



Milwaukee County 4-H Leaders Council Bylaws

June 30, 2014

Milwaukee County 4-H Leaders Council Bylaws

Article I – Name and Year

- 1.1 NAME.** The name shall be the *Milwaukee County 4-H Leaders Council*.
- 1.2 FISCAL YEAR.** The fiscal year of the *Milwaukee County 4-H Leaders Council* shall begin on the first day of July and end at the close of the last day of the following June.
- 1.3 PROGRAM YEAR.** The program year of the *Milwaukee County 4-H Leaders Council* shall begin on the first day of October and end on the last day of the following September.

Article II – Purpose

- 2.1 PURPOSE.** The purpose of the *Milwaukee County 4-H Leaders Council* shall be to:
- Form an association of adult 4-H leaders and older 4-H youth members (ninth grade and up).
 - Encourage leader training and guidance.
 - 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 in the *Milwaukee County 4-H Leaders Council* which is "member".
- 3.2 ELIGIBILITY.** Membership in the *Milwaukee County 4-H Leaders Council* is open to all older 4-H Youth Members (ninth grade and up), Activity Leaders, Project Leaders and General Leaders. Membership is open to anyone eligible for 4-H membership, regardless of race, color, creed, religion, sex, national origin, disability, ancestry, sexual orientation, special needs until aged out, pregnancy, marital or parental status. This statement is taken from Wisconsin 4-H Youth Development Policies – 2011.
- 3.3 ACCEPTANCE TO MEMBERSHIP.** Eligible persons shall be accepted to full membership in the *Milwaukee County 4-H Leaders Council* upon completion of Volunteer Orientation (for adult members only). Any person not enrolled as an Active or Ex-Officio 4-H member or leader and who has or can make a contribution to the 4-H program may be an at-large member at the discretion of this Council.
- 3.4 SUSPENSION AND TERMINATION OF MEMBERSHIP.** The membership shall prepare, adopt at an annual meeting, and maintain rules and regulations for members of the Council (i.e., Youth Code of Conduct and the Adult Volunteer Expectation Guidelines). The volunteer may have his/her membership suspended or terminated by a majority vote of the Board of Directors.

Note: Only UW-Extension staff can terminate volunteer status. 3.4 refers only to membership in the *Milwaukee County 4-H Leaders Council*.

- 3.5 **REVIEW OF SUSPENSION.** Any member suspended or terminated by the Board of Directors may request a review of the action by the membership of the Council. The membership may, by two-thirds (2/3) vote of the members present at a meeting of the membership, vote to overturn the decision of the Board of Directors and nullify the original suspension or termination.

Article IV – Annual Council Meeting

- 4.1 **ANNUAL MEETING.** There shall be an Annual Meeting of the membership of the Council not more than sixty (60) days prior to the end of the fiscal year which is June 30th. Written notice of the Annual Meeting will be published at least ten (10) days prior to the date of the meeting.
- 4.2 **AGENDA.** The following business shall be conducted during the Annual Meeting:
- Financial report by the Treasurer.
 - Approval of a proposed budget, calendar and minutes from last Annual Meeting.
 - Other reports, as necessary.
 - Such other matters as may come before the membership.
 - Election of at large members to the Board of Directors.
- 4.3 **QUORUM.** For purposes of the Annual Meeting of the membership, a quorum shall consist of not less than ten (10) qualified voting members of the Council physically present. The election of members to the Board of Directors and action on issues shall require a simple majority (**50% + 1**) of the members present.
- 4.4 **ANNUAL MEETING LOCATION.** The Annual Meeting of the Council 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 the *Milwaukee County 4-H Leaders Council* 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 the immediate past President, four (4) adult members at large, four (4) youth members at large (ninth grade and up), and one adult and one older 4-H youth member (ninth grade and up) representing each of the 4-H clubs and chartered groups in Milwaukee County. Educators are ex-officio members of the Board.
- 5.3 **ELECTIONS.** Individual(s) will be nominated and elected at the Annual Meeting to fill the eight (8) at large Board Member position(s).

- 5.4 ELECTION AND TERMS OF OFFICE.** Each chartered club or group will elect two representatives, one adult and one older 4-H youth member (ninth grade and up) to the Board of Directors for a term of two years. The club or group may designate an alternative to fulfill the adult or youth representative's voting authority at a meeting if that person is unable to attend. There will also be eight (8) directors elected from the general membership at large for a term of one year. Terms of office for the Board of Directors elected shall begin July 1. A term ends when a successor is duly elected and takes office. If a successor is not elected, then the term continues.
- 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 by a two-thirds (2/3) vote of the full Board.
- 5.7 VACANCIES.** In the event of a vacancy of an at large member 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 who are physically present. In the event of a vacancy of a club or group member on the Board of Directors, that club or group should elect a new representative.
- 5.8 MEETINGS.** The Board of Directors shall hold a meeting of the Board every month and called if necessary. There should be a business meeting that will alternate with an educational or social meeting every other month. 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 seven (7) days prior to the date of the meeting. Such notice shall include the tentative agenda for the meeting plus prior minutes.
- 5.9 ORDER OF BUSINESS.** The agenda at all business meetings of the Board of Directors shall be as follows:
- Pledges
 - 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
 - For the educational or social meeting held every other month, only items of immediate concern will be addressed.

- 5.10 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. Only one adult and one youth representative of a club or group is entitled to vote. Vote by absentee ballot or proxy shall not be permitted.

A quorum for the transaction of business by the Board of Directors is 30% of the current Board. 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 majority 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.

- 5.11 MINUTES.** For each meeting the Board shall keep written minutes which shall include a record of votes on all motions.
- 5.12 LIABILITY.** Liability of the Board of Directors shall be governed by the limits established in the *Wisconsin Statutes (See Wisconsin State Statute 181 for Nonstock Corporations)*.

Article VI – Officers

- 6.1 ELECTION.** The officers of the Board of Directors shall be a President, Vice President, Secretary, Treasurer and Parliamentarian. The officers shall be elected by the new Board from their membership at the first meeting of the new Board of Directors.
- 6.2 DUTIES.** Officers shall have duties and responsibilities as follows:
- 6.3 PRESIDENT.** The President shall: have the general supervision, direction and management of the property, affairs, and business of the Council, 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 Council, 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 bylaws. The President shall cast a vote in a meeting of the Board of Directors in the case of a tie vote if there are more than twelve (12) members in attendance. If there are less than twelve (12) members in attendance, the President is allowed to vote on all matters.
- 6.4 VICE PRESIDENT.** The Vice President shall: assume the authority and discharge the duties of the President in the event of absence or disability 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 bylaws. The office of Vice President shall oversee any and all committee actions.

- 6.5 SECRETARY.** The Secretary shall: keep a correct and complete record of all of the proceedings of the Council as related to the election of its officers, minutes of all meetings; with said minutes turned in to the UW-Extension office within ten (10) business days 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 bylaws.
- 6.6 TREASURER.** The Treasurer shall: keep and account for all monies, credits, and property of the Council which shall come into the hands of the Treasurer and keep an accurate account of all money received and disbursed; make such statements as councils are required to make by the laws of the State of Wisconsin; and have custody of all the funds and securities of the Council.

The Treasurer shall make a complete financial report at Board of Directors and General Council meetings even if unable to attend and submit a complete detailed report of the Council for the fiscal year of its financial condition to the Board of Directors and General Membership at the annual meeting.

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

The Treasurer shall sign all checks and other instruments drawn on or payable out of the funds of the Council and all bills, notes and other evidences of the indebtedness of the Council.

The Treasurer shall in general perform all of the duties, which pertain to the office of Treasurer of a council. The Treasurer shall perform such additional duties as may be prescribed from time to time by these bylaws.

- 6.7 ABSENCE OR INABILITY TO ACT.** In case of the absence or inability to act of any officer of the Council, the Board of Directors may delegate, for the time being, the duties of such officer to any other officer or to any board member.
- 6.8 VACANCIES.** Whenever a vacancy in an office occurs because of death, resignation, or otherwise, the same shall be filled by the Board of Directors. The officer so elected shall serve until the end of the unexpired term of office.
- 6.9 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 of the Council:
- 7.2 **MEMBERSHIP.** Committee membership may include Board members, Council members, and adults and youth from the community at large.
- 7.3 **ESTABLISHMENT AND SIZE.** Committees and committee size shall be established at the discretion of the Board of Directors.
- 7.4 **FINAL AUTHORITY.** The final authority for all matters considered by committees is the Board of Directors. Committees shall report periodically to the Board concerning their activities, conclusions, and recommendations.
- 7.5 **RULES.** Each committee may establish its own rules of procedure.
- 7.6 **ATTENDANCE AND VOTING.** Any member of the Board of Directors may attend committee meetings, but only committee members may vote on issues and motions.
- 7.7 **ADHOC COMMITTEES.** An Ad Hoc Committee may be appointed at any time to conduct business of the Council.

Article VIII – Expenditures and Liabilities

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

Article IX – Conduct of Meetings

- 9.1 **CONDUCT OF MEETINGS.** All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, latest edition except where in conflict with these bylaws.

Article X – Dissolution Clause

- 10.1 **DISSOLUTION CLAUSE.** Upon dissolution of the *Milwaukee County 4-H Leaders Council*, any assets remaining shall be conveyed to a 4-H youth development program or the 4-H Youth Development Foundation as selected by the affirmative vote of the majority of Council members entitled to vote.

Article XI – Amendment

- 11.1 **AMENDMENT OF BYLAWS.** These bylaws may be altered, amended, or repealed, or new bylaws adopted by affirmative vote of a majority of the Council Members at any regular or special meeting, provided that notice in writing of the proposed additions, changes or deletions be delivered or presented to each member at least seven (7) days prior to the meeting at which such proposed additions, changes, or deletions to the bylaws will be considered.

Bylaws adopted by the *Milwaukee County 4-H Leaders Council* this 30th of
JUNE, 2014

Acting President Laura Brushaber

(Printed Name) LAURA BRUSHABER