The dues of members shall be determined by the Board of Directors.

**Section 5:**

Any individual, firm, organization or business interested in the goals and purpose of The Ohio Fair Managers Association may become an Associate Member of this Association by payment of annual dues. Associate Member dues shall be determined by the Board of Directors. Associate Members shall not have voting power or be eligible to hold office in this Association. The Board of Directors shall have the authority to establish the privileges rendered to Associate Members in good standing. The Board of Directors shall have the authority to establish a procedure whereby an Associate Member may be required to present cause why their Associate Membership should not be revoked or refused.

**ARTICLE VII**

Each member Fair shall furnish the Executive Director of this Association a copy of its roster of Directors and Officers. Each member Fair shall furnish the Association with such other data and reports as designated by the Board of Directors.

**ARTICLE VIII**

For purpose of election of the nine (9) District Directors to the Board of Directors of this Association, the State of Ohio shall be divided into nine (9) Districts by counties, and each District shall have one (1) District Director to represent the District as a member of the Board of Directors of this Association.

*District No. 1 shall consist of the following counties:*

Defiance, Fulton, Henry, Lucas, Ottawa, Paulding, Sandusky, Seneca, Williams and Wood.

*District No. 2 shall consist of the following counties:*

Allen, Auglaize, Darke, Hancock, Hardin, Logan, Putnam, Mercer, Shelby, Van Wert and Wyandot.

*District No 3 shall consist of the following counties:*

Butler, Champaign, Clark, Clinton, Green, Hamilton, Miami, Montgomery, Preble and Warren.

District No 4 shall consist of the following counties:

Adams, Brown, Clermont, Fayette, Highland, Jackson, Lawrence, Pike, Ross and Scioto.

District No 5 shall consist of the following counties:  
Ashland, Crawford, Erie, Holmes, Huron, Knox, Lorain, Medina, Richland and Wayne.

District No 6 shall consist of the following counties:  
Delaware, Fairfield, Franklin, Licking, Madison, Marion, Morrow, Pickaway, and Union.

District No 7 shall consist of the following counties:  
Athens, Gallia, Hocking, Meigs, Morgan, Muskingum, Perry, Vinton and Washington.

District No 8 shall consist of the following counties:  
Belmont, Carroll, Coshocton, Guernsey, Harrison, Jefferson, Monroe, Noble and Tuscarawas.

District No 9 shall consist of the following counties:  
Ashtabula, Columbiana, Cuyahoga, Geauga, Lake, Mahoning, Portage, Stark, Summit and Trumbull.

## **ARTICLE IX**

### **Section 1:**

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) 6 of the Internal Revenue Code or corresponding section of any future tax code, or shall be distributed to the federal government or to a state or local government for public purposes. Any such assets not so disposed shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organizations the court shall determine, which are organized and operated exclusively for such purposes.

### **Section 2:**

No part of the net earning of the Association will inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Association's Articles of Incorporation, Constitution and By-Laws.

### **Section 3:**

No substantial part of the activities of the Association shall involve carrying on of propaganda, or otherwise attempting to influence legislation and the Association shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

### **Section 4:**

Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal tax under Section 501(c) 6 of the Internal Revenue Code, or by a corporation the contributions to which are deductible under Section 170 (c) 2 of the Internal Revenue Code or corresponding section of any future federal tax code

## **ARTICLE X**

This Constitution may be amended at the Annual Meeting by concurrence of two-thirds (2/3) of the official Delegates voting upon a roll call vote. Any amendment, however, to be voted upon at the Annual Meeting must be submitted in writing to the Executive Director of the Association by November 1, and the Executive Director shall inform the member Fairs of such amendments by December 1 prior to the opening of the Annual Meeting. Any amendment to this Constitution so submitted shall be signed by the member so submitting. The amended Constitution shall become effective at the close of the Association's Annual Meeting where the amendments have been approved.