

**CONSTITUTION
AND
RESTATED BY-LAWS
OF THE
LEWIS & CLARK 4-H FOUNDATION, INC.**

ARTICLE I - NAME AND SEAL

1. As set forth in the articles of this corporation, the name of this corporation shall be the Lewis & Clark 4-H Foundation, Inc. (hereinafter called the "Foundation").

ARTICLE II - MISSION STATEMENT

1. *(changed Nov 2015) The mission of the Lewis & Clark 4-H Foundation is to provide financial support to Lewis & Clark County 4-H in the following areas:*
 - *Programs – to aid in maintaining, developing, and promoting the overall 4-H program and facilities in Lewis & Clark County through fundraising, investing opportunities, and advertising for donations.*
 - *Projects – to provide financial assistance for educational activities and specific project development.*
 - *People – to support 4-H youth and volunteer leaders through scholarship awards, youth and leadership development, and educational activities.*

ARTICLE III - OBJECTIVES

1. To establish organized capital campaigns for the purpose of financially supporting the Lewis & Clark County 4-H Program.
2. To solicit the participation of 4-H members, leaders, and clubs in all appropriate fund raising activities.
3. To build an endowment fund; the interest of which will support Lewis & Clark County 4-H for generations.
4. *(changed Jan 2016) To prudently manage all finances with the intention of gaining premium returns while relentlessly protecting the assets of the Foundation including Lewis & Clark County 4-H Program entities.*
5. To give careful considerations to all grant proposals and select those that best benefit the Lewis & Clark County 4-H program.

6. To support worthy efforts in all areas of Lewis & Clark County 4-H including the Lewis & Clark 4-H Leaders Council, project committees/*councils*, and clubs, as well as individual members and leaders.
7. To always consider the opinions of 4-H members in all matters that affect youth.
8. To promote 4-H and the 4-H philosophy as inclusive, educational, and beneficial to all segments of our communities.

ARTICLE IV - MEMBERSHIP

1. The membership of this organization shall be composed of the following:
 - (a) Lewis & Clark County 4-H Leaders and Members.
 - (b) Any person providing contributions to the Foundation.
 - (c) Any contributing organization, corporation, or organized group may have one member admitted as a member of this Foundation.
 - (d) Any person selected or appointed to the Board of Directors.
2. (*Changed Feb 2015*) Each member of the Foundation shall be entitled to one vote at the Annual and/or special meetings. All voting shall be by written ballot *or affirmation, as directed by the Board*. Each member is entitled to vote either in person or by proxy appointed in writing at the Annual or any special meeting of the members.
3. No member shall have any right or interest in any of the property of the Foundation. Every present and future member of the Foundation, by their acceptance of such membership, renounces and shall be construed to renounce for their, their heirs, legal representatives, and assigns, all rights under any present or future law to participate to any extent whatsoever in the funds and assets of the Foundation upon any distribution, liquidation, winding up, or dissolution.

ARTICLE V - MEETINGS

1. An annual meeting of the members shall be held each year in October at regularly scheduled meeting of the Lewis & Clark 4-H Foundation at a place that shall be determined by the Board of Directors. The meeting shall be conducted under rules of parliamentary procedure.
2. Notice of meeting - Written notice stating the place, day, and hour of the annual meeting, or of any meeting of the members shall be delivered personally, stated in the 4-H Newsletter, published in the newspaper, or mailed to each member entitled to vote at such meeting, not less than fourteen (14) nor more than thirty-one (31) days before the date of such meeting, by or at the direction of the President calling the meeting. In case of a special meeting, or one

required by statute or by these By-Laws, purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States Mail, addressed to the member at their address as it appears on the records of the corporation, with postage thereon prepaid.

3. (*changed Jan 2016*) Special meetings may be requested and held upon notice to the membership by call of any four (4) directors, and/or any groups of members totaling twenty-five (25) including an officer qualified by the By-Laws to preside at a meeting (*see ARTICLE VIII-OFFICERS, Section 2.*).
4. The minimum attendance of at least seven (7) members including a qualified presiding officer constitutes a quorum for the transaction of any business at any Annual or special meeting.
5. Board meetings - The Board of Directors shall meet quarterly. The time and place shall be fixed by the President.
6. Six (6) Board members shall constitute a quorum at any regular meeting of the Board of Directors.

ARTICLE VI - ELECTION OF DIRECTORS

1. (*changed Jan 2016*) The Board of Directors *are* elected by the Foundation membership at the Annual meeting and composed of as follows:
 - a. Four (4) 4-H Leaders.
 - b. Two (2) 4-H members (14 and older) designated from the Lewis & Clark 4-H Ambassadors and/or Teen Leaders.
 - c. One (1) County Extension Agent (Ex Officio) without a vote.
 - d. (*changed Jan 2016*) Five (5) *community & business* individuals interested in the 4-H program and the Foundation. *The Foundation Board recognizes the difficulty in recruiting non 4-H Leaders/Members. We encourage the Electorate to seek and elect community members not directly involved with the 4-H program to fill these five (5) Board of Director positions.*
 - e. One (1) representative from the Lewis & Clark 4-H Leaders Council Executive Board.

Totaling twelve (12) voting members and one (1) non-voting member on the Board of Directors.

2. Directors shall be elected for a term of three (3) years and any director can succeed themselves for a maximum of two (2) consecutive terms. Each year, the expired terms of directors shall be filled. A nominating committee appointed by the President of the Foundation shall submit nominees for membership to the Board of Directors to be elected at the annual meeting.

3. The one (1) representative from the Lewis & Clark 4-H Leaders Council Executive Board and the two (2) 4-H members, 14 and older, shall hold office for a one year term, and are eligible for consecutive terms.
4. The election shall be conducted by ballot, unless otherwise specified, at the meeting, by those present and qualified to vote. A plurality of those voting shall be necessary to elect.

ARTICLE VII - DUTIES AND POWERS OF DIRECTORS

1. The property, business, and affairs of this corporation shall be managed by its Board of Directors, thirteen (13) in number. Each elected Director shall serve until his/her successor can be elected and shall qualify. The terms of such elected Directors shall begin at the conclusion of the Annual meeting at which they are elected and end upon the conclusion of the Annual meeting in the year in which their term expires. The number of Directors, pursuant to the provisions contained in the Articles of Incorporation, may be increased, or decreased to not less than three (3), by an amendment to these By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Directors. The Board of Directors shall have the right and duty to execute all general powers given to the corporation by the laws of Montana including:
 - a. The absolute discretion to accept or refuse any gift offered to the Foundation.
 - b. The investment and management of the funds and others assets of the Foundation.
 - c. The distribution of income and principal of the Foundation.
2. The directors are to be vested with the broadest discretion permissible under the law and the Articles of Incorporation of the Foundation in connection with the investment, reinvestment, and distribution of the funds and other assets of the Foundation. No Director shall be responsible for any error in judgment or for anything that they may do or refrain from doing in good faith in the investment, reinvestment, management, and distribution of the funds and assets of the Foundation.
3. *(changed Jan 2016)* The Board of Directors shall cause an Annual Report *in two parts: a) one reflecting the financial condition at the end of each year (income/loss/assets/investments/etc.), and b) reflecting the program accomplishments and recommendations for improvement.* This report will be available to members at the Annual Meeting.
4. The Directors shall receive no compensation for their duties as directors, but may be reimbursed for expenses actually incurred and within reason.
5. It shall be the duty of the Directors to cause and to be kept a record of all their minutes and acts.
6. The Board of Directors shall advise all officers, agents, and employees and see that their duties are properly performed.

7. In the circumstance that a Director can not be present at a meeting of the directors, they may appoint in writing another Director as their proxy who may vote for them in their absence.
8. In addition to the powers and authorities of these By-Laws expressly conferred upon them, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute of these By-Laws or by the Articles of Incorporation, directed or required to be exercised or done by other persons.

ARTICLE VIII - OFFICERS

1. The officers of the corporation shall be a President, Vice-president, Secretary, and Treasurer. The Board of Directors shall elect their officers following the closing of the Annual Meeting. Neither the two (2) 4-H members, 14 and older, of the Board of Directors nor the Ex Officio Board member shall hold an office.
2. The Board of Directors may appoint such officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
3. The officers of the corporation shall hold office until their successors are chosen and qualify in their stead.
4. (*changed Jan 2016*) The duties of the officers are as follows:
 - a. President - The President shall be the chief executive officer of the Foundation. The president shall conduct all affairs in accordance with the constitution and By-Laws. The President shall have the power to appoint committees *or councils and chairpersons* with the approval of the Board of Directors as required by the *Bylaws* and determine that each committee/*council* has an organizational meeting and is functioning properly. For each general and Board of Director meeting, the President should consult with the Vice-President to ensure that all committees/*councils* are fully prepared to report. The President shall prepare an agenda for each meeting, allotting time for each feature. The President shall call meetings to order on time, limit discussions to pertinent topics, and follow accepted rules or parliamentary procedure. The President shall be prompt in answering correspondence and discharging other obligations.

Upon leaving office, the President shall turn over to the new officers all records, funds, and properties, only after a duly accredited audit and inventory has been conducted.

- b. Vice-President - The Vice-President shall succeed the Presidency in the case of an absence or vacancy and, working under the direction of the president, shall perform specific duties. The Vice-President shall be responsible to the President that the committees/*councils* are properly organized, functioning efficiently, reporting with regularity, and discharging their duties according to the By-laws.

- c. Secretary - The Secretary shall attend all sessions of the Board and membership and record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors when such notice is required by law or by these By-Laws to be given, and shall perform such other duties as may be prescribed by the Board of Directors or the President.
- d. Treasurer - The Treasurer shall have custody of the corporate funds and shall keep a full and accurate account of the receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors at any meeting of the Board or membership whenever they may require it, an account of all transactions as Treasurer and of the financial conditions of the corporation. All checks or demands for money and notes of the corporation shall be signed by two (2) officers.

Upon leaving office, the Treasurer shall explain the standardized procedures and duties of this office to the successor.

An audit of the corporate accounts shall be conducted annually. An audit of the corporate accounts shall be conducted at least once every four (4) years by an independent Certified Accounting Firm appointed by the Board of Directors within thirty (30) days preceding the Annual Meeting.

ARTICLE IX - COMMITTEES

1. (*changed Jan 2016*) Members of the standing and special committees/*councils* of the Foundation shall be appointed by the President and shall consist of the following:
 - a. Budget
 - b. Capital Campaign and Public Relations
 - c. Investment
 - d. Nomination
 - e. *Council*
 - f. Ad Hoc Committees as needed
2. (*changed Jan 2016*) Duties of the Standing Committees/*councils* are as follows:
 - a. Budget Committee - *The members of this committee shall be appointed by the President of the Foundation. The Chairman of the Committee shall be a Board Member of the Foundation. Other members may be appointed from the membership at large. A recommended structure could be the Council and Foundation Treasurers, representation from the Council, youth members, a club leader, Extension representative, and the Board appointed Chairman.*

Purpose: To develop an Annual Budget to support the educational *and program* goals of Lewis & Clark County 4-H.

Responsibilities: Determine funds needed to reach the educational *and program* goals of the Lewis & Clark County 4-H program. *Identify strategies and responsibilities between the various 4-H council, committees/councils, and entities to realize the budget needs without duplicating the fundraising activities or overbearing the targeted communities as developed by the Capital Campaign and Public Relations Committee.* Develop an Annual Budget to be approved by the Foundation Board of Directors by January 1. To carry out other duties as prescribed by the Board of Directors.

- b. Capital Campaign and Public Relations Committee - The members of this committee shall be appointed by the President of the Foundation. The Chairman of the Committee shall be a Board member of the Foundation. Other members may be appointed from the membership at large.

Purpose: To organize and publicize *fundraising* and awareness campaigns for the Foundation.

Responsibilities: To set *fundraising* goals for the Foundation. To plan and implement capital campaigns to meet or surpass the goals of the Foundation. Arrange for facilities, materials, labor, and promotion needed for *fundraisers*. Submit a written report of each fundraiser to the Foundation Board, which includes costs, income, labor involved, and any recommended changes needed for the future. Maintain a master list of all donors to the Lewis & Clark 4-H Foundation and ensure that all donors receive appropriate and timely recognition. Plan and implement community awareness campaigns, which may or may not coincide with capital campaigns, in order to make public the purpose of the Foundation and the 4-H program. Submit a budget request to the Budget Committee no later than August 15 of the current year. To carry out other duties as prescribed by the Board of Directors.

- c. Investment Committee - The members of this committee shall be appointed by the President of the Foundation. The Chairman of the Committee shall be a Board member of the Foundation. Other members may be appointed from the membership at large.

Purpose: To prudently manage the funds of the Foundation in order to increase capital while protecting all assets.

Responsibilities: To develop an investment plan and establish investment procedures and guidelines to approved by the Board of Directors. To protect the assets of the Foundation at all times. To report to the Treasurer all transactions and gains. To remain current with all laws of the State pertaining to Non-profit Foundations. To carry out other duties as prescribed by the Board of Directors.

- d. Nomination Committee - The members of this committee shall be appointed by the President of the Foundation. The Chairman of the Committee shall be a Board member of the Foundation. Other members may be appointed from the membership at large.

Purpose: To recruit and nominate adult and teen volunteers to leadership positions in the Foundation.

Responsibilities: Continuously recruit appropriate persons to fill any vacancies or anticipated vacancies on the Lewis & Clark 4-H Foundation Board of Directors, Committees/*councils*, or any other positions needing attention. Work with the Secretary to determine the length of terms for each Board member, make the community aware of any openings, and supply candidates for said openings. Submit a slate of candidates to the Board of Directors forty-five (45) days prior to the Annual Meeting so that the candidates may be announced to the voting membership along with the notice of said meeting. To carry out other duties as prescribed by the Board of Directors. Those wishing to run for any vacancies need to contact a member of the Nomination Committee or the President of the Board in a timely manner to be submitted as a candidate by the Nomination Committee under the deadline provided in this section.

- e. *Lewis and Clark County 4-H Council – The members of this Council shall be as structured in the “4-H Council Constitution” with representation from enrolled 4-H members, leaders and parents of Lewis and Clark County 4-H Program. The Council shall select a representative to the Foundation. A member of the Council Executive Board may act in the absence of the representative.*

Purpose: To develop the annual 4-H educational and operational requirements and associated budget needs for materials and equipment to support the program goals of Lewis & Clark County 4-H.

Responsibilities: Provide operational and organizational guidance to 4-H membership to execute successful 4-H program. Determine funds needed to reach the educational and program goals of Lewis & Clark County 4-H. Submit budget to Board of Directors by January 1.

- f. Ad Hoc Committees - The members of this committee shall be appointed by the President of the Foundation. The Chairman of the Committee shall be a Board member of the Foundation. Other members may be appointed from the membership at large.

Purpose: To carry out any specific or short term task as instructed by the Lewis & Clark 4-H Foundation which will result in the termination of the committee upon completion of the assigned task.

Responsibilities: To carry out the duties necessary for the completion of the specific task at hand.

3. The President shall be an Ex-officio member of all committees/*councils*.
4. All committees/*councils* shall consist of a chairman and as many members as shall be considered necessary by the President. A secretary may be appointed for each committee/*council*.

5. Each committee/*council* through its chairman should report to the Board of Directors and make such other reports as the Board of Directors deem necessary.
6. All problems pertaining to either administrative or activities matters shall be referred to the corresponding committee/*council* for a solution or action as authorized by the Board of Directors.
7. The Vice-President shall coordinate, supervise, and assist in the proper functioning of committees/*councils*, which have been specifically assigned.

ARTICLE X - VACANCIES

1. If the office of any Director or any officer or agent, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, although less than a quorum, by a majority vote, or by sole remaining Director, may choose a successor or successors, who shall hold office for the unexpired term of his predecessor in office.
2. Should any Director be absent from three (3) consecutive board meetings, without excuse, such absences shall be considered a resignation, which, if accepted by the Board, shall constitute a vacancy.
3. Any Director of the Foundation may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE XI - SUSPENSION OR EXPULSION

1. Any officer may be removed by a two-thirds vote of the members in good standing present at any meeting called for this purpose. At the special meeting the officer shall be given a full hearing.
2. Charges against any officer or member may be brought by a member in good standing. Such charges shall be filed with the Secretary in writing who will immediately notify the President. The President will immediately call a meeting of the corporation to hear the charges.
3. Any member may be suspended or expelled from the Foundation for any cause deemed sufficient, at such meeting called for this purpose, by a two-thirds vote of the members in good standing present at the special meeting under charges which were brought by a member at this meeting and such charged member shall be awarded a full hearing.

ARTICLE XII - CALENDAR YEAR

1. The calendar year shall begin the first day of January and end the last day of December each year.

ARTICLE XIII – COMPENSATION AND CONFLICTS OF INTERESTS

1. All persons associated with this Foundation group are volunteers.
2. No adult or youth will use their position with the Foundation or the knowledge gained from their position in the Foundation for personal financial benefit.

ARTICLE XIV – WHISTLEBLOWERS PROTECTION

1. To maintain the highest standards of conduct and ethics, the Foundation will investigate any suspected fraudulent or dishonest use or misuse of resources. Any allegations of dishonesty will be handled with sensitivity, discretion, and confidentiality to the extent allowed for by law. The Foundation will use its best efforts to protect whistleblowers against retaliation.

ARTICLE XV – DOCUMENT RETENTION AND DESTRUCTION

1. The following procedures for the retention and destruction of Records will be followed:

a. Charter or Articles	permanent
b. By-Laws	permanent
c. EIN Paperwork	permanent
d. 990 tax returns	7 years
e. Annual and Audits	7 years
f. Bank Records	3 years
g. Donor Records and Acknowledgement Letters	3 years
h. Grant paperwork	3 years after completion
i. Minutes	3 years
j. Correspondence	3 years
k. Yearly Program Plans	3 years

2. Copies of all permanent records will be kept on file at the local Extension office. The extension offices in collaboration with the Secretary are the designated persons to identify the records that have met their required retention time and will oversee the destruction. All destruction will be by shredding.

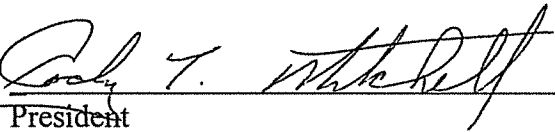
ARTICLE XVI – AMENDMENTS

1. These By-Laws may be amended at the Annual Meeting of this organization, or at any special meeting thereof by a majority vote of the eligible members present. Notice of proposed By-Law amendments would be published in the 4-H newsletter at least 14 days in advance and a copy of the proposed amendment would be available at the Lewis and Clark County 4-H Extension office for review.


ARTICLE XVII - DISSOLUTION OF FOUNDATION

1. *(changed Jan 2016) Upon dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to Lewis & Clark County Extension Office, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 purposes.*

The foregoing revised By-Laws were adopted at a meeting on the 14th day of January 2016.

 1/15/2016

President

 2/2/16

Secretary

