

# Moniteau County Agricultural and Mechanical Society Constitution

This society shall be known and designated by the name the title of the Moniteau County Agricultural and Mechanical Society. This society shall abide by the laws governing county agricultural and mechanical societies as set forth in the following Missouri statutes.

- Sec. 262.290 – Incorporation – procedure.
- Sec 262.300 – Organization of society – procedure.
- Sec. 262.310 – Election of officers – removal - duties.
- Sec. 262.320 – Duties of officers.
- Sec. 262.330 – Constitution and by-laws, enforcement of quorum.
- Sec. 262.340 – Monies of societies, how expended.
- Sec. 262.380 – Holding of property, when.
- Sec. 262.390 – Membership – fees.
- Sec. 262.410 – Dissolution of society – disposition of property.
- Sec. 262. 420 – Misconduct – penalty.
- Sec. 262.450 – State aid for county fairs.

## CONCESSIONAIRES AND BOOTHS

No privilege will be granted for questionable or immoral shows, or any game of chance or gambling device, or narcotics; nor will they be permitted on the grounds.

All privileges will be sold with the distinct understanding that the right of cancellation is reserved by the management for violations of the statutes of the state, the regulations of the Moniteau County A&M Society, or of the conditions upon which the concession was granted, and any or either of such violations by the concessionaire shall work a forfeiture of his privilege without reimbursement.

Each concessionaire is expected to deal honestly and fairly with the public, and any attempted fraud or misrepresentation will be considered a sufficient cause for revoking the privilege. The fair board assumes no liability for any product of any vendor of any type.

Payment for concession or display space is DUE and PAYABLE when agreement for such space is made.

No refunds given on contracts of agreements canceled after July 31.

Contact the board for fees and pass requirements c/o Clarice Nelson, Secretary, 305 E. Cole St., California, MO 65018.

All concessions space and buildings must be kept in a neat and sanitary condition. Regulations of the State Department of Health are considered a part of every concessionaire/s agreement. Complete rules and regulations can be obtained by writing to: Moniteau County Health center, 401 A. South Francis, California, MO., 65018 (phone 573-796-3412) for those concessions where food or drink is offered for sale, given away or bartered.

## CONSTITUTION AND BY-LAWS ARTICLE I

### SECTION 1. NAME:

This organization shall be known as the Moniteau County Agricultural and Mechanical Society, California, Missouri, and for designation purposes may be referred to in this Constitution and by-laws as the Society.

### SECTION 2. LOCATION:

The office of the Secretary of the Society, for the purpose of transacting the Society's business during the Fair shall be located on the premises belonging to the Society. Nothing in these by-laws shall prevent the holding of meetings or the transaction of any business pertinent to the Society at some other place.

### SECTION 3: OBJECT:

To unite in an organization all qualified stockholders. To maintain and increase the interest in County Fairs. To promote, conduct, and manage, either directly or under its direction and auspices an annual County Fair, the profits of which, if any, shall be used for the maintenance and improvements of the Fair grounds of the Society, and its activities.

## ARTICLE II MEMBERSHIP

### SECTION 1: STOCKHOLDER SHARES AND PRIVILEGES

- A. To become a stockholder of said Society such person shall subscribe to at least one share of the capital stock. Therefore, the value of shares to the Society are not to exceed Fifty Dollars. Each said share to be personal property, except that it is subject to the laws of the state pertaining to the organization as listed in Article XII, in effect limiting the redemption value to the Society to that of the original issue.

- B. Shares are transferable by agreement, but no transfer shall be binding on the Society until reported in writing and approved by the Board of Directors, with any transfer fee, set at discretion of the Board of Directors having been paid.
- C. The amount of capital stock may, from time to time, be fixed by the stockholders or the Board of Directors, provided the same shall at no time exceed two million dollars of capital stock.
- D. No share shall be issued in partnership, joint ownership, or corporations.
- E. No person shall own more than one share in the Society.
- F. Free admission privileges shall be granted any paid-up stockholder, their spouse, and any of their unmarried children living with them in their home, ages 18 or younger or attending college full time, ages 22 or younger, and deriving their principle support from their parents.
- G. A married son or daughter cannot enjoy a parent stockholder's privileges.
- H. The Board of Directors shall at its discretion be able to issue non-capital stock, honorary membership, etc. The holders will have no voting rights or right to serve as directors. Other privileges may be granted by the Board as it deems necessary.

#### SECTION 2: FEES & DUES

- A. The Board of Directors shall annually establish the amount due for membership fees, such sum not to exceed Fifty Dollars in any one year. Stockholders paying such fee shall be members only for the year for which they shall have paid such fees.
- B. Any stockholder not paying the regular annual membership fee adopted by the board shall forfeit to the Society all previous payments, whether for share of stock or dues.
- C. Dues shall be paid before roll call of the annual meeting in order for the share to be voted in the annual meeting. If the dues are not paid by February 1<sup>st</sup>, the Board may assess penalty as it deems necessary.
- D. Dues shall be paid by July 1<sup>st</sup> in order for the stockholder to exercise free admission privileges to the fair. If not paid, the stock issued will be surrendered to the Society and canceled on the books of the corporation, without refund and membership thus terminated.

#### SECTION 3. VOTING

- A. A Stockholder having paid his annual dues in accordance with Article II, Section 2, Paragraph C, shall be eligible to vote at the regular annual meeting, either in person or by proxy, provided proxy is listed at roll call. Mail in ballots may be used in addition, but not to exclude other floor action.
- B. In the event more than one proxy by the same stockholder is presented for a vote, the proxy bearing the earliest date shall have precedence over all other proxies.
- C. Any proxy not signed and dated by said stockholder shall be null and void.
- D. Each share shall entitle the holder thereof to one vote except in the election of the Board of Directors, whereby in this election each share shall entitle the holder thereof to one vote for each position of the Board of Directors.

### **ARTICLE III: BOARD OF DIRECTORS**

#### SECTION 1. MEMBERSHIP

- A. No person not a member of the Society shall be a director.
- B. The Board of Directors shall be composed of thirteen qualified stockholders, elected by the stockholders at the annual election. The Secretary and Treasurer offices shall be elected and in effect may be employed by the Board in addition to the thirteen directors.

#### SECTION 2. ORGANIZATION

- A. The Board of Directors shall be the governing body of the Society.
- B. The elected Board of Directors shall hold their office for one year and until their successors are elected. The Directors, when so elected, shall collectively form a Board for the government of such Society, and in such Board shall be vested all the corporate powers and duties for the Society.
- C. All vacancies of the Board shall be filled by appointment of the Board.
- D. A Majority of the Board shall form a quorum.
- E. For designation purposes, the Board of Directors may herein be referred to as the Board..
- F. Every Board shall assemble within twenty days after their election and choose a President and Vice-President of their number.
- G. Any resignation of a director will be in effect and considered accepted when made in person or in writing to the Board while in session.

#### SECTION 3. POWERS

- A. The Board shall elect and/or employ a Secretary, Treasurer and such other officers as may be necessary, remove from their office, fix their salaries and prescribe their duties; and all proceedings of the Board shall be available to the stockholders.
- B. Said Board may convey, lease, sell and dispose of the property of the Society, or any part thereof, for the benefit of the Society.

- C. All monies paid by members and others, and donations made to the Society, shall be appropriated under the direction of the Board, in conformity to such constitution, by-laws, rules and regulations as may be ordained and established for the government of the society and for the advancement and encouragement of the objects of the Society.
- D. No illegal gambling or illegal gambling devices of whatsoever kind, and no obscene exhibitions of whatsoever kind shall be permitted on the grounds belonging to the Society. The sale of intoxicating liquors upon the grounds belonging to the Society shall be prohibited at any time EXCEPT the Board of Directors or assignors upon lawful licensure, shall be permitted to operate a beer garden which shall be enclosed and separated from other areas of the grounds which are open to the public. The Board will have authority to limit any person from possessing beer or intoxicating liquors upon the grounds belonging to the Society at any time, except lawful possession within the confines of any beer garden operated by the Board of Directors.
- E. The Board shall appoint a Financial Review Committee, of persons of financial expertise which shall verify the financial records of the Society and aid the Treasurer in preparation of the annual report. The review and financial report shall cover the period from November 1<sup>st</sup> to October 31<sup>st</sup> of each year.

#### **ARTICLE IV: OFFICERS**

##### **SECTION 1. OFFICERS**

- A. The officers of the Society shall be a President, Vice-President, elected as provided in Article III, Section 1, 2, and 3. Other officers shall be the Secretary and Treasurer which may be elected and employed separate from the directors. They, if not directors, have no voting rights and are not included in counting a quorum.

##### **SECTION 2. DUTIES OF THE PRESIDENT**

- A. The President shall be the chairman of the Board and Chief Executive Officer of the Society.
- B. The President shall preside at all meetings of the Society and of the Board.
- C. The President shall enforce or cause to be enforced all rules and regulations of the Society and shall, by and with the consent and approval of the Board, have the right to appoint or select all employees not otherwise herein provided for.
- D. With the consent and approval of the Board, the President shall appoint all committees except the Financial Review Committee, select the chairman of each committee, and fill any vacancies in such committees by appointment. The President shall be an ex-officio member of all such committees.
- E. With the Secretary, and in the President's capacity as Chief Executive Officer of the Society, the President shall sign all warrants drawn on the Society, all Certificates of Stock issued, and shall have charge of the general supervision and control of the Society and its management.
- F. The President shall perform all other duties as may properly be required of the President of the Board.

##### **SECTION 3. DUTIES OF THE VICE-PRESIDENT**

- A. In the absence of the President, the Vice-President shall perform all of the President's duties; and if the office of President should become vacant, the Vice-President shall hold the office of President until the next annual meeting.

##### **SECTION 4. DUTIES OF THE SECRETARY**

- A. It shall be the duty of the Secretary to keep a record of the proceedings of the Board and of the Stockholders of the Society.
- B. The Secretary shall sign or countersign all such instruments as may require the Secretary's signature as Secretary of the Society.
- C. The Secretary shall conduct or cause to be conducted all official correspondence of the Society and see that such correspondence is properly preserved and filed until otherwise disposed of by the Board.
- D. When instructed by the President, the Secretary shall notify members of such meetings. the Secretary shall send notices of the annual meeting as set forth in Article VII, Section 1, Paragraph A.
- E. The Secretary shall keep or cause to be kept a Society record book in which shall be entered an accurate history of all Certificates of Stock issued or transferred. The Secretary shall notify or cause to be notified each applicant for Certificate of Stock, their acceptance and issue such Certificate to said applicant.
- F. The Secretary shall work with the Treasurer in sending out the Annual statements.
- G. The Secretary shall perform all other such duties that the board shall assign to the Secretary.
- H. The Secretary may perform duties of the Treasurer in their absence.

##### **SECTION 5. DUTIES OF THE TREASURER**

- A. The acting Treasurer shall give bond and security, to the acceptance of the Board, for the benefit of the Society, in such sum as they, or a majority of them, shall determine, conditioned that the Treasurer will faithfully receive and pay over, on their order, all monies or their articles, the property of the Society, that may come into the Treasurer's hands as Treasurer. Said bond shall be deposited with the Secretary of the Board, or be a Corporate fidelity incurred bond, or personal surety signed by two responsible persons of acceptance by the Board.
- B. The Treasurer shall be the custodian of such funds as the Board shall designate. The Treasurer shall collect all dues and fees payable to these funds, issue receipts for same, and place them in a depository designated by the Board.

- C. The Treasurer shall make report of the financial operations of the Treasurer's office as often as may be directed by the Board.
- D. The Treasurer may perform the duties of the Secretary in their absence.
- E. The Treasurer shall perform all other such duties as may properly be assigned to the Treasurer by the Board.

## **ARTICLE V COMMITTEES**

### SECTION 1. FORMATION AND GENERAL RULES

- A. Each committee shall be composed of as many directors as the Board may determine. Committee appointments may be for one year or less at the discretion of the Board.
- B. No committee shall have the right to obligate the Society in any way or in any sum in excess of the specified budgeted amount established for its use for the current year by the board.
- C. All committees shall report on their activities to the Board whenever requested, and are at all times under the direct supervision and control of the Board, having only such authority as may be delegated to them by the Board.

### SECTION 2. STANDING COMMITTEES

- A. The standing committees shall be as follows: concessions, music, horse shows, livestock, art hall, admissions, rind side parking and box seats, building and grounds and car parking, entertainment, advertising, publicity and promotions.

## **ARTICLE VI ELECTIONS**

### SECTION 1. STOCKHOLDERS

- A. For the purpose of electing a Board of Directors there shall be held annually on the first Monday in January following New Year's Day a general meeting of the stockholders of the Society.
- B. All eligible stockholders are entitled to vote as set forth in Article II, Section 2, Paragraph C, and Article II, Section 3.

### SECTION 2. BOARD OF DIRECTORS

- A. For the purpose of electing their officers the Board shall meet as set forth in Article III, Section 2, Paragraph F, and Article III, Section 3, Paragraph A.

## **ARTICLE VII MEETINGS**

### SECTION 1. ANNUAL SOCIETY MEETINGS

- A. For the purpose of electing the directors, there shall be held annually on the first Monday in January, after New Year's Day, a general meeting of the members of the Society.

### SECTION 2. SPECIAL MEETINGS OF THE SOCIETY

- A. Special meetings of the Society shall be called by the President, acting on behalf of the Board, or upon written application of fifty voting members in good standing, filed with the Secretary.
- B. Special meetings shall be held at such places as may be designated by the Board. A notice giving the time and place of the meeting and stating the nature of the business to be transacted shall be mailed by the Secretary to each member of the Society at his last known address at least ten days prior to the meeting, and at such meeting no other business than that stated may be transacted.

### SECTION 3. REGULAR BOARD MEETINGS

- A. Regular meeting of the Board shall be held once each month.

### SECTION 4. SPECIAL MEETING OF THE BOARD

- A. By order of the President or upon application of three members of the Board special meetings may be called, such meetings to be held at such time and place as the President may designate. Notices of such special meetings of the Board shall be given to all members of the Board and shall state the purpose thereof.

### SECTION 5. QUORUM OF SOCIETY MEETINGS

- A. A majority of the voting members in good standing of the Society present shall constitute a quorum at any meeting.

### SECTION 6. QUORUM OF BOARD MEETINGS

- A. A quorum is necessary for any official meeting of the Board. A majority of Board members shall constitute a quorum.

### SECTION 7. ORDER OF BUSINESS, SOCIETY MEETINGS

- A. The order of business at the Annual Meeting of the Society shall be as follows:
  1. Call to order.
  2. Reading and disposition of any unapproved minutes.
  3. Reports of officers.
  4. Unfinished business.
  5. New business.
  6. Election of Board of Directors.
  7. Adjournment.

#### SECTION 8. ORDER OF BUSINESS, REGULAR BOARD MEETINGS

- A. The order of business at regular Board meetings shall be as follows:
  - 1. Call to order and roll call.
  - 2. Reading and disposition of any unapproved minutes.
  - 3. Reports of officer.
  - 4. Reading of communications and bills.
  - 5. Reports of committees.
  - 6. Unfinished business.
  - 7. New business.
  - 8. Adjournment.

#### SECTION 9. PARLIAMENTARY RULES

- A. In the conduct of all meetings, either Society of Board, Robert's Rules of Order shall govern.

### ARTICLE VIII

#### SECTION 1. FORMULATION

- A. Copies of all rules governing members and employees shall be formulated by the Board in cooperation with the various committees.

#### SECTION 2. PUBLICATION

- A. A copy of all by-laws shall be issued (i.e. made available) to each stockholder upon adoption by the Board.
- B. A copy of all Rules and Regulations governing the Moniteau County Agricultural and Mechanical Society shall be published annually in the Fair Catalog.

#### SECTION 3. ENFORCEMENT AND PENALTIES

- A. Each committee shall primarily be responsible for the enforcement of such Society rules and by-laws as related to its particular function, and with the Board's approval, shall prescribe such penalties for infractions as it deems just and proper.

#### SECTION 4. APPEALS

- A. Any person shall have the right to appeal to the Board from the decision of any committee with respect to its interpretation and enforcement of any rules or by-laws, and the Board's decision in all such matters shall be final; the decision of the Committee shall govern until such time as the Board shall pass on the appeal.

### ARTICLE IX COMPLAINTS

#### SECTION 1. REGISTERING COMPLAINTS

- A. Any complaints made by a member or other person regarding the conduct or function of another party, or the conduct or performance of any officer, director, or any other persons, regarding any phase of the operation of any of the Society's activities or facilities, shall be submitted in writing by such complaining person to the Secretary, who shall transmit it to the Board of Directors for final decision and disposition.

### ARTICLE X BY-LAWS AMANDMENTS

#### SECTION 1. PROCEDURE FOR AMENDING

- A. Motions to amend the by-laws may be made at annual meetings for consideration at the next annual meeting, by stockholders, or at a board meeting prior to the annual meeting by board members. These by-laws may be amended by a majority vote of members authorized to vote, represented in person or by proxy at the annual meeting of the Society provided that proper notice of the meeting has been mailed to each member, and that a copy of each proposed amendment shall have been mailed with it by the secretary to each member of the Society.

### ARTICLE XI FISCAL YEAR

#### SECTION 1. FISCAL YEAR

- A. The fiscal year of the Society shall be from November 1<sup>st</sup> through October 31<sup>st</sup>.

### ARTICLE XII

PURPOSE: Exclusively Charitable and Educational within the meaning of Section 501 © (3) of the Code.

INUREMENT OF INCOME: No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, trustees, officers of other private persons except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered.

LEGISLATIVE OR POLITICAL ACTIVITIES: No substantial part of the activities so the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

OPERATIONAL LIMITATIONS. Notwithstanding any other provisions of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (C) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under Section 170 (C) (2) of the Internal revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

DISSOLUTION CLAUSE. Upon the dissolution of the Society at an annual meeting, upon a two-thirds vote of the sum total of the stockholders, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 © (3) of the Internal revenue Code (or the corresponding provision of any future United State Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Moniteau County exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

As amended January 2001. Mike English, President. Clarice Nelson, Secretary. Margaret Scheidt, Assistant Secretary. Tammy Hoellering, Treasurer. Steve Scheidt, Vice-President. John T. Kay, Counsel. Directors: Mike English, Steve Scheidt, Sandy Bolin, Kyle Wirts, Ken Wolken, Ted Bolinger, Rick Graham, Dale Glenn, Jay Bestgen, Tony Barry, Chuck Massengill, Dean Reichel, and John Volkart