# DELAWARE COUNTY AGRICULTURAL SOCIETY BOARD MEETING MINUTES OCTOBER 18, 2022

# **ATTENDANCE**

Present- Jeff Armentrout, Jennifer Brown, Jackie Colflesh, Adam DeMarco, Mark Fisher, Patricia Gladman, Mike Harter, Don Howard, Dan Huffman, Michael Knapp, Tiffany Rankin, Chip Thomson, Chris Welker, Benjamin Wenner, Diane Winters, Tom Wright and Laryssa Hook.

Bryan Mellen and Jon Melvin arrived late.

Absent- Colleen Smith was excused for a work trip.

# **GUESTS**

Mike Sweeney, T. Thomson, Jennifer McGowan

# CALL TO ORDER AND ROLL CALL

Tiffany Rankin called the meeting to order. The Pledge was recited and Roll Call was taken by Jen McGowan

# **PUBLIC COMMENT**

NONE

#### **MINUTES**

Don Howard moved and Jackie Colflesh second a motion to approve the September 6, 2022 board meeting minutes. Motion Carried

# PRESIDENT'S REPORT

Tiffany Rankin thanked everyone for all efforts and their hard work during fair. She thinks it went very well.

Moving into election next month, we need people to sign up to work the polls. Jen McGowan has the signup sheet for that. She mentioned that if you are not running or related to someone running to please sign up to work. Chip Thomson asked if we were appointing judges and clerks. Tiffany appointed Jeff Armentrout, Dan Huffman and Jennifer McGowan as judges and Jennifer Brown and Chris Welker as clerks. Tiffany then appointed a nominating committee for the next fiscal year's officers. Jeff Armentrout, Jon Melvin, Don Howard and Adam DeMarco will be on that committee for recommendation of officers.

# **FAIR OFFICE REPORT**

Jen McGowan announced that there will be a district 6 meeting here in the Ag. Center on Nov. 3 and to RSVP if anyone would like to attend. We have 2 ODA forms that need signed and approved by Nov. 1, an application for 2023 Ohio fairs fund money and Fair date request. Dan Huffman moved and Chip Thomson second the motion to approve the funds request. Motion Carried. Dan Huffman moved and Chip Thomson second the motion to approve fair dates. Motion carried.

Jen mentioned that she received an agreement for a snow and ice agreement from the City of Delaware to haul snow from downtown to the fairgrounds. The board agreed this was fine and we have done this in the past.

Chris Welker mentioned that he and Jen had met with the Parks Department to do a walk thru of the grounds for the bike path.

#### TREASURER'S REPORT

Dan Huffman reported that the financial statements don't mean much right now because a lot of the stuff is still not in yet. We are on track from last year. Accounts receivable is pretty large. We are working on simulcast and settlements from that. We are also right in the middle of an audit and have been answering all of their questions. Dan mentioned that they are asking questions that they have never asked before about procedures, but that money wise we are good.

Dan reported that box seats were down from last year but grandstand was way up. Benjamin Wenner asked if we gave more away this year and Dan agreed we tried to fill the seats as much as we could. Benjamin Wenner moved to approve the treasurer's report. Chris Welker second. Motion carried.

T. Thomson reported on his sponsorships and said he is chasing money right now. He said that Chesrown is still outstanding and he is emailing out invoices.

# **EXECUTIVE COMMITTEE**

No Report

#### **GENERAL & ADMINISTRATIVE COMMITTEE**

No Report. Chip Thomson mentioned needing to sit down and do a de brief with staff and part time employees. Would like to do that and an advertising meeting within the next 10 days. The Committee will also handle looking at some individuals for fair bonuses.

# FINANCE COMMITTEE

No Report

# **FAIR ADVISORY COMMITTEE**

No Report

# **ADVERTISING COMMITTEE**

No Report

#### SAFTEY COMMITTEE

Mike Harter reported that nothing major happened and we got thru the fair really good. Everyone seemed happy, Fire Dept., Sheriff's Dept., etc.

Mike updated everyone on the Caribbean festival. The Prosecutor's office asked about her going to therapy and community service. Mike informed them that we do not care about that, we just want a restitution agreement. The next hearing date will be in December.

# **MOTORSPORTS COMMITTEE**

No Report

# **FACILITIES AND MAINTENANCE COMMITTEE**

Mark Fisher reported that the committee hasn't met since fair. He mentioned that we have a construction crew rehabbing the llama barn for storage. They will be putting things away from the fair and they are willing to do whatever we need them to do to get things done, plow snow, haul manure

etc. Maintenance will be meeting to go over short and long term plans. Benjamin asked about getting a signed agreement with Rob and his crew. Mark agreed that we should get something signed. Don Howard suggested putting some markers up for snow plows so they will know where to plow. Mark said that we can do that. Mark also reported that we are down to one pickup truck. All the trucks from the county aren't worth putting any money into. He did talk to the county and they do not have any trucks available right now.

# RACING COMMITTEE

Tom Wright reported that they have started mailing checks out last week. He thinks that all the checks that had W-9 forms have been mailed. State testing came back and everything was good. Jennifer Brown mentioned that we lost Dave Brower who had anchored our simulcast show here. He passed away at age 54. Tom Wright said that he will look at getting something together to send to the funeral home.

#### HOSPITALITY COMMITTEE

Per an email from Colleen Smith she reported that everything went well on her end. Tiffany reported that she looked at financials for the hill. She looked at numbers and sponsorships and had asked Mark Brown about on track wagering. When she subtracted out food and tent costs etc., it looked like we were in the hole about \$25k pending wagering. Benjamin mentioned that it is a nice place to get sponsors to spend money. T. agreed. Tom Wright said that he had the wagering numbers from the tents and when added to that we are actually up. When we apply everything it held its own. Jennifer Brown asked how the food was up there this year, Dan said the food was great. The only issue they had was a wait on the buffet line due to being told that they couldn't open until a certain time. Chip Thomson asked if we could get together with Mark Brown and see what we need for a tote board on the east end of the grandstands. Tom Wright believes we just need a smaller version of what was there before. Mark Fisher will get a quote on getting a new one built.

Dan Huffman mentioned thanking OHHA for the money that they gave to us.

## **BED TAX COMMITTEE**

Tom Wright reported that the committee had met tonight before the meeting about a masterplan. We need an assessment done on the buildings to determine which ones are worth keeping. We did a utility survey already that will tell us where we can and can't put buildings. Tom mentioned that we needed to vote tonight on starting to rehab a barn this winter and allocating money to do that. We are asking for approval to work on possibly barn 34 for \$150k of bed tax dollars. Jennifer Brown motioned to approve the barn rebab for up to \$150k. Dan Huffman second. Motion carried.

Tom updated on the grandstand project. Within the next 2 weeks we will have an estimate on work to be done and bids will go out Dec. 5. We should have them back mid-January and hopefully a contract by February 1 to be completed by next year's fair.

Jennifer Brown asked if there were plans somewhere to look at, Dan said they are in the office for anyone to look at.

# **ALL HORE PARADE**

Diane Winters said to mark your calendars for Sept. 9, 2023 for the parade next year. She reported that this was the worst parade they have ever had due to weather and fuel costs.

# HALL OF FAME/MUSEUM

Don Howard reported that we had about 150 people show up for the Hall of Fame.

The only problem we had in the hall of fame building was that kids were using the upstairs for hanging out and partying. He and Jen McGowan had to go up and kick them out. We need to look at solutions for keeping people out of there. We will look at doors that lock to the back area.

Chip Thomson would like to sit down with Don and talk about the future of the wall of fame and moving it.

#### **OLD BUSINESS**

Benjamin Wenner brought up proposed changes to the constitution and bylaws.

Proposed amendment to the DCAS constitution:

1) Removal of Article II Nature, Authority and Purpose, Section 2.4 Business Hours. If removal is a non-option. Need to re-write as such:

The fair office will be open for normal business operating hours Monday through Friday from 8:30 a.m. through 5:00 pm year round and on Saturdays from 9:00 a.m. through Noon for a period commencing the first Saturday after August 1 through the last Saturday 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, Martin Luther King Jr. Day, Memorial Day, July 4th, Labor Day, Veteran's Day, Thanksgiving Day, the Friday following Thanksgiving, Christmas Eve, Christmas Day, and New Year's Eve.

Dan Huffman moved and Chip Thomson second to remove office hours all together. Motion carried.

# Proposed Amendments to the DCAS Bylaws:

1) Article I Membership, Section 1.2 Sale of Membership. Propose the following change (removing the 30 hr. availability of memberships per week).

Society memberships for the following calendar year shall be placed on sale not later than December 15th and shall remain on sale whenever the fair office is open for normal business hours.

# Change that memberships shall be placed on sale by December 1.

2) Article I Membership, Section 1.4 Membership Certificates. Propose increase of DCAS membership from \$2 to \$5. Agreed to leave it at \$2

- 3) Article II Meetings of Members, Section 2.2 Notice of Annual Meeting and Election. Propose changing "at" in line 2 to "by". Historically, our board has chosen the annual meeting date well in advance of the May board meeting. And this earlier decision is in the best interest of our membership.
- 4) Language to reduce board membership from 21 to 18 members.
- a. Article III, Section 3.1.2: The Board of Directors shall consist of eighteen (18) directors elected by the members of the Society. Beginning in 2024, elected director positions will decrease by seven (7) to six (6) for the 2023, 2024, and 2025 annual elections of the board of directors. Following the 2025 annual election of the Board of Directors, the board will be maintained at eighteen (18) directors.
- 5) Proposed clarity for eligibility following gray area at petition deadlines. Article III Directors, Section 3.1.3 Eligibility

Members of the Society must declare their candidacy for the office of director of the Society by obtaining a petition from the Secretary of the Society and filing the petition signed by ten (10) or more members of the Society with the Secretary by 5 p.m. at least seven (7) days before the annual election of directors is held. A director who resigned during a term is ineligible for election to the Board of Directors for six (6) years from the date of resignation.

Chip Thomson questioned the penalty for resigning from the board. Mike Harter moved to strike that. Jon Melvin second. Motion carried.

6) Proposed amendment in Article III Directors, Section 3.1.8 due to the lack of a county superintendent. Remove county school superintendent. Add county Ag teacher.

An employee of the Ohio cooperative Extension service and an agriculture education teacher within the county school districts shall be a members of the Board of Directors ex-officio.

7) Corrections to quorum under Article III, Section 3.7 Quorum.

The presence of >50% of the voting directors of the board at any meeting shall constitute a quorum for such meeting. 8) Removal of the following clause under Article III, Section 4.5.3 Secretary

The Secretary will also have the title of Fair Manager. The Secretary shall, in general, perform all the duties incident to offices of the secretary and Fair manager, subject to the control of the board of directors.

9) New amendment in case of a necessity to remove an officer. Article III, Section 4.5.7 Removal of an Officer. Should an officer fail to fulfill the duties of their office, then the officer may be removed from said office with the affirmative vote of two-thirds (2/3) of the board of directors in attendance at a meeting.

OR

Should an officer fail to fulfill the duties of their office, then the officer may be removed Decided to go with 2/3 of the board deciding.

Benjamin asked about the Treasurer paying all the bills and do we want two people to do that. Dan mentioned that we would have to bond the 2<sup>nd</sup> person and that it is very costly.

Benjamin said that we can take out the descriptions of the Secretary/Treasurer. It doesn't say in the red book that it has to be in there. Agreed to remove the descriptions of the Secretary/Treasurer.

Jackie Colflesh moved to accept changes to remove the restrictions. Chris Welker second. Motion carried.

Jennifer Brown moved to accept all the remaining changes. Jon Melvin second. Motion carried. Benjamin will get with Chip to get these ready for the ballot.

#### **NEW BUSINESS**

Benjamin Wenner motioned for a board stipend of \$40 a meeting. Mark Fisher second. Motion carried. Diane Winters proposed that the Coliseum be called the Delaware County Veteran's Museum during fair week only. Mark Fisher brought up that we had a vendor that we needed to put in the Coliseum and the Veteran's moved all his stuff outside and were very disrespectful. Benjamin will second Diane's proposal but moved to table it for discussion. Jennifer Brown second to table. Motion carried.

Mike Sweeney arrived just before New Business and introduced himself as a horseman who has been here for 4 years in the Jugette barn. He would like to move back in there temporarily until his current barn is repaired. He mentioned that he has spent thousands of dollars in there on repairs and landscaping and has never been late on stall rent. He would like to be able to move back there now until there is another permanent place for him to go. Mark Fisher moved to discuss that after executive session.

Benjamin Wenner moved and Mike Harter seconded to go into executive session for personnel reasons.

-All minutes take after the Executive session were taken by Christopher Welker Chip Thomson left during Executive session.

Jackie Coleflesh moved to return to regular session, Don Howard seconded the motion.

Benjamin Wenner moved and Mark Fisher seconded, promoting Jennifer McGowan to the role of Fair Manager. Motion Carried.

Mike Harter moved and Chris Welker seconded on keeping the Jugette Barn unavailable for renting. Don Howard moved and Jeff Armentrout seconded offering T Thompson a completely commission based agreement for soliciting sponsor for the fiscal year starting December 1st, 2022. Motion carried. Tom Wright abstained.

Michael Knapp moved and Bryan Mellen second on adjourning the meeting. Motion carried.

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Tiffany Rankin, President	Jen McGowan, Fair Manager