

CENTRAL WISCONSIN STATE FAIR
BOARD MINUTES
November 17, 2014
7:30 PM

ROLL CALL: Present: Board Members: Marilyn Heiman, Jeff Viergutz, Bob Ashbeck, Larry Gilbertson, Chris Jockheck, John Garbisch, Andy Keogh, Keith Kay, Dennis Stroetz, Alanna Feddick, and Ed Wagner
Adam Fischer-General
Manager.

Absent: Melissa Hanke and
Tim Heeg

Guests: Dale Christiansen, President of the Wisconsin Association of Fairs, Jayme Buttke Exec. Sec/Treas of the Wisconsin Association of Fairs and representing the IAFE (International Association of Fairs and Expositions), Steve Ward representing Jason Promotions, Hendersonville, TN, Mayor Chris Meyer and Steve Barg, city administrator, both from Marshfield.

Called to order at 7:30pm.

Meeting began with introductions followed by a presentation from Steve Ward on grandstand entertainment. Some discussion. At the conclusion of Q's and A's, Steve left the meeting.

Minutes of October 20, 2014 Regular Board Meeting Dennis Stroetz offer an addition to the minutes that he was in attendance. Moved by Andy Keogh, seconded by John Garbisch to approve the minutes. Motion carried.

Special Meeting Minutes of Monday November 3, 2014. Meeting was called to listen to an appeal of the board's decision against the Kevin Lindow family, by Kevin and Ann Lindow. After hearing the appeal the board made no additional decision. October 20 BOD decision stands. Minutes were declared approved as read.

Treasurer's Report: Marilyn Heiman Marilyn presented the balances. Ed Wagner moved to approve, Andy Keogh seconded, and report was approved.

Manager's Report: Adam included a written report in the BOD packet. Adam offered additional items. Adam has met with the county to request an advance in the yearly support of Junior Fair. Spending time with sponsors and donors. Working on a five year plan, and web site updates.

Committee Reports:

Advertising: Jeff Viergutz reported: No meeting.

Building & Grounds: John Garbisch No meeting. Committee met last Saturday. Campground upgrade project is installed, wiring and ground restoration remains for spring. Garbage area needs restoration, discussed a possible storage building.

Draft Horse: Dennis Stroetz reported. Held a wrap-up meeting October 24th. 117 horses this year. No gripes or troubles. Temporary arena worked well. Popcorn stand made \$70. Next year is the 25th year for the draft Horse show. Two exhibitors have shown for the whole 25 years. Chris Jockheck moved the Draft horse committee can keep the \$70 popcorn money. John Garbisch seconded the motion, the motion carried.

Entertainment: Adam Fischer: no meeting.

Fairest of the Fair: Marilyn Heiman. No meeting. Planning on

Junior Fair: Melissa Hanke Larry Gilbertson reported no meeting since the last board meeting.

Livestock: Larry Gilbertson No Meeting,

Market Animal: Larry Gilbertson reported the Market Sale committee met October 22. Market sale requirements, alternatives to weigh ins, ventilation in the swine barn, fair book changes, and election of officers.

Non-Fair: Adam Fischer No Meeting.

Parking & Signage: Adam Fischer

No meeting **Vendor Relations: John**

Garbisch No meeting.

Fair Commission Report: Bob Ashbeck reported: Bids on the Round Barn Concrete renovations in the round barn were reviewed. Historical society is reviewing the proposed renovations.

Old Business: No old business.

New Business: An executive meeting was held on November 3, 2014 following the BOD special meeting. John Garbisch read the minutes, followed by a proposal by the executive board. Minutes: *Adam Fischer informed the members of the problem issues with our current Bylaws and Articles of Incorporation. After questions and discussion, some history, possible solutions, and information on the consequences of not acting on these concerns, The Executive Board approved the following motion recommendation to the BOD:*

Due to the lack of compliance for a number of years with State and Federal regulations, and after consultation with legal counsel, we propose to reorganize by forming a new entity and to dissolve the Association.

John continued with additional information. Adam offered some

background information, and the Junior Fair situation. Discussion, questions, and answers followed.

The resolution to dissolve was read by President Larry Gilbertson.

WHEREAS, The Central Wisconsin State Fair Association of Marshfield (hereinafter referred to as the Association) was organized as a not-for-profit Corporation under Chapter 501C (3) of the Internal Revenue Code to provide a sustainable Fair honoring the agricultural traditions of Wood County for our children and generations yet to come; and

WHEREAS, The Central Wisconsin State Fair Association Board of Directors is responsible for the preservation, protection and well-being of the Association and its mission; and, **WHEREAS**, the by-laws of the Association provide that the Non-profit Corporation can be dissolved by a majority vote of the members of the Board of Directors, for the well-being, and protection of the Central Wisconsin State Fair; and,

WHEREAS, the current structure of the Association is no longer compatible with the provisions of the Internal Revenue code for non-profit corporations, and continuance of those practices could result in consequences which would be incompatible with the stated mission and sustainability of the Association.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CENTRAL WISCONSIN STATE FAIR ASSOCIATION OF MARSHFIELD, that in order to protect the integrity, reputation and sustainability of the Central Wisconsin State Fair that effective at 11:59 PM, CST, on November 19, 2014 the non-profit Corporation known as the Central Wisconsin State Fair Association of Marshfield is hereby dissolve.

BE IT FURTHER RESOLVED, that the Fair Manager, President and other officers of the Board as may be necessary are authorized to prepare and execute all required documentation to the State of Wisconsin and Internal Revenue Service required to implement this resolution.

BE IT FURTHER RESOLVED, that copies of this resolution be sent to members of the Association through the United States Postal Service to addresses as they may be on file. Discussion and voiced concerns continued.

At the request of the members the second resolution to form a new organization was read by President Larry Gilbertson.

WHEREAS, it is the desire of persons in Marshfield and Wood County Wisconsin to establish and maintain a County Fair for the purposes of education of the general public and promotion of the Agricultural traditions of Wood County; and,

WHEREAS, it is the desire of persons in Wood County to establish

an organization to promote, manage and sustain a State Fair for Wood County; and

WHEREAS, it is necessary for the creation of that organization to be a non-profit corporation under the auspices of Internal Revenue Service Code 501 (C)(3) in order to receive gifts and grants to complete its mission, and

WHEREAS, the Central Wisconsin State Fair Association established in 1982 will be dissolved effective at 11:59 PM on November 19, 2014;

NOW, THEREFORE BE IT RESOLVED, that the Central Wisconsin State Fair Association of Marshfield is hereby established and incorporated effective at 12:01 AM on November 20, 2014.

BE IT FURTHER RESOLVED, that the by-laws of the Corporation attached to this resolution are hereby adopted by the initial Board of Directors

BE IT FURTHER RESOLVED, that the Central Wisconsin State Fair Association of Marshfield may accept as gifts and transfers properties and assets including title to real property as may be deemed necessary for the operation of a State Fair in Marshfield, Wood County, Wisconsin.

BE IT FURTHER RESOLVED that the Central Wisconsin State Fair Association of Marshfield may incur liabilities as necessary to meet the mission of providing a sustainable State Fair for the citizens of Marshfield and Wood County.

BE IT FURTHER RESOLVED, that the initial Board of Directors and Officers are hereby authorized to execute all documents deemed necessary to implement this resolution.

The resolution to dissolve was moved by Andy Keogh, and seconded by Ed Wagner. No further discussion. The motion carried unanimously.

The resolution to create the new Central Wisconsin State Fair Association was moved by Andy Keogh, seconded by John Garbisch. No further discussion. The motion carried unanimously.

Discussion was held on how to proceed. A motion by John Garbisch was made to approve the proposed Bylaws for the new organization, seconded by Ed Wagner. Discussion. The Bylaws were adopted by unanimous vote.

Andy Keogh moved to retain the current board until the December meeting. Jeff Viergutz seconded the motion. Discussion. Motion carried.

Andy Keogh moved to keep the officers the same until the December meeting. Marilyn Heiman seconded the motion. Discussion. Motion carried.

John Garbisch moved to hire Adam Fischer as our Executive Director. Marilyn Heiman seconded the motion. Discussion. John moved to amend his motion by adding the words: to keep the salary the same as the old organization. Marilyn seconded the amendment. No discussion. The amendment carried. The motion as amended passed.

Liabilities were discussed and assets. Marilyn moved to accept all liabilities and assets of the previous organization. Marilyn withdrew her motion. John Garbisch moved to accept all assets and liabilities except any from Par Fellenz. Following legal advice from Alanna Feddick John's motion was lost. John moved that the BOD will work on the winding up of the old organization and have a determination as to the assets and liabilities that we will be assuming at the December meeting. Marilyn seconded the motion. The motion carried.

Adam passed out bios for individuals seeking a position on the board. A nominating committee was appointed from volunteers by President Larry Gilbertson. They are Marilyn Heiman, John Garbisch, Andy Keogh, with Larry Gilbertson and Adam Fischer.

Adam brought forth a request to set a budget for the grandstand entertainment. Following discussion, Adam proposed a budget of \$81,500. Not including commission. Denny Stroetz moved the \$81,500 budget, John Garbisch seconded the motion, the motion carried.

Meeting Adjourned 9:52 pm. The next meeting will be held at 7:30 pm on December 15, 2014 at the MACCI office, 700 S. Central Avenue.

Submitted by Larry Gilbertson.