

BY-LAWS
GEORGIA ASSOCIATION OF EXTENSION 4-H AGENTS
Amended December 12, 2016

ARTICLE I
Name, Seal, and Purpose

Section 1. Name: The name of this Association is Georgia Association of Extension 4-H Agents and it is sometimes referred to in these by-laws as GAE4-HA or the Association.

Section 2. Seal: The seal of the Association shall be circular in form and bear on its outer edge the words Georgia Association of Extension 4-H Agents and in the center, the 4-H symbol and the words protected under 18 U.S.C. 707. The Board of Directors may change the form of the seal.

Section 3. Purpose: The purposes of the Association are to promote the profession of Extension 4-H Youth work in Georgia; to advance the professional status of the Extension Personnel involved in 4-H Youth work; to encourage professional improvement and improved professionalism among its members; to provide a medium for the exchange of ideas, methods and techniques as they relate to planning and implementing the Extension 4-H Youth Program within Georgia; to further provide the same opportunities with Extension 4-H Youth workers throughout the nation, through affiliation with the National Association of Extension 4-H Agents, Inc.; to promote and to increase interest in Extension 4-H Youth development work as a career; to strengthen communications with Extension Administration; and to promote cooperation among all Georgia Extension Personnel.

Article II
Membership, Dues and Meetings of Members

Section 1. Membership: Membership Classes: There shall be four classes of membership: (1) Active, (2) Partner, (3) Life, and (4) Affiliate.

Active Members: Currently employed by University of Georgia Cooperative Extension and Fort Valley State University Extension in professional status or operating under an official agreement with University of Georgia Cooperative Extension in a Professional Status and assigned responsibility for 4-H Youth development or professional interest in promoting and supporting same. Active GAE4-HA members who retire may complete that membership year as active members, with full membership benefits. They may vote; hold elected or appointed positions; receive newsletters, pay full current dues amount.

Partner Members: Subject matter specialists with University of Georgia Cooperative Extension or Fort Valley State University Extension may join GAE4-HA as a partner member at the cost of \$20.00, which will go into the state Association funds. They will receive GAE4-HA membership, entitling them to attend the state meeting, present and attend workshops and exhibits. Partner members will not be allowed to hold office, vote, be lead author on awards, attend national meetings or receive other benefits of GAE4-HA membership.

Life Members – Required to pay one-time dues, that is three times current amount of national dues, plus current GAE4HA dues. Life members must retire from Extension (not merely move out of a 4-H Youth position). Members enjoy all rights and privileges of an active member. Active

GAE4-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, they will be required to pay dues as an active member. Life member status would be reinstated without additional payment when Extension employee returns to retirement status.

Affiliate Members: Includes adult professionals employed in youth development other than Extension; former GAE4-HA dues paying members who were Active members but do not currently qualify for Active or Life membership; GAE4-HA donors and sponsors. Membership dues for Affiliate members will be the same as Active members. Affiliate members will not be allowed to hold office, vote, be lead author on awards, and receive GAE4-HA support to attend national meetings as a Georgia delegate or receive other benefits of GAE4-HA membership.

The Association shall conduct an annual enrollment of members. The membership year shall be January 1 thru December 31. However, persons may be admitted to membership at any time during the membership year. Only active and life members in good standing of the Association shall be eligible to vote or hold elected or appointed positions therein. Membership in the Association shall be available without regard to race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, and marital or family status.

A new employee may attend the first state meeting held after employment without joining the Association. A new employee may attend the national meeting upon payment of state and national dues for the current year.

Membership in the Association shall be available (in accordance to the latest version of Non-Discrimination Statement used by the USDA) without regard to race, color, national origin, age disability and where applicable, sex, marital status, parental status, religion, sexual orientation, political beliefs, genetic information, reprisal, or because all or part of an individual's income is derived from any public assistance program.

Section 2. Dues: Each member of the Association shall pay annual dues to the Association as established by the Board of Directors. 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 current amount of national dues, plus current GAE4-HA dues. GAE4-HA membership and dues are not transferable from one individual to another and are non-refundable. Dates for the collection of dues shall be determined by the Board of Directors. The fiscal year shall coincide with the term of the officers, with the transition of the board occurring immediately following the annual state meeting.

Districts may levy dues to further the purpose of this Association at the district level, if so desired by the membership of the district.

Section 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 Associations assets upon dissolution of the Association.

Section 4. Annual Meeting: The Annual Meeting of the members of the Association shall be held within the State of Georgia at a time and place determined by the Board of Directors for the purpose of electing Officers and for the transaction of such other business as may properly come before the meeting.

Section 5. Notice of Annual Meeting: Notice of the time, place, and purpose or purposes of the Annual Meeting shall be served, either personally or by mail (postal or electronic), 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 address as it appears on the books of the Association, unless he shall have filed with the Membership Chair of the Association a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 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.

Section 7. Special Meeting: Special meeting of the members, other than those regulated by statute, may be held and may be called at any time by the President or Secretary on receipt of a written request of one-third of the members of the Association. Only the business stated in the notice may be conducted at special meetings.

Section 8. Notice of Special Meetings: Notice of a special meeting stating the time, place, and purpose or purposes shall be served either personally or by mail (postal or electronic) upon each person who appears upon the books of the Association as a member, not less than 5 days, nor more than 60 days before such meeting and, if mailed (postal or electronic), such notice shall be directed to each member at the address as it appears on the books or records of the Association, unless a member shall have filed with the Membership Chair 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.

Section 9. Quorum: At any meeting (Annual or Special) of members of the Association, a Quorum shall be the majority of the members present at that meeting, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided in by statute or by these by-laws.

Section 10. Committees:

A. Standing Committees (Open Member Participation):

1. Diversity
2. Life Member
3. Media
4. Member Recognition
5. Oceans of Fun
6. Policy and Resolutions
7. Professional Development
8. Programs
9. Public Relations and Information
10. Research and Evaluation

B. Board Committees:

1. Annual Meeting
2. Finance
3. Membership

4. Nominating

C. Board Ad Hoc Committees (Special, one-time, one-function Committees, appointed for specific purpose and length of time):

1. Advocacy

D. Appointments: Each district with members shall appoint a representative to each of the Standing Committees with open membership. The President shall appoint the Chairs of the Standing Committees and Nominating Committee members. The Chairs of the Standing Committees shall attend designated meetings of the Board of Directors.

The President-Elect shall work with Committee Chairs and District Directors to select Chair-Elects for the Standing Committees with open member participation. The Vice-President serves as the Membership Committee Chair. The President shall appoint the members and Chair of the Finance Committee. The Nominating Committee is appointed by the President to nominate at least two candidates for the office of Vice-President. During years ending in even numbers, the nominating committee will nominate two individuals for the office of Secretary. During years ending in odd numbers, the nominating committee will nominate two individuals for the office of Treasurer. The Immediate Past President serves as the Chair of the Nominating Committee.

The President shall appoint the members and Chairs of the Board Standing Committees, as well as members and Chairs of Ad Hoc Committees deemed necessary by the Board of Directors and Executive Committee.

E. Committee Rules and Procedures: A majority of the members of any committee may fix its rules or procedures. All action by any committee shall be reported to the Board of Directors for approval. All approved action of any committee shall be reported to the membership.

Section 11. Official Publications: The Peach Press shall be the official publication for the Association. The Journal of Extension published by Extension Journal Inc., Madison, Wisconsin, shall be an official sanctioned referred periodical of the Association. The Association reserves the right to affiliate and partner with other juried journals.

Article III Directors

Section 1. Election: The business and property of the Association shall be managed and controlled by a Board of Directors. The Board shall consist of the Officers of the Association and Senior District Directors nominated and elected as hereinafter provided. The appointed Chairs of the ten (10) Standing Committees with open membership will also serve as voting members of the Board of Directors. Standing Committee Chairs will be appointed for a one-year term, with two exceptions. The Oceans of Fun Committee Chair and Member Recognition Chair will serve a two year term ending in an odd numbered year. Any reference to a vote, either by percentage of total, is based on the number of voting Directors. The Board of Directors shall be members of the Association.

Section 2. Resignation: Any Officer may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 3. Vacancies: The Executive Committee may fill any vacancy in the Board of Directors occurring during the year for the unexpired portion of the term except the Senior District Directors. In the event a Senior District Director resigns, the Junior District Director moves to the Senior District Director position for the remainder of the unexpired term and will then remain as Senior District Director for the following year. In the event an elected or appointed member of the Board of Directors is no longer employed by Extension, that position on the Board shall be vacant immediately and will be filled by an appointment by the Executive Committee 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.

Section 4. Regular Meetings: Regular meetings of the Board of Directors shall be called a minimum of three (3) times during the year. The Executive Committee shall meet upon the call of the President.

Section 5. Special Meetings: Special meetings of the Board of Directors 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 Board.

Section 6. Conduct and Order of Business: The rules contained in Roberts Rules of Order, newly revised latest edition, shall govern all meetings of the Board of Directors in all cases to which they are applicable.

Section 7. Notice of meetings: Notice of all special meetings of Directors, except as otherwise provided, shall be given by mail at least five days or by email at least three days before the meeting.

Section 8. Chair: At all meetings of the Board of Directors, the President, President-Elect, Vice President, or, in the absence of all the aforementioned, a Chair chosen by the Directors present, shall preside.

Section 9. Quorum: At all meetings of the Board of Directors, eleven (11) Directors shall be sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these by-laws.

Section 10. Contracts and Services: (Reserved for Future Revisions)

Section 11. Powers: All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the State of Georgia, shall be vested in the Board of Directors. The Board of Directors may, by general resolution, delegate to Districts and Committees of their own number, or to Officers of the Association, such powers as they see fit. The Board of Directors 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 there in and discharge any committee either with or without cause at any time.

Section 12. Executive Committee: The Board of Directors Executive Committee shall be composed of the President, President-Elect, Immediate Past President, Vice President, Secretary and Treasurer. The President shall serve as Chair of the Executive Committee. The Executive Committee shall possess and exercise all other powers of the Board of Directors during the intervals between meetings.

Section 13. Removal: Any Officer may be removed from office by the affirmative vote of two-thirds of all Directors 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, for lack of sympathy with its objects, 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 Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

Article IV Officers

Section 1. Number: The Officers of the Association shall be the President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President with powers and duties not inconsistent with these by-laws, as may be appointed and determined by the Board of Directors. No member may be elected to more than one office concurrently.

A. Major Duties and Responsibilities

1. President - Serves as Chair of the Executive Committee
2. President-Elect - Serves as the Chair of the Annual Meeting Committee
3. Vice President - Serves as Chair of the Membership Committee
4. Secretary - Takes minutes of all meetings (including meetings by conference telephone call, video conference, or internet conference) and shall provide a copy of said minutes to each Board Member within ten (10) days of such meeting.
5. Treasurer - Maintains all financial records of the Association and shall be responsible for disbursement of funds as approved by the Board of Directors
6. Immediate Past President - Chair of Nominating Committee

Section 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 shall be one (1) year with the exception of the Treasurer and Secretary who should be elected to serve a 2 year term. The normal succession of President will be as follows: Vice President, President-Elect, President and Past President. The election of the Secretary and Treasurer occurring in alternate years.

Section 3. Districts: The Georgia Association of Extension 4-H Agents shall be divided into districts equal to the division of counties into districts or other units by the Georgia Cooperative Extension. Each District shall elect a director and other such officers as they deem necessary.

Section 4. Salaries: Officers, Directors and Committee Members shall serve without salary from the Association.

Section 5. Bond: Each Officer or individual acting on behalf of the Association may be required to give bond for the faithful performance of their duties, in such sum and with such securities as the Board of Directors may require. Any such bond shall be at the expense of the Association.

Article V
Agents and Representatives

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

Article VI
Contracts

The Board of Directors, 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 Board of Directors, 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 VII
Fiscal Year

The fiscal year of the Association shall be from September 1 - August 31.

Article VIII
Prohibition Against Sharing In Association Earnings

No member, Director, 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 Board of Directors, 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 remaining in the hands of the Board of Directors shall be distributed in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction.

Article IX
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 Board of Directors, without being restricted to the class of investments which a Director is or may be permitted by law to make or and similar restriction, provided, however, that no action shall be taken by or on behalf of the Association, if such action is a prohibited transaction or would result in the denial or revocation of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

Article X Voting

Voting of the Association can be accomplished by a variety of means. Current acceptable methods of voting are: (1) Annual Meetings (2) Postal Mail (3) Internet Mail and (4) Website.

Article XI Amendments

The Board of Directors is authorized to make and to alter or to amend the by-laws of this Association by a two-thirds (2/3) majority vote of the voting directors to update committee names, paragraphs, etc. Any item that will change directives of the bylaws require vote by the general membership. All changes to the by-laws of the Association should be brought before the Policy & Resolutions committee for study and research before change or adoption. Ratification of the attached bylaws may be accomplished by a vote of two-thirds of the members, provided the membership is notified in writing at least 20 days in advance of the vote.

Article XII Exempt Activities

Notwithstanding any other provisions of these by-laws, no member, director, 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 an organization exempt under Section 501 8 (6) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170 8 (2) of such Code and Regulations as they now exist or as they may be amended.