

**BY-LAWS
OF
INDIAN RIVER COUNTY 4-H FOUNDATION, INC.
(A Non-Profit Organization)**

ARTICLE I

The name of the said non-profit corporation is **INDIAN RIVER COUNTY 4-H FOUNDATION, INC.**, herein after referred to as the “Corporation.” The Corporation is operated in accordance with the State University System’s rules. Under these rules, the Foundation is authorized to receive, hold, invest and administer property, and make expenditures benefiting the University of Florida’s Indian River County 4-H Youth Development Program.

ARTICLE II

The principal office of the Corporation shall be in Indian River County, Florida.

ARTICLE III

The fiscal year of the Corporation shall be July 1 to June 30 of each year, commencing October 1, 2008.

ARTICLE IV

The specific purpose for which this corporation is organized is as follows:

A. The primary purpose for which this Corporation is formed is to promote the educational objectives of the Indian River County 4-H Club Program under direction of the Florida Cooperative Extension Service, University of Florida; to foster mental, physical, social, spiritual and all other aspects of youth development; to support Extension programs in the interest of youth as the Board of Directors of the Corporation may deem appropriate, to do any and all things necessary and proper for the accomplishment of the objectives enumerated in its Articles of Incorporation, or necessary or incidental to benefit and protection of the Corporation, and to participate in any lawful business necessary or incidental to the attainment of the objectives of the Corporation as provided by law.

B. Other purposes for which this Corporation is formed are: to do all the acts and things, and business in any manner connected with the objects or purposes or powers of the Corporation or calculated directly or indirectly to promote the interests, objectives, and ideals of the organization; in addition, to have and exercise all rights, powers and privileges now or hereafter belonging to or conferred upon non-profit corporations existing under the laws of the State of Florida.

C. The foregoing statement of purpose or purposes shall be construed as a statement of both purpose and powers and the purposes and powers in each clause shall, except where otherwise expressed, be in no ways limited or restricted by reference to or inference from the

terms of provisions of any other clause, but shall be regarded as independent purposes and powers.

D. This Corporation is organized exclusively as a nonprofit corporation, and its activities shall be conducted for the aforesaid purposes in such manner that no part of its net earnings will incur to the benefit of any member, Director, Trustee, Officer or individual. None of the property or the income from the Corporation shall inure to the benefit of any officer, director or member of the Corporation.

E. If the 4-H programs of Indian River County, Florida or this Corporation ceases or becomes dormant for a period of six (6) months or longer, the Board of Directors, if still intact, or the last president of the Board of Directors shall establish a trust and appoint a trustee to protect the assets of the corporation. The trustee shall, at a minimum, liquidate the assets of the Corporation and place all proceeds and other assets owned by the corporation in an interest bearing account in trust for the Corporation until such time as the 4-H program resumes in Indian River County and the Corporation becomes active, at which time the assets shall be returned to the Board of Directors.

F. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE V

There shall be four classes of membership of the Corporation, to wit:

A. **BOARD OF DIRECTORS:** There shall be no more than fifteen (15) members of the Board of Directors and the number shall be determined from time to time by the Board of Directors. Members of the Board of Directors shall be persons with a paramount interest in and be dedicated to the objectives of the Corporation. They shall be selected from diversified occupations and geographical locations in which the Corporation operates. Members of the Board of Directors shall have full voting rights at all meetings of the Corporation but such members shall not be required to pay dues.

B. **HONORARY MEMBERS:** The number shall be determined from time to time by the Board of Directors. An Honorary Member shall be a recognized leader in his/her field of endeavor and in the community in which he/she lives. Honorary Members shall be selected from diversified occupations and geographic locations so that this membership will represent a broad cross section of leaders in the area in which the Corporation operates. No dues shall be charged an Honorary Member. They shall not have the right to vote at any meeting of the Corporation, however, they shall have the right to take part in discussions at such meetings.

C. **DONOR MEMBERS:** The number of Donor Members shall be determined from time by the Board of Directors. Donor Members shall be persons, organizations, corporations

and agencies interested in the educational objectives of the Corporation, who upon approval of the Board of Directors enter into contract or memorandum of understanding with the Corporation in support of the objectives of the program of the Corporation. Donor Members shall not have the right to vote at any meeting of the Corporation, however, they shall have the right to take part in discussions at such meetings.

D. **SUSTAINING MEMBERS:** The number of Sustaining Members shall be determined and set forth from time to time in the By-Laws of the Corporation. Sustaining Members shall be persons, organizations, corporations or agencies who are interested in the education objectives of the Corporation who have expressed their willingness to actively sponsor the work of the Corporation and who contribute to the Corporation the amount of \$50.00 or more per year. A Sustaining Member shall not have the right to vote at any of the meetings of the Corporation, however, they shall have the right to take part in the discussions at such meetings.

ARTICLE VI

1. The Officers of the Corporation shall be the president, vice president, secretary and treasurer. These officers shall perform the duties prescribed by these By-Laws by the Board of Directors and by the parliamentary authority of the Corporation. The Duties of said officers shall be as follows:

A. President: The President shall preside at all meetings of the Corporation, oversee and direct all business affairs of the Corporation, countersign checks as specified, appoint all committees except the Nominating Committee, and shall perform such other duties as may be prescribed by the Board of Directors.

B. Vice President: In the absence, disability or failure of the President to act, shall exercise all of the powers and duties of the President.

C. Secretary: The Secretary shall keep minutes of all meetings of the Board of Directors, prepare such reports as are requested by the Board, maintain a roster of all members of the Corporation, maintain an attendance record and perform such other duties as may be requested by the President or the Board of Directors.

D. Treasurer: The Treasurer shall have custody of all monies of the Corporation which shall be deposited in an approved depository in the name of the Corporation, shall renew the USPS mailbox annually, shall serve as Chairman of the Budget-Finance Committee, prepare an annual report at the close of the Fiscal Year for audit, sign all checks authorized by the Board of Directors and secure the countersignature of the President or such other officer for checks greater than \$500 as may be authorized and perform such other duties as are directed by the Board of Directors.

E. In the absence of the Treasurer or the President, either the Vice President or Secretary shall sign and/or countersign checks.

2. Election of Officers: At the regular meeting held during the third quarter of the year, a Nominating Committee of at least three (3) members shall be elected from and by the Board of Directors. It shall be the duty of this committee to nominate the candidates for the offices to be filled and to prepare a slate to be submitted to the Board of Directors with the

call for the next meeting. Prior to the election which shall be held at the annual meeting, additional nominations from the floor shall be permitted. In order to be eligible for an elected position, a nominee must be a member of the board for at least one (1) year prior to running and be in good standing. In the event no nominations are present for an office due to eligibility requirements, the floor will be open to all nominations at the Board's discretion. Unless otherwise ordered by the Board of Directors, elections shall be by ballot.

3. Officers shall serve for a term of one year or until their successors are elected, their term of office to begin at the close of the annual meeting at which they are elected. No officer shall serve more than three consecutive terms in a particular office.

4. No member shall serve more than one office at a time.

ARTICLE VII – MEETINGS OF OFFICERS

The meetings shall be as follows:

1. Regular Meetings: There shall be at least four regular meetings per year, to be held on a quarterly basis, unless otherwise ordered by the President after consultation with the other officers.

2. Annual Meetings: The regular meeting in the fourth quarter shall be known as the Annual Meeting and shall be for the purpose of electing officers, hearing reports and for any other business that may arise.

3. Special Meeting: Special meetings may be called by the President and shall be called by written request of three members of the Board of Directors of the Corporation. The purpose of the meeting shall be stated in the call. At least three (3) days notice shall be given except in cases of emergency (which shall be determined by the President.)

4. Quorum. A quorum shall consist of four (4) members of the Board of Directors provided that at least one officer is present or 33% of the total membership of the Board of Directors.

ARTICLE VIII – BOARD OF DIRECTORS

A. Composition: The officers of the Corporation and the elected Directors shall constitute the Board of Directors, hereinafter referred to as the "Board" which shall consist of not less than three (3) nor more than fifteen (15) members.

B. Authority: All lawful authority and power of the Corporation shall be exercised by, and its business shall be conducted and carried on by the Board.

C. Qualifications: Members of the Board shall be persons with a paramount interest in and shall be dedicated to the objectives of the Corporation. They shall be selected from a diversified occupations and geographical locations in which the corporation operates. They shall have participated in or served on at least six total of regular meetings, committee meetings or fundraiser events thereby having shown their interest.

D. Nominations and Elections: The Nominating Committee shall, having secured the prior consent of the nominees, nominate a slate of candidates for approximately one-third of

the directorships, the exact number to be determined by the Board at the meeting. The slate shall be emailed to members with the call to the annual meeting, at which meeting nominations from the floor shall be in order. Unless otherwise ordered by the Board, elections shall be by ballot. In the event there are over 15 nominees, the existing Board shall vote for the 15 and the remaining members shall be classified as Honoree Members. Upon the resignation or removal of a board member, the existing Board shall elect a replacement to complete the elected year.

E. Terms of Office: Directors shall serve no more than three (3) consecutive years each or until their successors are elected, their term of office to begin at the close of the annual meeting at which they are elected.

F. Absences: Three (3) unexcused consecutive absences from a regular board meeting shall constitute automatic removal from the Board unless otherwise ordered by the Board.

ARTICLE IX – COMMITTEES

A. A Budget-Finance Committee comprised of the Treasurer and one other member of the Board shall be appointed by the President promptly after each annual meeting. An invitation shall be extended to the County 4-H Agent for their feedback. It shall be the duty of this committee to prepare a budget for the fiscal year and submit it to the Board at one of its regular first quarter meetings. The Committee shall from time to time submit amendments to the budget for the current fiscal year.

B. With the exception of the Budget-Finance and the Nominating Committees, all other committees deemed necessary by the President to carry on the work of the Board shall be established and appointed by the President. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the meetings in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Board may adopt.

ARTICLE XL – AMENDMENT OF BY-LAWS

These By-Laws can be amended at any regular meeting of the Board by a majority vote, provided that the proposed amendment is submitted in writing with the call to the meeting.