

## **Sample 4-H Youth Development Council By-Laws**

*(This is a sample document.)*

### **Article I. Name and Principal Office**

*Section 1.* Name: The name of the organization shall be the Lincoln County 4-H Youth Development Council, Inc.

*Section 2.* Principal office: The principal office of the corporation shall be located at 110 North Main Street, Moon, Indiana 47777.

### **Article II. 4-H Youth Development Council Functions**

The specific functions shall be:

- a. To facilitate 4-H Youth Development Program planning for Lincoln County, including needs assessment, program implementation, risk management, recognition, and evaluation.
- b. To assist with audience development, including member recruitment and recognition.
- c. To support volunteer staff development, including identification of available roles, recommendations for recruitment, orientation, and recognition.
- d. To provide continuing financial support.
- e. To ensure accountability of funds as 4-H property intended for the benefit of all 4-H participants.
- f. To promote the 4-H program and opportunities available.
- g. To assure that the 4-H Youth Development Program is operating cooperatively with other youth-serving educational programs.

### **Article III. Kinds and Qualification of Members**

*Section 1.* The membership shall consist of twenty (20) approved 4-H adult volunteer or 4-H youth members.

(a) There shall be four (4) 4-H junior leaders elected by the junior leader group to serve annually on the board of directors.

(b) There shall be two (2) directors from the Extension board to serve annually on the 4-H Youth Development Council.

(c) Fourteen (14) 4-H directors shall be elected at large. These can be adult leaders, volunteers, parents, or persons interested in the 4-H Youth Development Program.

*Section 2.* It is the policy of the Corporation that all persons shall have equal opportunity and access to its programs and activities.

*Section 3.* No membership dues shall be assessed.

*Section 4.* There shall be one class of members, and all members shall have the same rights, privileges, duties, liabilities, limitations, and restrictions.

### **Article IV. Officers, Duties, Terms, and Indemnification**

*Section 1.* Officers - The officers of the Corporation shall be a president, vice president, secretary, and treasurer.

*Section 2.* Duties - The duties of the officers shall be to operate the corporation as defined.

*President.* It shall be the duty of the president to convene the council for stated and called meetings, decide upon the agenda for each meeting, preside over the meetings of the council, appoint committees, and direct the execution of the wishes of the council.

*Vice President.* It shall be the duty of the vice president to assist the president in the performance of the duties and, in his absence, to preside in order of seniority.

*Secretary.* It shall be the duty of the secretary to keep a record of all proceedings of the council.

*Treasurer.* It shall be the duty of the treasurer to receive all monies of the council, to pay them out when directed by the council and certified to him by the secretary, to keep a correct amount of the receipts and disbursements, and to provide balances upon request. The treasurer shall report at the annual meeting for the election of officers the receipts and expenditures of the council for the preceding year, specifying the different kinds of receipts and the items of expenditure with the amount of each which shall be referred to a committee for examination. It shall be the duty of every officer, committee, or person having control of council funds to deposit such funds in the depository designated by the council in the name of the council.

*Section 3. Term -* The officers' term of office shall be one year.

*Section 4. Officers and Directors -* The Corporation shall indemnify each person who is or was a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of any other corporation or entity, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any action, claim, suit, or proceeding - civil or criminal - in which he is made or threatened to be made a party by reason of any phase or future action taken or not taken in his capacity as such director or officer whether or not he continues to be such at the time such liability or expense is incurred, provided such director or officer acted in good faith in what he reasonably believed to be to the best interest of the Corporation and provided further that such director or officer is not adjudged for negligence or misconduct in the performance of his duty in such action, suit, or proceedings, and in connection with any criminal action or proceeding, provided he had no reasonable cause to believe that his conduct was unlawful. An entry of judgment by consent as part of a settlement shall not be deemed a final adjudication or liability for negligence or misconduct in the performance of duty. As set forth in this article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees; proper expenses and disbursements and amounts of judgments, fines or penalties; and amounts paid in settlement by such director or officer. In the event that a question arises as to whether or not such director or officer has met the standards of conduct hereinabove set forth, such question shall be conclusively determined by either (1) the board of directors acting as a quorum consisting of directors who are not involved in such claim, action, suit, or proceedings, or (2) by the written opinion of reputable disinterested legal counsel selected and paid by the Corporation. If any word, clause, or provision of this article shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect. The foregoing rights of indemnification shall not be exclusive of any other rights to which any such Director or officer may be entitled by statute, policy of insurance, or otherwise, and shall insure to the benefit of the heirs, legatees, and personal representatives of any such person.

## **Article V. Directors, their Election and Compensation**

*Section 1.* The directors of the corporation will be elected at the annual meeting.

*Section 2.* Each person in attendance at the annual meeting may vote for as many directors as are to be elected.

*Section 3.* Directors shall not receive any compensation for their duties but may by resolution of

the board be reimbursed for any expenses incurred in carrying out their duties.

#### **Article VI. Election of Officers**

*Section 1.* The election of officers shall be held at the last dated meeting of the year. The voting shall be done by secret ballot, and a majority of the ballots cast will be necessary to elect.

*Section 2.* The newly elected officers shall assume their duties before the close of the election meeting.

*Section 3.* The president, vice president, secretary, and treasurer of the council must have served at least one year on the council previous to their election.

*Section 4.* No person shall be allowed to serve as president of this council for more than two one-year terms in succession.

*Section 5.* A new officer shall be elected by the directors to complete the term of any officer who is unable to complete their term. Until the officer can be elected, the president shall appoint another director to fill the vacancy.

#### **Article VII. Powers and Duties of the Committees**

*Section 1.* After assuming office, the president shall name the following standing committees. The standing committees shall be named at a time no later than the time of the second meeting and will remain effective until replaced by the president. The Lincoln County Extension 4-H Youth Development Educator shall serve as an ex-officio member of each standing committee.

*Section 2.* Program Committee shall consist of all five directors. The duties of the committee shall be to review all the Lincoln County 4-H Youth Development Program policies and recommend changes. All 4-H project committees and 4-H fair department heads shall be invited to meet with this committee.

*Section 3.* Budget and Finance Committee shall have five members who shall be the treasurer, the president, and three directors-at-large. The committee shall propose an annual budget to the board of directors and consider and make recommendations on other financial matters of the 4-H Youth Development Council as directed. They will meet to establish the annual budget in September.

*Section 4.* Nominating Committee shall annually prepare a slate of directors and officers for presentation at the annual meeting.

*Section 5.* Special committees may be appointed by the president for execution of such duties as he may direct, and each special committee shall be effective until its final report has been made to the council. All committee chairpersons must be members of the council.

#### **Article VIII. Meetings**

*Section 1.* Regular meetings of the directors shall be scheduled monthly with the date and place of the meeting being set by the board of directors.

*Section 2.* Special meetings may be called when necessary by the presiding officer provided every member has been mailed notification stating the purpose at least seven days prior to the meeting.

*Section 3.* An annual meeting shall be conducted in conjunction with the fall 4-H achievement program.

*Section 4.* Quorum - A quorum shall be constituted by 40% of all members present and entitled to vote at any regular, special, or annual meeting of the corporation.

#### **Article IX. Vacancies**

In case of a vacancy on the board of directors, a new director shall be chosen by the remaining

directors of the council to serve the unexpired term of the predecessor in office.

#### **Article X. Voting Rights**

Each director shall have the right at every meeting of the board to cast one vote on any matter submitted to a vote of the directors. This right to vote may be exercised in person, by written proxy, or by mail.

#### **Article XI. Term of Directorship**

The term of office shall be three years. One third of the directors shall be elected each year.

#### **Article XII. Parliamentary Authority**

In all matters not covered by the constitution and by-laws, the Corporation shall be governed by the Sturgis Standard Code of Parliamentary Procedures.

#### **Article XIII. Fiscal Matters**

*Section 1.* Fiscal year - the fiscal year of the Corporation shall end on December thirty-first.

*Section 2.* Deposit account - the funds of the corporation shall be deposited in such bank(s) as designated by the board and shall be subject to withdrawals only as the signature of those designated by the board.

*Section 3.* Audit - there shall be an annual certified audit of the financial affairs of the corporation by a disinterested auditor named by the board.

#### **Article XIV. Relationship to Other County Boards**

The [Memorandum of Understanding](#) is to be completed and signed with the Purdue Extension Office of Lincoln County and with the Lincoln County Fair Board to outline the working relationship with each entity.

#### **Article XV. Amendments to the By-Laws**

The by-laws of the Corporation may be changed, amended, or added to at a regular meeting of the directors, provided that 2/3 of the directors present and voting shall approve the amendment with notification by mail seven (7) days prior to the meeting.