

# **Kenosha County 4-H Council, Inc**

## **By-Laws**



18 USC 707

Revised 2013



# Kenosha County 4-H Council, Inc.



## By-Laws

### Preamble

**Kenosha County 4-H Council, Inc.**, a non-profit corporation organized under the laws of the State of Wisconsin, is operated exclusively for the purpose of forming an association of county 4-H groups, leaders, older members, and interested individuals to encourage leader training, and to supplement and enhance 4-H youth education and development programs at the local, state and national levels.

**Kenosha County 4-H Council, Inc.**, shall be operated principally in the County of Kenosha, State of Wisconsin, and shall use the assets and properties acquired by it from time-to-time as well as its income, exclusively for the purposes of the corporation. No part of the collected monies or earnings of the corporation, nor any of its assets on liquidation, shall inure to or for the benefit of any member; provided, however, that this provision shall not preclude the employment of any member upon the same general terms and conditions as non-members.

The corporation shall never engage in any activities which are unlawful under the laws of the United States of America or of the State of Wisconsin. No part of the activities of the corporation shall carry on propaganda or otherwise attempt to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The period of existence of this corporation shall be perpetual. However, in the event of dissolution of the corporation, all of its net assets and income, current and accumulated, remaining after the payment of its legal debts, obligations, and claims, shall be distributed to an organization or organizations which are organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954 and similar sections of future laws.

### Article I Name And Year

- 1.1 NAME.** The name of the corporation shall be the *Kenosha County 4-H Council, Inc.*
- 1.2 FISCAL YEAR.** The fiscal year of the Kenosha County 4-H Council shall begin on the first day of July and end at the close of the last day of the following June.

## **Article II Purpose**

- 2.1 PURPOSE.** The purpose of the corporation shall be to:
- Form an association of county 4-H groups, adult leaders, older 4-H members and interested individuals.
  - Encourage leader training.
  - Supplement and enhance 4-H youth education and development programs at the local, county, state and national levels.

## **Article III Membership**

- 3.1 CATEGORIES.** There is hereby created one category of membership of the *Kenosha County 4-H Council, Inc.*, which is "member".
- 3.2 ELIGIBILITY.** Membership in the Kenosha County 4-H Council, Inc. is open to all older 4-H Members (eighth grade and up), Activity Leaders, Project Leaders, General Leaders, 4-H Alumni and involved parents or guardians. Membership is open to anyone eligible for 4-H membership, regardless of race, color, creed, religion, sex, national origin, disability, ancestry, sexual orientation, pregnancy, marital or parental status. This statement is taken from Wisconsin 4-H Youth Development Policies – 2012.
- 3.3 ACCEPTANCE TO MEMBERSHIP.** Eligible persons shall be accepted to full membership in the Kenosha County 4-H Council, Inc. upon completion of Volunteer Orientation. Youth members do not need to participate in the Volunteer Orientation.

## **Article IV Meetings**

- 4.1 ANNUAL MEETING.** There shall be an Annual Meeting of the membership of the corporation on the 4<sup>th</sup> Monday in September of each year. Written notice of the Annual Meeting will be published in the *Home-Lite* newsletter at least ten (10) days prior to the date of the meeting.
- 4.1.1 AGENDA.** The following business shall be conducted during the Annual Meeting:
- Vote on any By-Law changes
  - Financial report by the Treasurer.
  - Budget approval
  - Other reports, as necessary.
  - Such other matters as may come before the membership.
  - Election of members to the Board of Directors.
- 4.1.2 QUORUM.** For purposes of the Annual Meeting of the membership, a quorum shall consist of not less than sixteen (16) qualified voting members of the

corporation. The election of members to the Board of Directors and action on issues shall require a simple majority **(50% + 1)** of the members present.

- 4.2 ANNUAL MEETING LOCATION.** The Annual Meeting of the corporation shall be held at a location determined by the Board of Directors.

## **Article V Board of Directors**

- 5.1 GENERAL POWERS.** The powers, property and affairs of Kenosha County 4-H Council, Inc. shall be vested in, exercised, conducted and controlled by its Board of Directors.

- 5.2 NUMBER AND QUALIFICATION.** The Board of Directors shall consist of a minimum of twenty (20) individuals elected from the 4-H Council membership to include eight youth (as specified in Article 3.2) and 12 adults.

- 5.3 ELECTIONS.** Individual(s) will be nominated and elected at the Annual Meeting to fill the vacant position (s).

- 5.4 ELECTION AND TERMS OF OFFICE.** One third of the adult directors **(4)** will be elected to a three (3) year term of office. One half of the youth directors **(4)** will be elected to a two-year term.

Directors may not be elected to successive terms of office, except they may be appointed by the Board of Directors to serve the unexpired term of a vacant director's position. All terms of adult directors shall begin on the fourth Monday in September and end on the fourth Monday in September three years later. The terms of youth directors begin on the fourth Monday in September and end on the fourth Monday in September two years later.

- 5.5 RESIGNATIONS.** A board member may resign at any time by filing a written resignation with the secretary.

- 5.6 REMOVAL OF BOARD MEMBER.** Any member of the Board of Directors may be removed with cause from the Board, *specified in Article 3.5*, by a 2/3 vote of the full Board.

- 5.7 VACANCIES.** In the event of a vacancy on the Board of Directors, the President shall nominate a successor for the unexpired remainder of the position's term, who shall be confirmed for appointment by a vote of a majority **(50% + 1)** of the members of the Board.

- 5.8 MEETINGS.** The Board of Directors shall hold a meeting of the Board at least once each calendar quarter. The President shall determine the date, time, and place of Board meetings. All meetings of the Board shall be held at such time as shall be convenient for attendance by Board members. Written, telephone, or oral notice of each meeting shall be made to all Board members pursuant to a schedule that provides for receipt of the notice at least three (3) days prior to

the date of the meeting. Such notice shall include the tentative agenda for the meeting.

**5.8.1 ORDER OF BUSINESS.** The order of business at all meetings of the Board of Directors shall be as follows:

- Roll Call and Establishment of a Quorum
- Approval of the Minutes of the Preceding Meeting
- Treasurer's Report
- Election of Directors (to fill vacancies only)
- UW-Extension Staff report
- Reports of Standing Committees
- Other reports
- Unfinished Business
- New Business
- Other

**5.8.2 VOTING.** All members of the Board of Directors shall have the right to discuss matters which come before the Board. Members of the Board may cast one (1) vote on each matter. Vote by absentee ballot or proxy shall not be permitted. A quorum for the transaction of business by the Board of Directors shall consist of not less than 1 officer and 7 other board members. The act of the majority of the members of the Board shall be the act of the Board of Directors.

Any possible conflict of interest on the part of a board member shall be disclosed to the board. When any such interest becomes a matter for Board action, such board member shall not vote nor use personal influence on the matter, and shall not be counted in the quorum for a vote at which Board action is to be taken on the interest. The Board member may, however, briefly state a position on the matter, and answer pertinent questions by board members. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

**5.8.3 MINUTES.** For each meeting the Board shall keep written minutes which shall include a record of votes on all motions. The minutes of the previous meeting shall be sent to all members of the Board along with an Agenda prior to the scheduled meeting.

**5.9 LIABILITY.** Liability of the Board of Directors shall be governed by the limits established in the *Wisconsin Statutes*.

## **Article VI Officers**

**6.1 ELECTION.** The officers of the Board of Directors shall be a President, Vice-President, and Secretary. The Vice-President and Secretary shall be elected by the new Board from their membership at the first meeting of the new Board of Directors on the 4<sup>th</sup> Monday in October, and shall serve a term of one (1) year, or until their successors are elected and qualified.

**VICE-PRESIDENT.** The Vice-President shall, after the completion of a one-year term, or the remainder of an unexpired term in that office, automatically succeed to the office of President at the first Board meeting following the Annual Meeting, and shall serve a one (1) year term in that office.

**6.2 DUTIES.** Officers shall have duties and responsibilities as follows:

**6.2.1 PRESIDENT.** The President shall: be the chief executive officer of the corporation and shall have the general supervision, direction and management of the property, affairs, and business of the corporation, subject to the Board of Directors: see that all orders and resolutions of the Board of Directors are carried into effect: call and act as chair of all meetings of the Board of Directors; serve as an ex-officio member of all committees; designate the chairpersons and members of standing and special committees, subject to the approval of the Board; on behalf of the corporation, execute such notes, deeds, leases, conveyances, contracts, agreements, or other documents as the Board may direct; and such additional duties as may be prescribed from time to time by these by-laws.

The President shall cast a vote in a meeting of the Board of Directors only in the case of a tie vote by members in attendance.

**6.2.2 VICE-PRESIDENT.** The Vice-President shall: assume the authority and discharge the duties of the President in the event of absence or disability for any time cause whatever and perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by these by-laws.

The office of Vice-President shall be also considered that of President-Elect. After serving a one (1) year term or the unexpired remainder of a term, the Vice-President shall succeed to the office of President and shall serve a one (1) year term in that office.

**6.2.3 SECRETARY.** The Secretary shall: keep a correct and complete record of all of the proceedings of the corporation including such as relate to the election of its officers, minutes of all meetings; with said minutes turned in to the UW-Extension office ten (10) day after the Board of Directors and General Council meetings and shall also systematically keep records, books and papers pertaining to the business there of; in general, perform all duties which pertain to the office of Secretary of a corporation, duties as may be prescribed from time-to-time by these by-laws. If 18 years of age, the secretary shall countersign all deeds, leases or conveyances executed by the corporation.

**6.2.4 TREASURER.** The Treasurer is a permanent, non-voting position selected from the Kenosha County 4-H Council, appointed yearly at the Annual Meeting in September by the 4-H Board of Directors. The Treasurer may be removed from the position by a 2/3-majority vote of the Board of Directors. In the event the Treasurer chooses to vacate the office, a four (4) month notice or a reasonable amount of time must be given.

The Treasurer shall: keep and account for all monies, credits, and property of the corporation which shall come into the hands of the Treasurer and keep an accurate account of all money received and disbursed; make such statements as corporations are required to make by the laws of the State of Wisconsin; and have custody of all the funds and securities of the corporation. The Treasurer shall make a complete detailed financial report at the Annual meeting even if unable to attend must then submit it in paper copy to the UW-Extension Office.

Whenever necessary and proper, the Treasurer shall endorse on behalf of the corporation all checks, notes, or other obligations and evidences of payment of money payable to the corporation or coming into the possession of the Treasurer, and shall deposit the funds arising therefrom, together with all other funds of the corporation coming into the possession of the Treasurer in the name and to the account of the corporation in such banks as may be selected as the depositories of the corporation, properly care for them in such other manner as the Board of Directors may direct.

The Treasurer will have checks written and sent ten (10) business days after the approval of the transmittals. The Treasurer shall sign all checks and other instruments drawn on or payable out of the funds of the corporation and all bills, notes and other evidences of the indebtedness of the corporation.

When required to do so, the Treasurer shall exhibit a true and complete statement of the cash account and of the securities and other funds in the Treasurer's possession, custody, and control. The Treasurer shall, at all reasonable times within general business hours, exhibit the corporation's books and accounts to any Board Member.

The Treasurer shall, in general, perform all of the duties, which pertain to the office of Treasurer of a corporation. The Treasurer shall give bond in such sum and with such surety as the Board may direct for the faithful performance of duties and for the safe custody of the funds and property coming into the Treasurer's possession. The Treasurer shall perform such additional duties as may be prescribed from time to time by these by-laws.

- 6.3 ABSENCE OR INABILITY TO ACT.** In case of the absence or inability to act of any officer of the corporation, the Board of Directors may delegate, for the time being, the duties of such officer to any other officer or to any board member.
- 6.4 VACANCIES.** Whenever a vacancy in an office occurs because of death, resignation, or otherwise, the same shall be filled by the Board. The officer so elected shall serve until the end of the unexpired term of office.
- 6.5 REMOVAL FROM OFFICE.** Any officer may be removed from office by the Board of Directors. A removal from office of a board officer shall require an affirmative vote of at least two-thirds (2/3) of members of the Board of Directors. An officer so removed shall remain a member of the Board unless removed from that position by separate action.

## **Article VII Committees**

- 7.1 GENERAL PROVISIONS.** The following provisions shall apply uniformly to committees/teams of the corporation:
- 7.1.1 MEMBERSHIP.** Committee/team membership may include Board members, corporation members, and adults and youth from the community at large.
- 7.1.2 ESTABLISHMENT AND SIZE.** Committees/teams and committee/team size shall be established at the discretion of the Board of Directors.
- 7.1.3 FINAL AUTHORITY.** The final authority for all matters considered by committees/teams is the Board of Directors. Committees/teams shall report periodically to the Board concerning their activities, conclusions, and recommendations.
- 7.1.4 RULES.** Each committee/team may establish its own rules of procedure, except that a quorum shall be a simple majority of the membership of the committee/ team, and that notice provisions shall conform to those of the Board of Directors. However, provisions for notice of meetings for any committee/team may be waived by the Board of Directors.
- 7.1.5 ATTENDANCE AND VOTING.** Any member of the Board of Directors may attend committee/team meetings, but only committee/team members may vote on issues and motions.
- 7.2 ADHOC COMMITTEES.** An Ad Hoc Committee may be appointed at any time to conduct business of the corporation.

## **Article VIII Cooperation**

- 8.1 COOPERATION.** The Board of Directors shall recognize and cooperate fully with those groups and organizations that are, or may be formed to deal with issues and concerns similar or relating to the purposes of this corporation.

## **Article IX Expenditures and Liabilities**

- 9.1 AUTHORITY TO INCUR EXPENDITURES OR LIABILITIES.** No officer, Board member, committee member, or other representative of the corporation shall authorize or make any expenditure or commit the corporation 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.

