



## **CASCADE 4-H FOUNDATION BY-LAWS**

Revised	4/25/2017
9/20/1988	9/25/2017
2/17/2009	2/20/2018
4/17/2012	4/17/2018
9/22/2015	2/19/2019
4/19/2016	2/16/2021
11/15/2016	

### **ARTICLE 1: NAME**

The name of this Corporation will be "The Cascade 4-H Foundation Incorporated", hereinafter referred to as the Cascade 4-H Foundation and/or Board of Directors.

### **ARTICLE 2: ORGANIZATION**

The Cascade 4-H Foundation is a non-profit organization incorporated under the State Laws of Montana.

### **ARTICLE 3: OBJECTIVES, PURPOSES, AND POWERS**

The objectives, purposes, and powers of the Cascade 4-H Foundation are to aid and promote, by financial assistance and otherwise, 4-H programs. The following directives will accomplish this.

- (a) Create a fund to be used for educational purposes and activities in which 4-H members are engaged.
  1. Expand the 4-H program.
  2. Stimulate help and support for disadvantaged and minority youth.
  3. Provide educational classes for members, leaders, and parents.
  4. Provide equipment for 4-H programs and activities.
  5. Improve and increase 4-H's resource library.
- (b) Administer and use such funds to assist in International, National, State, and County approved 4-H activities as outlined in the Cascade 4-H Foundation Operation Policies.
- (c) Administer and use such funds to cooperate with and assist the Montana 4-H Foundation by contributing an amount each year, to be determined annually by the Board of Directors. The amount contributed each year will be equal to the amount of dues collected from members during registration.
- (d) Create a scholarship fund to recognize outstanding leadership among current and past county 4-H members and leaders in Cascade County, the amount and number of such scholarships to be determined by the Board of Directors annually.
- (e) Create such other funds as the Board of Directors shall deem necessary or desirable to effectuate the objectives

and purposes of the Cascade 4-H Foundation.

- (f) Receive, maintain and hold by request, devise, gift or otherwise, either absolutely or in trust, for any purposes, any property, real or personal, any fund or funds, without limitations as to amounts or values; convey such property and invest and reinvest any principal or interest; direct, manage, and expend the income of the Cascade 4-H Foundation and administer any special funds for various purposes as agreed upon by the Cascade 4-H Foundation and any individual or agency making such special funds available provided that no part of funds or net earnings of the Cascade 4-H Foundation shall endure for individual pecuniary gain of any of the activities of the Cascade 4-H Foundation shall be carrying on of propaganda or otherwise attempting to influence legislation.
- (g) Buy, lease, hold, sell, pledge, convey and exercise all privileges of ownership over such real or personal property as may be desirable for the conduct and operation of the business of the Foundation, or incidental thereto.
- (h) Cooperate with all individuals, groups, institutions, or organizations whose purposes are in accord with the objectives set forth in this article.
- (i) Cascade County 4-H'ers are expected to follow the code of conduct.

## **ARTICLE 4: MEMBERSHIP**

The membership of the Cascade 4-H Foundation will be composed of the following contributors:

- (a) 4-H Leaders and Members of Cascade County for the current year.
- (b) Any individual 4-H member or leader who contributes a single donation of one hundred dollars (\$100) or its equivalent to the Foundation and makes a request in writing will become a Lifetime member. The Foundation treasurer will be responsible for seeing that membership certificates are given to all Foundation Lifetime members and that a permanent listing is maintained of all Lifetime members.
- (c) Any individual 4-H member or leader who contributes a single donation of two hundred fifty dollars (\$250) to the Foundation and makes a request in writing will become a Sustainer member. The Foundation treasurer will be responsible for maintaining a permanent listing of all Sustainer members.
- (d) Each contributing Lifetime and Sustainer member of the Cascade 4-H Foundation is entitled to present a motion and participate in discussion at Foundation meetings. As stated in the Cascade Foundation By-Laws Article 7 (f), all voting, except election of officers, shall be done by the board of voting directors in a usual method of taking a vote i.e., viva voce (by voice), show of hands, raising the right hand, rising, ballot, roll call, "yeas and nays", general consent, by mail, email, electronically, or phone.
- (e) Any interested 4-H club contributing one hundred dollars (\$100) or its equivalent, besides the normal registration, will become a member of the 4-H Centurion Club. Each 4-H Centurion Club will receive a certificate for each yearly contribution. The Foundation Treasurer shall be responsible for maintaining a permanent listing of all members of the 4-H Centurion Club.
- (f) Foundation Lifetime members, Sustainer members, and Centurion Club will be recognized at Achievement Night.

## **ARTICLE 5: MEETINGS**

- (a) One (1) annual open meeting conducted on the 3<sup>rd</sup> Tuesday of November with notice given at least two weeks in advance.
- (b) Four (4) general session meetings held quarterly.
  - 1. Webex or similar meetings can be conducted as needed.
- (c) Any additional open meetings as deemed necessary.

(d) Options of closed-door meeting.

1. Board of Directors only.
2. Board of Directors and attendees chosen by the Board of Directors.
  - a. Chairperson has the power to include or exclude attendees.

## **ARTICLE 6: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” will govern the meetings in all cases to which they are applicable and which they are not inconsistent with these By-Laws and any special rules of order the Cascade 4-H Foundation may duly adopt.

## **ARTICLE 7: BOARD OF DIRECTORS**

(a) The Foundation shall have a Board of Directors numbering eleven (11), composed of the following membership:

1. (3) 4-H Leaders
2. (2) 4-H Member Youth Representatives (14 4-H yrs. or older selected by application and interview)
3. (1) County Extension Agent (nonvoting Director)
4. (3) Business Leaders
5. (1) Rural Leader
6. (1) Urban Leader

Totaling eleven (11) members on the Board of Directors.

Of the eight (8) adult board members, the nomination committee will each year strive to maintain a balance of rural and urban interests when seeking candidates.

(b) The eight adult directors will be elected for a term of three (3) years.

1. Each year the term of the outgoing director(s) will be filled.
2. No director will be elected or appointed to more than two (2) successive terms of three (3) years each not to exceed six (6) years.
3. An appointee will only fulfill the term of the director they replace. An appointed director may be elected for a term of three (3) years if he or she was appointed to fulfill the 2<sup>nd</sup> term of the preceding and/or vacated director.
4. A director may again be elected to the Board of Directors after a one (1) year period from the date of expiration of his/her preceding term.
5. The 4-H Member Youth Representatives on the board will be selected annually by application and interview process.

(c) Duties of the Board of Directors:

1. A director is expected to attend board meetings.
2. A director may be removed by a majority vote of the Board of Directors then in office if a Director is absent and unexcused from three consecutive meetings of the Board of Directors in a twelve-month period. The Executive Committee is empowered to excuse Directors from attendance for a reason deemed adequate.
3. The duties of the Board of Directors will be to care for the affairs of the Cascade 4-H Foundation during periods between regular meetings of the Cascade 4-H Foundation. The Board of Directors will keep an accurate record of its proceedings and report same to the members at the next regular meeting.
4. The board will authorize such expenditures as are herein provided for.
5. To assist in securing finances for the Foundation.

6. Board of Directors will have a minimum of four (4) meetings a year, quarterly and one (1) annual meeting.
  7. 4-H Member Youth representatives will be responsible for procuring Youth Representative nominees to apply and be interviewed for election purposes. Also see Foundation By-Laws Article 9 (a) 3.
- (d) Quorum: Will be 51% of the voting members of the Board of Directors of this Foundation and will constitute a quorum qualified to carry on the regular business of the Foundation, unless otherwise provided for in the Foundation By-Laws. Vacant positions on the board shall not count when calculating a quorum.
- (e) The Board of Directors has the power to accept, decline, or amend any properly made motion from any general meeting.
- (f) All voting except election of officers, must be done by the board voting directors in a usual method of taking vote i.e., viva voce (by voice), show of hands, raising the right hand, rising, ballot, roll call, "yeas and nays", general consent, by mail, email, electronically, or phone. Any business between meetings that is conducted electronically will require 100% participation of voting members of the Foundation Board of Directors. Electronic votes will be coordinated by the County 4-H Agent. The electronic vote must pass by 51%.
- (g) Business between meetings. A request must be made to the President. If a vote is required, the President will distribute information to the board and issue the call for action by the board as needed.
1. If email is used, the subject line must include "vote required."
  2. This board email or written vote must be unanimous.
- (h) Elections:
1. Voting must be as stated in the Foundation By-Laws Article 7 (f).
  2. Nominations must be by committee and from the floor.
  3. When only one (1) nominee, voice vote must be used unless otherwise moved.
- (i) Business fiscal year ends on September 30.

## **ARTICLE 8: OFFICERS**

- (a) The officers of the Foundation must be elected at the Annual Meeting from the Board of Directors.
- (b) The two (2) 4-H Member Youth Representatives will not hold office.
- (c) The one (1) County Extension Agent will not hold office and will be nonvoting.
- (d) The elected officers of the Cascade 4-H Foundation must be a President, Vice-President, Treasurer and Secretary.
1. President, Vice-President, Treasurer, and Secretary must be elected at a directors' meeting after the annual meeting by written ballot. "Robert's Rules of Order" can be suspended. The written ballot can be eliminated by voting to accept the nominations presented.
  2. In the event of the resignation or death of an officer or director, his or her successor must be selected immediately to fill the unexpired term by a majority vote of the remaining Board members.
  3. Signatories on the Foundation checking accounts must include: President, Secretary, and Treasurer.

### **President**

The President must:

- (a) Preside at all meetings.
- (b) Have general supervision and direction of the affairs and management of the Foundation.
- (c) Have such other powers and duties as may be prescribed from time to time by the general membership.
- (d) Be an ex officio member of all committees.
- (e) Vote only to break a tie vote.
- (f) Ensure recognition of Foundation Lifetime members, Sustainer members, and Centurion Club at Achievement Night.

## **Vice-President**

The Vice-President must:

- (a) Perform such duties as may be assigned by the President.
- (b) Perform the duties of the President in the event of the absence of this officer.

## **Secretary**

The Secretary must:

- (a) Keep an accurate record in a permanent form of the proceedings of all the meetings of the Foundation or its officers and Directors.
- (b) Submit minutes within two weeks following a meeting to the Extension Office where the minutes will be kept in a permanent file. Minutes are also to be sent to current Directors and County Agents.
- (c) Carry out such other secretarial duties as directed by the President.
- (d) In conjunction with the President and the Extension Agent, prepare meeting agendas and maintain the board roster.
- (e) Hold the Foundation Youth Representative application interview process protocol and interview questions for safekeeping in the Secretary's Book.

## **Treasurer**

The Treasurer must work in conjunction with the bookkeeper to maintain financial records and must:

- (a) Compile the quarterly financial report one (1) week prior to the meeting date. Reports shall include the Profit and Loss Statement for the Quarter, Investment Report, Balance Sheet, and Account Transactions.
- (b) Generate a reconciliation report to identify uncleared checks and NSF checks. The Treasurer must present the report at the meeting and answer any questions.
- (c) Expenditures must be made only upon authorization of the Board of Directors and by check signed by at least two authorized board members.
- (d) Observe a 90-day check cashing policy.
- (e) Handle incoming funds as follows. Extension staff issues receipts and holds funds. Bookkeeper writes up deposit. Treasurer does the deposit and turns in deposit slip to the bookkeeper.
- (f) Serve on the investment committee and initiate investment related meetings, as necessary.
- (g) Monthly send thank you notes for all memorials received and notify the memorial honoree's family if possible. The Treasurer must compile an annual list of memorial donors which must be published in the county newsletter following the Foundation's annual meeting and included in the minutes of that Annual meeting.
- (h) Maintain a permanent listing of all Foundation Lifetime members.
- (i) Maintain a permanent listing of sustainer members.
- (j) Maintain a permanent listing of members of the 4-H Centurion Club and issue a certificate per each yearly contribution.
- (k) Keep permanent listing of Foundation Lifetime members, Sustainer members, and members of the 4-H Centurion Club in the Treasurer's Book.
- (l) Provide the President with a list of Foundation Lifetime members, Sustainer members and 4-H Centurion Club members for recognition at Achievement Night.
- (m) Create a Master list of donors/donations from the combined campaign and store in the Treasurer's Book.

## **ARTICLE 9: COMMITTEES**

- (a) Membership & Nomination Committee - This committee must be appointed by the Foundation President during the 4<sup>th</sup> quarterly meeting, usually held in September, to prepare for elections during the annual meeting. This committee will be responsible for:
  - 1. Nominating a slate of directors for membership to the Board of Directors to fill vacant director's positions within the Cascade 4-H Foundation Board of Directors.
  - 2. Recruiting from Cascade County 4-H leaders to fill vacant seats on the Board of Directors.
  - 3. Directing the current 4-H Member Youth Representatives to procure the names of at least two (2) 4-H youth members who must complete applications, be interviewed by the nominating committee before the annual meeting elections, and then be presented to the Board of Directors for elections at the annual meeting. If there are no new 4-H Member Youth Representative applicants, current Youth Representatives may reapply, be interviewed, and then be presented to the Board for election.
- (b) Scholarship Committee - This committee must be appointed by the Foundation President during the 2<sup>nd</sup> quarterly meeting and must review scholarship applications and select recipients in accordance with Cascade 4-H Foundation Operation Policies, Section 9.
- (c) By-Laws, Operation Policies, and Investment Policy Review Committee - This committee must be appointed during the annual meeting and any other time deemed necessary to review the By-Laws, Operation Policies, Investment Policy, and other forms or applications of the Cascade 4-H Foundation prior to the 2<sup>nd</sup> quarterly scheduled meeting, usually held in February.
- (d) Investment Committee - The executive committee and any ad hoc members as may be appointed by the Foundation President will be empowered to review and recommend investments in accordance with the philosophy of the Foundation. Annually the Investment Committee must conduct a review of the Foundation Investment Policy and submit a report to the Board.
- (e) Other Committee - Such other committees will be appointed by the President as deemed necessary to carry on the work of the Cascade 4-H Foundation.

## **ARTICLE 10: COMBINED CAMPAIGN**

- (a) Annually the 4-H entities will send out a sponsorship form to prospective donors, thereby reducing the risk of duplicate solicitation.
- (b) The Foundation will use its received donation to fund all other operations.
- (c) Payment must be made to Cascade 4-H Foundation.
- (d) Donations made to a specific area, must have the funds transferred to that entity.
- (e) Specifically designated donations must be kept track of, honored, and a list kept in the Treasurer's Book.
- (f) A master list of donors/donations must be created and kept in the Treasurer's Book.

## **ARTICLE 11: DOCUMENT RETENTION AND DESTRUCTION**

The following procedures for the retention and destruction of records must be followed:

- Charter Permanent
- By-Laws, Operation Policies, Investment Policy Permanent
- EIN/Gen paperwork Permanent
- 990 tax returns 7 years
- Annual internal financial reviews 7 years
- Bank records 3 years
- Donor records and acknowledgement letters 3 years
- Grant paperwork 3 years after completion
- Minutes Perpetual
- Correspondence 3 years
- Yearly program plans 3 years

Copies of all permanent records must all be kept on file at the local Extension office. Foundation officers identify the records that have met their required retention time and shall oversee the destruction. All destruction must be by shredding or other legal deletion.

## **ARTICLE 12: COMPENSATION AND CONFLICTS OF INTEREST**

All persons associated with the Cascade 4-H Foundation are volunteers. No adult or youth shall use their position with 4-H, or the knowledge gained from their position in 4-H for personal financial benefit.

## **ARTICLE 13: WHISTLEBLOWERS PROTECTION**

To maintain the highest standards of conduct and ethics, the Cascade 4-H Foundation shall investigate any suspected fraudulent or dishonest use or misuse of resources. Any allegations of dishonesty shall be handled with sensitivity, discretion, and confidentially to the extent allowed for by law. The 4-H organization shall use its best efforts to protect the whistleblowers against retaliation.

## **ARTICLE 14: DISSOLUTION**

Upon termination of affiliation with the MSU Extension Service and/or Montana 4-H Foundation and/or upon dissolution of the Cascade 4-H Foundation (the Foundation), the governing body of the Foundation must promptly pay or make provision for the payment of all the liabilities of the Foundation. The governing body of the Foundation must then promptly transfer all remaining assets of the Foundation to the Montana 4-H Foundation to be disbursed by it to a qualified entity under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any United States Internal Revenue Law) which is chartered by, affiliated with or supportive of 4-H programs and activities. Preference is to be given to the Cascade County Extension Office or a 4-H affiliate within Cascade County or to be held in a separate account designated for Cascade County to be disbursed for 4-H programs and activities in Cascade County as determined by the holder of the funds.