

BY-LAWS OF PARK COUNTY 4-H COUNCIL

Revised March 29, 2012

ARTICLE I NAME

The name of the organization shall be Park County 4-H Council of Park County, Wyoming.

ARTICLE II OFFICE

The principal office of the organization in the State of Wyoming shall be located at 1002 Sheridan Avenue, PO Box 3099, Cody, Wyoming 82414. The organization may have such office, within the State of Wyoming as the Board of Directors may determine or as the affairs of the organization may require from time to time.

ARTICLE III PURPOSES & OBJECTIVES

The purposes & objectives of this organization shall be to teach 4-H Club members life time skills, to assist them in demonstrating these to the various communities, to assist in solving community problems and to develop in youth leadership and better appreciation of rural and urban life. These purposes shall be accomplished through our 4-H Clubs, projects, club meetings, fairs, exhibits, team and individual presentations, judging contests and social and recreational activities.

The Park County 4-H Council shall set Policies and Procedures and goals for the implementation of the 4-H program with the stated objectives and purposes, which shall be printed in the first "Park County 4-H Times" newsletter of the year.

ARTICLE IV MEMBERSHIP

All leaders and Senior 4-H Youth (14-19 years) members in Park County, Wyoming, shall be General Members of the Park County 4-H Council.

- a. Before working with youth, all leaders must complete 4-H Leader training, enroll, and go through Department of Family Services (DFS) clearance.

ARTICLE V COMMUNICATIONS

Primary communications with General Members shall be made through the use of the "Park County 4-H Times" newsletter. Additional communication may be made through the use of mail, fax, phone calls, electronic mail, office visits, and meetings.

ARTICLE VI MEETINGS

Notice of meetings of the General Members stating the date, day, time, and the place where it is held shall be announced in the "Park County 4-H Times" newsletter,

Meetings of the Board of Directors and General Membership of this organization shall be held at least quarterly. At each meeting of the General Membership, all 4-H Leaders and Senior Members in attendance are entitled to vote.

Additional special meetings may be held on the call of the President or, if that person is absent or unable or refuses to act, by any Board Member.

A quorum, two thirds (2/3) of the Board of Directors, is required for 4-H Council business to be conducted at any meeting.

**ARTICLE VII
ELECTION OF BOARD OF DIRECTORS**

The vote for the Board of Directors shall be by ballot. The ballot will be sent to each eligible leader and senior 4-H member. Only registered 4-H Leaders and 4-H Senior Youth (14-19 yrs.) shall have one vote.

The Vice President, Treasurer, one (1) at large member from Powell (if possible), and one Youth representative shall be elected in odd years.

The President, Secretary, two (2) at large members one from Meeteetse and one from Cody (if possible), and one Youth representative shall be elected in even years.

Up to two (2) candidates for each position may be selected by the nominating committee.

**ARTICLE VIII
BOARD OF DIRECTORS**

There shall be 6-9 members on the Board of Directors who shall hold office until their successors are installed, or such other number as may hereafter be provided for.

Each elected Board of Director term is two years in length. An individual may be re-elected for one additional term of the same office for a total service of 4 years in a single office. A single individual may serve more than 4 years on the Board of Directors by serving in a different capacity (ie. President and Treasurer).

Any member of the Board who is absent without excuse from three (3) meetings of the Board of Directors within a calendar year, will be automatically removed from the Board, at the next Council meeting. No vote is required.

- a. After the second (2nd) unexcused absence, the member will be notified in writing by the Secretary of the Board that they have one (1) more unexcused absence, before removal from the Board of Directors.

Board members may receive reimbursement for mileage and travel expenses.

There shall be no conflict of interest:

- a. Definition of Conflict of Interest:

- 1. The Board of Directors may not permit a person to participate in an administrative decision regarding a project or appointment if the decision is likely to benefit that person or member of his or her immediate family; the person is a public official or has a family business relationship with the organization. The Board of Directors may not permit any person participating in the project to use his or her position for a purpose that is or gives the appearance of being motivated by a desire for a private financial gain for that person or for others.

The appropriate extension personnel associated with 4-H will be the advisor to the Board of Directors.

**ARTICLE IX
POWERS AND DUTIES OF BOARD OF DIRECTORS**

The Board of Directors may exercise all powers of the organization and the following:

- a. To call special meetings of the General Membership when the Board of Directors shall deem it necessary and they shall call a meeting at any time upon the written request of not less than two thirds (2/3) of the Board of Directors.
- b. Lease, purchase, otherwise acquire, for and in the manner the organization, any and all real or personal property, privileges and rights whatsoever, deemed necessary or proper for the operation of its business; and to lease, sell or dispose of any real or personal property; rights or privileges belonging to the organization whenever, in their opinion, its interest would be there by promoted.
- c. To conduct, manage and control the affairs and business of the organization within the laws of the State of Wyoming, or of the By-Laws of the organization, for the guidance of the officers and the management of the organization's affairs.
- d. Borrow money and otherwise incur indebtedness, issue notes or other evidence of debt thereof, and secure the same, if deemed advisable, by mortgaging or otherwise assumption made on any and all property, whether real or personnel, belonging to the organization. The amount allowable shall be no more than one thousand dollars (\$1,000.00).
- e. To supervise all officers and committees and see that their duties are properly performed.
- f. To draft proposals when necessary to apply for grants/loans for funds for the organization.

**ARTICLE X
DUTIES OF ELECTED BOARD MEMBERS**

The President shall be the principal executive officer of the organization and shall, in general, supervise all the business and affairs of the organization. The President shall preside at all meetings of the Board of Directors and the General Council, sign any deeds or other instruments which the Board of Directors have authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the organizations and in general, the President shall perform all duties as may be prescribed by the Board of Directors, from time to time. The President shall also be responsible to assist in planning meetings, prepare agendas, conduct meetings, appoint committee chairpersons, as needed and oversee the functions of other officers and committees.

The Vice President shall serve in the presence of any absent Executive Officer. The office of the President has precedence. The Vice President shall perform such duties as from time to time that may be assigned to her/him by the President or Board of Directors.

The Secretary or designee shall attend all meetings of the Board of Directors and meetings of the General Membership. The Secretary shall act as clerk of each meeting, recording all votes and minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any committee of members if so required by resolution at any annual or special meeting of the general members. The Secretary shall give notice to the newsletter editor of all meetings of the general members, when notice is required by these By-Laws and if required by resolution at any special meeting or any annual notice of meetings of committees, of general members, and of the Board of Directors. The Secretary is responsible for presenting the minutes at the Board/Council meetings. The Secretary shall have a copy of the By-Laws, all amendments and/or revisions, a copy of the Policy and Procedures and minutes. Assist with any requests of the President.

The Treasurer shall have custody of all funds and securities of the organization, shall keep full and accurate accounts of receipts and disbursements in paper books belonging to the organization and shall deposit all moneys and other valuable effects in the name and to the credit of the organization in such depositories as may be designated by the Board of Directors and the general membership. Treasurer shall disburse the funds of the organization as may be ordered by the Board of Directors, taking proper vouchers of such disbursements and shall render to the Board of Directors at the regular meetings of the Board of Directors, or whenever they may require it, an account of all transactions and of the financial conditions of the organization. Verify the Park County club's annual audits in October of each year. Assist with any requests of the President.

Members at Large shall serve on one of the committees listed in Article XIII, be a communication link with their communities, and assist with any requests of the President.

Youth Representatives shall be a communication link with the Junior Leaders, and assist with any requests of the President.

The Board of Directors may appoint such officers, other principal officers, including one or more Assistant Secretaries and Assistant Treasurers and such agents and volunteers, as the board may deem necessary or advisable, each of who shall hold her/his office or her/his position, as the case may be, for such period and shall have such authority, and perform such duties, as may be provided in these By-Laws or as the Board may, from time to time, determine. If said officers or assistants are not 4-H Leaders or Members they do not have the right to cast a vote. No person shall serve as President, Vice President, Secretary, Treasurer, or At-Large Member at the same time.

**ARTICLE XI
BOARD OF DIRECTORS STANDARDS AND LIABILITIES**

The following is pursuant to the Wyoming Non-Profit Corporation Act Article & Directors and Officers, Sub-article C. Directors' standards and liabilities 17-19-830 a.,b.

a. "A director shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation including limit, property that may be subject to restrictions imposed by the donor or transfer of such property.¹

b. "Members of a board of any nonprofit corporation, organized under this act are not individually liable for any actions, inaction's or omissions by the nonprofit corporation. This subsection does not affect individual liability for intentional torts or illegal acts. This subsection also does not prevent removal of a board member by court order pursuant to W.S. 17-19-810."¹

c. All records by the Secretary, Treasurer and Historian over two (2) years old shall be kept in a secured place at the Park County Historical Archives.

ARTICLE XII VACANCIES

In case there is a vacancy in any office of the organization, whether caused by failure to elect, death, resignation or otherwise, such vacancy may be filled by the Board of Directors at any regular or special meeting. Such officers so elected to fill vacancies shall serve the remaining term of the office.

ARTICLE XIII COMMITTEES

Standing committees: Shall be appointed by the President as needed and shall consist of but not limited to:

1. Budget Committee:

a. The committee will be composed of the President, Treasurer, one (1) At-Large Member and two (2) General Members. They shall set the 4-H Council Budget for the following year. The committee will present the budget to the Board of Directors; the board will review the budget. The budget will be presented at each September meeting and voted on.

The Board of Directors during any fiscal year may adjust the budget as needed.

2. Audit Committee:

a. The committee will be composed of one (1) At-Large Member and two (2) General Members. They shall audit the books or make arrangements to have them audited by the November meeting.

The Treasurer of the 4-H Council shall explain the books and answer any questions from the audit committee.

3. Nominations Committee:

a. The committee will be appointed at the June meeting. The committee will be composed of three (3) people who are not running for an office. They will have a slate of officers to present to the General Members of the Park County 4-H Council in October via email. The ballots will be sent out to all 4-H Leaders and Senior 4-H Members in September to be returned to the Extension Office by the fifteenth of September,

2. Newly elected Board Members will take office October 1st.

4. Inventory Committee:

a. The committee will be composed of the Vice President, Secretary, Treasurer, and one (1) General Member. The inventory committee will inventory all supplies and equipment owned by the 4-H Council each year.

b. They will provide a report with a description of supplies and equipment along with an equipment number.

1. They will make sure that "Park County 4-H Council" and number is on all supplies and equipment.

c. Inventory to be completed by October 1st.

d. The Vice President will be responsible to make sure that new supplies and equipment are tagged upon purchase.

All appointed committees will handle their written budgetary request through the Park County 4-H Council.

Article XIV FINANCE

The Fiscal Year shall be from the first 1st of October to the thirtieth 30th of September.

Article XV CONTRACTS, CHECKS, AND DEPOSITS

1. The Board of Directors may authorize any officer, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and such authority may be general or confined to specific instance.

2. All checks or demands for money and notes of this organization shall be signed by officers as the Board of Directors from time to time designate. All bills incurred by the organization shall be paid by check containing two signatures.

3. All funds of the organization shall be deposited within 30 days of receipt to the credit of the organization in such banks or other depositories as the Board of Directors may select.

4. All 4-H Accounts, 4-H Council and 4-H Clubs, shall have two (2) signatures that are of one (1) adult leader and one (1) 4-H member, or two (2) adult leaders, and the signatures may not be related, and shall contain at least one UW employees signature.

5. When a Park County 4-H club, and/or project council such as the horse or rabbit council disbands, the money in their treasury shall be turned over the Park County 4-H Council immediately. This money will be held in a special account for the use of a new 4-H club, and/or project council in the same area if one organizes within three (3) years. At the end of the three (3) years the money will revert to the general fund of the Park County 4-H Council of Wyoming.

ARTICLE XVI AMENDMENTS

These By-Laws may be changed or amended by a two-thirds (2/3) majority of the Board of Directors and General Membership at the meeting so stated.

Any amendments, alterations, changes, additions or deletions from these By-Laws, made by the Board of Directors and General Membership shall be consistent with the laws of the State of Wyoming which define, limit or regulate the powers of this organization or the Directors of this organization.

ARTICLE XVII PARLIAMENTARY PROCEDURE

The parliamentary Procedure will follow "Robert's Rules of Order Newly Revised" or any new edition of the book not in conflict with the Constitution or By-Laws of this organization, shall govern all meetings of the organization so far as the same are applicable.

Issued in furtherance of Cooperative Extension work, acts of May 8 and June 30, 1914, in cooperation with the U.S. Department of Agriculture, Glen Whipple, Director, Cooperative Extension Service, University of Wyoming 82071, Persons seeking admission, employment, or access to programs of the University of Wyoming shall be considered without regard to race, color, religion, sex, national origin, disability, age, political belief, veteran status, sexual orientation, and marital or familial status. Persons with disabilities who require alternative means for communication or program information (Braille, large print, audiotape, etc.) should contact their local UW CES office. To file a complaint, write the UW Employment practices/affirmative action office.