ARTICLE I - Meetings

SECTION 1. PLACE OF MEETING. Any or all meetings of the members or the Board of Directors of this corporation may be held within the State of Michigan at such place as from time to time is established by resolution of the Board of Directors, provided that if no such meeting place is so established by the Board of Directors, the place of meeting will be held at the registered office in Michigan.

SECTION 2. The annual meeting of the members shall be held at 7 p.m. on the third Monday of October, one of the purposes of which shall be the election of the Board of Directors.

SECTION 3. NOTICE OF ANNUAL MEETING OF MEMBERS. At least ten (10) days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of the members, written notice of the time, place, and purposes of such meeting shall be provided as hereinafter provided, to each member entitled to vote at such meeting.

SECTION 4. DELAYED ANNUAL MEETING. If, for any reason, the annual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, provided however, that notice of such meeting shall be the same herein required for the annual meeting, namely, not less than a ten-day notice.

SECTION 5. ORDER OF BUSINESS AT ANNUAL MEETING. The order of business at the annual meeting of the members shall be as follows:

(a) Roll call,
(b) Determination of quorum,
(c) Reading of notice and proof of notification,
(d) Reading of minutes of last preceding meeting and any intervening special membership meetings,
(e) Report of the President,
(f) Report of the Treasurer,
(g) Report of the committees,
(h) Old Business,
(i) New Business,
(j) Election of directors,
(k) Adjournment,

provided that in the absence of any objection the presiding officer may vary the order of business at his discretion.

SECTION 6. SPECIAL MEETINGS OF MEMBERS. A special meeting of the members may be called at any time by the President or by a majority of the members elect of the Board of Directors. The method by which such meeting may be called is as follows:
Upon receipt of a notification setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, the secretary, or other person designated by the Board of Directors, shall prepare, sign, and the notices requisite to such meeting.

SECTION 7. NOTICE OF SPECIAL MEETING OF MEMBERS. At least ten (10) days prior to the date fixed for the holding of any special meeting of shareholders, notice of the time, place, and purposes of such meeting shall be provided, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

SECTION 8. ORGANIZATION MEETING OF BOARD. The organization meeting of each new Board of Directors shall be held at the monthly meeting of Directors following the annual meeting of the members.

SECTION 9. REGULAR MEETINGS OF THE BOARD. Regular meetings of the Board of Directors shall be held once each month unless the Directors vote to skip a month. The date for monthly meetings will be set by vote at the first meeting after elections. The time and place of such meetings shall be determined by the Board of Directors. No notice of regular meetings of the Board shall be required.

SECTION 10. SPECIAL MEETINGS OF BOARD. A special meeting of the Board of Directors may be called by the President, Lapeer County MSU Extension 4-H Youth Development Staff, or by written request of three (3) or more Board members. Notice shall be given, of the time, place, and purpose thereof to each director as the person or persons calling the special meeting shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice be waived as hereinafter provided.

SECTION 11. NOTICES AND MAILING. All notices required to be given by any provision of these By-laws shall state the authority pursuant to which they are issued (as, "by order of the President," or "by order of the Board of Directors," as the case may be) and shall bear the written, stamped, typewritten, or printed signature of the secretary or person so authorized by the Board of Directors or these By-laws.

ARTICLE II - Quorum

SECTION 1. QUORUM OF MEMBERS. All 4-H leaders/volunteers registered with the MSU Extension Office are considered to be members. Presence in person or by proxy of members representing a majority of the voting rights of the corporation or the presence in person or by proxy of fifteen (15) member, whichever number is the smaller, shall constitute a quorum at any meeting of the members.

SECTION 2. QUORUM OF DIRECTORS. One more than half the elected and presently serving Directors
shall constitute a quorum.

**ARTICLE III - Voting, Proxies and Nominations**

**SECTION 1. WHO IS ENTITLED TO VOTE.** Except as the articles of incorporation or amendments thereto provide, each member of this Corporation shall, at every meeting of the members, be entitled to one (1) vote in person or by proxy upon each subject properly submitted to vote.

**SECTION 2. PROXIES.** No proxy shall be deemed operative unless and until signed by the member and filed with the Corporation. In the absence of language to the contrary contained in the proxies, the same shall extend to the meeting named in the proxy and to any adjournment thereof.

**SECTION 3. NOMINATIONS.** Notice of nominations for the Board of Directors should be provided to all registered members of the Corporation by the second week of October by the Lapeer County M.S.U. Extension or the Secretary of this Corporation. Nominations from the floor at the annual meeting or any adjournment thereof are permitted.

**ARTICLE IV - Board of Directors**

**SECTION 1. NUMBER OR DIRECTORS.** (This was amended on October 1, 2008 to read:) The business, property and affairs of this Corporation shall be managed by a Board of Directors composed of twelve (12) persons, six (6) of whom shall be members of the Corporation or a 4-H parent, alumnus, or past leader and elected by the membership. A maximum of two (2) non-member (parent, alumnus, former leader) directors may be elected. The remaining four (4) directors shall be 4-H youths who have completed the 8th grade, but not have completed the 12th grade at the time of their election. The youth directors shall be elected as provided by Section 4. There shall also be advisory directors as set forth in Section 3. Each elected adult director shall hold office for the term for which he is elected, and until his successor is elected. Outgoing executive board will remain in place through the first meeting following the annual meeting. Each youth director shall hold office up to the meeting following the annual meeting. If a youth director cannot fulfill their term in the fall, the newly elected director will be asked to take office in September.

**SECTION 2. QUALIFICATION - Non-county residents can be nominated and elected if he/she lives in the following school districts which extend into Lapeer County: Marlette, Brown City, Capac, Oxford, Brandon, Goodrich, Davison, Lakeville, Mayville, as well as Lapeer, Imlay City, Dryden, Almont and North Branch.**

**SECTION 3. ADVISORY DIRECTORS.** The persons holding the following offices shall be advisory directors; Lapeer County MSU Extension 4-H Youth Development Staff. Advisory Directors shall have no vote in any
proceeding, although they shall have the right to be heard. Advisory Directors shall not be counted in determining whether or not a quorum shall exist.

SECTION 4. YOUTH DIRECTORS. There shall be elected a youth director from each of the following sections: one (1) youth director from a club registered in the Southeast section, Southwest section, Northwest section and Northeast section; as set forth in Section 2, supra. Youth directors will be elected at the Eastern Michigan Fair beginning on the Saturday of Indoor Judging and concluding the following Saturday.

SECTION 5. TERM OF OFFICE. Beginning with the year 1977, the term of office of each adult director elected that year and thereafter shall be three (3) years, and the term of office of each youth director elected that year and thereafter shall be for one (1) year. Adult directors will begin membership at the first meeting following the annual meeting.

SECTION 6. VACANCIES. Vacancies in the Board of Directors shall be filled by appointment made by the remaining directors. Each person so appointed by the Board of Directors to fill a vacancy shall remain a director until the next annual meeting. The vacancy will then be filled by election for the remainder of the unexpired term.

SECTION 7. ACTION BY UNANIMOUS WRITTEN CONSENT. If and when the directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board Directors.

SECTION 8. POWER TO ELECT AN EXECUTIVE BOARD. The Board of Directors shall elect an executive board consisting of a president, a vice-president, a secretary, and a treasurer from among its elected members. Elections for all officers will take place at the first meeting following the annual meeting.

SECTION 9. POWER TO APPOINT OTHER OFFICERS AND AGENTS. The Board of Directors shall have the power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation.

SECTION 10. REMOVAL OF OFFICERS AND AGENTS AND AUTOMATIC VACATION OF OFFICE. Any officer or agent of the Corporation may be removed by the Board of Directors whenever in the judgment of the Board the business interests of the Corporation will be served thereby. Whenever a Director has been absent from three (3) consecutive meetings of the Board of Directors without being excused by the Board of Directors, his position as a director shall automatically be vacated.

SECTION 11. POWER TO FILL VACANCIES. The Board shall have power to fill any vacancy in any office occurring for any reason whatsoever.
SECTION 12. DELEGATION OF POWERS. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge, or verify any instrument in more than one capacity.

SECTION 13. POWER TO APPOINT EXECUTIVE COMMITTEE. The Board of Directors shall have power to appoint by resolution an executive committee composed of two or more directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

SECTION 14. POWER TO REQUIRE BONDS. The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of his duties.

ARTICLE V - Officers

SECTION 1. PRESIDENT. The president shall be selected by and from the membership of the Board of Directors. He shall be the chief executive officer of the Corporation. He shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He shall be ex-officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

SECTION 2. VICE-PRESIDENT. At least one vice-president shall be chosen from the membership of the Board. Such vice-presidents as are board members, in the order of their seniority, shall perform the duties and exercise the powers of the President during the absence or disability of the President.

SECTION 3. SECRETARY. The secretary shall attend all meetings of the members and of the Board of Directors, and of the executive committee, and shall preserve in books of the Corporation true minutes of the proceedings of all such meetings. He shall give all notices required by statute, by-law, or resolution. He shall perform such other duties as may be delegated to him by the Board of Directors or by the executive committee.

SECTION 4. TREASURER. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; and he shall deposit all moneys, securities, and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors
at the regular meetings of the Board, and whenever requested by them, an account of all his transactions as treasurer and of the financial condition of the Corporation, and conditioned for faithful performance of the duties of his office, and for restoration to the Corporation in case of his death, resignation, retirement, or removal from office, all books, papers, vouchers, money, and property of whatever kind in his possession or under his control belonging to the Corporation. There will be an informal audit as deemed necessary by at least 3 appointed directors.

ARTICLE VI - Execution of Instruments

SECTION 1. CHECKS, ETC. All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

SECTION 2. CONTRACTS, CONVEYANCES, ETC. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the President, or any vice-president and the secretary may execute the same in the name and behalf of this Corporation and may affix the corporate seal thereto. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this Corporation.

ARTICLE VII - Power of Board to Borrow Money

SECTION 1. POWER TO BORROW MONEY. The Board of Directors shall have full power and authority to borrow whenever in the discretion of the Board the exercise of said power is required in the general interests of this Corporation, and in such case the Board of Directors may authorize the proper officers of this Corporation to make, execute, and deliver in the name and behalf of this Corporation such notes, bonds, and other evidence of indebtedness as said Board shall deem proper, and said Board shall have full power to mortgage the property of this Corporation, or any part thereof, as security for such indebtedness, and no action on the part of the membership of this Corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

ARTICLE VIII - Membership

SECTION 1. MEMBERSHIP OF CORPORATION. The members of the Corporation shall be those adult leaders or others (Art. IV, Section 1) who have been proposed by another adult 4-H Club leader, or by the Lapeer County M.S.U. Extension. The approval of the proposed adult club leader by the Lapeer County M.S.U. Extension 4-H Youth Development Staff or the Board of Directors is required before such person is selected as an adult 4-H
Club leader and as a member of this Corporation. Each 4-H leader shall be an adult of nineteen (19) years or older, be of good moral character, possess qualities of good leadership, have a sincere desire to teach and help boys and girls to develop desirable ideals and standards, and have a sense of responsibility for the attainment of such goals. No person shall be denied the position of adult 4-H leader by reason of his race, color, national origin, religion, sex, or disability. Each adult 4-H leader/volunteer, to be eligible to vote at the annual meeting, shall be registered as such with the Lapeer County M.S.U. Extension Office by May 31 of the year of the annual meeting.

SECTION 3. Age limits and qualifications of 4-H members. 4-H membership in Lapeer County is open to all youth aged 5-19 according to M.S.U. State 4-H age policy. MSU Extension is an affirmative action, equal opportunity employer. Michigan State University Extension programs and materials are open to all without regard to race, color, national origin, gender, gender identity, religion, age, height, weight, disability, political beliefs, sexual orientation, marital status, family status or veteran status. Youth 5-8 years may be involved in the "Clover Bud" program under guidelines established by M.S.U. State 4-H policy. 4-H club involvement of youth under 9 is a matter of choice by each club.

ARTICLE IX - Amendment of By-Laws

SECTION 1. AMENDMENTS, HOW EFFECTED. These by-laws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the members present and entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting.

Amended 10-1-08