**BYLAWS OF**

**TRIPP COUNTY 4-H LEADERS CORPORATION ARTICLE I.**

**PURPOSES**

The Tripp County 4-H Leaders Corporation (the “Corporation”) purposes shall be to promote and support 4-H and youth development programs in Tripp County through volunteer engagement, charitable actions, providing advice, and such other purposes as stated herein and further allowed by law in the State of South Dakota. The Corporation shall serve as the fundraising, organizational, representative body of 4-H leaders within Tripp County, South Dakota.

Responsibilities include:

* To serve as an affiliate of South Dakota 4-H.
* To promote and strengthen the Tripp County 4-H program and advise program development by actions for the benefit of 4-H including, but not limited to, fundraising and establishing charitable purposes for said fundraising.
* To provide a communication link between the Tripp County 4-H Office and 4-H.
* To advocate for the Tripp County 4-H program.
* To develop and encourage leadership, decision-making, communication, and teamwork in both youth and adult members of Tripp County 4-H.
* To hold title to any property owned by the Corporation and to establish bank accounts to hold funds of the Corporation.
* To ensure all Tripp County 4-H Leaders Corporation adhere to all 4-H guidelines and/or policies.
* To plan and conduct fund-raising activities necessary to carry out the work of the Tripp County 4- H Program which may include fundraising for facilities used by 4-H.
* To prepare a budget of funds to carry out planned 4-H activities.
* To support education and leadership development for youth and adults.

# ARTICLE II. OFFICES

1. Principal Office.

The principal place of business of the Corporation and the principal executive offices of the Corporation shall be located in the City of Winner, Tripp County, State of South Dakota. The Corporation may have such other offices, either within or without the State of South Dakota, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1. Registered Office.

The registered office of the Corporation may be, but need not be, identical with the principal office in the State of South Dakota, and the address of the registered office may be changed from time to time by the Board of Directors and notice of said change shall be provided to the State of South Dakota.

# ARTICLE III. MEMBERS

For membership purposes a 4-H Leader is any adult or teen leader who serves the Tripp County 4-H/Youth Program in one of the following capacities: club leader, project leader, committee member, and/or event/project volunteer. Those individuals may become a member of the Corporation, regardless of status or legally protected class or those described in the equal opportunity and non-discrimination policies of South Dakota State University. To be a voting member of this corporation, membership and/or reenrollment of membership, including payment of dues, agreeing to the South Dakota 4-H Code of Conduct, and execution of a Conflict-of-Interest statement must be done by December 31st of each year. The Tripp County 4- H/Youth Program Advisor shall be an ex-officio member without voting privileges and shall not be required to pay dues.

* 1. Dues

Each voting member shall pay an annual membership fee per designated leader as set by the Corporation at the annual meeting for all members in September of each year. Dues shall be paid to the Treasurer of the Corporation and are payable by January 1st of each year. Adult dues shall also include any membership to the South Dakota 4-H Leaders Corporation. If a member cannot pay dues due to financial hardship, the Member may request a waiver from the Board of Directors of the Corporation. Membership will not be denied to non-payment; however, member will not have voting rights.

* 1. Responsibilities

Each member is encouraged to participate regularly in Corporation meetings and activities. Participation in the 4-H positive youth development program is a privilege and participants are expected to show respect and cooperation to 4-H staff, volunteers, members, and other participants. Each member's behavior is governed by the South Dakota 4-H Member Code of Conduct and/or Volunteer Code of Conduct regardless of member status. Participation and membership status may be revoked by the Board of Directors if conduct violations warrant.

# ARTICLE IV. BOARD OF DIRECTORS

1. General Powers.

The business and affairs of the Corporation shall be managed by its Board of Directors.

1. Number, Tenure, Qualification and Vacancies.

The number of directors of the Corporation shall be seven members. Each director shall hold office for a term of three (3) years or until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Directors with expired terms shall be elected each year by the Members at the annual meeting of the Corporation. Vacancies resulting from the death, resignation, or removal of a member of the Board of Directors may be filled by a majority vote of the remaining members of the Board of Directors at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. In the discretion of the Board, the Board may also determine not to fill a vacancy until the next annual meeting of the Corporation. Any Director elected to fill a vacancy shall serve until the expiration of the term of the Director whose position he or she was elected to fill. Nominees for the Board of Directors will be selected based upon their perceived willingness and ability to make meaningful contribution to the activities of the Corporation.

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1. Compensation.

It is the intention of the Board of Directors of the Corporation that directors shall serve in a voluntary capacity without payment or remuneration except reimbursement for out-of-pocket expenses actually incurred by such director. The Board of Directors may by resolution provide for the payment of salaries or fees to a director or directors for specific services rendered to the Corporation.

1. Resignations.

Any director of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignation shall take effect when accepted by the Board of Directors.

1. Removal of Directors.

Any director may be removed with or without cause at any time by a majority vote of the Board of Directors present and voting at a special meeting called expressly for that purpose.

1. Informal Action by Directors.

Any action required to be taken at a meeting of directors, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors.

# ARTICLE V. MEETINGS

1. Meetings.
   1. The Corporation shall hold regular, annual meetings at a minimum of once each year.
   2. The membership meeting of the Corporation held during the month of September shall be designated as the annual meeting of the Corporation at which time Board of Directors shall be elected or re- elected for the new year. The newly elected Board of Directors shall assume their new duties on October 1st.
   3. Board of Directors shall elect their officers at their annual meeting of the Board of Directors in October. The Board of Directors is made of those referred to in Article IV of these bylaws. Newly elected Board of Directors members and outgoing Board of Directors members should attend this meeting. The newly elected Board of Directors members will not have voting rights until October 1st.
   4. Any other meeting(s) may be called for the membership or Board of Directors when deemed necessary by the Board of Directors.
   5. A quorum for the annual meeting shall be considered one quarter of the members referred to in Article III of these bylaws and this number of members must be present to conduct official business of the Corporation. A quorum for a Board of Directors meeting shall be a majority of the Board of Directors.

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* 1. The Corporation as a 4-H affiliate conducts all business based on the adaptations:
     1. Motto – the official motto shall be *“To Make The Best Better”*
     2. The club emblem shall be the four-leaf clover with an “H” on each leaf.
     3. The 4-H Pledge will be used at the meetings.
  2. The following order of business shall be followed at regular meetings:
     1. Call to order
     2. Pledge of Allegiance and the 4-H Pledge
     3. Roll Call
     4. Minutes of last meeting
     5. Treasurer’s Report
     6. Committee Reports
     7. Old/Unfinished Business
     8. New Business
     9. Announcements
     10. Adjournment
  3. Robert’s Rules of Order shall govern the meeting of the Corporation.

1. Manner of Acting/Telephone Meetings.

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. Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

# ARTICLE VI. OFFICERS

1. Number.

The officers of this Corporation shall be elected annually by the 7 Board of Directors members referred to in Article IV of these bylaws and shall consist of a president, vice president, secretary and other officers that may become necessary. The County 4-H Advisor and other county office staff are encouraged to attend meeting(s) of the Board of Directors in an advisory capacity.

1. Election and Term.

The officers shall be elected by the Board of Directors at its annual meeting. Each officer shall hold office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

1. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors when the best interests of the Corporation would be served thereby, as determined in the sole discretion of the Board of Directors.

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1. Vacancies.

Upon vacancies of any particular office, appointment to that office shall be made by the Board of Directors for the remaining term. The vice-president shall act in the capacity of the president if vacancy exists in that office.

1. President.

The President shall preside at all meetings of the members and directors. The President shall be the general manager of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and direct the operations of the Corporation. The President may sign certificates for membership in the Corporation, and deeds, mortgages, bonds, contracts, bids or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

1. Vice President.

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

1. Secretary.

The Secretary shall:

* 1. keep the minutes of the meetings of members and of the meetings of the Board of Directors in one or more books provided for that purpose;
  2. see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law;
  3. be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
  4. keep a register of the post office address of each member which shall be furnished to the Secretary by such members;
  5. in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

1. Treasurer.

The Treasurer shall be nominated and elected upon at the annual Corporation meeting in September, shall be any member on the membership list who are in good standing at that time, and shall

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serve a three-year term. If the Treasurer is not an elected member of the Board of Directors, then the Treasurer shall be a non-voting member of the Board of Directors.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall:

* 1. have charge and custody of and be responsible for all funds and securities of the Corporation;
  2. receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws; and
  3. in general perform all duties incident to the office of Treasurer, including providing such information as necessary to the annual audit committee, and such other duties as from time to time may be assigned by the President or by the Board of Directors.

1. Salaries.

It is the intention of the Board of Directors of the Corporation that officers of the Corporation shall serve in a voluntary capacity without payment or remuneration except reimbursement for out-of-pocket expenses actually incurred by such officer. The Board of Directors by resolution may provide for the payment of salaries or fees to an officer or officers for specific services rendered to the Corporation.

1. Loans to Officers and Directors.

The Corporation shall not lend money to nor guarantee the obligation of any Director or officer of the Corporation.

# ARTICLE VII. AUDIT COMMITTEE

An Audit committee consisting of three member of the organization, all of whom do not have signatory rights, or related to those that do, on the financial accounts, will conduct an annual audit of the organization’s financial records. The audit committee shall be appointed by the President at the annual membership meeting of the Corporation held in September. The audit committee will submit an audit report by May 1st each year and records of this audit turned in to the County 4-H Advisor and Extension Office to be reviewed at the following meeting of the organization. The audit shall adhere to the rules and procedures according to the SDSU Extension 4-H Fiscal Guidelines for 4-H Chartered Clubs and Affiliates.

# ARTICLE VIII.

**CONTRACTS, LOANS, CHECKS, DEPOSITS AND CONTRIBUTIONS**

1. General Operations.

All funds are required to be used for 4-H programs and activities which shall include operational expenditures, capital expenditures and other expenses of the Corporation or other clubs or organizations that help to facilitate, accommodate, enhance, promote, and expand 4-H programs in Tripp County, South Dakota so long as those expenditures comply with the Corporation's 501 (c) 3 tax exempt status.

1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to negotiate, bid on and enter into any contract or execute and deliver any contract in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instance.

Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its officers or directors.

1. Checks.

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall require two signatures. Authorized signers shall be the Treasurer and/or such officer or officers, agent or agents of the Corporation that shall from time to time be determined by resolution of the Board of Directors. The two signatories for any instrument shall be non-related adults.

1. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in a federally insured account (checking, savings, or certificate of deposit) at banks, trust companies or other depositories as the Board of Directors may select.

1. Contributions.

Any contributions, bequests or gifts made to the Corporation shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

# ARTICLE IX. FISCAL YEAR

The fiscal year of the Corporation shall end December 31st.

# ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given to any incorporator or member or director of the Corporation under the provisions of these By-Laws or under the provisions of the South Dakota Nonprofit Corporation Act or any other applicable law, 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.

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# ARTICLE XI. MAINTENANCE OF EXEMPT STATUS

Notwithstanding any other provision of these By-Laws, no member, director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(3) or 501(c)(5) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time. No member, director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation. All members of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts to an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations at the time of dissolution of Corporation, then as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

# ARTICLE XII. DISSOLUTION

The Tripp County 4-H Leaders Corporation shall be terminated and dissolved by a two/thirds vote of the members present at a meeting to consider dissolution and termination of the 4-H organization that is called for all members of the Tripp County 4-H Leaders Corporation.

Upon dissolution and termination of the Tripp Co. 4-H Leaders Corporation in compliance with this Article, the officers and members shall take a full accounting of the Tripp Co. 4-H Leaders Corporation assets and liabilities, and shall liquidate the assets and shall apply and distribute the proceeds therefrom in the following order:

1. To the payment of the debts and liabilities of the Tripp Co. 4-H Leaders Corporation.
2. To the setting up of any reserves that the officers and members may deem reasonable and necessary for any contingencies of unforeseen liabilities or obligations of the Tripp Co. 4-H Leaders Corporation. Reserve funds shall remain in the organizations account for 180 days for the purpose of distributing such reserves and payment of any such contingencies. The Tripp Co. 4-H Leaders Corporation shall provide a monthly accounting of the funds in this account to the Tripp Co. Auditor and SDSU Extension.
3. The remaining balance shall be distributed to organization(s) and in amounts approved by a majority vote of the members of the Tripp Co. 4-H Leaders Corporation at a meeting of the members properly called and noticed specifically for the purpose of determining distribution of the remaining assets of the Corporation. Any distribution shall be specifically subject to the requirements of Article XI. The distribution shall be to one of the following a) another local 4-H chartered organization, b) another local non-profit organization (only internal funds such as dues), and/or c) to South Dakota State University Extension 4-H.

If the Tripp Co 4-H Leaders Corporation administratively dissolves and fails to reorganize after a waiting period of one (1) year, then the dissolution shall occur as previously described under 1), 2) and 3) described above. During the one (1) year waiting period, the account will be monitored by a certified accountant at the discretion of SDSU Extension.

Upon compliance with the foregoing terms and manner of distribution, the Tripp Co. 4-H Leaders Corporation shall cease.

# ARTICLE XIII. AMENDMENTS/GOVERNING AUTHORITY

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a simple majority vote of all members present at a business meeting called and notice given for all members. Any item not provided for in these bylaws and the Articles of Organization of the Corporation shall be governed by the South Dakota Nonprofit Corporation Act, SDCL 47-22 *et seq*.

It is hereby certified that these By-Laws were unanimously adopted by the Board of Directors of the Corporation as of the \_15th day of June , 20\_23 .