

BY-LAWS OF
CONVERSE COUNTY 4-H FOUNDATION

Article I. Offices

The principal office of the corporation in the State of Wyoming shall be located in the City of Douglas. The corporation may have such other offices, either within or without the State of Wyoming, as the Board of Directors may from time to time determine.

The corporation shall have and continuously maintain in the State of Wyoming a registered office and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office in the State of Wyoming, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II. Members

Section 2.1 Membership: Membership in the Foundation shall be granted to:

- (1) Members of the Board of Directors upon their election;
- (2) All 4-H club leaders and assistant leaders in Converse County;
- (3) Members of the Board of Advisors;
- (4) Such other persons as declare an interest in the purpose of this corporation or such classes of persons deemed proper by a majority of the Board of Directors; and
- (5) All members shall be selected without regard to race, color or National origin.

Article III. Meetings of General Members

Section 3.1 Annual Meeting: The general membership shall meet annually in Converse County in the month of November beginning in the year 1976, at an hour and place to be designated by the Chairman of the Board of Directors. Printed notice of the date, time and place of the annual general membership meeting shall be sent by the Secretary to each member at his address as furnished to the Secretary by the member. The general membership at its annual meeting shall have the functions only for the election of members of the Board of Directors whose terms have or are expired, hearing of reports of activities of the past year, including financial report, and making recommendations and suggestions to the Board of Directors of action desired to be taken.

Section 3.2 Special Meetings: Special meetings may be called by the Chairman, the Board of Directors, or not less than ten percent (10%) of the general members entitled to vote.

Section 3.3 Voting Rights: Each member shall be entitled to one vote for the election of directors or the transaction of such other business as may properly come before the annual meeting. A plurality vote of the members present is necessary to elect.

Section 3.4 Quorum: At any duly called meeting of the members, a majority of the members in attendance shall constitute a quorum. No absentee or proxy voting shall be permitted.

Section 3.5 Rules: Roberts Rules of Order shall apply and be enforced at all meetings.

Article IV. Board of Directors

Section 4.1 General Powers: The affairs of the corporation shall be managed by the Board of Directors.

Section 4.2 Terms for Board Members:

Converse County Representatives:

- University Extension Agent - continuous term
- Converse Co. 4-H Council President - continuous term
- Outgoing 4-H Council President shall serve a 2 yr. exofficio term

<u>4-H Leaders:</u>	Term	Term expires at Annual Meeting of:
Douglas 4-H leader	1 year	Nov. 1977
Glenrock 4-H leader	2 years	Nov. 1978
4-H Leader at-large	3 years	Nov. 1979

Professional People:

- 1 will serve 1 year Nov. 1977
- 2 will serve 2 years Nov. 1978
- 1 will serve 3 years Nov. 1979

At the first meeting, the board members will make length of term assignments.

After the annual meeting in November, 197⁷, all new board members shall serve a 3-year term.

Section 4.3 Regular Meetings: A regular annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the general membership.

Section 4.4 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chairman of Directors or any two (2) members of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix the place and time of the special meeting of the Board.

Section 4.5 Notice: Notice of the time and place of every special meeting of the Board of Directors will be given at least two (2) days before the meeting by written notice or verbal contact.

Section 4.6 Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.7 Manner of Acting: The act of a majority of the Directors, present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these By-laws.

Section 4.8 Vacancies: Any vacancy occurring in the Board of Directors and any place on the Board to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a Quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4.9 Informal Action by Directors: Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors.

Section 4.10 Chairman of the Board of Directors: A Chairman of the Board of Directors shall be elected by the Directors at the annual meeting of the Board. The Chairman shall be a member of the Board, shall preside at all meetings of the Board of Directors and at all meetings of general membership, and shall have such others powers and duties as are set forth in Section 6.5 below.

Article V. Committees

Section 5.1 Committees of Directors: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees (including an Executive Committee), each of which shall consist of two (2) or more Directors and such other officers or members of the corporation as may be necessary.

The committees shall have and may exercise that part of the authority of the Board of Directors in the management of the corporation, which has been delegated to them by such resolution. The designation and appointment of, and the delegation of authority to, any such committee shall not relieve the Board of Directors or any individual Director, of any responsibility imposed upon the Director by law. Any committee member may be removed, with or without cause, by the Board of Directors.

Section 5.2 Advisory Committee: The Board of Directors may designate a Converse Co. 4-H Foundation Advisory Committee comprised of persons whose advice and counsel may be deemed helpful in determining policies and formulating and carrying out goals of the corporation. The Advisory Committee shall advise the Board of Directors, but shall not have the power to act on behalf of the Board of Directors. The membership of the Advisory Committee shall be as determined by the Board of Directors and said members shall serve at the will of the Board.

Section 5.3 Term of Office: Each member of a committee shall serve until his successor is appointed, unless the committee is sooner terminated, or unless such member is removed from the committee, or unless such member ceases to qualify as a member of the committee.

Section 5.4 Chairman: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members of the committee.

Section 5.5 Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.6 Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a committee meeting at which a quorum is present shall be the act of the committee.

Section 5.7 Rules: Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

Article VI. Officers

Section 6.1 Officers: The officers of the corporation shall be a Chairman, a Vice Chairman, a Director of Resources, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it deems necessary, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Any two (2) or more offices may be held by the same person, except the offices of Chairman and Secretary.

Section 6.2 Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at their regular annual meeting. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and has qualified.

Section 6.3 Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 6.4 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.5 Chairman: The Chairman shall, subject to the direction and supervision of the Board of Directors, be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The Chairman shall have custody of the Treasurer's Bond, if any.

Section 6.6 Vice Chairman: The Vice Chairman shall assist the chairman and shall perform such duties as may be assigned to him by the Chairman or by the Board of Directors. In the absence of the Chairman and the Vice Chairman, the Director of Resources shall have the powers and perform the duties of the Chairman.

Section 6.7 Director of Resources: The Director of Resources shall be responsible for the raising of funds for the corporation and, in addition thereto, shall have such other powers, duties and responsibilities as may be assigned by the Chairman or the Board of Directors.

Section 6.8 The Secretary and Assistant Secretaries: The Secretary shall: (a) Keep the minutes of the proceedings of the corporate members and the Board of Directors; (b) See that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) Be custodian of the corporate records and of the seal of the corporation and affix the seal to all documents when authorized to do so by the Board of Directors; (d) Keep at the corporation's registered office or principal place of business a record containing the names and addresses of all corporate members; and (3) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or by the Board of Directors. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

Section 6.9 Treasurer and Assistant Treasurers: The Treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in accordance with the instructions of the Board of Directors. He, or she, shall receive and give receipts for moneys paid in on account of the corporation, and shall pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon approval of the Board of Directors. He, or she, shall perform all other duties incident to the office of the Treasurer and, upon request of the Board, shall make such reports to it as may be required at any time. He, or she, shall, if required by the Board, give the corporation a bond in such sums and with such sureties as may be satisfactory to the Board, conditioned upon the faithful performance of his duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. He shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the Chairman.

The Treasurer shall also be the principal accounting officer of the corporation. He shall prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Chairman and the Board of Directors statements of account showing the financial position of the corporation and the results of its operations. Assistant Treasurer, if any, shall have the same powers and duties as the Treasurer, subject to the supervision of the Treasurer.

Article VII. Books and Records

Section 7.1 Account Books, Minutes, etc.: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its corporate members, Board of Directors and committees, and shall keep at its registered office or principal place of business within or without the State of Wyoming, a record of the names and addresses of all general members. All books and records of the corporation may be inspected by any general member, or his agent or attorney, for any proper purpose at any reasonable time.

Article VIII. Nonassessability

Section 8.1 General: Members of the Board of Directors or Officers, or Members of the corporation shall not be assessable and shall not be responsible individually or collectively for any act of omission or commission of the corporation, or for any indebtedness of the corporation.

Article IX. Miscellaneous

Section 9.1 Fiscal Year: The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section 9.2 Seal: The seal of the corporation shall be circular in form and shall contain the name of the corporation, and the year of its organization.

Section 9.3 Waiver of Notice: Whenever any notice is required to be given by law, or under the provisions of the Articles of Incorporation or the By-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9.4 Amendments: These By-laws may be altered, amended or repealed and new By-laws may be adopted by the Board of Directors at any regular meeting or at any special meeting called for that purpose.

Section 9.5 Execution of Instruments: When necessary for, or expedient to, the conduct of any phase of the business of the corporation, the Board of Directors may authorize the Chairman of the Board of Directors, or the Vice Chairman of the Board of Directors, and the Secretary of the corporation to negotiate and execute on behalf of the Foundation, any specified contract, conveyance, deed, agreement, or other instruments affecting real or personal property of whatever kind or nature and wherever situated, owned, held or controlled by the corporation. These above-mentioned contracts, deeds, etc., executed by such officers, shall become acts of the Board when signed by the Chairman, or the Vice Chairman, in the absence of the Chairman, and the Secretary, and the seal of the corporation is affixed, the authority granted by the Board of Directors as hereinbefore set forth to convey on behalf of the corporation any real or personal property of the corporation shall by resolution duly enacted by the Board of Directors and made a permanent part of the records of the corporation in the minutes of the meeting at which such resolution was enacted.

(END)

CERTIFICATE OF INCORPORATION
OF
CONVERSE COUNTY 4-H FOUNDATION

The undersigned, acting as incorporators of the Converse County 4-H Foundation as a non-profit corporation under the provisions of Chapter 189, Session Laws of Wyoming, 1959, as amended by Chapter 87, Session Laws of Wyoming, 1967, do hereby certify:

First: The name of the Corporation is the CONVERSE COUNTY 4-H FOUNDATION.

Second: The term of its duration is perpetual.

Third: The purpose for which this corporation is formed is as follows:

- (a) To use resources of the Corporation to assist in the further development and education of Converse County 4-H Youth.
- (b) To receive, maintain and hold by bequest, devise, gift, or otherwise; either absolutely or in trust, for any of its purposes, any property, either real or personal, any fund or funds, without limitations as to amounts or values and convey or transfer such property; to direct, manage, and expend the income and/or the principal of the Foundation and any agency or agencies making such funds available; to invest and reinvest any funds of the Foundation, whether principal, interest or other, in such property, real or personal, as its Board of Directors within its discretion may determine, without being limited to investments authorized or prescribed by law for trust funds; provided that no part of the funds or net earnings of the Foundation shall enure for individual private pecuniary gain of any of the officers or directors of the Foundation; and no part of the activities shall be to attempt to influence legislation.
- (c) To buy, lease, hold, sell and convey, and exercise all privileges of ownership of such real or personal property owned by the corporation, or as may be necessary for the conduct and operation of the business of the Converse County 4-H Foundation.
- (d) To cooperate with other individuals, groups, institutions and organizations whose purposes are in accord with the objectives set forth in this certificate.

Fourth: Membership in the Foundation shall be granted to:

- (a) Members of the Board of Directors upon their election;
- (b) All 4-H club Leaders and Assistant Leaders in Converse County
- (c) Members of the Board of Advisors;
- (d) Such other persons as declare an interest in the purpose of this corporation or such classes of persons deemed proper by a majority of the Board of Directors; and
- (e) All members shall be selected without regard to race, color or national origin.

Fifth: Board of Directors

- (a) The affairs of the corporation shall be controlled by a Board of Directors of nine (9) members and one (1) Ex-officio member.
 - 1. Three (3) of the Directors shall be members of the Board by virtue of their position. These positions are:
 - (a) Chairman of Foundation Committee or designated representative
 - (b) President of Converse Co. 4-H Council or designated representative
 - (c) University Extension Agent or designated representative
 - 2. Six (6) additional directors shall be determined by the Directors listed above.
 - 3. Terms of board members are indicated in the By-laws.
- (b) The Board of Directors may at their discretion create a Board of Advisors to meet with the Board of Directors, and advise the Board of Directors regarding the expenditure of funds, explain 4-H programs and advise the Board of Directors on all other necessary matters. The Board of Advisors shall include the Converse County Extension Staff and may include Converse County 4-H leaders, council members and committee chairmen.

Sixth: Upon dissolution of the Corporation all assets remaining after the payment of corporation obligations shall be transferred and conveyed to the Converse County 4-H Council.

Seventh: The initial registered office of the corporation is the Converse County Extension Office, Court House, 101 So. 5th Street, Douglas, Wyoming 82633 and the name of its initial registered agent at such address is Frank W. Henderson.

Eighth: The names and addresses of the persons who are to serve as initial directors of the Corporation are:

- (a) Frank W. Henderson, Univ. Extension Agent, Con. Co., Court House, 101 So. 5th Street, Douglas, Wyoming 82633
- (b) Mrs. C. L. (Betty) Sheldon, Con. Co. 4-H Council President, Route 1, Box 62, Douglas, Wyoming 82633
- (c) Mrs. Earl (Jewell) Reed, Chairman of the Foundation Committee, Route 2, Douglas, Wyoming 82633

Ninth: The corporation has no capital stock.

IN WITNESS THEREOF, we have executed this Certificate of Incorporation on the 30th day of July, 1976.

Frank W. Henderson
Frank W. Henderson

Betty Sheldon
Betty Sheldon

Jewell Reed
Jewell Reed

State of Wyoming) ss:
County of Converse)

Subscribed and sworn to before me by Frank W. Henderson,
Betty Sheldon and Jewell Reed
this 30th of July, 1976

Mauree Barr
Notary Public

My Commission expires, Jan. 22, 1980