

**BY-LAWS
OF
HOLIDAY LAKE 4-H EDUCATIONAL CENTER, INC.**

**ARTICLE I
NAME**

The name of the corporation hereinafter referred to as "Corporation" shall be Holiday Lake 4-H Educational Center, Inc.

**ARTICLE II
PURPOSES**

Section 1. To foster and encourage the development of 4-H youth and adults in cooperation with Virginia Cooperative Extension of Virginia Polytechnic Institute and State University and such other local, state and federal agencies, groups, business concerns, and individuals as have mutual interests in leadership, social, intellectual, and environmental skills and concepts, and to improve the quality of life for all persons who use the facility.

Section 2. To operate an educational center for the education and training of 4-H members and their leaders, and other recognized educational programs for adults and youth groups.

Section 3. To buy, raise, acquire, hold, control, sell, mortgage, lease, manage, or otherwise dispose of any interest in any real or personal property necessary, convenient, or proper to carry out and achieve the objectives and purposes set forth in Section 1 and Section 2, Article II.

Section 4. The purposes of the Corporation shall be within the meaning of 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 5. To do each and every thing needful and necessary, suitable and proper to carry out the above purposes.

**ARTICLE III
ANNUAL MEETING**

Section 1. Fiscal Year. The fiscal year of this corporation shall begin on the first day of October and end on the last day of September in each year.

Section 2. Annual Meeting. The annual meeting of this corporation shall be held at a time and place designated by the Board of Directors

Section 3. Notice of Meetings. Notice of the meetings shall be prepared by the secretary or designee and mailed or electronically communicated to each director, not less than ten days prior to the date of meeting. Such notice shall state the place, date, and time of the meeting.

Section 4. Quorum. 1/3 of the Board of Directors shall be necessary to constitute a quorum for the annual meeting.

Section 5. Order of Business. The order of business at meetings shall be as follows:

- (a) Call to Order
- (b) Invocation
- (c) Attendance recorded
- (d) Proof of Notice of Meeting
- (e) Reading and Disposal of any undisposed Minutes
- (f) Reports of Officers
- (g) Reports of Committees
 - (h) Program (optional)
- (i) Adjournment

Section 6. Parliamentary Authority. The Parliamentary procedure followed at meetings shall be in accord with the latest revision of Roberts Rules of Order.

ARTICLE IV DIRECTORS

Section 1. Number and Qualifications. The business of this corporation shall be managed by a Board of Directors composed of not less than 12 or more than 27 members. The number of Directors shall be determined by the Board of Directors and may be changed at their discretion.

The Extension Specialist of 4-H Centers, District Director(s), Center Director, and President/CEO shall be ex-officio members of the Board of Directors, having full rights and responsibilities of directors. The Board of Directors may name additional individuals as ex-officio members of the Board of Directors.

Section 2. Terms of Office. Directors shall hold offices for terms of three years, beginning January 1 or until their successors are elected. With the approval of three-quarters of the directors present, a director may be elected to a special term of less than three years.

Section 3. Removal of Directors. At any meeting of the Board of Directors of the corporation a director may be removed from the board by a majority vote of directors present for cause, which will include but not be limited to three (3) unexcused absences from meetings in a given. The Director against whom such action is proposed to be taken shall be informed in writing of the charges against him/her at least twenty-five days before the date of such meeting, the notice shall be included in the meeting notice to the directors and at such meeting, opportunity shall be given him/her to present witnesses and be there in person or by counsel to answer thereto and disprove such charges.

Section 4. Vacancies. Vacancies on the Board of Directors shall be filled for unexpired terms by the remaining members of the Board at any regular/special meeting of the Board.

Section 5. Meetings of the Board.

- (a) Regular meetings of the board shall be held at least quarterly at such place as a majority of the Board of Directors may from time to time determine and may be conducted through electronic means.
- (b) Special meetings of the Board may be held at the call of the Chairman or if requested by one quarter of the directors or by the executive committee.

Written notice of all meetings shall be mailed or electronically submitted to all of the Directors at least seven days before the date of such meetings, or if the Directors present fix a time and place of meeting, then no period of time need elapse between the date of call and date of the next meeting. An attempt to contact absent Directors shall be made by phone, mail, or electronic communication, whichever is more appropriate.

- (c) The Board of Directors, the Executive Committee or any committee may go into executive session upon a motion, that is approved by a majority present. Items which may be covered are personnel and any other which a majority of directors deem appropriate. No statement needs to be announced at the conclusion of the executive session. With the approval of a majority of the directors present, a non-director(s) may be invited to attend an appropriate part of the executive session. Any director whose conduct is being discussed may remain in the executive session, only with the concurrence of the majority of directors and for as long as they deem appropriate.

Section 6. Quorum. 1/3 of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and majority of the members of the board present at any meeting thereof shall decide any question coming before any such meeting.

Section 7. Executive Committee. The Board of Directors may elect up to five of their number in addition to the Officers, the chairs of the standing committees, and immediate past Board Chairman to constitute an executive committee which shall have and exercise all the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board. Fifty percent (50%) of the elected executive members must be present to constitute a quorum to conduct business. The executive committee shall meet when called by the Chairman, when directed to do so by the Board of Directors or when requested by three members of the executive committee. Any business conducted must be approved by a majority of the executive committee members present.

The Center Director and President/CEO shall be ex-officio members of the Executive Committee, having full rights and responsibilities of Directors. The Board of Directors may name additional individuals as ex-officio members of the Executive Committee.

Section 8. Voting Rights.

- (a) Each Director shall be entitled to one vote in person or through electronic means.
(b) Directors shall not have the right to a proxy vote.

Section 9. Nominating Committee.

- (a). The Chairman of the Board of Directors shall each year prior to the date of the annual meeting, appoint a nominating committee. The committee shall prepare a list of people to be nominated as Directors of the corporation for the next and ensuing years to fill vacancies caused by expiration of terms of office as herein provided.
(b). The Chairman will appoint a nominating committee from the board of directors to present a slate of officers. These nominations will be distributed with the notice of the first board meeting of the next year.

Section 10. Standing Committees. The Board shall have the following standing committees:

- (a). Development
(b). Administration and Finance

- (c). Facility
- (d). Program

Committees are expected to meet in person or through electronic means prior to quarterly meetings and submit any reports to the 4-H Center Staff for distribution to the full Board prior to meetings.

Section 11. Other Committees. Additional committees as deemed necessary may be appointed by the Chairman.

Section 12. Compensation of Directors. Members of the Board of Directors shall serve without compensation.

ARTICLE V DUTIES OF DIRECTORS

Section 1. Management of the Business. The Board of Directors shall have general supervision and control of the business and affairs of the corporation and shall make all necessary rules and regulations not inconsistent with law or these by-laws for the management and guidance of the Directors, Officers, employees, and agents of the Corporation.

Section 2. Appointment or Employment of Center Director. The 4-H Center Director shall be selected by Virginia Cooperative Extension of Virginia Polytechnic Institute and State University in cooperation with the Board of Directors of the Corporation in accordance with the Memorandum of Understanding. The person selected will then be recommended to the Board of Directors of the Corporation for their concurrence.

Section 3. Depositories. The Board of Directors shall have the power to select one or more depositories for the funds of the corporation and to determine the manner of receiving, depositing, and disbursing the funds of the corporation and the form of checks and the person(s) to who shall be delegated the authority for signing the checks.

Section 4. Surety Bonds and Insurance. The Board of Directors may require the Center Director and all other officers, agents, and employees charged by the corporation with responsibility for the custody of any of its funds or property to severally give adequate bonds in such amounts and with such sureties as shall meet the approval of the Board of Directors, and costs thereof and premiums to be paid by the corporation.

The Board of Directors shall provide for adequate insurance of all property, regardless of ownership, which may be in the possession of the corporation or owned or stored by it, and shall provide adequate workmen's compensation and insurance of all employees and shall provide adequate public liability insurance.

Section 5. Accounting System. The Board of Directors shall obtain the installation of an accounting system which shall be adequate to meet the requirements of the corporation and it shall be the duty of the Board to require the keeping of the proper records of all receipts and disbursements, including accrued items of income or expense and liabilities incurred, and contributions received from contributors.

Section 6. Audits. Immediately after the close of the fiscal year, and at such other times as they shall deem it advisable, the Board of Directors shall have secured the services of a competent and disinterested auditor

or accountant to audit the books and records of the corporation who shall make a report thereon. The Board of Directors may appoint an auditing committee in lieu of or in addition to an accountant or auditor as herein provided. The Board of Directors shall cause an annual audit to be prepared and submitted for review to the Administration and Finance Committee for approval and any recommendations.

Section 7. Books Open The Board of Directors shall keep the books of the Corporation open during business hours for inspection in accordance with the Public Inspection Policy.

Section 8. Minutes of Meetings. The Board of Directors shall cause to be kept a complete and detailed record of all of its actions and proceedings.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a, Chairman, Vice-Chairman, Secretary, Treasurer, and such other officers as the Board of Directors may determine. The offices of Secretary and Treasurer may be held by the same person.

Section 2. Election of Officers.

- (a) The officers of this corporation shall be elected by the Board of Directors of the Corporation.
- (b) The officers shall be elected annually for a term of one year at the first regular or special meeting of the Board of the calendar year.
- (c) Officers shall hold office until their successors are elected.

Section 3. Vacancies. The Board of Directors shall have power to fill vacancies in any office occurring from whatever reason, at any meeting.

ARTICLE VII DUTIES OF OFFICERS AND CENTER DIRECTOR

Section 1. Duties of the Chairman. The Chairman shall

- (a) Preside over all meetings of the Executive Committee and of the Board of Directors.
- (b) Call special meetings of the Executive Committee and of the Board of Directors.
- (c) Sign all papers and instruments of the corporation as may be authorized or directed by the Board of Directors.
- (d) Perform all acts and duties usually performed by an executive and presiding officer as instructed by the Board of Directors.

Section 2. Duties of the Vice-Chairman. The Vice-Chairman shall, in the temporary absence or disability of the Chairman, perform the duties of the Chairman. If the vacancy or disability of the Chairman shall be permanent, the Board of Directors shall elect a new Chairman (the Vice Chairman shall be eligible for election).

Section 3. Duties of the President/CEO

- (a) Oversight of planning, construction, renovation and restoration of the existing facility, and other facilities as needed.

- (b) Coordinate all fund raising activities for the Corporation.
- (c) Conduct duties of the Center Director during any temporary absence or vacancy.

Section 4. Duties of the Secretary. The Secretary shall be the recording officer of the corporation and shall:

- (a) Keep a complete record of all meetings of the Board of Directors, and the Executive Committee in a corporate minute book specially provided for that purpose.
- (b) Have general charge and supervision of, and safely keep the books and records of the corporation.
- (c) Keep the corporate seal of the corporation and affix it to all instruments which require such seal when instructed to do so by the Board of Directors.
- (d) Sign all papers and instruments of the corporation as may be authorized or directed to do by the Board of Directors.
- (e) Serve all notices required by law and these by-laws or as directed by the Board of Directors or Chairman.
- (f) Make a full report of all matters pertaining to this office to the directors at their annual meeting, and shall make such special reports as may be from time to time requested by the Chairman or the Board of Directors.
- (g) Shall make all reports required by law and shall perform such other duties as may be required by the corporation or the Board of Directors
- (h) May delegate some duties to the center staff.

Section 5. Duties of the Treasurer. The Treasurer shall be the custodian of the funds of the corporation and shall:

- (a) Have custody of all money belonging to the corporation, deposit, or designate depositor, the same in depositories as may be directed by the Board of Directors and keep a full and complete record of all receipts and disbursements.
- (b) Pay out no money except by check and upon order signed by the Chairman (or Secretary), or as directed by the Board of Directors.
- (c) Make reports of the financial condition of the corporation to the Directors.

Section 6. Duties of the Center Director. The Center Director:

- (a) Shall have general charge of the ordinary and usual course of business and operation of the 4-H Center including the purchasing and handling of all products, merchandise, and supplies; employment supervision and direction of center staff according to job descriptions agreed upon by the Administration/Finance Committee and of labor of all kinds necessary for the usual and proper conduct of the business.
- (b) Shall, so far as practicable, endeavor to conduct the affairs of the corporation so as to give just and fair treatment of all individuals.
- (c) When authorized by the Board of Directors, open a-checking, savings and borrowing accounts for use in carrying out assigned duties. The depositories and the reporting procedure to the treasurer shall be specified by the Board of Directors.
- (d) Prepare annual center budget and conduct monthly reviews related to budget expenditures with all department heads.
- (e) Other duties of the 4-H Educational Center Director shall be set forth in a job description.

Section 7. Duty of Officers for Accounting.

- (a) The Secretary, the Treasurer, and Center Director shall maintain their records and accounts in adequate form so that the true and correct condition thereof may be ascertained at any time.
- (b) They shall render annual or periodical statements in the form and in the manner prescribed by law and by the Board of Directors and specifically in addition to any other records, they shall cause to be prepared a true statement of the financial condition of the corporation at the close of the fiscal year and a statement of the receipts and disbursements of funds of the corporation during its fiscal year.

**ARTICLE VIII
CORPORATE SEAL**

The corporate Seal of this corporation shall be a clover leaf, upon the outer edge of which shall be inscribed the words Holiday Lake 4-H Educational Center, Appomattox, Virginia, and in the center shall be inscribed the word, "SEAL".

**ARTICLE IX
AMENDMENTS**

These by-laws may be amended, altered, or repealed, in whole or in part, at any regular or special meeting of the Board of Directors at which a quorum is present by a majority vote of the Directors present at such meeting, provided notice of such proposed amendments has been included in the notice of the meeting or were presented at the previous meeting of the Board of Directors.

Revised July 22, 2014

Holiday Lake 4-H Educational Center, Inc.

By _____
Chairman

Secretary