

## BY-LAWS

### ARTICLE I

**Section 1.** The annual election of the Society shall be held on the first Wednesday in November, at 12:00 noon.

**Section 2.** All person's residents of Mahoning County and holding a membership certificate shall be entitled to a vote at the annual election.

### ARTICLE II

**Section 1.** The President shall preside at all meetings of the Society and the Board of Directors.

**Section 2.** In the absence of the President, the Vice-President shall perform such duties as are assigned to the President.

**Section 3.** The Secretary shall keep the minutes of all meetings of the Society and of the meetings of the Board of Directors, conduct the correspondence of the Society, notify the Directors of the meeting of the Board and cause to be published the time and place of meetings of the Society, keep a correct account of all monies received and disbursed by the Society, prepare the annual report to the State Board of Agriculture and submit the same, and perform such other duties as may be required.

**Section 4.** All monies received by the Society shall be deposited by an appointee of the Board to the credit of the Mahoning County Agricultural Society in a bank to be designated by the Directors annually, and all obligations of the Society shall be paid by check signed by any two appointees of the Board.

**Section 5.** To the fullest extent allowed by law, the Society will indemnify its directors, officers, and employees against whom an action, claim or proceeding is brought or threatened, as a result of said individual's good faith performance of the duties on behalf of, or at the direction of the Society, and in all cases in which the action, claim or proceeding is covered, in whole or in part, by a policy of insurance. This indemnification will be against, and is limited to, expenses, including attorney fees, judgments, penalties, fines, costs, and amounts in settlement actually and reasonably incurred in connection with the action to the proceeding.

For indemnification to be provided, the Board member, officer or employee of the Society must have acted in good faith and in a manner that he or she reasonably believed to be in the best interest of the Society; and with respect to criminal action or proceedings, said individual must have had no reasonable cause to believe that his or her conduct was unlawful.

Indemnification pursuant to this policy will not take place for a breach of duty to the Society, an act or omission not in good faith, or that otherwise involves intentional misconduct or a knowing violation of the law; a transaction from which the individual derived an improper personal benefit; or an act or omission that is grossly negligent or for an individual seeking indemnification under this policy who fails to provide timely notice of any action, claim or proceeding, or who fails to fully and completely cooperate with the society in defending the action, claim or proceeding.

This indemnification will be made only as authorized in a specific case upon application by a Board Member, officer or employee and, after determination that an indemnification is proper in the circumstance and that the individual has met the applicable standards of conduct set forth herein.

**Section 6.** As determined by the Board from time to time the Society may use moneys provided by the state, county or another source, to acquire alcoholic beverages (beer and wine) and to obtain a liquor permit to sell the beverages at an event that is open to the public and conducted on the Society's fairgrounds and retain the revenue derived from such sales.

### ARTICLE III

The Rules and Regulations of the Ohio Department of Agriculture pertaining to County and Independent Societies shall govern the Mahoning County Agricultural Society.

### ARTICLE IV

This Constitution and By-Laws may be altered or amended by a majority of the membership present and voting at the annual meeting for the election of the Board of Directors. Notice of any proposed alteration or amendment to the Constitution and By-Laws shall be published in a newspaper of general circulation in the County not less than three or more than ten days before it is to be voted upon.

Amendments to the Constitution or By-Laws may be proposed by -

(A) A majority of the Board of Directors at a regular meeting voting in favor of placing the amendment on the ballot, or

(B) Filing a petition with the Secretary of the Society at least fourteen days prior to the annual election of the Board of Directors. Said petition must set forth the proposed amendment and must be signed by not less than 25 members of the Society.

ADOPTED MAY 3, 1956

AMENDED NOVEMBER 7, 2018