

AMENDED CONSTITUTION OF THE GREEN COUNTY  
AGRICULTURAL SOCIETY AND MECHANICS INSTITUTE

**Article I**  
**Name and Purpose**

Section 1. The name of this society shall be “The Green County Agricultural Society and Mechanics Institute, Inc. and shall also be known as the Green County Fair.”

Section 2. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code and to further enhance needed educational and youth leadership programs for the residents of Green County.

Section 3. The purpose of the society shall be to promote and sponsor public exhibitions such as the Green County Fair, with the primary purpose to educate and develop excellence in Green County, with an emphasis on youth by giving recognition to their endeavors through exhibits of leadership, animal sciences, natural sciences, plant and soil sciences, mechanical sciences, family living, cultural arts and other educational activities.

Section 4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Section 3 of this Article hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or otherwise intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

**Article II**  
**Conversion of Shareholders and Stock Certificates**

Section 1. Pursuant to the conversion from shares to memberships, all shares and stock issued prior to October 1, 2020 can be redeemed at the face value of \$40 per share. Shares not redeemed prior to December 31, 2021 will be converted to a lifetime membership in the society.

**Article III**  
**Membership**

Section 1. Membership is open to anyone who applies for membership, pays the required dues, and has an interest in the purpose of the organization.

Section 2. Applications for new membership shall be submitted in writing on forms provided for that purpose, and signed by the applicant. New members will obtain voting rights 90 days after application is received, pending board of directors approval.

Section 3. Members must be at least 18 years of age and membership is not transferrable.

Section 4. A member is considered in good standing and eligible for one vote at the annual meeting if they have paid their annual dues.

Section 5. Membership dues will be set by the Board of Directors. Regular annual membership shall be valid from December 1 to November 30.

Section 6. Termination of Membership. Membership shall be terminated by a two-thirds vote of the Board of Directors for any of the following: Green County Fair ethics violations, nonpayment of dues after 30 days from the due date, or for any conduct unbecoming a member or prejudicial to the purpose or repute of the organization.

Section 7. Duties of Members. Members shall be responsible for nominating and electing the Board of Directors for the Society. They also have the duty of amending and approving any Constitutional and Bylaw changes at the annual meeting. Members are also responsible for approving any salary and per diem payments made to the Board of Directors at the annual meeting.

**Article IV**  
**Board of Directors**

Section 1. The business and affairs of the Society shall be managed by its Board of nine Directors elected by the members for a term of three years staggered. The Officers of the Society shall be President, Vice President, Secretary, and Treasurer.

The officers of the Society to be elected by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each Officer shall hold office until their successor shall have been duly selected or until his or her death, resignation or removal.

Section 2. The directors, by majority vote, may remove an executive officer for failing to properly fulfill the responsibilities of their office. Such officer will be reassigned a position as a director. If no director position is open they will be assigned as a director at large under the supervision of the President. A director may only be removed from the board by a majority vote of the members at an annual meeting or special meeting of members.

Section 3. Five directors constitute a quorum.

Section 4. A roll call vote of directors will be held at the request of two directors. The roll call vote will list the name of the director, how they voted, and be entered into the minutes of the meeting.

Section 5. All meetings shall be conducted according to Roberts Rules of Order.

#### **Article V Annual Meeting**

Section 1. The annual meeting of the Society for the election of officers and transaction of other business shall be held on the third Tuesday of November each year. Such meeting shall be held in the evening and the board Secretary will notify all members ten days prior to the scheduled meeting.

Section 2. Special membership meetings may be held at any time as determined by any three directors or the request of a member in writing with the signatures of 10 additional members. Notice will be sent to all members ten days prior to the said meeting.

#### **Article VI Officer and Board Vacancies**

Section 1. In case any vacancy occurs in any of the said offices the same may be filled by the remaining executive officers of the society, and the person so chosen to fill any vacancy shall hold said office for the remainder of the term for which he or she was appointed.

Section 2. If a vacancy occurs on the board, the directors may appoint a shareholder to serve the remaining term.

#### **Article VII Constitutional and Bylaw changes**

Section 1. The constitution may be amended at any annual meeting of the society by a two-thirds vote of the members present and voting thereon. All proposed amendments, however, shall first be filed with the secretary of the society at least thirty days before the annual meeting and the secretary shall cause to be printed a circular setting forth the proposed amendments and a copy of the same to be mailed or emailed to every member at least ten days before the annual meeting. No amendments shall be recognized by the secretary unless it bears the signatures of at least ten members.

Section 2. By-laws of the society must be adopted, amended or repealed at any annual meeting by a majority of the members present and voting thereon.

Section 3. A quorum is defined as the number of members present at a meeting.

#### **Article VIII Dissolution**

Section 1. Notwithstanding anything herein to the contrary, in the event of the dissolution of The Green County Agricultural Society and Mechanics Institute, Inc., no member shall receive any financial benefit. All assets shall pass to Green County, Wisconsin for a public purpose after all debts and obligations of the Society are paid.

#### **BY-LAWS**

Section 1. It shall be the duty of the President to preside at all meetings of the society. The President shall have general supervision over the operation of the Society and shall perform duties necessary to carry out directives of the Board of Directors. The President, or their designee, shall act as the official spokesperson of the Society.

Section 2. The Vice President in the absence of the President shall perform all duties devolving upon that office.

Section 3. The secretary shall keep the minutes of all the Director, Special and Annual Meetings of the Society and share the minutes with members of the Society. The Secretary shall maintain an accurate list of membership in the Society. The Secretary shall perform such additional duties as may be prescribed by the Board of Directors.

Section 4. The Treasurer shall be the custodian of all funds and property of the society. The Treasurer shall sign all checks and be responsible for reporting to the Board of Directors and the membership on the financial status of the society. And shall perform other duties as designated by the Board of Directors.

Section 5. All officers, directors and those hired by the society shall be covered by indemnity insurance. The insurance is to be paid from funds of the Green County Agricultural Society and Mechanics Institute.

Section 6. The Officers and Directors shall employ the services of a certified public accountant to audit the books of the society.

Section 7. The officers and directors of the society shall perform such other duties as may be prescribed by the by-laws.

Section 8. Fair judges for dairy, beef, swine, sheep and goats shall be selected by the board by a majority vote. A minimum of two names must be presented by the directors in charge of these areas.

Section 9. Any person interfering with an awarding committee during the adjudication shall be promptly excluded from the grounds and shall forfeit any premium he or she may be otherwise entitled to in that division.

Section 10. All persons are notified that the fairgrounds are private property, and any individual detected or known to have caused damage to buildings, removal of any property, or in any way trespassed upon or injured the property of the Society will be prosecuted to the full extent of the law.

Section 11. All persons or organizations leasing space or grounds must pay as prescribed in the contract or as agreed upon by the Officers and Directors of the Society and provide a certificate of insurance.

Section 12. Tickets of admission must be procured for entrance to the fair.

Section 13. Visitors are required to show their tickets each time at entrance without dispute. Gate-keepers are instructed to refuse entry to anyone without admission tickets.

Section 14. The executive officers shall meet for the transaction of business whenever requested by the President and Secretary.

Section 15. All premium checks not cashed on or before February 1<sup>st</sup>, following the fair, shall be voided by the Society.

Section 16. Exhibitors, including members, are required to procure exhibitor's tickets before making entries.

Section 17. Open Class entries will close at such time as the Board of Directors shall determine. Society reserves the right to close entries in all classes when exhibit spaces are filled.

Section 18. All articles entered, except livestock, are barred from showing for more than one premium unless permitted by the regulations as printed in the Uniform Premium List (ATCP 160) as written by the Wisconsin Department of Agriculture, Trade, and Consumer Protection.

Section 19. The Uniform Premium List (ATCP 160) as written by the Wisconsin Department of Agriculture, Trade and Consumer Protection shall be the model for our County Fair Premium Book. Any additions must be approved by the Board of Directors of the Society.

Section 20. All exhibits must be accompanied by owner or authorized agent who shall bear all expense and risk of trucking, unpacking and packing.

Section 21. While reasonable precaution will be taken to secure the safety of the exhibits, the Society will not assume any responsibility for losses or damages. Exhibitors must take their own risk.

Section 22. No contract shall be entered into by any officer of this Society in excess of \$500, and shall be void, unless sanctioned by the majority of the Board of Directors of the Society.

Section 23. Each Director and Officer shall receive \$10.00 for each meeting attended, not to exceed 12 meetings. The current year salaries and expenses of the officers and Directors of the Society shall be approved by a majority vote of the members of the society at the annual meeting.

Section 24. No contract shall be entered into by the Board of Directors for privileges on the grounds or for lease of grounds for a period of more than three years unless authorized by a majority vote of the members present at any annual, or special meeting.

Section 25. The regular meeting of the Board of Directors of the Society shall be held on the second Thursday of each month of the year in the office of the Society. A special meeting of the Board of Directors may be called at any time by the President and/or Secretary of the Society or upon request of three directors made to the President and no special meeting shall be held unless one hour notice of said meeting shall be given by the President and/or Secretary either in writing, by telephone or by word of mouth. No business is to be transacted at a regular meeting or special meeting of the directors unless a quorum is present. Any matter of business may be taken up and disposed of at a regular or special meeting of the board.

Section 26. All purebred animals in the departments for horse, cattle, sheep, goats and swine shall show certificates of registry in a recognized breed association in order to be eligible to compete. Minimum regulations shall require that all livestock must meet present State Health Regulations in order to compete for premiums. However, the Board of Directors reserve the right to make additional health rules and regulations as they see fit for livestock health and safety on the grounds.

Section 27. The executive committee shall consist of the President, Vice president, Secretary, and Treasurer.

Section 28. Only members of the Society in good standing shall be eligible to hold office as Directors.

Section 29. The business year of the Green County Agricultural Society and Mechanics Institute shall be from October 1<sup>st</sup> through September 30.

Section 30. Officers and directors shall make such additional rules and regulations for the operation of the fair as they deem necessary.

Section 31. The responsibility of a member stems from this organization's purpose. The volunteerism, support and dedication of every member to the association will secure a bright future for exhibitors at the Green County Fair. Members directly influence the financial and functional sustainability of the fair through the time they spend volunteering and assisting the association. Let it be known that members of the Society are **expected** to volunteer and promote the Society and the Green County Fair to ensure its future and long-term success.

*Revised at the Annual Meetings in 1978, 1979, 1984, 1989, 1990, 2004, 2005, 2006, 2007, 2009, 2013, 2014, 2017, 12/12/2020*