

**Amended Bylaws of  
Lincoln County 4-H Leaders' Association, Inc.**

(Adopted November 16, 2011)

(Amended November 8, 2012)

(Amended November 14, 2013)

(Amended November 18, 2014)

**Article 1. Name**

The name of the Corporation shall be the Lincoln County 4-H Leaders' Association, Inc.

Section 1.01 *Form of Association.* The Lincoln County 4-H Leaders' Association, Inc. is organized as a non-stock, non-profit corporation under Chapter 181 of the Wisconsin Statutes.

Section 1.02 *Registered Agent and Office.* The registered agent of the corporation is the current Treasurer of the association and the registered office is 801 N. Sales Street, Suite 101, Merrill, WI 54452 or as amended by filing with Department of Financial Institutions.

**Article 2. Purposes**

The mission of the Lincoln County 4-H Leaders' Association is to work with young people to provide learning experiences, new opportunities and life skills development. This is done through the following:

- Conduct supplemental county level programs for youth
- Raise funds and manage a budget to support 4-H Youth Development work
- Coordinate county level recognition
- Represent 4-H Youth Development to the community
- Advocate for 4-H Youth Development
- Provide input on new 4-H Youth Development opportunities and youth and volunteer needs

**Article 3. Members**

Section 3.01 *Eligibility.* Any enrolled youth members, 8th grade or older, and any enrolled 4-H adult leader of the Lincoln County 4-H Program. Enrollment must be completed and submitted on an annual basis to the UW-Extension office for Lincoln County, Wisconsin. All enrolled adult volunteers are required to successfully complete the Wisconsin 4-H Youth Protection Program.

Section 3.02 *Non-discrimination.* This corporation shall not discriminate on the basis of age, race, color, creed or religion, national origin, ancestry, sex, sexual orientation, marital or parental status, pregnancy, veterans' status, arrest or non-program related conviction record, or qualified disability.

Section 3.03 *Removal of Members.* Membership of any individual in the corporation shall terminate whenever such member ceases to be eligible pursuant to the provisions of Section 3.01.

- Section 3.04 *Annual Meeting.* The annual meeting of the members shall be held in such place, and at such time, during the month of November, as the Board of Directors shall determine. Notice of the annual meeting of the members shall be given through an announcement in the appropriate newsletter and other 4-H media as deemed appropriate by the board.
- Section 3.05 *Special Meetings.* The President of the corporation may call special meetings of the corporation upon giving notice in the same manner as notice for the annual meeting of the members.
- Section 3.06 *Quorum.* Ten members present shall constitute a quorum at any annual or special membership meeting.
- Section 3.07 *Proxy Voting.* Members voting by proxy shall not be permissible.
- Section 3.08 *Majority Vote.* A majority vote of those members who are present at an annual or special membership meeting shall be necessary for the adoption of any matter voted on by the members.
- Section 3.09 *4-H Youth Development Educator.* All 4-H groups and organizations are accountable to Cooperative Extension for their activities and finances. The local 4-H Youth Development Educator is charged with overall leadership and oversight for all 4-H Youth Development programs and groups in the county. This includes guidance and support for the 4-H community club program, 4-H outreach programs, and serving as a community leader in youth development. The 4-H Youth Development Educator works with the county 4-H Leader Organization and Board of Directors as: educator, educational administrator, 4-H volunteer manager and youth development leadership. The Educator shall not be a member of the Association and shall have no voting rights. 4-H Youth Development Program Advisor and other Extension staff members may attend in an educational, non-voting capacity.

#### **Article 4. Board of Directors**

- Section 4.01 *General Powers and Number.* The business and affairs of the corporation shall be managed by its Board of Directors. The number of Directors shall consist of no less than seven (7) and no more than eleven (11) directors. The Board of Directors shall include youth directors who are in 8<sup>th</sup> grade or older in the number not less than two and a maximum equal to the number of adult directors serving at that time.
- Section 4.02 *Election.* The Board of Directors shall be elected in accordance with Section 4.03 of these Bylaws at the annual meeting of the members by the affirmative vote of a majority of the members present at the annual meeting.
- Section 4.03 *Term of Office and Qualifications.* The Directors shall serve for a two year term. Upon election or appointment a director must be a member of the corporation. There shall be no limitation on the number of terms a Director may serve. The Directors shall be elected or appointed in established rotation. Voting will occur for all vacant board positions at one time, with the nominees receiving the highest number of votes being elected. Each Director shall hold office until a

successor shall have been duly elected, or appointed, or until his/her death, resignation, or removal. A Director whether elected or appointed may be removed from office by an affirmative vote of a majority of the number of Directors then in office. A Director may resign at any time by filing his/her written resignation with the President of the Corporation. Directors shall be elected or appointed based on the ability to contribute to our goals of the corporation. The youth directors shall be elected in the same manner as the adult directors, except their term shall be for a one-year term. There shall be no limitations on the number of terms a youth director may serve.

- Section 4.04 *Annual Meetings.* The annual meeting of the Board of Directors shall be held within forty-five (45) days after the annual meeting of the members at a place designated by the Board of Directors in Lincoln County, Wisconsin.
- Section 4.05 *Regular Meetings.* The Board of Directors may provide, by motion, the time and place within Lincoln County, Wisconsin, for holding of regular meetings without other notice. A board member must attend at least 50% of the regular board meetings to remain in good standing or they will be removed as a board member.
- Section 4.06 *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President, Vice President, or any three (3) Directors. The President, Vice President, or three (3) Directors calling any special meeting of the Board of Directors may fix any place, within Lincoln County, Wisconsin, as the place for holding any special meeting of the Board of Directors called by them.
- Section 4.07 *Notice of Meeting.* A notice of meetings shall be given in writing at least 72 hours before said meeting unless said Directors consent to waiver of notice.
- Section 4.08 *Quorum.* A quorum consists of 50% of the current Board membership with at least one being an adult then in office.
- Section 4.09 *Conduct of Meetings.* The President, or in the President's absence, the Vice President and in their absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer of the meeting. In the absence of the Secretary, the presiding officer may appoint any Director or other person to act as Secretary of the meeting. Board meetings shall be open to general membership and guests, unless a special closed Executive Session is called.
- Section 4.10 *Vacancies.* Any vacancy occurring in the Board of Directors may be filled until the next annual meeting of the members by a majority vote of the Board. In case of a temporary absence of any officer or director, the Board of Directors may appoint an individual to perform the duties of such officer or director during the absence by an affirmative vote of the Board.
- Section 4.11 *Expense Reimbursement.* No compensation shall be paid to any Director for serving as a member of the Board, except that any Director (adult and youth) shall receive reimbursement for expenses actually incurred by such Director in carrying out any activity of the Board of Directors which is within the scope of its purpose as defined in Article 2.

Section 4.12 *Proxy Voting.* Directors voting by proxy shall not be permissible.

### **Article 5. Officers**

Section 5.01 *Officers.* The officers of the Board of Directors shall be President, Vice President, Secretary and Treasurer.

Section 5.02 *Election and Term of Office.* The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected or until his/her death, resignation or removal.

Section 5.03 *President.* The President shall preside at all meetings of the corporation and Board of Directors, and shall perform the customary duties of a Board President of a not-for-profit corporation and such other duties as the Board of Directors from time to time may direct, not in conflict with the powers and purposes of this Corporation as set forth in its Articles of Organization.

Section 5.04 *Vice President.* The Vice-President shall, in the absence of the President, perform the President's duties and such other duties as the Board of Directors may, from time to time, direct within limitations herein set forth.

Section 5.05 *Secretary.* The Secretary shall be responsible for drafting the minutes of all meetings of the Association and of the Board of Directors.

Section 5.06 *Treasurer.* The Treasurer shall make available to the Board of Directors monthly report of the financial conditions of the Corporation. The Treasurer shall report all funds received by the corporation.

## Article 6. Committees

The Leaders' Association shall oversee the following committees as they may exist from time to time:

Standing Committee	Purpose and Responsibilities	Members
Executive Committee	Shall act on the board's behalf on such matters as empowered by the Board.	Officers of the Board
Finance/Budget	Budget, audits, fund raising, endowment fund and grants	Treasurer, President or Vice-President and 2-3 youth or adult members
Awards and Recognition	Memory books, trip and award selections	One board member and 4 other members of Association
Scholarship	Selection of scholarship recipients	One board member and 4 other members of Association
Plat Book	Advertising, Review Contract with Company (plat book and printing), assist in proofing and distribution of books	3 to 4 members including those selling ads
4-H Ambassadors	Provide youth leadership and educational guidance for county wide 4-H activities, direct and support fundraising and community service activities for 4-H members; and promote 4-H in the broader community.	Adult volunteer leaders and youth leaders who have completed the Ambassador application and have been selected to serve as an Ambassador.
Youth Market Place	Provide real-world experience and entrepreneurial education opportunities for youth enrolled in the group	Adult volunteer leaders and youth leaders interested in entrepreneurial experience
Junior Fair Committee	Provide leadership for Association's fulfillment of MOU with Fair Association related to Jr. Fair	Adult volunteer leaders and youth leaders
Project Committees	Plan, implement and evaluate educational activities and events for youth members in specific projects including dairy, dog, horse, international, basketry, robotics, shooting sports, etc.	Adult volunteer leaders and youth leaders in the specific project areas per the committees guidelines

### *Duties of Standing Committee:*

These committees shall plan and carry out Leaders' Association functions as related to the responsibilities listed above. This shall include plans, budget requests, rules and regulations, time frames, and a final financial report. Committee chairs are responsible for making sure

committee progress and decisions are reported to the Leaders' Association. Some committees may be chartered. All 4-H groups or committees that handle finances and have a checkbook must be chartered and complete the Wisconsin 4-H Annual Charter Renewal form.

*Special Committees:*

Special committees may be appointed as deemed necessary by the Leaders' Organization membership. Special committees must report progress and decisions to the Leaders' Association.

## **Article 7. Fiscal Year and Audits**

- Section 7.01 *Fiscal Year.* The fiscal year of the Corporation shall be July 1 to June 30.
- Section 7.02 *Internal Audit.* The President shall appoint yearly, a minimum of 2 members of the Corporation to act as an auditing committee. The Committee shall be responsible for auditing all treasurer's reports, financial concerns and assistance with the budget process. It shall report the results of the audit to the Board of Directors and Lincoln County UW-Extension. Said audit shall be performed (concluded) within 3 months after the end of the fiscal year.
- Section 7.03 *External Audit.* An outside professionally conducted audit may be conducted every five years at the recommendation of the Treasurer or majority of the Board.
- Section 7.04 *Financial Review.* All of the corporation's financial records shall annually be reviewed by a certified public accountant, who shall prepare a report to the corporation's Board of Directors and to the UW-Extension office. The appropriate tax documents will be filed by November 15<sup>th</sup> of the year.

## **Article 8. Endowment Fund**

- Section 8.01 There is a Lincoln County 4-H Endowment Fund located at Community Foundation of North Central Wisconsin on behalf of the Lincoln County 4-H Leaders Association as described in the written agreement. This agreement needs to be signed and kept on file. Memorandum of Understanding between Lincoln County 4-H Leaders Association and Community Foundation of North Central Wisconsin, which is on file with the local 4-H Youth Development Educator.
- Section 8.02 The purpose of the Lincoln County 4-H Endowment Fund is to provide financial support for the 4-H Leaders Association, and the educational programs they provide.
- Section 8.03 The Board of Directors of the Lincoln County 4-H Leaders Association will meet regularly to disburse the funds that are received according to the Memorandum of Understanding between Lincoln County 4-H Leaders Association and Community Foundation of North Central Wisconsin.
- Section 8.04 The President and Treasurer have the specific signature authority for the funds.

Section 8.05 If any changes occur with the Community Foundation of North Central Wisconsin Area Foundation, the Lincoln County 4-H Leader Association will notify the 4-H Youth Development State Program Director.

Section 8.06 The Lincoln County 4-H Leaders Association will communicate any local fundraising on behalf of the endowed fund with the WI 4-H Foundation for information and to prevent donor saturation.

### **Article 9. Miscellaneous**

Section 9.01 *Amendments.* Proposed amendments to these By-laws shall be submitted in writing to the President or any member of the Board of Directors. Such proposed amendments shall be distributed and adopted at any annual or special meeting of the membership. Written notice of such proposed amendments shall be made prior to the meeting. A majority of the membership present shall be required for the adoption of such proposed amendments. Vote by proxy is not permitted.

Section 9.02 *Rules of Order.* Except as otherwise provided in the Articles of Incorporation of the Corporation and these Bylaws, all meetings of the Corporation, its committees shall be governed by the parliamentary rules and usages contained in the current edition of Robert's Rules of Order.

Section 9.03 *Dissolution.* Upon dissolution of the association, any assets remaining shall be conveyed to a 4-H Youth Development program or 4-H Youth Development foundation as selected by the affirmative vote of the majority of Leaders Association members entitled to vote.

### **Article 10. Indemnification**

Indemnification of a director or officer of the corporation shall be based upon the provisions of Chapter 181, of the Wisconsin Statutes, as amended, and upon other applicable Wisconsin law.