

DELAWARE COUNTY AGRICULTURAL SOCIETY
BOARD MEETING
March 19, 2019

ATTENDANCE

Present – Pat Allen, Jackie Colflesh, Mike Conklin, Mick Fisher, Mike Harter, Don Howard, Joe McLead, Jon Melvin, Larry Moreland, Pat Paykoff, Tiffany Rankin, Aaron Roll, Tom Roll, Colleen Smith, Chip Thomson, Diane Winters, Benjamin Wenner, and Laryssa Hook (Ex-Officio).

Absent – Collin Howard, Dan Huffman, P.J. Terry and Tom Wright.

General Manager/Secretary – Sandy Kuhn

GUESTS

Anevay Jackson, Deb Jackson, Christ Short and T. Thomson

CALL TO ORDER AND ROLL CALL

Don Howard, President, called the meeting to order. The Pledge was recited. Roll call was taken.

PUBLIC COMMENT

None.

MINUTES

Aaron Roll moved and Jackie Colflesh second the motion to approve the February 19, 2019 board minutes. Motion carried.

PRESIDENT’S REPORT – Don Howard reported on a couple of incidents back at the track that had occurred in the past couple of weeks. He and Larry met with a professor and student from Ohio State to do an air quality/movement assessment in the Perfect Barn. He also wanted to remind people that the groundbreaking for the new Agricultural Center would be held Sat., Mar. 23 at 10 a.m. See full report in board folder.

SECRETARY’S REPORT

General Manager, Sandy Kuhn discussed her activities since the last meeting which included: attending a meet and greet with the new Director of Agriculture; worked with Soil and Water Conservation District (SWCD) on horse numbers and manure quantity for a storage facility size; attended the State of the County; participated in the SWCD Farm Tour meeting; attended the Delaware/Union County Agricultural Impact meeting at Select Sires; attended Committee meetings, met with a new potential sponsor – Middlefield Bank; met with a sales representative from Minute Man Press for quotes for tickets; met with the new Aflac representatives; hosted and participated in the Destination Delaware (new name for Convention and Visitors Bureau) pre-strategic planning meeting; met with Steve Walters to show him the buildings we would like fans quotes for; working with Rugged Maniac on their May 11 event (expecting 3,000 people); met with the new First Commonwealth west branch manager; met with Consolidated Electric and the County on next steps regarding additional fiber installation; met with Ray Eversole regarding an energy audit; set up the OSU professor to do the air quality/flow assessment in the Perfect Barn; and worked with the County on the press release for the groundbreaking.

TREASURER’S REPORT

Tiffany Rankin went over the Accountant’s Compilation Report (year-end without footnotes). Benjamin Wenner moved and Mick Fisher second a motion to approve the financial report. Motion carried. Joe McLead and Tiffany Rankin abstained from voting.

PERSONNEL COMMITTEE

Tiffany Rankin reported that the committee met February 28. She said the committee would meet with Deb Jackson and Linda Warner in the next 10 days to discuss their proposals. She reported that two of the

maintenance employees had requested raises but that it was decided by the committee that no raises would be given because of equipment and repair costs due to employee errors.

It was reported that Jen McGowan's performance review was completed. Tiffany Rankin moved to give Jen McGowan a 4% raise and that DCAS pay her \$45/month for a phone stipend. Joe McLead second and motion carried.

EXECUTIVE COMMITTEE

Don Howard reported on the committee meeting held March 7. The committee reviewed the bill for the transmission in the manure truck, discussed a personnel issue, reviewed the director's golf cart policy and reviewed the Constitution and By Laws.

FINANCE COMMITTEE

Board members received the financials prior to the meeting and Tiffany Rankin went over them.

FAIR ADVISORY COMMITTEE

No report.

ADVERTISING COMMITTEE

No report.

SAFETY COMMITTEE

No report.

MOTOR SPORTS COMMITTEE

Larry Moreland reported that we still need sponsors for Monster Truck and can't sign a contract with them until we get at least half of the money. They still need to get bids on building the concrete pad for the scales as well as lighting. They would like to put fence around the entire area for security purposes. He suggested that they repurpose the poles and fence from the track when they replace the track fence.

FACILITY/FACILITY PLANNING

Don Howard reported that Larry Moreland and he were with the Ohio State Professor and her student when they conducted the air flow/quality study on the Perfect Barn and that they made some recommendations on how to improve the air flow in the barn. He also touched on the issue of raises for maintenance employees and that there would be none until there was a decrease in damages to both equipment and facilities. It was reported that Bruce Miley came in and fixed two tile blow outs.

Mike Harter discussed having the Merchant's Building painted before the May primary election. Sandy Kuhn said that she would get a bid from Chris Conroy. Mike Harter will get additional bids.

Mick Fisher reported that he and Mike Harter went down to Columbus to look at used temporary stalls. Jon Melvin moved that we spend up to \$45,000 to purchase 45 used stalls. Pat Allen second the motion and motion carried. Mick Fisher and Mike Harter will work with the gentleman selling the stalls to pick them out and get them to Delaware for the upcoming horse shows.

Mick Fisher talked with a gentleman about purchasing the old stalls. Mick Fisher moved to sell the old stalls for \$1,000. Mike Harter second and motion carried.

RACING

No report.

Wall of Fame – No report.

HOSPITALITY/ENTERTAINMENT

Mike Harter reported on a proposed feeder calf show for the second Saturday of the fair. Prime Time said they would be interested in coordinating the show. Discussion was held. Sandy Kuhn offered to explore additional entities that might be interested in coordinating the show.

ALL HORSE PARADE

Diane Winters reported that there would be a committee meeting called soon. Don Howard reminded her to schedule the meeting through the Fair Office so the invitation would be sent to all fair board members.

BED TAX COMMITTEE (Committee Report in Board Packet)

Pat Paykoff reported that the committee met March 5. A list of current and future projects was made and estimated costs put on some projects but there are still some projects that need an estimated cost. An Ag Center update was given. Demolition will start Sat., Mar. 23. An update was given on the Land Use Proposal that Tony Eyerman is working on. An update was also given on the race horse barns, fencing around the track and the covered arena. Discussion was held on the need to get Barns 22 and 23 ready for horse shows by doing some general maintenance work. Sandy Kuhn met with Soil and Water Conservation District to get information on building a manure storage facility. Action items were assigned.

Pat Paykoff moved to spend up to \$5,000 on a survey of the race track. Aaron Roll second and motion carried.

BED TAX RENEWAL

Chip Thomson reported that there is a meeting set up with the Speaker of the House on March 26 to discuss the renewal of the bed tax. He again emphasized the need for a document to describe what the bed tax money has been spent on and what additional monies would be spent on should it be renewed.

COVERED ARENA COMMITTEE

Mike Harter reported that he met with Scott Harper on the covered arena and he has a first draft which he passed around. He will work with Scott on changes that need made. The building is engineered to be enclosed in the future. The Ohio Quarter Horse Association met and has discussed doing a letter of intent to the DCAS to hold events at the fairgrounds as part of the Ohio Quarter Horse Congress.

OLD BUSINESS

Sandy Kuhn reminded the board that the District meeting would be held April 7 at the Fayette County Fairgrounds and RSVPs are needed by Friday.

NEW BUSINESS

Updates to the Constitution and Bylaws were discussed and voted on. These will go to DCAS members to be voted on in November.

Section 2.4 Business Hours

The fair office will be open for normal business operating hours Monday through Friday from 9:00 a.m. through 5:00 p.m. year round and on Saturday's from 9:00 a.m. through noon for a period commencing the first Saturday after ~~(delete June and insert August)~~ **August 1** through the ~~(delete first and insert last)~~ Saturday ~~(insert of the fair in and delete after)~~ of the fair in September of each year. Additionally the fair office may be open at other times as may be required to conduct business. The fair office is not scheduled for regular Sunday hours and will be closed on the following holidays: New Year's Day, Memorial Day, July 4, Labor Day, Thanksgiving Day and Christmas Day. ~~(add what's in red)~~ **The fair office may be closed other times as determined by the fair manager and/or board president.**

General updates on 2.4 Business Hours– voted and passed.

Section 1.7 Eligibility

Only those members who have purchased a membership in the Society, at least fifteen (15) days prior to the annual election will be eligible to vote in the annual meeting and election. ~~(add what's in red)~~ **Members must vote for not less than four or more than seven candidates for a full three-year term. Ballots that do not show the required number of votes will be declared invalid and will not be included in the vote count.**

Addition to 1.7 Eligibility – voted and failed.

Section 2.3.2 Constitutional and Bylaw changes

~~(Delete first sentence)~~ Members may amend the Constitution or Bylaws of the Society at a special meeting called by the President or at the annual meeting of the members. ~~(Add what's in red)~~ **Members may amend the Constitution or Bylaws of the Society at a special meeting called by the President or at the annual meeting of the members.** Such amendments must be processed in accordance with Article VII.

Deletion and addition to 2.3.2 Constitutional and Bylaw changes – tabled as it needs reworded.

Section 3.1.7

The Board of Directors may select ex-officio directors by a majority vote of the Board. (Add what's in red) ~~Ex-officio members do not have voting privileges.~~

Addition to 3.1.7 – voted and passed.

Section 3.9.1 Removal

~~(Delete what is in black below and replace with what is in red)~~

The Directors may remove any Director if:

- (a) Director has failed to attend 3 consecutive regularly scheduled Board meetings; or
- (b) By order of court, Director has been found to be of unsound mind or if the Director is adjudicated a bankrupt or felon.

~~Removal of Director for Cause: A Director may be removed for cause by the affirmative vote of two-thirds (2/3) of the Board of Directors. For the purpose of this provision "for cause" shall include the following: (a) absence from any three (3) consecutive meetings of the Board within (1) fiscal year without sufficient excuse or cause; (b) conviction of a felony offense; (c) conviction of any theft offense; (d) conviction of any other criminal offense involving moral turpitude; (e) material violation of the Fair Board's conflict of interest policy or code of conduct, or (f) engaging in specific actions which cause or tend to cause the organization damage to its property or reputation or which create potential legal liability on the part of the organization.~~

~~The Director against whom removal is considered shall be given notice of basis for his or her possible removal and shall be given the opportunity to present matters in defense or mitigation at the removal hearing. The Board shall adopt rules for the hearing which, in its discretion, serve the interests of fairness and interest of the organization generally. The Director against whom removal is considered shall have the right to be represented by counsel. The Director against whom removal is considered shall not be entitled to vote on the issue of removal. If a Director is removed from the Board, he or she will not be eligible to run for the Board of Directors again in the future. If the Director is removed, the Directors may then vote to appoint a Director to fill the vacancy until the next annual election.~~

Deletion and addition to 3.91 Removal – voted and passed.

Article VII Amendments

Section 7.1

~~(Delete what's in black below and replace with what's in red)~~

~~The constitution or by-laws of the society shall not be amended except by a majority vote of the membership voting at the annual meeting of the members amendments to the constitution or by-laws may be proposed by:~~

- (A) A majority of the Board of Directors at a scheduled meeting voting in favor of placing an amendment on the ballot; or
- (B) Filing a petition with the Secretary of the Society at least fourteen days prior to the annual meeting of the membership of the Society Said petition must set forth the proposed amendment and be signed by no Less than twenty-five members in good standing of the Society.

~~Amendments and alterations of this Constitution and/or bylaws may be made at a special meeting of the DCAS called by the Executive committee or at the annual meeting of the members. A two thirds vote of the members present shall be necessary to adopt.~~

Deletion and addition to 7.1 – tabled until Section 2.3.2 is reworded.

Article XII Authority of Society

Section 1

~~(In accordance with Ohio Attorney General Opinion 2013-023) The Society may authorize the use of moneys to acquire alcoholic beverages and a liquor permit to sell the beverages at an event that is open to the public and conducted on the fairgrounds and retain the revenue derived from the sales.~~

Section 2

~~(In accordance with the Ohio Attorney General Opinion 2013-023) The Society may (1) authorize the holder of a valid liquor permit to have an event that is conducted on the fairgrounds and (2) receive fees from the permit.~~

Addition of XII Sections 1 and 2 – voted and passed.

Benjamin Wenner moved to add Article XII Authority of Society into a Resolution, effective immediately. Tom Roll second and motion carried.

Don Howard appointed a committee to revise and update the current Stall Agreement. Members on the committee will be Mick Fisher, Mike Harter, Mike Conklin and Diane Winters. Sandy Kuhn will send the stall agreement out for all members to review and get feedback to the committee.

Chip Thomson moved to allow the Friends of Your Delaware County Fair to apply for a liquor permit for the May 11 Rugged Maniac event on the fair grounds. Mike Harter second and motion carried.

Sandy Kuhn reminded members that the groundbreaking for the new building will be held March 23 at 10 a.m.

Sandy Kuhn reported that Harold Wolford had stopped in and told her that the Vietnam Veterans would like to become involved in the fair again. The board welcomes their involvement.

Aaron Roll moved to go into executive session to discuss personnel issues. Tom Roll second. Motion carried. Discussion was held. Jackie Colflesh moved to return to regular session, noting that no decisions were made. Aaron Roll second and motion carried.

ANNOUNCEMENTS

None.

Chip Thomson moved to adjourn. Jackie Colflesh second the motion. Motion carried.

Don Howard, President

Sandy Kuhn, Secretary/General Manager