

## BY-LAWS

### CONNECTICUT 4-H DEVELOPMENT FUND, INC.

#### ARTICLE I Name

The name of this corporation is the "Connecticut 4-H Development Fund, Inc." Hereafter referred to as the Development Fund.

#### ARTICLE II Purpose

The Connecticut 4-H Development Fund, Inc. owns and operates the 4-H Education Center at Auer Farm. The primary objective of the Development Fund is to provide educational programs for children and families.

The Connecticut 4-H Development Fund, Inc. will raise, receive, maintain and hold by bequest, devise, gift, or otherwise, either absolutely or in trust any property and to invest and reinvest any principal and interest. The Board of Directors will expend the income and/or principal of the corporation and administer any special funds for various purposes as agreed upon by the Corporation and the agency making such funds available. No part of the net earnings of the Corporation shall inure to the benefit of any member of the Board of Directors.

The mission of the Connecticut 4-H Development Fund, Inc., in collaboration with the University of Connecticut is open to all and provides hands-on educational experiences and recreational opportunities so that visitors may gain a greater awareness of – and appreciation for – the complex interrelationships between people, agriculture, technology, and the environment.

#### ARTICLE III Board of Directors

The affairs of this Corporation shall be managed by a representative Board of Directors. It shall consist of not less than twelve (12) or more than eighteen (18) elected members and no less than three (3) or more than six (6) University of Connecticut Staff to be appointed by the Director of Extension and (1) employee of the Development Fund as non voting members. Approximately one-third of the directors shall complete their term each year. New directors are elected at the annual meeting for a three year term unless filling a partial term. Members may be reelected for one additional three year term after which they must leave the board for a period of at least one year. Terms of elected members become effective as of the close of the annual meeting. Terms of all appointed Cooperative Extension System/University of Connecticut members become effective following the annual meeting.

All powers of the Board of Directors shall be exercised by its members and they may, by general resolution, subject to the provisions of the Articles of Incorporation and the By-Laws, delegate to their officers, or to standing committees and AD HOC committees, such power as they may see fit in addition to the powers specified in these By-Laws.

## ARTICLE IV Officers

The officers of the Corporation, who shall be selected from Board Members who have served on the board for at least one year, shall be elected by the Board of Directors at the annual meeting for terms of one year and may be reelected for two additional terms. The officers shall be Chair, Vice-Chair, Secretary and Treasurer.

The Chair shall preside at all meetings of the Board and shall oversee the appointment of all standing committees and AD HOC Committees and their chairs as ordered by the directors.

The Vice Chair shall fulfill all of the duties of the Chair at any meeting at which the Chair is absent and such other duties as prescribed by the By-Laws.

The Secretary shall conduct the correspondence of the Board; give notice of all meetings; take minutes of the meetings and maintain a permanent record of all board business. Written records of all committees shall be submitted to the Secretary and kept at the 4-H Education Center at Auer Farm.

The Treasurer, subject to such regulations as made from time to time by the Board of Directors, shall have custody of the funds and securities of the Corporation including all bonds, deeds and other papers and documents relating to such property and shall also handle the disbursements of its monies. Proper records shall be kept of accounts showing at all times the amount of funds belonging to the Corporation. These records shall be open to the inspection of the members of the Board of Directors. The Treasurer shall have custody of the Corporate Seal. Before assuming the duties of this office, the Treasurer shall be bonded in the amount approved by the Board of Directors. An assistant treasurer may be appointed by the Finance Committee and shall be a member of that committee. The Assistant Treasurer shall be bonded by an amount approved by the Board of Directors.

An audit of the Treasurer's books and accounts shall be made annually and commence within sixty (60) days following the close of the Corporation's fiscal year or on appointment of a new Treasurer. The person or persons conducting the audit shall be appointed by the Board of Directors.

## ARTICLE V Duties and Powers of the Board of Directors

In addition to the expressed provisions of these By-Laws, collectively the Board of Directors shall have the following duties and powers:

- Absolute discretion to accept or refuse any gifts offered to the Corporation
- Ability to invest and manage the funds and other assets of the Corporation
- Responsibility to distribute income and principal of the Corporation
- Ability to appoint and dissolve such standing committees and special committees as may be necessary to carry out the purposes of the Corporation.

In addition to the expressed provisions of these By-Laws, individually the Board of Directors shall have the following duties and powers:

Participation in the development of resources  
Service on at least one standing committee  
Active participation in the board's business and presence at regular meetings

#### ARTICLE VI Meetings

The business of the Board will be conducted at quarterly Board Meetings. The Annual Meeting of the Foundation shall be held between the first of January and the fifteenth day of February at a time and place to be determined by the executive committee. Special meetings may be called by the chair, by the majority of the executive committee, or by written request from three members of the Board of Directors. At any meeting of the Board, seven elected members shall constitute a quorum for the transaction of all business. In the event of a quorum not being present, a lesser number shall adjourn the meeting to another date. Notice of all meetings must be sent to the members at least ten days previous to the meeting.

At meetings of the Board of Directors, all members shall have one vote each except for University of Connecticut Members or employees of the Development Fund who have ex-officio status.

#### ARTICLE VII Standing Committees

##### Membership and Board Development Committee

A Membership Committee, appointed by the board of directors shall consist of 3-5 members of the board of directors. This committee shall recruit members, act upon recommendations from other committees and present nominations for directors, and committee chairs in writing prior to the annual meeting. Nominations may also be made from the floor. The election of all new board members shall be held at the annual meeting. This committee shall make recommendations to the Director of the Cooperative Extension System for the appointment of CES and UCONN Staff to the Board. The membership committee shall be responsible for the orientation of new board members. The membership committee shall recommend individuals to the board to fill vacancies occurring during the year.

##### Executive Committee

The Executive Committee membership shall be the Chair, Vice Chair, Secretary, Treasurer, and all committee chairs. Such officers shall be elected at the annual meeting.

This Committee shall function as an operating committee when the Board of Directors is not in session. It shall have and may exercise the powers of the Board except as may be limited by the Board. At any meeting of the Executive Committee, five members there of shall constitute a quorum. Minutes must be maintained of the Executive Committee meetings and submitted to the Board of Directors for ratification. The Chair of the Executive Committee shall be responsible for submitting a report of the committee's activities at each board meeting.

## Education Committee

This Education Committee is chaired by the Education Director and is responsible for integration of production and facility committees to meet the needs of the educational mandate. This committee will update and follow the strategic plan for the formal education and outreach education programs. With the Chair of the Connecticut 4-H Development Fund, members of the Education Committee will serve on the personnel committee for the education program employees, market educational programs, prepare a budget, recruit volunteers, assist in the development and evaluation of on-going programs at the 4-H Education Center. The Education Committee shall be responsible for fulfilling any restricted grants or agreements in regards to education.

## Facilities Committee

The Facilities Committee is chaired by a member of the Board of Directors. This committee establishes the goals, plan of work and budget for the maintenance and capital improvements of the Education Center. This committee shall act as the property manager for rental properties, and be responsible for custodial needs of education and farm buildings. This committee is responsible for developing procedures and guidelines for property use. In addition, the Facilities Committee shall assist in recruitment and supervision of staff and volunteers responsible to perform facility functions. It is also responsible for the Fall Festival, Day of Caring, Spring Clean-up and other facility work days. The Facilities Committee shall be responsible for fulfilling any restricted grants or agreements in regards to the facility.

## Production Committee

The Production Committee is chaired by a member of the Board of Directors. The committee shall consist of at least one member of the Connecticut 4-H Development Fund Board and a Cooperative Extension System consultant when possible. This committee shall be responsible in determining the crops and production schedule, retail sales and farm store, preparing the annual production budget, fund development, production contracts and assist in the recruitment and supervision of staff and volunteers responsible to perform production functions. The Production Committee shall be responsible for fulfilling any grants or agreements in regards to production.

## Finance Committee

The Finance Committee is chaired by the treasurer of the Board of Directors, and shall consist of the members of the Executive Committee with an accountant serving as an ex-officio member of the committee. This committee shall develop annual operational and capital budgets for the 4-H Education Center at Auer Farm and the operations of the Development Fund after seeking input from all standing committees as well as AD HOC committees. This committee performs the investment management function for the Development Fund and is responsible for the Fund's accounting system, audit process, and insurance management. This committee shall be responsible

for administering the finances of outside grants received by the Development Fund.

The Chair of the Finance Committee shall be responsible for submitting quarterly reports on the financial health of the Corporation with recommendations for action.

#### Fund Development Committee

The Fund Development Committee is chaired by a member of the Board of Directors, while the role of raising funds is a responsibility of all the members of the Board of Directors. The primary function of this committee is the overall coordination of all capital campaigns for the Development Fund based on program needs. This includes but is not limited to the solicitation of donations and the development of a deferred giving program. The Fund Development Committee shall maintain the database of all current and potential donors. This committee is responsible for publicity as related to fund development. The Chair of the Fund Development *Program* Committee shall be responsible for submitting a report of the committee's activities at each board meeting.

#### Marketing and Public Relations Committee

The Marketing and Public Relations Committee is chaired by a member of the Board of Directors. shall be chaired by a Board member, and three to six board or non-board members selected for their interests and talents. The committee will work to increase public awareness of the 4-H Education Center, promote education programs to appropriate audiences, develop strategic messages, strengthen corporate identity, develop publications, cultivate the media, and design and maintain a quality website.

#### Volunteer Committee

The volunteer committee is chaired by a member of the Board of Directors. will consist of at least two members of the board and three other people from the volunteer corps. This committee will recruit, train, assign, monitor and recognize the contributions of volunteers. They will develop a database to match volunteer talents with needed tasks.

#### ARTICLE VIII Endowment Funds

Two endowment funds are held by the Connecticut 4-H Development Fund, Inc.; Oppenheimer U.S. Government Trust Class A and Oppenheimer Capital Reserve Fund Class C. The Oppenheimer Class A is subject to a limit of ninety percent (90%) of the return from the previous fiscal year which may be spent in the subsequent fiscal year. The expenditures are not retroactive to previous years' earnings and are not, therefore, cumulative.

## ARTICLE IX Dissolvement

In the event of dissolution or termination of this Corporation, no director, officer or member shall secure or share in any of the property, assets or surplus hereof. The Board of Directors shall give, grant and convey all of said property and assets, real and personal, vested and contingent to the Cooperative Extension System, University of Connecticut, to be used only for educational purposes in support of the Connecticut 4-H Program.

## ARTICLE X Amendment

These By-Laws may be altered or amended by a majority vote of the members of the Board of Directors at any duly called meeting of the Board provided that written notice has been sent to every member of the Board at least ten days in advance of the date of the meeting stating specifically the proposed amendment.

Approved by the Board of Directors 1/27/98

Updated 03/06