**KEWAUNEE COUNTY 4-H LEADERS' ASSOCIATION- BYLAWS**

## BYLAW 1: NAME

The name of this group is the Kewaunee County 4-H Leaders' Association

## BYLAW 2: PURPOSE

Section 1: ~~The purpose of this corporation shall be:~~

~~A. To assist the County Extension Office in planning, implementing, and evaluating the year's 4-H Youth Development program.~~

~~B. To bring up for discussion problems and ideas of the community 4-H clubs and their leaders.~~

~~C. To arrange for project education and leadership development training.~~

~~D. To further in all ways the 4-H Youth Development program in Kewaunee County.~~

~~E. To accept funds for the advancement of the 4-H Youth Development program, educational activities and awards.~~

~~F. Kewaunee County 4-H Leaders' Association follows the Wisconsin 4-H policies.~~

**The purpose of the Kewaunee County 4-H Leader Association is to provide opportunities for 4-H volunteers and youth leaders to support the Kewaunee County 4-H program. Kewaunee County 4-H Leader Association activities include:**

- **Fundraising for 4-H programs and activities (county, state and national)**
- **Supplemental recognition for 4-H members and 4-H volunteers including awards and scholarships**
- **County-wide 4-H programming**
- **4-H Promotion**

**As with all chartered 4-H clubs and groups, the Kewaunee County 4-H Leader Association is accountable to the local 4-H Program Educator and must submit an Annual Authorization ~~Charter Application and Annual Financial Report~~. The Kewaunee County 4-H Leader Association is not responsible for the hiring and supervision of 4-H Program Educators, the selection and supervision of 4-H volunteers, or decisions related to 4-H membership.**

## BYLAW 3: MEMBERS

Section 1. ~~Every currently enrolled Kewaunee County leader shall be a member~~. Membership of the *Kewaunee County* 4-H Leader Association shall consist of all enrolled *Kewaunee County* 4-H volunteers and *Kewaunee County* 4-H members in 6th grade or above enrolled during the Wisconsin 4-H Program Year. All adult volunteer leaders must complete annual training and background check to be a member. Each member shall serve this Association without compensation..

The *Kewaunee County* 4-H Leader Association Board of Directors will be composed of 20 members including 10 positions for 4-H volunteers and 10 positions for 4-H members.

Terms for all members will be two years with the opportunity renew for one additional two year term. Board of Director members must take one full term off the board before they can be eligible to run in the election.

Section 2. The County 4-H Youth Development Educator is an ex-officio member.

Section 3. ~~It is the policy of the Kewaunee County 4-H Leaders' Association that no eligible participant shall be denied admission to or participation in any of the benefits, programs or courses offered or sponsored by the Kewaunee County 4-H Leaders' Association, nor be denied~~

~~admission to any facility owned or operated by the Kewaunee County 4-H Leaders' Association or any of its divisions or units because of that person's race, color, creed, religion, sex, national origin, disability, ancestry, age, sexual orientation, pregnancy, marital or parental status.~~

As a program of the University of Wisconsin - Madison, 4-H does not discriminate on the basis of on the basis of race, color, national origin, sex, gender identity (including gender expression), sexual orientation, age, disability, religious creed, political beliefs, or reprisal or retaliation for prior civil rights activity

## BYLAW 4: MEETINGS

Section 1. Number. The Association shall have not less than six meetings of the membership during the year, in the months of January, March, May, June, September and October.

Section 2. Special Meetings.

A. The president may call a special meeting of the Association upon giving not less than 7 days notice to the members and the notice shall specify the purpose of the special meeting.

Section 3. Quorum. The number of members necessary to constitute a quorum at a meeting of the Association shall be the leaders present at the meeting including at least 5 board members.

Section 4. Voting. Each member is entitled to one vote on each question. Voting by proxy is not allowed ~~in the corporation~~; members may submit a signed vote on a ballot which sets forth exact question to be voted upon. (ENTER TERMS FOR ELECTRONIC VOTING)

Section 5. Meetings

A. Rules of Order. *Roberts 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.

## BYLAW 5: BOARD OF DIRECTORS

Section 1. Qualifications. Only Association volunteers and 4-H members who have served as adult leaders one or more years and completed the mandatory training and background check or participated in 4-H as a youth currently enrolled may be elected to the Board of Directors.

Section 2. Elections. The members of the Board shall be elected for two-year terms and shall consist of eight Adult Board members and four youth members elected by ballot. A nominating committee will be appointed by the Board and nominations may be accepted from the floor. Board members shall be elected by a plurality of the total votes cast.

Section 3. Terms.

A. A term is two consecutive years.

B. No Director may serve more than three consecutive terms. After three consecutive terms, a one-year break must be taken before a director can assume a new term.

C. If a half term has to be filled, it is exempt from the three term, six-year limit.

Section 4. Vacancies. Vacancies occurring on the Board of Directors may be appointed by the remaining Directors or filled by special election until the next Association annual election

Section 5. Ex Officio Directors. The Kewaunee County 4-H Youth Development Educator shall be an ex officio Director without voting rights at all meetings of the Board of Directors. A volunteer appointed secretary or treasurer would be an ex-officio Director without voting rights. (See Section 6, Officers, A, below.)

Section 6. Officers.

A. The Directors, at their annual meeting, shall elect from their number a president and a vice

president; they shall also elect a secretary and a treasurer. A secretary or a treasurer can be appointed by the Board if no Directors are willing or qualified for the position. If the secretary or treasurer is not a Director, but a volunteer, their appointment will be for one year, renewable only by appointment from the Board.

- Nominations will be taken starting with President, then Vice President, Secretary, Treasurer, and any additional offices.
- The officers shall be elected annually by simple majority vote. In the event of a tie, a new vote will be called and voting will continue until the tie is broken OR flip a coin/use rock, paper, scissors/pick a number. *[Choose One]*
- Officers may resign at any time during the membership year, and for any reason, by notifying the President and/or Secretary in writing.
- If an officer is unable to finish their term, an election will be held at the next regular Board of Directors meeting.

B. Duties.

1. The principal duties of the **president** shall be to preside at all meetings of the members and of the Board of Directors, and with said Board.

2. The principal duties of the **vice-president** shall be to discharge the duties of the president in the event of the absence or the disability of the latter. The vice-president shall compose the agendas for the meetings of the Association and the Board.

3. The principal duties of the **secretary** shall be to keep a true and correct record of the proceedings of all meetings of the members and of the Board of Directors. The secretary shall send out minutes to the board within one week and then minutes will be published after they are approved. (This means that it might be at least two months before the full Association gets meeting minutes. Suggestion is to post minutes once approved by board members within two weeks of meeting.)

4. The principal duties of the **treasurer** shall be to have custody of the funds and securities; to keep full and accurate accounts of receipts and disbursements; to render, as may be required, true accounts of financial transactions of the Association and accurate statements of the financial condition of the Association.

5. **Fair Board Liaison:** The Leaders Board shall appoint a 4-H liaison from their Board to attend Kewaunee County Fair Board Meetings as approved or requested by the Kewaunee County Fair Board to communicate 4-H activities (food stand, round robin, auction, etc), ideas, or concerns. In turn this person will report Fair Board information or concerns to the Leaders Board. To avoid any conflict of interest, the liaison shall not be a current fair board member.

C. Executive Committee. The elected officers of the Board/Association will make up the Executive Committee. If the secretary and treasurer are appointed; two directors may be elected to the executive committee to make a total of four executive committee members. The duties of the Executive Committee are limited to special situations where full Board of Association action would be detrimental to the Kewaunee County 4-H Program as determined by the 4-H Youth Development Educator and/or other Extension personnel.

Section 7. Compensation. Each Director shall serve this Association as a Director without compensation or reimbursement for travel to and from meetings

Section 8. Removal of a Director: If a director misses three or more unexcused consecutive board meetings, they will be notified that they are being removed from their position. The open

position will be re-elected at the next regularly scheduled board meeting.

Section 9. Meetings

A. Number. The Board of Directors will meet at least six times per year in the months of February, April, June, August, October and November
B. Time. The president may call an additional meeting at any time and shall do so upon the demand of a majority of the Directors.
C. Notice. Notice of all Board meetings shall be given to each Director via e-mail, website, social media, or ~~mail.~~ Text
D. Quorum. A majority (five) of the Directors shall be a quorum at the Board meetings.

Section 10. Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors or Executive Committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or Executive Committee members entitled to vote such action. Such consent shall have the same force and affect as a unanimous vote at the meeting. (Would this include taking action via email and text?)

Section 11. General Powers and Duties; Management; Records; Reports. The Directors shall conduct, manage and control the affairs and business of the Association. They shall have installed and maintained an adequate accounting system and require proper records of all business transactions to be kept and audited, and reports to the Kewaunee County UW Madison Division of Extension Kewaunee County and other officials annually or otherwise as required by law. The Board of Directors may approve routine bills and requests for funds within the limits of the budget.

## BYLAW 6: COMMITTEES

Section 1. Special Committees.

A. The Board of Directors may select, from annual volunteer committee sign-up lists, standing and special committees to conduct any activity in agreement with the purposes of the Association.
B. Financial concerns or conflicts that cannot be handled/resolved within this committee/s may be referred to the Kewaunee County 4-H Leaders' Association Board of Directors.
C. Separately chartered entities report directly to UW-Extension.

Section 2. Committee Structure. All 4-H Standing (including project and activity) Committees will, annually, by November 15th, complete an overview of their committee structure and plans and submit that plan to the Kewaunee County UW Madison Division of Extension. Such plans will include:

1. A purpose statement
2. Year's goals/objectives
3. Structure of the committee
    a. Explanation of how committee members are selected
    b. Leadership name(s) and addresses
    c. Youth participants
    d. A designated liaison to the Board.
    e. Term lengths, if appropriate
4. Who (if appropriate) is the financial manager/treasurer?
5. List of any tangible assets of the committee.
6. Other information specific to the committee.

## BYLAW 7: CAPITAL STRUCTURE

Section 1. All contributions shall be income to the Kewaunee County Leaders Association.

Section 2. All earnings from group effort shall be income to the Kewaunee County Leaders Association.

Section 3. The fiscal year of the corporation shall end June 30th of each year.

Section 4. Dissolution Clause: Upon dissolution of the Kewaunee County 4-H Leaders' 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 Association members present and entitled to vote with oversight by the 4-H Youth Development Educator.

## BYLAW 8: AUDITS

Section 1. The Association will conduct an annual internal audit of all Association financial records to include club and committee reports. Committees and clubs must complete their reports as of June 30th and deliver them to the UW-Extension office by September 1st or a date as determined by the 4-H Program Educator..

Section 2. Audit Committee: shall be made up of three board or association members

## BYLAW 9: AMENDMENT OF THE BYLAWS

Section 1. Amendments to the bylaws may be proposed by any member of the association at a board or association business meeting and then discussed at that business meeting.

Section 2. Any proposed amendments to the bylaws need to be communicated to the membership prior to the voting meeting.

Section 3. At the next association business meeting, proposed changes are discussed once again and then two-thirds of the members present must cast a ballot in favor of the adoption of the amendment.

## BYLAW 10: 4-H ENDOWMENT WITH THE GREATER GREEN BAY COMMUNITY FOUNDATION

Section 1. There is a Kewaunee County 4-H Leaders Association Fund located at the Greater Green Bay Community Foundation on behalf Kewaunee County 4-H Leaders Association as described in the written agreement [*Memorandum of Understanding between the Kewaunee County 4 H Youth Development/Cooperative Extension and the Greater Green Bay Community Foundation*], which is on file with the local 4-H Youth Development Educator.

Section 2. The purpose of the Kewaunee County 4-H Leaders Association 4-H Fund is to provide greater funding for educational opportunities and necessary resources related to 4-H youth development.

Section 3. The Kewaunee County Leader's Association Board committee of the Kewaunee County 4-H Leaders Association will meet regularly to disburse the funds that are received according to the *Memorandum of Understanding between the Kewaunee County 4 H Youth Development/Cooperative Extension and the Greater Green Bay Community Foundation* agreement.

Section 4: The President and Treasurer have the specific signature authority for the funds.
4-H Youth Development Programs

Section 5: If any changes occur with the Kewaunee County 4-H Leaders Association 4-H Fund, the Kewaunee County 4-H Leaders Association will notify the 4-H Youth Development State Program Director

Section 6: The Kewaunee County 4-H Leaders Association will communicate any local fundraising on behalf of the Kewaunee County 4-H Leaders

Amendments

*Accepted by Kewaunee County 4-H Leaders' Association on Sept. 28, 1998.*
*Amended: Addition of Bylaw 7, Section 4 on May 17, 1999.*
*Amended: Addition of Bylaw 5, Section 6.D. State Council Representation, July 17, 2000*
*Amended: Addition of Bylaw 5, Section 3.B, January 20, 2003*
*Amended: Addition of Bylaw 3, Section 4, Bylaw 5, Section 2 Elections, Bylaw 6, Section 3 Committee Structure on March 15, 2004.*
*Amended: Change in wording of Bylaw 5, Section 6, Letter D from "shall select a member" to "may select a member", Addition to Bylaw5, Section 8 of "The treasurer shall receive non-employee compensation yearly.", Deletion of wording (under $500.00)Bylaw 5, Section 11, Addition of Bylaw 5, Section 12 Disciplinary Review June 2008*
*Amended: 2012*

- *Addition of Bylaw 10 and all sections*
- *Addition of Bylaw 8, Section 1 "Committees and clubs must complete their reports as of June 30th and deliver them to the UW-Extension office by September 15th."*
  and Bylaw *8, Section 2. Audit Committee: shall be made up of three board or association members.*
- *Addition of Bylaw 7* Section 3. The fiscal year of the corporation shall end June 30th of each year.

Accepted Amendments 1/18/2021
Remove the word "corporation"
*Amended* Addition: Bylaw 3, Members Section 1. Every currently enrolled Kewaunee County leader shall be a member. All adult volunteer leaders must complete leader orientation to be a member. Each member shall serve this Association without compensation.

*Amended* Delete: Bylaw 3, Members, Section 3. Any member may be discharged or expelled by majority vote of the Board of Directors at any regular Board meeting. A two-week written notice, giving the reason for the proposed expulsion and signed by the corporation's secretary, must be given to the Board members and the member in question.

*Amended* Delete words in Bylaw 3, Members, Section 3: "member client, or"

*Amended* Delete: Bylaw 4 – Meetings, Section 2 – Special meetings, B: B. Upon written demand signed by at least twenty percent (20%) of the members, the president shall call a special meeting for the purpose to which the demand relates, in the manner described herein.

*Amended* word addition Bylaw 4 – Meetings, Section 3 – Quorum: "at least 5 board members"

*Amended* word removal Bylaw 4 – Meetings, Section 3 – Quorum: "adult"

*Amended removed word* Bylaw 4 – Meetings, Section 4 – Voting: removed " in the corporation"

Amended: Removed Bylaw 4, Section 5 – Meetings, A. Order of Business: "Order of Business. The order of business at the annual meeting and so far as applicable at other meetings of the members, shall be substantially as follows: 1. Roll call or registration. 2. Proof of due notice of meeting. 3. Reading and disposal of unapproved minutes. 4. Reports of officers and committees. 5. Unfinished business. 6. New business. 7. Election of Directors. 8. Adjournment."

Amended: Bylaw 5, Board of Directions, Section 2, Elections: Add word: "accepted"

Amended: Bylaw 5, Board of Directions, Section 2, Elections: Delete: "No more than one person per 50 club members can be elected to the Board from each club, whenever possible"

Amended: Bylaw 5, Board of Directions, Section 3, Terms: Added "Section A. A term is two consecutive years."
Amended: Bylaw 5, Board of Directions, Section 3, Terms, B: Added "After three consecutive terms, a one-year break must be taken before a director can assume a new term."

Amended: Bylaw 5, Board of Directions, Section 4, Vacancies: Added “Vacancies occurring on the Board of Directors may be appointed by the remaining Directors or filled by special election until the next Association annual election.”

Amended: Bylaw 5, Board of Directions, Section 6, Officers, A: remove words “who is not a director”

Amended: Bylaw 5, Board of Directions, Section 6, Officers, B, Duties, 1. Delete words: “to have general supervision of the affairs of the Association. He/she shall sign all contracts and other instruments.”

Amended: Bylaw 5, Board of Directions, Section 6, Officers, B, Duties, 3. Delete word: “corporate”

Amended: Bylaw 5, Board of Directions, Section 6, Officers, B, Duties, 5. Add “Fair Board Liaison: The Leaders Board shall appoint a 4-H liaison from their Board to attend Kewaunee County Fair Board Meetings to communicate 4-H activities (food stand, round robin, auction, etc), ideas, or concerns. In turn this person will report Fair Board information or concerns to the Leaders Board. To avoid any conflict of interest, the liaison shall not be a current fair board member.

Amended: Bylaw 5, Board of Directions, Section 6, Officers, C, Executive Committee: Add words: “If the secretary and treasurer are appointed; two directors may be elected to the executive committee to make a total of four executive committee members.”

Amended: Bylaw 5, Board of Directions, Section 6, Officers, C, Executive Committee: Delete word: Agent

Amended: Remove Bylaw 5, Board of Directions, Section 6, Officers, D – Remove “State Council Representation. The Board of Directors may choose a State Council Representative from the Board of Directors memberships to represent the Kewaunee County 4-H Leaders’ Association on the State Adult 4-H Council. Their duties would be to communicate Kewaunee County 4-H issues to the state policymaking body and to communicate state policy decisions to the county association.”

Amended: Add Bylaw 5 Board of Directors, Section 8, Removal of Director – Add “Removal of a Director: If a director misses three or more unexcused consecutive board meetings, they will be notified that they are being removed from their position. The open position will be re-elected at the next regularly scheduled board meeting.”

Amended: Remove Bylaw 5 Board of Directors, Section 8, Special Compensation – Remove “Special Compensation: Special Compensation. The Directors or members may vote reimbursement for expense actually incurred by a director for special assignments important to the welfare of the Association. The treasurer shall receive a non-employee compensation yearly.”

Amended: Bylaw 5 Board of Directors, Section 9, Meeting, A. Number – Add “June”

Amended: Bylaw 5 Board of Directors, Section 9, Meeting, A. Number – Removed “with an optional meeting scheduled in June, if needed.”

Amended: Bylaw 5 Board of Directors, Section 9, Meeting, C. Notice – Add “via e-mail, website, social media, or mail.

Amended: Bylaw 5 Board of Directors, Section 9, Meeting, C. Notice – Remove “A meeting may be held on written waiver of notice signed by all the Directors.”

Amended: Bylaw 5 Board of Directors, Section 9, Meeting, D. Quorum – Remove “but a less number may adjourn to another time upon given notice to the absent members of the time and place of the rescheduled meeting.”

Amended: Bylaw 5 Board of Directors, Section 11, General Powers and Duties; Management, Records; Reports – add “the Kewaunee County UW Madison Division of Extension”

Amended: Bylaw 5 Board of Directors, Section 11, General Powers and Duties; Management, Records; Reports – delete “be made to the Secretary of the State”

Amended: Bylaw 6 Committees, Section, Executive Committee: Delete “The Executive Committee of the Board consists of the elected officers of the Association.”

Amended: Bylaw 6 Committees, Section 2, Committee Structure: Add “Kewaunee County UW Madison Division of Extension”

Amended: Bylaw 7 Capital Structure, Section 1: Add “Kewaunee County Leaders Association.” *Amended May 2021*

Amended: 2022, Bylaw 6, Section 1 Special Committees, Add “B. Financial concerns or conflicts that cannot be handled/resolved within these committee/s may be referred to the Kewaunee County 4-H Leaders’ Association Board of Directors.” And “C. Separately chartered entities report directly to UW-Extension.”