

**BY-LAWS**  
**MONTANA ASSOCIATION OF EXTENSION 4-H AGENTS**

**ARTICLE I**  
**NAME, EMBLEM, AND PURPOSE**

1. Name: The name of this organization is the Montana Association of Extension 4-H Agents, and it is sometimes referred to in these by-laws as “the association.” The association shall complement and support membership in other professional Extension associations.
2. Emblem: The seal of the association shall be a 4-H clover with a banner below and bear within it the words “MAE4-HA.” The official emblem of the association appears on association stationery and is followed by the words: “Montana Association of Extension 4-H Agents.” The association may change the form of the seal by majority vote.
3. Purpose: The purposes for which the association is formed are to advance the professional status of the Extension 4-H Youth Personnel, to encourage professional improvement of all Extension 4-H Youth Personnel, to increase interest in Extension 4-H Youth work as a career, to provide for exchange of ideas, methods, and techniques, to strengthen communications with Extension Administration, and to promote cooperation among all Extension Personnel. Additionally, the association exists “to foster the highest ideals in 4-H work and to develop the profession of Extension 4-H Agents” which appears on the bottom of official MAE4-HA stationery.

**ARTICLE II**  
**MEMBERSHIP, DUES AND MEETINGS OF MEMBERS**

1. Membership: There shall be three classes of membership: (1) Active, (2) Life, (3) Student.

Active Members: Membership is open to those persons employed to promote and/or work with Extension youth development programs upon payment of the current dues amount. Active MAE4-HA members who retire may complete that membership year as active members, with full membership benefits. Active members may vote, hold elected or appointed positions, and have access to the NAE4-HA website and resources.

Life members: Life members pay a one-time national dues amount equal to three times the current amount. Active members must be retired from Extension (not merely move out of 4-H youth position). Life members enjoy all the rights and privileges of an active member. Active MAE4-HA members who retire may complete that membership year as active members, with full membership benefits. If a life member returns to active employment status, s/he will be required to pay dues as an active member. Life member status would be reinstated without additional payment when Extension employment returns to retirement status.

Student Members: An individual who is currently attending a college/university with full-time student status will pay one-half current dues amount. Student members may participate in annual meeting activities but may not hold office or serve as committee chairs or chair elects.

The association shall conduct an annual enrollment of members. The membership year shall be from October 1 – September 30 of each year for members. However, persons may be admitted to membership at any time during the membership year upon payment in full of the current dues amount.

Only active and life members in good standing of the association shall be eligible to participate in its meetings, vote or hold elected or appointed positions therein. Each of these members in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Membership in the association shall be available without regard to race, color, national origin, age, disability, and where applicable, sex, marital status, familial status, parental status, religion, sexual orientation, genetic information, political beliefs, reprisal, or because all or part of an individual's income is derived from any public assistance program.

2. Dues: Each member of the association shall pay annual dues to the association as established by a vote of the association. New members may pay one-half of the then current, regular dues for their first year of membership. Members who reach retirement status may be allowed lifetime membership in the association upon payment of a one-time fee equal to three times the then current national regular annual dues. College students may pay one-half of the then current, regular annual dues. MAE4-HA membership and dues are not transferable from one individual to another and are non-refundable.
3. Rights of Members: The right of a member to vote and all rights, title, and interest in or to the association shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon dissolution of the association.
4. Annual Meeting: The Annual Meeting of the members of the association shall be held during the MSU Extension Annual Conference for the purpose of electing officers and for the transaction of such business as may properly come before the meeting.
5. Notice of Annual Meeting: Notice of the time, place, and purposes of the Annual Meeting shall be served, either personally, by mail or by electronic mail, not less than 10 days before the meeting upon each person who appears upon the books of the association as a member. If mailed, such notice shall be directed to the member at his/her address as it appears on the books of the association, unless s/he shall have filed with the Secretary of the association a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request.

6. Conduct and Order of Business: The rules contained in Roberts' Rules of Order, newly revised latest edition, shall govern all meetings of the members in all cases to which they are applicable.
7. Special Meetings: Special meetings of the members, other than those regulated by statute, may be held within the State of Montana or other locations as specified and may be called at any time by the President or Secretary on receipt of the written request of one-third of the members of the association. Only the business stated in the notice may be conducted at special meetings.
8. Notice of Special Meetings: Notice of a special meeting stating the time, place, and purposes shall be served personally, by mail or by electronic mail upon each person who appears upon the books of the association as a member, not less than 5 days or more than 60 days before such meeting. If mailed, such notice shall be directed to each member at the address as it appears on the books or records of the association, unless member shall have filed with the Secretary of the association a written request that notices shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.
9. Quorum: At any meeting of members of the association a Quorum shall be the majority of the members present at that meeting, and the act of the full membership except as may be otherwise specifically provided in by statute or by these by-laws. No proxy voting is allowed.
10. Voting: The members present and registered at meetings of the association conduct all business and elections by a majority vote of those present. Outside of the annual meeting, special meetings may be conducted by conference call or similar communication equipment, provided all persons entitled to participate in the meeting received proper notice of the electronic meeting, and provided all persons wishing to participate in the meeting have electronic access to the meeting.
11. Electronic Voting: For special meetings, electronic voting by association members on special issues may be permitted. The Executive Committee will make the decision about whether electronic voting will be allowed. The Secretary shall be responsible for conducting such votes by electronic means, including email, and will ensure that only eligible members' votes are counted. Electronic voting should be open for no more than 7 days after a special meeting is held. Votes submitted after this time will not be counted.

### **ARTICLE III OFFICERS**

1. Number: the officers of the association shall be the President, President-Elect, Secretary and Treasurer, and such other Officers, with powers and duties not inconsistent with these

by-laws, as may be appointed and determined by the association. No member may be elected to more than one office concurrently.

2. Election, Term of Office and Qualifications: The Officers of the association shall be elected by a majority vote of those members present at the Annual Meeting of members of the association as necessary. The term of office for all officers shall be a two-year period. The terms of the President and President-Elect shall be staggered with the terms of the Secretary and Treasurer so that all four officer positions do not turn over in the same year.

The officers shall be nominated by a Nominating Committee of the members, which is appointed by the President. The immediate Past-President shall automatically serve as chair of the nominating committee. The Nominating Committee shall present a slate at the annual meeting of members of at least one candidate for each office. The President-Elect automatically shall assume the office of President under normal conditions. Officers must be paid members of the state and national association.

3. Duties: The duties shall be those normally associated with the respective office. In addition, each office shall have the following responsibilities:

**President**: May call a special meeting of the association, upon giving 2 weeks prior notices to members and specifying the purpose of the special meeting, shall appoint the chairs of the standing committees and nominating committee members, shall appoint the members and chair of the finance committee, shall appoint members and chairs of Ad Hoc Committees deemed necessary by the association and Executive Committee, will serve on the Extension Director's Advisory Council.

**President-Elect**: Shall be responsible for representing the association on the Annual Conference planning committee. In addition, this person shall attend the Joint Council of Extension Professional (JCEP) regional presidents' workshop the year in which s/he is President-Elect. Shall be responsible for membership promotion and recruitment. This person shall work with committee chairs to ensure that they have direction and the President-Elect will assist these committees with accomplishing their annual goals.

**Secretary**: Shall perform those duties normally associated with this office.

**Treasurer**: Shall perform those duties normally associated with this office.

**Immediate Past President**: Shall serve as chair of the nominating committee and acts as Historian and Parliamentarian.

4. Salaries: Officers and Committee Members shall serve without salary from the association.

5. Bond: Each Officer may be required to give bond for the faithful performance of their duties, in such sum and with such securities as the association may require. Any such bond shall be at the expense of the association.
6. Review of Treasurer's Books: Following each two-year term of the Treasurer, the President shall appoint a financial review committee to examine the past Treasurer's accounting to ensure that proper accounting procedures and internal controls have been maintained and that the association's finances are accurate and in order.

#### **ARTICLE IV EXECUTIVE COMMITTEE**

1. Election: The business and property of the association shall be managed and controlled by an Executive Committee. The Executive Committee shall consist of the Officers of the association – President, President-Elect, Secretary and Treasurer. The Officers must be paid members of the state and national association. The Executive Committee may also designate one or more of its members as alternates to serve as a member or members of the Executive Committee in the absence of a regular member or members. The Executive committee shall possess and exercise all other powers of the association during the intervals between meetings. The Secretary shall take minutes of all meetings (including meetings by conference telephone call) and shall mail a copy of said minutes to each Executive Committee Member within ten (10) days of such meeting.
2. Removal: Any officer may be removed from office by the affirmative vote of two-thirds of all association members at any annual, regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the association, or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least five (5) days notice, in writing by mail, of the meeting of the association at which such removal is to be voted upon and shall be entitled to appear before and be heard by the association at such meeting.
3. Resignation: Any officer may resign at any time by giving written notice of such resignation to the President.
4. Vacancies: Any vacancy in the Executive Committee occurring during the year may be filled for the unexpired portion of the term by the Executive Committee. In the event an elected or appointed Executive Committee member is no longer employed by Extension, their position on the committee shall be vacant immediately and will be filled by an appointment by the President for the remainder of the membership year. If there is a two (2) year or more term involved, a new election will be held at the next Annual Conference following the vacancy, to complete that term.

5. Regular Meetings: Regular meetings of the Executive Committee will be held during the association's annual meeting. The annual meeting shall be the regular meeting of the association.
6. Special Meetings: Special meetings of the association may be held either within or out of the State of Montana and may be called by the President and must be called by the President on the written request of a majority of the members of the Executive Committee.
7. Conduct and Order of Business: The rules contained in Roberts' Rules of Order, newly revised latest edition, shall govern all meetings of the association in all cases to which they are applicable.
8. Notice of Meetings: Notice of all special meetings of the Executive Committee except as otherwise provided, shall be given by mail at least five days or by email at least three days before the meeting.
9. Chair: At all meetings of the Executive Committee, the President, President-Elect or, in their absence, a Chair chosen by the Executive Committee members present, shall preside.
10. Quorum: At all meetings of the Executive Committee two officers shall be sufficient to constitute a quorum for the transaction of business and the act of a majority of the officers present at any meeting at which there is a quorum shall be the act of the Executive Committee except as may be otherwise specifically provided by statute or by these by-laws.
11. Contracts and Services: The officers of the association may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the association, and may freely make contracts, enter into transactions, or otherwise act for and on behalf of the association, notwithstanding that they may also be acting as individuals, or as officers or as agents for other persons or associations, or may be interested in the same matters as shareholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the association in a manner in which the Officers are personally interested shall be fair and not violate of the proscriptions of the by-laws against the association's use or application of its funds for private benefit. In no event, however, shall any person or other entity dealing with the Officers be obligated to inquire into the authority of the Officers to enter into and consummate any contract, transaction or other action.
12. Powers: The Executive Committee may, by general resolution, delegate to committees of their own number, or to Officers of the association, such powers as they see fit. The Executive Committee may recommend to the membership any proposed amendment to the by-laws of the association, recommend to the members any action requiring their

approval, change the membership of any committee at any time, fill vacancies therein and discharge any committee either with or without cause at any time.

## **ARTICLE V COMMITTEES**

### **A. Standing Committees – Open Member Participation:**

#### **1. Life Members**

2. **Member Recognition** – The purpose of this committee shall be the marketing, selection, and administration of member recognition programs. Recognition programs include state and national awards, Distinguished Service (DSA), Achievement in Service (ASA), and others.

3. **Policy & Resolutions** – this committee should develop and review policies as well as consider submitting resolutions at the annual meetings.

4. **Professional Development** – this committee should be aware of the numerous opportunities that are available to enhance the professionalism of the membership. This committee should disseminate this information, together with available scholarships, as appropriate throughout the year.

5. **Public Relations & Information** – All aspects of public relations should be performed by this committee. This includes publicity, exhibits, promotion, extension and coordinating activities relating to the annual meeting.

#### **6. Research & Evaluation**

### **B. Annual Operations Committees:**

1. **Financial Review Committee** – the purpose of this committee is to perform a review of the treasurer's books at the end of each term of office. The committee should consist of at least 2 people.

2. **Nominating** – This committee should review the credentials of each member and place the most qualified names in nomination for the various offices at each election. This committee may also function to nominate individuals for committee chair-elect positions.

3. **Membership** – This committee is responsible for acquainting new staff members with the objectives of the organization and extending to them an invitation to join. Existing members should be encouraged to retain membership in both state and national organizations.

- C. Board Ad Hoc Committees: Special, one-time, one-function committees, appointed for specific purpose and length of time.
- D. Committee Rules and Procedure: A majority of the members of any committee may fix its rules or procedures. All action by any committee shall be reported to the Executive Committee for approval. All approved action of any committee shall be reported to the membership.

## **ARTICLE VI AGENTS AND REPRESENTATIVES**

The association may appoint agents and representatives of the association with powers to perform acts or duties on behalf of the association as the association may see fit, so far as may be consistent with these by-laws, to the extent authorized by law.

## **ARTICLE VII CONTRACTS**

The association, except as in these by-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to a specific instance; and unless so authorized by the association, no officer, agent, or employee shall have any power or authority to bind the association by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

## **ARTICLE VIII FISCAL YEAR**

The fiscal year of the association shall commence on October 1<sup>st</sup> of each year and end on September 30<sup>th</sup> of each year.

## **ARTICLE IX PROHIBITION AGAINST SHARING IN ASSOCIATION EARNINGS**

No member, officer, or employee of, or member of a committee or person connected with the association, or any other private individual shall receive at any time, any of the net earnings or pecuniary profit from the operations of the association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the association in effecting any of its purposes as shall be fixed by the association, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the association. All members of the association shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the association, whether voluntary or involuntary, the assets of the association, after all debts have been satisfied,



then remain in the hands of the association shall be distributed in such amounts as the association may determine to the Montana 4-H Foundation.

#### **ARTICLE X INVESTMENTS**

The association shall have the rights to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the association without being restricted to the class of investments which a member is or may be permitted by law to make or and similar restrictions, provided, however, that no action shall be taken by or on behalf of the association, if such action is a prohibited transaction.

#### **ARTICLE XI AMENDMENTS**

The association is authorized to make and to alter or to amend the by-laws of this association by a two-thirds (2/3rds) majority vote of the voting members. All changes of by-laws of the association should be brought before the Policy & Resolution committee for study and research before change or adoption. By-law changes must be submitted for consideration at one meeting and voted on at the next meeting.

#### **ARTICLE XII EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these by-laws, no member, officer, employee, or representative of this association shall take any action or carry on any activity by or on behalf of the association not permitted to be taken or carried on by this association.

#### **ARTICLE XIII COMPENSATION AND CONFLICTS OF INTEREST**

All persons associated with this chartered group are volunteering members.  
No adult or youth will use their position with 4-H or the knowledge gained from their position in 4-H for person financial benefit.

#### **ARTICLE XIV WHISTLEBLOWERS PROTECTION**

To maintain the highest standards of conduct and ethics, the MAE4-HA 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 4-H organization will use its best efforts to protect whistleblowers against retaliation.

**ARTICLE XV  
DOCUMENT RETENTION AND DESTRUCTION**

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

<b>Charter</b>	<b>permanent</b>
<b>By-Laws</b>	<b>permanent</b>
<b>EIN Paperwork</b>	<b>permanent</b>
<b>990 tax returns</b>	<b>7 years</b>
<b>Annual and Audits</b>	<b>7 years</b>
<b>Bank Records</b>	<b>3 years</b>
<b>Donor Records and Acknowledgement Letters</b>	<b>3 years</b>
<b>Grant paperwork</b>	<b>3 years after completion</b>
<b>Minutes</b>	<b>3 years</b>
<b>Correspondence</b>	<b>3 years</b>
<b>Yearly Program Plans</b>	<b>3 years</b>

Copies of all permanent records will be kept on file at the State 4-H Office. The State 4-H Office in collaboration with the association officers 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  
ORGANIZATION**

This association is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE XVII  
USE OF EARNINGS**

No part of the net earnings of this association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this association shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this constitution.

**ARTICLE XVIII  
LIMITED ACTIVITIES**

No substantial part of this association's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this association 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.

#### **ARTICLE XIX OTHER ACTIVITIES**

Notwithstanding any other provisions of this constitution, this association shall not carry on any other activities not permitted to be carried on (a) by a corporation 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, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XX DISSOLUTION**

Upon dissolution, this association's assets shall be distributed to Montana State University Extension or Montana 4-H Foundation or its successor, provided that this entity is recognized under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If this entity is not so recognized, this association's 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 the federal government, or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the country in which the principal office of the club 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.

Adopted \_\_\_\_\_

Revised October 26, 2016

President \_\_\_\_\_ Date \_\_\_\_\_

President-Elect \_\_\_\_\_ Date \_\_\_\_\_

Secretary \_\_\_\_\_ Date \_\_\_\_\_

Treasurer \_\_\_\_\_ Date \_\_\_\_\_