

The Lake County 4-H Club Committee, Inc. By-Laws

Article I. Name and Address

The name of the organization shall be the Lake County 4-H Club Committee, Inc., herein referred to as the County Committee. The principal office of the organization is at the Purdue University Cooperative Extension Service, Lake County, 2293 N. Main Street, Crown Point, Indiana, 46307.

Article II. Purpose and Power

Section 1. The entity is organized exclusively for educational, scientific and charitable purposes, specifically to provide the youth who comprise the membership a non-formal education 4-H Youth Development experience through the Purdue University Cooperative Extension Service.

Specific functions of the County Committee:

- (a) To facilitate 4-H Youth Development Program planning for Lake County, including needs assessment, program implementation, recognition and evaluation
- (b) To help support development of accurate and relevant curriculum materials
- (c) To provide for volunteer staff development, including recruitment, orientation, and recognition
- (d) To provide for and assist with member recruitment and recognition
- (e) To provide for and assist with program visibility
- (f) To provide continuing financial support
- (g) To support staff development for the Extension professional
- (h) To assure that the 4-H program is operated cooperatively with other youth-serving educational programs in the county
- (i) To establish county 4-H policies consistent with national and state policies and resolve conflicts relating to 4-H policy and program

Section 2. No part of the net earnings of the entity shall inure to the benefit of, or be distributable to its members, officers or other private persons, except that the entity shall be authorized to make payments and distributions in furtherance of its purposes set forth in Article II, Section 1. No substantial part of the activities of the entity shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the entity shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provision of this document, the entity shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4. In the event of termination or revocation of a charter for, or dissolution of, this entity, all of the principal, income, and assets shall be transferred and assigned to the Purdue

Cooperative Extension Service of Lake County to be held to support future 4-H educational program efforts to include the formation of new 4-H entities.

Section 5. The entity shall generate its federal tax exempt status under section 501(c)(3) of the Internal Revenue Code through a Group Exemption Number (GEN) to be issued to Purdue University, and it shall undertake any action so required by Purdue University and by Internal Revenue Service rules and procedures to ensure its inclusion in the GEN issued to Purdue University. The entity shall obtain an Employer Identification Number from the Internal Revenue Service irrespective of whether a bank account is maintained by the entity. The entity shall comply with requirements for, and file with the Internal Revenue Service, annual information returns on the Form 990 Series applicable to the entity, and the entity shall file all other returns required by applicable law including Federal, State and local law. No consolidated Form 990 for subordinate organizations (i.e. entities) shall be prepared by Purdue University under the group exemption issued to it.

Section. 6. The entity will follow and will not contradict state and national 4-H policies. A copy of the Indiana 4-H Policies & Procedures is available from the Extension Office.

Article III. Membership

Section 1. Membership to the County Committee is open to any adult 4-H volunteer without regard to race, religion, color, sex, age, national origin or ancestry, marital status, parental status, sexual orientation, disability, or status as a veteran. Each individual who serves as a member will be an approved 4-H Volunteer, completing the annual screening process and training requirements prior to making decisions or acting on behalf of the 4-H Youth Development Program in the county.

Section 2. No membership dues shall be assessed.

Section 3. For the County Committee Board of Directors, the term of office shall be three years, with the exception of Junior Leaders who shall serve for one year. Board members cannot serve more than two consecutive terms, whether partial or full. Members are eligible for re-nomination for additional terms after a one-year hiatus in service.

Section 4. The purpose of the board of directors shall be to conduct the business of the County Committee. The board of directors shall consist of up to twenty members:

- (a) Up to eight directors will be elected at large.
- (b) Up to two directors with experience working with one or more 4-H Livestock projects.
- (c) Up to two directors with experience working with the 4-H Horse and Pony project.
- (d) Up to two directors with experience working with a 4-H project area other than Livestock or Horse and Pony.
- (e) Up to two directors with experience working with 4-H clubs.

- (f) Up to two directors with experience working with non-traditional 4-H programs (e.g. SPARK Clubs, school-based programming, groups of first-generation 4-H members, new projects, etc.).
- (g) Up to two directors will be elected by the Junior Leaders to serve annually.

In the event that there are no nominations for (b)-(g), additional at-large directors may be nominated for those positions.

Section 5. Membership on the Board is limited to one member from the same family. Family is defined as a relationship between two individuals by blood, adoption or marriage to the degree listed below:

- a) Blood or adoption: parent, child, brother, sister, uncle, aunt, niece, nephew, grandparent or grandchild.
- b) Marriage: husband, wife, stepparent, stepchild, stepbrother, stepsister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law.

Section 6. If a director has missed three meetings within a year, the board of directors reserves the right to remove that absent director.

The secretary shall call roll at each meeting, record attendance of directors in the minutes, and notify the board when a director has three absences within a year. After two absences, the secretary will attempt to communicate with the director.

In case of vacancy on the board of directors, a new director shall be chosen by the remaining directors to serve the unexpired term of the predecessor in office.

Section 7. In order to deal openly and fairly with actual and potential conflicts of interest that may arise because of this involvement, the Board adopts the following Conflict of Interest Policy. Board members shall exercise the utmost good faith in all decisions involved in their duties, and they shall not use their positions with the Board or knowledge gained therefrom for their personal benefit or for the benefit any other group they may represent. The interests of the organization must be the first priority in all decisions and actions. Board members are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests of a Board member and those of the Board. A conflict of interest exists when the loyalties or actions of a Board member are divided between the interests of the Board and the interest of the member. Both the fact and the appearance of a conflict of interest should be avoided. Conflicts of interest may arise in the relations of Board members, and with third parties. Examples may include, but are not limited to:

- a) Persons and firms supplying goods and services to the Board.
- b) Persons and firms with whom the Board is dealing or planning to deal in connection with the gift, purchase or sale of real estate, or other property.

- c) Partner agencies, competing or affinity organizations.
- d) Donors and others supporting the Board along with Purdue University Extension/Indiana 4-H programming.
- e) Agencies, organizations, and associations that affect the operations of the Board along with Purdue University Extension/Indiana 4-H programming.
- f) Family members, friends, and other employees. Family is defined as a relationship between two individuals by blood, adoption or marriage to the degree listed below:
 - a. Blood or adoption: parent, child, brother, sister, uncle, aunt, niece, nephew, grandparent or grandchild.
 - b. Marriage: husband, wife, stepparent, stepchild, stepbrother, stepsister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law.

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned above. Such an interest might arise through situations that may include, but are not limited to:

- a) Owning stock or holding debt or other proprietary interests in any third party dealing with county 4-H Boards.
- b) Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing or partnering with the Board or Purdue University Extension/Indiana 4-H with whom the Board may conduct business.
- c) Receiving remuneration for services with respect to individual transactions involving the Board.
- d) Using the Board's time or good will for other than county 4-H Board approved activities, programs, and purposes.
- e) Receiving personal gifts, interest in or something of monetary value from third parties dealing or competing with the Board.

Whenever a Board member has a financial or personal interest in any matter coming before the Board, the affected person shall:

- a) Fully disclose the nature of the interest, and
- b) Withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Each Board member shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflict of interest policy,
- b) Has read and understands the policy, and
- c) Has agreed to comply with the policy.

Article IV. Officers of the Board of Directors of the County Committee

Section 1. The officers of the board of directors of the County Committee shall be the president, vice-president, secretary and treasurer.

Section 2. The duties of the officers shall be to conduct the business of the County Committee:

- (a) President—to convene the County Committee for stated and called meetings, to decide upon the agenda for each meeting, to preside over meetings, to appoint committees, and to direct the execution of the decisions of the County Committee.
- (b) Vice-President—to assist the president in the performance of duties and, in the president’s absence, to preside over meetings.
- (c) Secretary—to keep a record of all proceedings and correspondence of the County Committee and to submit a timely copy to the Extension Office for distribution to all members.
- (d) Treasurer—to receive all monies of the County Committee, to pay them out in accordance with the yearly budget or when directed by the County Committee, to keep a correct account of receipts and disbursements, and to provide balances upon request. The treasurer shall report at the annual meeting the receipts and expenditures of the County Committee for the preceding year.

Section 3. The board of directors will elect officers at the November meeting of the County Committee. The term of office for each shall be one year. President, vice-president, and secretary term limits shall be three consecutive terms (three years). President, vice-president, and secretary shall be chosen from the board of directors. Treasurer may be an enrolled Lake County 4-H volunteer not on the board of directors, in which case they shall serve in a non-voting role. The term of office shall begin with the first day of the calendar year.

A new officer shall be elected by the board of directors to fulfill the term of any officer who is unable to complete the term. Until the officer can be elected, the president will appoint another eligible person to fill the vacancy pro tem.

Section 4. The Committee shall indemnify each person who is or was a director or officer of the Committee, or who is or was a director or officer of the Committee, or who is or was serving at the request of the Committee 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 or her in connection with or resulting from any action, claim, suit, or proceeding—civil or criminal—in which he or she is made or threatened to be made a party by reason of any phase or future action taken or not taken in his or her capacity as such director or officer whether or not he or she 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 or she reasonably believed to be to the best interest of the Committee and provided further that such director or officer is not adjudgeable for negligence or misconduct in the performance of his or her duty in such action, suit, or proceedings, and in connection with any criminal action or proceeding, provided he or she had no reasonable cause to believe his or her 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 Committee. 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. Sub-Committees within the County Committee

Section 1. The following standing committees will assume responsibility at the beginning of the calendar year:

- (a) The Executive Committee, consisting of the board of directors of County Committee president, vice-president, secretary, and treasurer, will conduct the business of the County Committee between meetings as needed and report all actions taken at the next County Committee meeting. In addition, the Executive Committee will be responsible for 4-H club audits.
- (b) The Finance Committee, consisting of the board of directors president and treasurer and committee treasurers, will propose an annual budget to the board of directors and make recommendations on other financial matters of the County Committee as directed. The annual budget will be presented to the board of directors for vote at the November meeting. The Finance Committee will also be responsible for scheduling annual audits (internal or external) of County Committee accounts.
- (c) The Nominations Committee, chaired by the board of directors vice-president, will prepare annually a slate of directors for presentation at the September meeting.
- (d) The By-Laws Committee, chaired by a member of the board of directors appointed by the president, will meet at least once annually to review the by-laws and propose changes if appropriate.
- (e) The Welcoming/Information Committee, chaired by a member of the board of directors appointed by the president, will welcome guests to board meetings, encourage volunteers to get involved in county activities and committees, and promote communication between board and general membership.

Section 2. The following committees will also be established. Chairs or representatives will regularly report committee activities and current treasury balances (as last reported by treasurer). The Committee shall present a list of dates for the upcoming year's meetings and program events to the Extension Office by December 1.

Financial management will follow current Indiana 4-H financial guidelines. With the approval of the board of directors, each committee may raise funds for the committee's use, elect a committee treasurer, and have a bank account using the County Committee's EIN. Minutes, including treasurer's reports, of all meetings of any sub-

committee keeping its own treasury shall be submitted to the Extension Office within ten days of the meeting. Finances will be reported on the County Committee's annual IRS Form 990 Series return. All 4-H fundraising efforts must be approved by Extension Educators and must follow state and federal guidelines. Fundraising may not involve games of chance. Payments may not be collected through debit/credit cards, online payment portals, or mobile apps that are not supported by Purdue University.

Such committees will prepare an annual budget as part of the County Committee budget submitted for approval by the board of directors in November and presented to the entire County Committee at the January meeting. Subsequent changes to the budget or additional disbursements of funds must be approved by the board of directors.

Upon request, treasurers will inform projects superintendents of available funds designated for that project. Superintendents may utilize funds up to that amount at their discretion for the following program-related expenses: workshop/fair supplies, educational materials for members' use, member awards, 4-H t-shirts or other apparel with approval of Extension Educators, and food at 4-H events. To access the funds, superintendents may present an invoice to the treasurer to be paid, or they may make the purchase and present an original receipt for reimbursement. Expenses for items not listed above must be approved by the board of directors. Expenses that exceed the designated amount for a project may be paid with advance approval of the board of directors.

Each committee will elect from its membership a chair, assistant chair, secretary, and treasurer. The term of office for each shall be one year. President, vice-president, and secretary term limits shall be three consecutive terms (three years).

- (a) The **Horse & Pony Committee** will consist of all Horse & Pony project leaders. The chair will serve as the Horse & Pony project superintendent and will appoint such sub-committees as deemed necessary to carry out the 4-H Horse & Pony program. The Horse & Pony Committee will prepare updates to the Horse & Pony project requirements and policies and present these recommendations by the October meeting of the Board of Directors for approval before adoption and publication.
- (b) The **Auction Committee** will consist of all livestock project superintendents (Beef, Dairy, Dairy Steer, Goat, Poultry, Rabbit, Sheep, and Swine) and is open to all currently enrolled Lake County 4-H volunteers. The chair will appoint such sub-committees as deemed necessary to carry out the 4-H Livestock Auction. The Auction Committee will prepare updates to the Auction requirements and policies and present these recommendations by the October meeting of the Board of Directors for approval before adoption and publication.
- (c) Other committees may be appointed by the president for execution of such duties as

may be directed. All committee chairs will be members of the County Committee and will provide regular reports of committee activities to the board of directors of the County Committee.

Article VI. Meetings of the Board of Directors of the County Committee

Section 1. The board of directors of the County Committee will have a minimum of six regular meetings each year, the dates of which are to be scheduled before the last meeting of the previous year.

Section 2. Special meetings may be called as necessary by the presiding officer, provided every member of the board of directors has been officially notified at least twenty-four hours in advance.

Section 3. The January meeting of the board of directors of the County Committee will be designated as the annual meeting of the County Committee.

Section 4. A quorum shall be constituted by 30% of the board of directors. In-person attendance is preferred, but board members may attend virtually if necessary and if technology is available. Votes may be cast via text, Zoom, or other virtual means if the virtual voter's identity is established and the process is agreed upon by the board prior to the vote. Minutes should reflect virtual attendance.

Section 5. Meetings of the board of directors shall be in session for one hour and thirty minutes maximum. To extend the meeting beyond this shall require a two-thirds majority vote of those present.

Section 6. The Executive Committee shall prepare a business meeting agenda prior to the meeting time which shall be distributed to the membership present. The order of the agenda shall be followed. New items may be added under "New Business."

Section 7. For each motion of substance, after the motion has been properly seconded, the secretary shall record in writing the statement of the motion and state it orally to the Committee before a vote is taken.

Section 8. In addition to regular business meetings, in August the board of directors will host an Evaluation Meeting for all Lake County 4-H volunteers to review program strengths and identify areas for improvement.

Section 9. Any proposal of project or general rule changes (other than Horse & Pony and Auction) shall be presented in writing to the Extension Office by September 1. A committee of all project superintendents will meet to review proposals prior to the new superintendent elections. Their recommendations will be presented by the General Superintendents at the October meeting of the Board of Directors for approval. Rules may be revised further in order to comply with state 4-H policies.

Section 10. Election instructions for directors, general superintendents, project superintendents, and activity coordinators will be announced by the September meeting. Elections may take place at the October meeting or by online voting. All enrolled Lake County 4-H volunteers may vote.

Prior to the election, nominees will have an opportunity to share their relevant experience, skills, etc. with the voting body through an application form or similar, and Extension staff will confirm enrollment.

If the election takes place by paper ballot, each voter will indicate all their choices of at-large candidates (as many as are to be elected). If a member writes a candidate's name multiple times, it will count as one vote for that candidate.

In the event of superintendent or coordinator positions left vacant, the Extension Educators may recruit a volunteer for that role or programming may be reduced.

Article VII. Parliamentary Authority

Section 1. Revised Robert's Rules of Order shall be the basic policy of each business meeting.

Section 2. Whenever a conflict may arise as to the proper order of business, and in the absence of a designated parliamentarian, the By-Laws Committee Chair, in consultation with the By-Laws Committee, shall make the decision in regards to proper procedure.

Article VIII. Fiscal Matters

Section 1. The fiscal year of the County Committee will end on December 31 of each year.

Section 2. The funds of the County Committee will be deposited in such bank(s) as designated by the Committee and shall be subject to withdrawals only as the signature of those designated by the Committee.

Section 3. An audit committee of three people will be appointed by the president at the October meeting to audit by March. The audit will include the finances of all sub-committees with treasuries, including Horse and Pony and Auction. An external audit will be conducted at a minimum of every two years and whenever a change is made to the authorized signatures on the bank account. The internal audit may be waived in years when an external audit takes place.

Article IX. Amendments to the By-Laws

Section 1. Suggestions for amendments may be submitted to the By-Laws Committee at any time. The By-Laws Committee will present their recommendations, if any, at the May meeting. Proposed amendments will be read again at the June meeting and voted on at the July meeting.

Section 2. The By-Laws may be changed by a two-thirds majority of votes cast by County Committee members (i.e., all enrolled Lake County 4-H volunteers) present. The amendment will become effective October 1 unless otherwise specified.

APPENDIX

For convenience, the dates and events specified in the By-Laws are summarized in this timeline. In the event of discrepancy with the By-Laws, the appendix item shall be void.

JANUARY

- Term of office begins for new Directors and officers on January 1
- Annual Meeting (Banquet) with presentation of receipts/expenditures from previous year and approved budget for upcoming year, including Auction and Horse & Pony Committees
- Annual Conflict of Interest Policy Affirmation Statement due January 31 to Secretary

MARCH

- Report from Audit Committee

MAY

- By-Laws Committee presents proposed amendments, if any

JUNE

- Second presentation of proposed amendments to by-laws, if any

JULY

- Proposed amendments to by-laws, if any, are voted on by all enrolled volunteers present

AUGUST

- Annual Evaluation Meeting to review program strengths and identify areas for improvement

SEPTEMBER

- Rule change proposals (except Horse & Pony and Auction) due to Extension Office September 1
- Project superintendents meet to review proposals and prepare recommendations
- Election instructions announced at the September meeting
- Nominations committee presents slate of director nominees at September meeting

OCTOBER

- 4-H enrollment opens October 1; complete prior to October meeting
- Amendments to by-laws, if any, go into effect October 1
- Rule change proposals presented by Auction Chair, Horse & Pony Superintendent, and/or General Superintendents for approval
- President appoints Audit Committee to complete internal audit and report in March
- Election of directors, general superintendents, project superintendents, and activity coordinators (at October meeting or by online voting); all enrolled volunteers may vote

NOVEMBER

- Officers of the Board of Directors are elected by the Board of Directors
- Finance Committee presents next year's budget for approval (includes Auction and Horse & Pony)
- A minimum of six regular meetings are scheduled for the upcoming year

DECEMBER

- Auction and Horse & Pony Committees turn in schedule of upcoming year's meetings and program events to the Extension Office by December 1
- Fiscal year and term of office ends for outgoing Directors and officers on December 31