

PREAMBLE TO THE CONSTITUTION OF THE GREATER OHIO SHOWMEN'S ASSOCIATION

The Greater Ohio Showmen's Association shall be a non-profit organization, the members of which dedicated to improvement and perpetuation of the Outdoor Amusement business in the State of Ohio.

It shall be the intent of the Organization to guide, assist and cooperate with those persons and agencies having responsibility for agricultural fairs, festivals, celebrations and other events of merit in the State.

It shall further be the intent of the Organization to promote conditions beneficial to its membership in the pursuit of their business within the amusement industry.

These efforts shall specifically include, but not be limited to:

The close scrutiny of, and involvement in, proposed legislation and rules promulgation which may impact the industry;

The periodic dissemination of news and information of general interest to the membership by way of internal publications and meetings;

The maintenance of a youth educational scholarship program and a death benefit program; Continuing efforts to create and maintain understanding and harmony among and between other organizations, State agencies, and individuals having interests and goals consistent with those of the Association.

If the intents and purposes of The Greater Ohio Showmen's Association are achieved and realized, the people of the State of Ohio will be the ultimate beneficiaries and will continue to enjoy and participate in this Nation's safest, cleanest, and most well conceived and well managed events.

CONSTITUTION OF THE GREATER OHIO SHOWMEN'S ASSOCIATION

ARTICLE I – MEETINGS OF MEMBERS

The Annual Meeting of the members for the election of officers and trustees and the transaction of other business shall be held in January of each year at a location selected by the trustees.

Special meetings may be held at such times and places as may be ordered by the Board of Trustees. Notice (signed by the President or Secretary and giving the purpose) of such special meetings shall be given to each member appearing as such on the books of the Corporation, by duly mailing the same to the member's address ten (10) days prior to the date of the meeting.

At such special meetings no business shall be transacted except that stated in the notice. Meeting governed by "Roberts Rules of Order."

ARTICLE II – QUORUM & VOTING REGULATIONS

At all meetings a majority of the officers and trustees must be present in order to constitute a quorum for the transaction of business.

At regular and special meetings of the Board of Trustees and the general membership all issues, items and candidates to be voted on, must receive a simple majority of the total votes cast for passage or election.

In the event that a majority is not achieved by a candidate or issue on the first ballot, successive ballots will be taken between the top two vote getters, including ties, until a majority occurs and a candidate is elected or issue passed.

AMENDMENT TO ARTICLE II, adopted 2009

Candidates for the office of trustee must be a full member for at least one year prior to date of the election. Candidates for the executive offices of President, 1st Vice-President, or 2nd Vice-President must have served at least one full three-year term as trustee prior to the date of the election.

ARTICLE III – PROXIES

A member may, through a written proxy, properly notarized, authorize another member to vote for him at all members' meetings and such proxy must be filed with the Secretary seven (7) days before the Meeting. The attending member, on all issues requiring a vote, is limited to one proxy vote per meeting.

ARTICLE IV – BOARD OF TRUSTEES, amended 1-4-2000

The corporate powers, property and affairs of the Corporation subject to the limitations of the Ohio Revised Code 1702 Section on hiring Ex. Secretary as Article IV Section 1-3-12-96, the Articles or Regulations, shall be exercised, conducted and controlled by the Board of eleven (11) Trustees and three (3) Officers, each of whom shall be a member in good standing.

The election of Trustees shall take place at the annual meeting of the members, or at a special meeting called for that purpose, and shall be by ballot. Trustees shall be elected for three (3) years. Vacancies to be filled by the remaining members thereof.

The membership of the Board of Trustees shall be apportioned so that at least one (1) representative of each of five (5) categories shall serve at all times. The five categories are: 1. Food & Beverage, including Confections; 2. Straight Sales, exclusive of category 1; 3. Games; 4. Rides & Shows; 5. Management – Fairs & Festivals.

A sixth category, AT LARGE, would identify the remaining six (6) trustees.

In the event there are no nominees from any categories 1 thru 5, the trustee for that category will also be elected from the membership at large. In the event of a question concerning the nominee's qualifications to represent any category, the decision of the President shall be final. The guiding principles to this decision shall include, but not be limited to, the primary involvement of the nominee in the amusement business.

AMENDMENT TO ARTICLE IV, adopted 3-12-1996

It shall further be incumbent on the Board of Trustees & Officers to establish the position of Executive Secretary of the Association. The Trustees & Officers shall have the power to hire the person occupying the position and enter into a contractual agreement fixing the terms and conditions of employment including remuneration, identification of duties, time period of employment and method of termination of employment.

ARTICLE V – OFFICERS

The executive officers of the Corporation shall also be elected by the membership at the annual meeting, or at a meeting called for that purpose. These officers shall be a President, 1st Vice President and 2nd Vice President. All officers shall be elected for two (2) year terms.

ARTICLE VI – DUTIES OF THE PRESIDENT & VICE PRESIDENT

It shall be the duty of the President to preside at all meetings of the members and trustees, to sign the records thereof, and in general to perform all the duties usually incident to such office, or which may be required by the members or trustees.

It shall be the duty of the Vice President to perform all the duties of the President, in case of the latter's absence or disability.

ARTICLE VII

Henceforth the positions of Secretary and Treasurer of the Association shall be combined into one office which shall be called Secretary/Treasurer of the GOSA

Duties to be performed by the Secretary/Treasurer shall remain the same as the previous separate positions of Secretary and of the Treasurer and additional duties and responsibilities as may be assigned by the Officers and the Board of Trustees of the association.

The position of Secretary/Treasurer of the GOSA shall be filled by appointment of the Officers and Trustees of the association.

The Officers of the GOSA and Trustees shall, in addition to describing the duties of the position, fix other terms and conditions of employment, such as, but not limited to, salary, expenses, period of employment, qualifications of applicants for the position, and other contractual provisions.

These duties and terms shall be published as a part of the operating by-laws of the Association.

ARTICLE VII, SECTION 1-1-4-00 RESPONSIBILITIES OF THE SECRETARY/TREASURER

The treasurer is responsible for accounts payable and accounts receivable; monthly and annual reports; yearbook ad billing; newsletter ad billing; membership dues billing; convention office duties including payment of dues, yearbook ad selling and collection;

administration of deceased member benefits including verification of death certificate, writing notes to next of kin of deceased members after donations are received and ordering and affixing appropriate additions to memorial plaques.

The treasurer shall provide receipts to all members turning in cash or checks to the organization; write thank you notes to any person or organization rendering services to GOSA, whether a member or a nonmember; and provide notices to all members of meetings at which their presence is required or desired.

The treasurer is required to attend all regular and special meetings of GOSA general membership and Board of Trustees, and special events (i.e., Fall Roundup, Convention, Spring Dinners).

The treasurer must report irregularities observed during the performance of Treasurer duties to the President (i.e., unauthorized requests for payment of various bills, misuse of organization's phone account, improper claims of mileage or expenses).

The treasurer shall seek sound investment opportunities for organization funds within the framework of safety and without regard to previous commitments or business relationships and shall keep foremost the objective that the position must reflect high standards of honesty and integrity, accuracy and impartiality of performance and freedom of conflict of interest.

The secretary is responsible for minutes of monthly meetings, correspondence, meeting notification, membership questions, upkeep of the membership list, reservations for upcoming events and press releases.

ARTICLE IX – BOND

All officers and trustees shall be bonded in an amount of at least \$5,000.

ARTICLE X – CLASSIFICATION OF MEMBERSHIP

Memberships shall be classified as follows: I. Active members; II. Honorary members; III. Life members – Limited to 50; IV. Associate members; V. Spousal members; VI. Employee members.

ARTICLE XI – DUES & PRIVILEGES OF MEMBERSHIP

All active members shall pay an annual dues of in advance by January 15 of each year. Providing this category of member affiliates with the Association before the date of his fifty-first (51st) birthday, this member may name a beneficiary and participate in the Memorial Fund.

An honorary member shall pay no dues, but have no privileges.

Life memberships may be purchased for two thousand five hundred dollars (\$2,500) and shall require the approval of the Board of Trustees. Life members shall enjoy all the privileges of active membership and shall be exempt from the age limit clause.

Associate memberships shall be offered to businesses and organizations at the same dues charge as active memberships, but these members shall not vote, hold office or participate in the death benefits.

A retired (inactive) membership shall be offered to retired members, of the GOSA, dues payable in advanced of January 15 of each year. A retired member shall have voting rights, receive a newsletter and yearbook, but not be eligible to hold office.

AMENDMENT TO ARTICLE XI, SECTION 1-10-15-96

The Dues shall be:

Regular (Active) Membership (as of October 18, 2021)	\$100.00
Retired (Inactive) Membership	\$40.00
Associate Membership (as of January 5, 2018)	\$75.00
Spousal Membership (as of June 1, 2003)	\$50.00
Employee Membership (as of January 3, 2006)	\$25.00

AMENDMENT ON SPOUSAL AND EMPLOYEE TO ARTICLE XI, SECTION 2-6-1-03

A Spousal membership shall be offered, starting June 1, 2003, to the married spouse of a regular member at the annual dues rate of \$50.00, payable in advance of January 15 of each year. A spousal member shall not receive a newsletter or yearbook, be eligible to hold office, nor be able to participate in the memorial fund. They shall enjoy all other benefits offered to an active regular member.

ARTICLE XII – SEAL

The Seal of the Corporation shall be circular, with the name of the Corporation engraved around the margin and the word “Seal” engraved across the center.

ARTICLE XIII – ORDER OF BUSINESS

At all membership meetings the order of business shall be as follows:

1. Roll call
2. Reading of minutes
3. Reports of Committees
4. Financial Report
5. Report of the President & Officers
6. Unfinished Business
7. Election of Officers & Trustees
8. New or Miscellaneous Business

This order may be changed by a majority vote of the members present.

ARTICLE XIV – INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending, or completed action, suit, or proceeding by any third party or third parties, or by or in the name of the Corporation whether civil, criminal, administrative, or investigative, to procure a judgement in its favor, by reason of the fact that the person is or was a trustee, officer, employee or agent of the Corporation, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding there was no reasonable cause to believe the conduct was unlawful. It is the intention of this article that the Corporation indemnify any trustee, officer, employee or agent of the Corporation to the extent authorized and upon the conditions imposed by Chapter 1702 of the Revised Code of Ohio and specifically Section 1702.12, or any subsequent comparable legislation.

ARTICLE XV – AMENDMENTS

These regulations may be repealed, amended or changed by the assent thereto in writing of two-thirds of the members, or by a majority of the members casting ballots at a meeting held for that purpose, notice of which has been given as provided in Article I. These amendments shall take effect on adoption, unless otherwise stated.

ARTICLE XVI – ADOPTION

This document, together with the operating By-Laws as presented shall take effect immediately upon passage January 6, 1988.

ARTICLE XVII

Under Ohio Revised Code Section 1702, we are required to have an article of dissolution (1702.47 of Ohio Revised Code).

ARTICLE OF DISSOLUTION: Should the Greater Ohio Showmen’s Association be dissolved, the following steps shall be taken:

- 1) The Board of Trustees and Officers (B.O.T.) shall move to dissolution by a two-thirds vote by the Board.
- 2) Upon passage of vote, B.O.T. shall notify all current voting members by certified mail of B.O.T.’s pending plan of dissolution.
- 3) Members shall then vote to approve or disapprove of B.O.T.’s vote by paper ballot at a time set by B.O.T. It will require a two-thirds vote by members for approval.
- 4) If an affirmative vote is reached by the membership, B.O.T. shall direct the Secretary/Treasurer to pay all outstanding debts and obligations. Upon completion of the aforementioned, B.O.T. shall order an audit (by an outside auditing firm) to confirm that all operations of the GOSA are in order.
- 5) Upon confirmation by outside audit that all GOSA matters are in order, balance of GOSA assets shall be divided equally among all voting members at the time of the B.O.T. certified mailing.
- 6) Pursuant to Ohio Revised Code 1702.47 (1-06-09)

BY-LAWS OF THE GREATER OHIO SHOWMEN'S ASSOCIATION

- I. Officers & Trustees shall meet to transact the business of the Corporation during the months of October through May.
- II. An officer or Trustee with three (3) absences from the (8) regular board meetings in one calendar year (January1 to December 31) will be required to submit their resignation to the board of trustees. He/She shall not be eligible for reelection until one year has lapsed after the end of his/her original term. Replacement for the balance of his/her term will be appointed by the President, with the approval of the trustees.
- III. President may hold office for two (2) consecutive two-year terms. However, a Past President may hold the Office of President again after at least the passing of one (1) two-year term.
- IV. Husband and wife may not hold office at the same time.
- V.T he Secretary shall mail notice of dues at least 30 days prior to the due date to the last known address of each member. The notice shall be in the form of a remittance envelope, preaddressed and containing such pertinent information as the amount of dues, due date, expiration of said dues and space for the billing of any monies or assessments due the Association. All membership cards must be stamped with the Seal of The Greater Ohio Showmen's Association to be valid. All monies for membership dues must be sent to the Secretary and all membership cards must be issued by the Secretary, unless the need arises to designate another person to fulfill this duty. In such need the President shall appoint such person with the approval of the Board of Trustees. Any member may take applications for new members, forward the application and money to the Secretary, who will then mail the membership cards after approval of the Board of Trustees.
- VI. The President shall appoint any member(s) in good standing to act as Parliamentarian. Robert's Rules of Order indicates that the Parliamentarian should come from outside of the Board.
- VII. The Association shall purchase a new gavel and have it suitably inscribed to be presented to the outgoing President, along with his gold life membership card when he turns the chair over to the duly elected incoming President.
- VIII. The Association shall send a letter of appreciation and thanks to any person,

member or non-member, who gives a good outstanding or unusual service, or special publicity that upgrades the public opinion of people in show business. This letter is to be signed by the President.

- IX. Special accounts are to be set up by the Trustees for money earmarked for either the Memorial Fund or the Rupert Otterbacher Scholarship Fund and the interest used for these funds.
- X. A special account is also to be set up by the Trustees for money received for life memberships with the income from this account transferred to the general fund as earned.
- XI. Plaques will be purchased and maintained for these funds. Suitable inscriptions will identify Life Members and those donating \$50.00 or more for the Memorial or Scholarship programs.
- XII. Officers and Trustees shall be reimbursed for mileage to and from regular and special meetings and for one meal per meeting at the current IRS rate. Additional out-of-pocket expenses may be authorized for special duties and mileage for legislative hearings, committee work for State agencies and similar organization work as approved by the Board of Trustees.
- XIII. The Memorial benefits shall be \$1,000.00.
- XIV. The Salary of the secretary/ treasurer shall be set by a vote of the board of trustees and Commensurate, of the organization with current needs.
- XV. The Student Scholarship Program, established as a memorial project to Rupert A. Otterbacher and Russell "Sonny" Kissel shall be administered by the Officers and Board of Trustees of the GOSA. A standing committee called the Scholarship Committee shall create requirements and applications for the program and screen applicants. A decision by the committee will then be recommended to the officers and board and the amounts of the scholarships and number of recipients will be determined by a vote of the entire board. (Adopted 1/8/08)
- XVI. Greater Ohio Showmen's Association Board of Trustees
STATEMENT OF COMMITMENT
- XVII Advertisers must be paid members of the GOSA to place advertising copy in the newsletter , year book, and other publications .
- XVIII. The President may move board meetings to an electronic format when needed.
XIX. Board members may attend two meetings per year via electronic means; board members are required to contact the president 10 days before the meeting, with first two board members contacting the president given permission to attend in this manner.