

THE ROSS COUNTY AGRICULTURAL SOCIETY INCORPORATED

RESOLUTION ADOPTED BY BOARD OF DIRECTORS

Pursuant to R.C. § 1702 and the Bylaws of The Ross County Agricultural Society Incorporated ("RCAS"), the undersigned, being a majority of the Board of Directors of RCAS, hereby approve and adopt the following resolutions by acknowledging in writing their consent thereto.

WHEREAS, RCAS was formed on or about February 13, 1930 for the purposes set forth in its Articles of Incorporation, as amended;

WHEREAS, the Board of Directors, by at least majority vote received at the June 6, 2022 Board of Directors Meeting, have approved the formation of a subcommittee of RCAS for the purposes of raising and/or collecting contributions from the public for the build out of a new equestrian arena complex or overhead roof (the "Equestrian Project");

WHEREAS, details for the Equestrian Project, specifically designing, budgeting, operating, and timing, are still to be determined at this time, but the Board of Directors of RCAS desire to allow said subcommittee to begin raising and/or collecting contributions for the Equestrian Project. The location of the Equestrian Project is to be located in a to be determined area located at the Fairgrounds (344 Fairgrounds Road, Chillicothe, Ohio 45601).

WHEREAS, the Board of Directors of RCAS believe it to be in the best interest of RCAS to form this subcommittee of RCAS for said subcommittee to begin raising and/or collecting funds for the Equestrian Project, pursuant to covenants and restrictions as set forth herein.

NOW, THEREFORE, the Board of Directors of RCAS hereby approve and take the following action in writing:

BE IT RESOLVED, pursuant to Article X of the Bylaws of RCAS, and R.C. § 1702, the Board of Directors hereby amend the Bylaws by adding the following ARTICLE XVIV:

"ARTICLE XVIV. Subcommittees. By majority vote of the Board of Directors, the Board of Directors may, by resolution duly adopted, establish one or more subcommittees of RCAS, to carry out certain actions or authority granted to said subcommittee(s) by the Board of Directors pursuant to a resolution approved and duly adopted by the Board of Directors. Members of the subcommittee(s) may be appointed or removed as a member of the subcommittee at any time upon the majority vote of the Board of Directors. Each subcommittee formed shall be governed by the Bylaws of RCAS, and rules and regulations set forth by the Board of Directors."

FURTHER RESOLVED, the Board of Directors hereby approve the formation of a subcommittee to be tasked with the raising and/or collection of contributions from the public to fund the costs and expenses for the Equestrian Project. Said subcommittee shall be known as the Equestrian Project Committee or other named approved by the majority of the Board of Directors.

FURTHER RESOLVED, the Board of Directors hereby appoint the following individuals to be members of the Equestrian Project Committee: B.J. Pickerell, Julie Oates, Lisa Bair, Holly Helber. Additionally, any other member of RCAS and/or Board of Directors of RCAS may be a member of the Equestrian Project Committee at their leisure, so long as they remain a member and/or Board of Director of RCAS; provided however, any member of the Equestrian Project Committee may be removed as a member of the Equestrian Project Committee upon the majority vote of the Board of Directors of RCAS.

FURTHER RESOLVED, the Board of Directors hereby authorize members of the Equestrian Project Committee to begin raising and/or collecting contributions from the public to fund the costs and expenses for the Equestrian Project.

FURTHER RESOLVED, the Equestrian Project Committee will assist the Board of Directors in pursuit of commencing and ultimately completing the Equestrian Project, but the Equestrian Project Committee shall have no authority in decision making, use of funds, construction, designing, management, or operations, relative to the Equestrian Project. All authority and decision making relative to the Equestrian Project is reserved to the Board of Directors of RCAS.

FURTHER RESOLVED, all funds raised and/or collected by the Equestrian Project Committee shall be directed to RCAS, in which said funds will be held in a separate account or line item reflecting the total amount raised for the Equestrian Project, as determined by the Treasurer of RCAS and/or in accordance with the rules and regulations set forth by the Board of Directors relative to contributions received by RCAS.

FURTHER RESOLVED, the purpose of this Resolution is to begin the process of allowing the Equestrian Project Committee to begin raising and/or collecting funds, and in no event shall any services or labor relative to the build out for the Equestrian Project commence unless the Board of Directors duly adopt a resolution approving the commencement of such build out. For purposes of clarity, the Equestrian Project Committee is only authorized at this time to begin raising and/or collecting contributions from the public to fund the costs and expenses for the Equestrian Project.

FURTHER RESOLVED, any authority or approval to be delegated to the Equestrian Project Committee in the future, if any, shall only be valid if approved and duly adopted in writing by the Board of Directors in accordance with the Bylaws of RCAS.

The foregoing resolutions shall be effective as of this ____ day of _____, 2022.

BOARD OF DIRECTORS:

Brad Cosenza, President

Steven Clever, Vice President

Mary Ludwick, Secretary

Nanette Clary, Treasurer

Bryan Bethel

Shaun Boggs

Keith Chain

Charles "Chip" Chrisman

Dave Clary

Paul Corcoran

Dan Elliott

Sandy Free

Jeremy Gearhart

Peggy Gray

Barry Haubeil

Matt Clifton

John "Andy" Hill

Karlton Wheeler

Gerald "Guy" McCorkle

Jenny Nelson

William Pickerrell

Gary Prater

Lee Whitten