

Sheboygan County 4-H Leaders Association
Incorporated By-Laws

ARTICLE I

The name of this Association is the Sheboygan County 4-H Leaders Association, Incorporated.

ARTICLE II

The provisions of the Articles of Incorporation of this Association are hereby made part of these by-laws.

ARTICLE III

The purpose:

- Sec. 1 To improve, foster, promote and develop the educational 4-H program of Sheboygan County.
- Sec. 2 To provide an opportunity for the leaders of Sheboygan County 4-H Clubs to unite their educational activities and programs.
- Sec. 3 To accept funds for the advancement of 4-H club educational activities and programs.

ARTICLE IV

Membership:

- Sec. 1 All adult leaders (including project and activity leaders) are members of this Association and are entitled to voting privileges.
- Sec. 2. All elected Youth Association Representatives are members of this Association and are entitled to voting privileges.
- Sec. 3 Membership or participation is in no way limited nor prohibited by virtue of a person's race, color, creed, religion, sex, national origin, disability, ancestry, sexual orientation, pregnancy, marital or parental status.
- Sec. 4 UW-Extension 4-H Youth Development Staff of Sheboygan County are ex-officio members without voting privileges.
- Sec. 5 Membership in this organization will be terminated immediately upon separation as a 4-H leader, within Sheboygan County, whether separated voluntarily or involuntarily.
- Sec. 6 No annual membership dues are required.

ARTICLE V

Funds:

- Sec. 1 This is a non-profit organization. Funds for the operation of this organization are generally raised by means of fund-raising projects and donations.
- Sec. 2 All contributions and earnings from the group shall be income to the corporation.

Sec. 3 This organization may contribute to the Wisconsin 4-H Foundation. The amount is determined by the 4-H Leaders Association Executive Board annually.

Sec. 4 In the event of dissolution of the Association, any funds remaining in the treasury shall be disposed of in accordance to the Article of Incorporation.

ARTICLE VI

Meetings:

Sec. 1 Regular meetings of this Association are held five (5) times per year on the third Monday of the month. The months shall be February, April, July, September, and November. Unless provided for by the Association or its Executive Board, 7 days notice shall be given of change of date. Cancelled meetings due to inclement weather or other emergencies will not be required to be rescheduled.

Sec. 2 Special meetings may be called by the Executive Board, 7 days notice having been given. Notice shall specify reason.

Sec. 3 The fiscal year of this Association shall end on June 30. The annual meeting shall be in September. The annual financial report of the Leaders Association is due by September 1st.

Sec. 4 The number of members necessary to constitute a quorum at a meeting of the Association shall be the number of adult leaders and elected Youth Association Representatives present and a complete quorum of the Executive Board at the meeting.

Sec. 5 The privilege of holding office, introducing motions, debating and voting shall be limited to members of the Association.

ARTICLE VII

Nominations and Elections:

Sec. 1 Elected directors shall consist of twelve (12) directors at large (8 adults and 4 youths), and the past president.

Sec. 2 Elections shall be held at the September meeting of the Association. Four directors shall be elected for a term of two years in the odd-numbered years. Four directors shall be elected for a term of two years in the even years. Directors shall be elected for a limit of 3 consecutive 2 year terms, which must be followed by at least a one year leave from serving on the Executive Board. Youth Directors will serve one year terms.

Sec. 3 Elected directors shall hold office for the term specified in the by-laws, or until his/her successor is elected.

Sec. 4 Election of directors shall be by written ballot at the September meeting. The Executive Board of Directors will take nominations from the floor at the July meeting and recruit nominees if necessary to comply with by-laws, and present the slate of candidates at the September leaders Association meeting.

Sec. 5 Prior to voting at the September meeting, nominations will again be accepted from the floor.

Sec. 6 No more than two family members may serve on the board at one time.

Sec. 7 No more than two representatives per club may serve on the board at one time.

Sec. 8 A vacancy occurring on the Executive Board shall be filled for the unexpired term by a person elected by a majority of the remaining members of the Board of Directors.

Sec. 9 New board members shall assume duties in November.

Sec. 10 All board members are expected to attend all meetings or notify the President or the Extension office when they are unable to attend. Following the second unexcused absence in a given year, the individual will be given written notice by the Board President. Following the third unexcused absence the matter will be brought up for review by the board. (See Sec. 8)

ARTICLE VIII

Executive Board:

Sec. 1 The Executive Board shall consist of its elected officers, directors, past president, and four youth representatives elected by the Youth Association and UW-Extension 4-H Youth Development Staff.

Sec. 2 At the first meeting of the newly elected Executive Board they shall elect from their number a president-elect, a secretary, and liaisons to the 4-H Camp Riversite Management Committee, the Endowment Fund Committee and Fund Raising Committees. The retiring president will assume the office of past-president. Youth serving in offices are not legal signatory.

Sec. 2.5 A Treasurer shall be an appointed position. This person will start with a two year position and will then be reviewed annually by the 4-H Leaders Association Board of Directors. If the treasurer is not elected to the board, the treasurer shall be an ex-officio member. The treasurer shall be an enrolled 4-H volunteer leader.

The treasurer shall have custody of all of the funds of the Association; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget as authorized by the Association, the Board of Directors or a special budget committee. The treasurer shall present a financial statement at every meeting of the Association and at other times when requested by the Board of Directors or a Committee's Financial Representative. The treasurer shall be responsible for the maintenance of books of accounts and records. The treasurer's accounts shall be examined annually by an auditing committee of not less than two members, who, satisfied that the annual treasurers report is correct, shall sign a statement of that fact at the end of the report.

Sec. 3 A majority of current Executive Board members shall constitute a quorum for the transaction of business at an Executive Board meeting.

Sec. 4 Duties of the Executive Board shall be:

- To transact necessary business in the intervals between Association meetings and such business as may be referred to it by the Association.
- To create standing and special committees.
- To approve work-plans of committees.
- To present a report at the regular meetings of the Association.
- To appoint an Auditing Committee to audit the treasurer's accounts at the end of the fiscal year.
- To prepare and submit to the Association for approval, a budget for the program year.

- To approve bills extending beyond the limits of the budget.

Sec. 5 Meetings of the Executive Board will be held six (6) times per year in the months of January, March, May, June, August, and October. Unless provided for by the Association or its Executive Board, 7 days notice shall be given of change of date. Special meetings can be called by the President or UW-Extension 4-H Youth Development Staff.

Sec. 6 If issues arise in between formal meetings of the Leaders Association Executive Board which require action before the next meeting, the following procedure will be followed:

The requesting Board Member or 4-H Staff Member will send an e-mail or phone call to all members of the Executive Board and both 4-H Staff Members (using the list established at the beginning of the 4-H Year) outlining the request. In order to establish a quorum, at least five Board Members must reply in writing.

Financial requests over \$500.00 must be addressed at an Executive Board Meeting and may not be dealt with via e-mail.

ARTICLE IX

Compensation:

Sec. 1 Each director shall serve as a director without compensation or reimbursement for travel to or from meetings. The Executive Board or the Association may vote to reimburse for expenses actually incurred by a director for special assignments important to the welfare of the Association.

ARTICLE X

Committees:

Sec. 1 Standing committees and special committees shall be created by the Executive Board or Leaders Association as deemed necessary to promote the purpose of 4-H work.

Sec. 2 Special committees are created for a specific purpose and are dissolved when the work of the committee is completed.

Sec. 2.5 Project Committee's holding separate financial accounts are independent of the Leaders Association. Project Committee's utilizing Leaders Association financial accounts may establish its own rules or procedures as approved and included under WI State 4-H Policies, the Sheboygan County 4-H Leaders Association Bylaws and Policies.

Sec. 3 All committees shall be responsible to the Executive Board.

Sec. 4 The president-elect shall be an ex-officio member of all committees.

Sec. 5 Committees and committee size shall be established at the discretion of the Board of Directors.

Sec. 6 The final authority for all matters considered by the committees is the Board of Directors. Committees shall report periodically to the Board concerning their activities, conclusions, and recommendations.

Sec. 7 Each committee may establish its own rules of procedure except that a quorum shall be a simple majority of the membership of the committee and that notice provisions shall conform to those of the Board of Directors. However, provisions for notice of meetings for any committee may be waived by the Board of Directors.

ARTICLE XI

Management Committees:

These are non-project committees formed by the Leaders Association for the purpose of managing tangible assets owned by the Sheboygan County 4-H Leaders Association. Management committees shall submit a set of by-laws to be incorporated into the Association by-laws under Article XI. These by-laws will include the following:

1. Name of management committee.
2. The management committee's purpose.
3. Structure of the committee.
 - a. Must include an Executive Board liaison.
 - b. Who else comprises committee.
 - c. How long are terms.
 - d. How are committee members named
 - e. The appointment of a financial representative to communicate and conduct business with the treasurer regarding their financial accounts.
4. Financial management of the committee, including the process of developing annual budget (due September 1st)
5. Who the committee reports to.
6. The fiscal year of any management committee must coincide with the Association fiscal year.
7. Other information specific to each committee.

Sec. 1 Sheboygan County 4-H Endowment Fund

1. The Fund's purpose shall be to receive gifts and bequests and to use them to support, expand, and promote the 4-H program in Sheboygan County.
2. Earnings from gifts and bequests to the Fund may be used for projects or programs recommended by the Endowment Committee, and then by approval of the Sheboygan County 4-H Leaders Association Executive Board and the 4-H Leaders Association.
3. The earnings of this Fund are not to be used for current operating expenses of the 4-H Leaders Association. The earnings are to be used for educational programs that support the strengthening of the 4-H program in Sheboygan County as directed by the Executive Board.
 - a. If the principal value of the fund falls below the initial investment, no grants will be solicited until the initial investment is regained.
 - b. Total investment earned can be used for grants and there will be no cap on the amount.
 - c. Money granted and/or not spent, must be returned by October 1st, in addition to/in lieu of a grant report, unless otherwise specified.
4. An Endowment Fund Committee shall be appointed by the Executive Board, consisting of:
 - a. Two to four (2-4) 4-H leaders
 - b. One (1) elected liaison of the Executive Board
 - c. Two (2) youth members
 - d. The UW-Extension 4-H Youth Development Staff shall be ex-officio members of the Committee.

- e. The Committee shall elect a chairperson, secretary and a financial representative
5. The Leaders Association Treasurer shall account for all receipts and expenditures and present a financial annual report to the Endowment Committee and the 4-H Leaders Association Executive Board.
 - a. Monthly investment portfolio reports
 - b. Detailed Transaction Report at scheduled meetings or as requested
 - c. Any other requests as needed.
 6. Role of the Endowment Committee:
 - a. The Committee will assist the Leaders Association in creating an awareness of the Endowment Fund and the benefits it offers to the Sheboygan County 4-H program.
 - b. The Committee will direct the solicitation of funds through donations of cash or property from various sources including bequests and memorials.
 - c. The Committee will set up grant proposal guidelines and annually invite grant proposal requests. They will review grant requests and recommend projects to be funded from the earnings, to the Executive Board and the Leaders Association for approval.
 - d. The Committee will meet with the financial advisor of the investment firm biannually.
 - e. The Committee will prepare an annual report for the Leaders Association
 - f. Redemption of shares can only occur as directed by a minimum of two appointed committee members of the Endowment Committee and with approval of the 4-H Leaders Association Executive Board. Youth serving on the committee are not legal signatory.
 7. The fiscal year of this Fund shall be the same as the 4-H Leaders Association, July 1 – June 30. The earnings available for the grant cycle will include earnings from January 1-December 31 of the previous year.
 - 8.
 9. The Committee may employ a fund manager, or professional counselor as it deems necessary to serve the best interest of the Fund.

Sec. 2 4-H Camp Riversite Management Committee

1. The Committee will manage the property known as 4-H Camp Riversite, with responsibility for the development, maintenance and operation of the property.
 - a. Works with 4-H clubs and other groups in the development of educational awareness of the nature at 4-H Camp Riversite
 - b. General maintenance of the camp
 - c. Schedules a spring clean-up for 4-H clubs to help with clean-up
 - d. Help with the operation of Enchanted Forest
2. The Board of Directors shall supervise the actions of the Committee. The organization of this Committee shall be as follows:
 - a. Make-up of the Committee shall be:
 - Minimum Four 4-H Adult Leaders (and Maximum of 10)
 - Representatives from outside user groups.
 - One additional 4-H leader who is a member of the Executive Board. This person shall act as the liaison with the Executive Board.
 - Two (2) Certified 4-H Leaders Representing the Horse Project

- Two (2) Youth Leaders
 - 4-H Youth Development Staff person serving as an advisor
- b. The Committee shall annually elect from their number, a chairperson (must be a 4-H leader), a secretary and designate a financial representative. The terms of the committee members shall be no longer than three (3) consecutive two (2) year terms. When the member's term is up they can be re-elected after one (1) year off.
3. Meetings shall be held as needed at the UWEX Office or at 4-H Camp Riversite.
 4. Committee can recommend to the Executive Board, nominees for future appointment to the Committee. Committee members are self-nominated in October and the Executive Board appoints the committee members. The committee shall elect a Chairman and Secretary with a two (2) year term in the even years. The committee shall elect a Vice Chairman & Financial Representative with a two (2) year term in odd years.
 5. The Leaders Association Treasurer shall account for all receipts and expenditures and present a report to the 4-H Camp Riversite Management Committee and the 4-H Leaders Association Executive Board as requested. The treasurer of the 4-H Leaders Association is the financial manager of the Camp Riversite Committee with a financial representative from the committee reporting to the Committee. The 4-H Camp Riversite Committee reports to the Executive Board of the 4-H Leaders Association. The fiscal year is from July 1st – June 30th of each year. The Camp Riversite Committee develops an annual budget (due September 1st) which is approved by the 4-H Leaders Association.
 6. If the Camp Riversite Committee is dissolved, the remaining funds shall be directed to the 4-H Leaders Association.

ARTICLE XII

Sec. 1 Parliamentary Authority: Robert's Rules of Order Revised shall govern this Association in all cases to which they are applicable and in which they are not in conflict with these by-laws.

Sec. 2 The order of business at quarterly meetings and so far as applicable at other meetings of the members shall be substantially as follows:

- Roll Call or Registration
- American and 4-H Pledges
- Reading of Action on unapproved minutes
- Reports of officers and committees
- Education (may include impact report of staff regarding educational programming)
- Unfinished Business
- New Business
- Election of Directors
- Adjournment

ARTICLE XIII

The by-laws of this Association shall be deemed to be part of its Articles of Incorporation.

ARTICLE XIV

Amendments:

- Sec. 1 The by-laws may be amended at any regular meeting of the Association by a two-thirds vote of the members present and voting, provided notice of the proposed amendment shall have been given at the previous meeting, and provided the amendment is not in conflict with the Articles of Incorporation.
- Sec. 2 A committee appointed by and including the President and treasurer will review the by-laws annually and submit recommendations for amendments to the Executive Board. The procedure for action on amendments in Section 1 should then be followed.
- Sec. 3 After approval of the Association, copies of the by-laws or amendments shall be sent to the Wisconsin Secretary of State in order to conform to Article II of these by-laws.

ARTICLE XV

Observance of the by-laws adopted by the Association is essential for orderly conduct of business. Officers and members should be familiar with the rules they have accepted. A copy of the by-laws of the Association should be available at every meeting. This is the responsibility of the secretary.

ARTICLE XVI

Authority to incur expenditures or liabilities:

No Officer, Board Member, Committee Member, or other Representative of the Association shall authorize or make any expenditure or commit the association to any liability whatsoever, unless such expenditure or liability shall have been previously approved by the Board of Directors, or set up in a budget approved by the Board.