

**AMENDED CONSTITUTION OF THE GREEN COUNTY  
AGRICULTURAL SOCIETY AND MECHANICS  
INSTITUTE**

**Article I**

**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.** The object of the society shall be the promotion of Agriculture, Stock Raising, Dairying, Horticulture, Manufacturing, Education, Art and all such activities that shall tend to develop the resources and promote the prosperity of Green County. The method to obtain the object herein named shall be the holding of a County Fair annually on the grounds of the society in the City of Monroe, the date of which shall be fixed by the executive board.

**Section 3.** The aggregate of the property of the Green County Agricultural Society and Mechanics Institute is hereby fixed at a valuation of sixteen thousand which is divided into four hundred shares of forty dollars each. Every shareholder of the Green County Agricultural Society and Mechanics Institute shall have issued to him or her shareholder certificate. Shareholders in possession of a shareholder certificate prior to the 2006 Annual Meeting shall be entitled to a free season fair pass for life.

**Article II**

**Section 1.** The business and affairs of the Society shall be managed by its Board of nine Directors elected by the stockholders 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 shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his successor shall have been duly selected or until his or her death, resignation or removal.

**Section 2.** The directors, by a 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 shareholders at an annual or special meeting of shareholders.

**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 III**

**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 shareholders ten days prior to the scheduled meeting.

**Section 2.** There may be quarterly meetings of this society held each year on the second Monday in April and the first Tuesday in July at the time of holding the annual fair. Such meetings may be held at the place and hour to be designated and fixed by the president and secretary. Special meetings may be held any time as may be designated and fixed by the president and secretary. Notice of quarterly and special meetings shall be given by publication three days prior thereof to each shareholder to his or her last known address at least three days before said meeting.

**Article IV**

**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 V**

**Section 1.** The constitution may be amended at any annual meeting of the society by a two-thirds vote of the shareholders 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 shareholder 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 shareholders.

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

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

**Article VI**

**Section 1.** Any transfer of shares may only be done pursuant to the following requirements and restrictions:

## BY-LAWS

a. A shareholder may transfer his or her share to any qualified person on such terms as to which they may agree.

b. A shareholder may bequeath his or her share to any qualified person by Will or the same may pass to a qualified person by intestate distribution.

c. Should a share of stock owned by the estate of a deceased shareholder not have been transferred to a qualified person within three (3) years after the death of said shareholder, it shall revert back to the Green County Agricultural Society and Mechanics Institute, Inc

d. Any shareholder whose annual meeting notice is returned to the Secretary for three consecutive years will forfeit his/her share. This share will revert back to the Green County Agricultural Society and Mechanics Institute. The Secretary will send, with the annual meeting notices, a listing of all shareholders whose notices have been returned each of the previous three years.

e. Shares of stock, including all but 25 un-issued shares and two (2) treasury shares, which revert back to the association, shall be issued to potential shareholders through an annual drawing. Each year 20 shares will be issued until all available shares have been issued. The Board may use the retained shares to qualify potential directors in order to fill vacant positions on the Board. Members who are already in possession of a share of stock are not eligible to participate in the drawing. Except for shares sold by individuals all shares shall be issued through the annual drawing. No director or member of a director's family will be allowed to have a share transferred directly to them. Family is defined as siblings, spouses, in-laws, children, grandchildren, step-children, nieces and nephews. However, family members of current board members are eligible for the annual drawing. Individuals applying for shares through the annual drawing must be 18 years of age or older. Any shares transferred or issued after November 21, 2006 will not be eligible for a stockholder pass.

f. Notwithstanding anything herein to the contrary, in the event of the dissolution of The Green County Agricultural Society and Mechanics Institute, Inc., no shareholder shall receive more than forty dollars (\$40.00) per share. The cash or assets in excess of said total shall pass to Green County after all debts and obligations of the Institute are paid.

**Section 3.** Shares may be transferred upon written notification to the secretary upon surrender of the certificate by the owner thereof, provided that no such transfer shall be made during the time any assessment against the same remains unpaid. The secretary shall keep a record of all such transfers and such records shall be open at all times to the inspection of any shareholder.

**Section 1.** It shall be the duty of the President to have general supervision of each department of the fair, preserving order and assisting to assure justice and impart satisfaction to all competitors and to preside at all meetings 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 a record of the doings of the society and perform such duties as usually devolve upon such office.

**Section 4.** The Treasurer shall be the custodian of all moneys of the society and pay out same upon order properly and legally drawn therefore, and shall perform such other duties as usually devolve upon such office.

**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.** It shall be the duty of the executive committee to oversee or supervise the arrival of exhibits and make proper placement of same on the grounds. It shall also be the duty of this committee to see that none of the rules of the society are willfully violated and that the daily program is faithfully and promptly carried out by all parties concerned.

**Section 10.** 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 director in charge of these areas.

**Section 11.** 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 12.** 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 13.** 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.

**Section 14.** Tickets of admission must be procured for entrance to the fair.

**Section 16.** 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 17.** The executive officers shall meet for the transaction of business whenever requested by the president and secretary.

**Section 18.** All premium checks not cashed on or before February 1<sup>st</sup>, following the fair, shall be voided by the Society.

**Section 19.** Exhibitors, including stockholders and life members, are required to procure exhibitor's tickets before making entries.

**Section 20.** Open Class entries will close at such time as the Secretary shall determine. Society reserves the right to close entries in all classes when exhibit spaces are filled.

**Section 21.** All articles entered, excepting 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 22.** 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 Officers and Directors of the Society.

**Section 23.** All exhibits must be accompanied by owner or authorized agent who shall bear all expense and risk of trucking, unpacking and packing.

**Section 24.** 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 25.** 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 officers and directors of the society.

**Section 26. a.** Each Director and Officer shall receive \$10.00 for each meeting attended.

**b.** The current year salaries of the Officers and Directors of the Society shall be approved by a majority vote of the Shareholders of the Society at the annual meeting.

**Section 27.** No contract shall be entered into by the directors or officers 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 stockholders present at any annual, quarterly or special meeting.

**Section 28.** 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 Secretary 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 29.** All purebred animals in the departments for horse, cattle, sheep, 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 officers and directors reserve the

right to make additional health rules and regulations as they see fit for livestock health and safety on the grounds.

**Section 30.** The executive committee shall consist of the President, Vice president, Secretary, and Treasurer.

**Section 31.** Only stockholders shall be eligible to hold office as directors.

**Section 32.** The business year of the Green County Agricultural Society and Mechanics Institute shall be from October 1<sup>st</sup> through September 30.

**Section 33.** Officers and directors shall make such additional rules and regulations for the operation of the fair as they deem necessary.

**Section 34.** Notice of an annual drawing for shares will be published in newspapers by direction of the Board of Directors and announced on WEKZ Radio for three consecutive days beginning on the first Monday in June of said year. Cards for the drawing will be made available in the fair office and must be turned in no later than 4:00 p.m. on the last Friday in June. The public drawing for shares will be held at 11:00 a.m. on the first Wednesday in July in the fair office. A Director will draw 20% more names than the number of shares available. The Secretary will list the names in the order drawn and notify participants in that order. Participants will have five business days to complete the purchase of their share. If a participant fails to purchase their share in the specified time, they will forfeit the opportunity to purchase a share and the Secretary will contact the next person on the list. If more shares are available than the number of persons requesting a share, the undistributed shares will be held as treasury shares and become available at the next annual drawing.

Revised at the Annual Meetings in 1978, 1979, 1984, 1989, 1990, 2004, 2005, 2006, 2007, 2009, 2013, 2014