

Deschutes County 4-H/FFA Livestock Auction Association

By-Laws

- I. Name
 1. The name of this organization shall be Deschutes County 4-H and FFA Livestock Auction Association, Incorporated.
- II. Mission
 1. To administer and facilitate the annual 4-H/FFA auction in support of existing 4-H and FFA missions.
- III. Purpose
 1. With the mission in the forefront, set rules, policy and make decisions concerning all events leading up to, during and post auction activities. Including, but not limited to:
 - a. Collecting and distributing funds to youth involved.
 - b. Setting rules that enhance and protect the integrity of the auction.
 - c. Arranging for disposition and transportation of animals involved.
 - d. Assemble necessary volunteers and contractors to carry out the mission.
 - e. Promote and advertise the auction and recognize buyers and sponsors.
- IV. Board of Directors
 1. The board of directors shall serve without pay and consist of seven (7) members.
 2. Directors will include:
 - a. 4-H Faculty/Staff in charge of livestock or their designee
 - b. An additional 4-H related adult
 - c. An FFA Advisor from a represented school or their designee
 - d. An additional FFA related adult
 - e. Three (3) adult members of the community "at-large"
 - 1) "At-Large" vacancies will be filled by a vote of the Board, after accepting applicant volunteers or nominees for the position(s)
 3. Board member nominees shall have a minimum of one (1) year Auction Committee participation.
 4. Board members shall serve up to four (4) consecutive 3 year terms.
 - a. At the start of the organization, the first term of, the adult FFA representative and the adult 4-H representative, will be five years; all others will serve three (3) year terms
 - b. FFA advisors and 4-H Faculty or staff shall be exempt from term limits.
 5. Board members with three (3) consecutive absences or a 30% absentee rate from regularly scheduled meetings held in a calendar year, shall be dismissed from the board
- V. Officers
 1. The officers of the Board shall consist of Chair and Vice Chair
 - a. Chair and Vice Chair shall be members of the Board

- b. The Chair shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office and as deemed appropriate by the Board.
 - c. The Vice-Chair shall assume the duties of the Chair in case of the Chair's absence; and perform other duties as associated with the office and as deemed appropriate by the Board.
 - 2. Additional officers shall consist of Secretary and Treasurer
 - a. Secretary and Treasurer may or may not be members of the Board
 - b. Secretary and Treasurer must be members of the Auction Committee
 - c. The Secretary shall be responsible for the minutes of the Board, keep all approved minutes, and send out copies of the minutes to all Board and Auction Committee Members.
 - d. The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.
 - 3. All officers will be nominated and voted by the Board
 - 4. Elected Officers shall serve a term of one year
- VI. Committees
 - 1. There will be an Auction Committee consisting of all Board Members and other interested parties.
 - 2. The Board may appoint standing and ad hoc committees as needed.
- VII. Meetings
 - 1. All meetings are open to the public.
 - a. If determined necessary by the Chair, "Roberts Rules of Order" shall be the guide used for facilitation.
 - 2. Regular meetings shall be held as designated by the Board
 - 3. Special meetings may be held at any time if called by the Chair or a majority of Board Members.
 - 4. Agendas shall be provided.
- VIII. Voting
 - 1. A majority of board members constitutes a quorum.
 - 2. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
 - 3. Passage of a motion requires a simple majority (ie, one more than half the members present).
 - 4. Proxy votes are not allowed.
 - 5. Electronic Voting, in cases of immediate need or follow up action, is allowed.
 - 6. In all cases, because of the representative nature of the committee, the Chair (or facilitator) will vote.
- IX. Conflict of Interest
 - 1. Any member of the board who has a financial interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, or such nature that it prevents or may prevent that member from acting on the matter in an impartial

manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

- X. Fiscal Policies
 - 1. The fiscal year of the Organization shall be April 1 – March 31
- XI. Amendments
 - 1. These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.
- XII. Indemnity Statement
 - 1. This Association shall indemnify its Officers and Representatives to the fullest extent allowed by current or future Oregon law.
- XIII. Dissolution
 - 1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
 - a. First consideration shall be to a non-profit organization for the purpose of carrying on the mission and purpose of this organization.
 - b. If such an organization does not exist, funds shall be distributed in a manner equivalent to the percentage of participating youth from numbers of the last three (3) years of participation. (For example, if there were 1000 total youth participants over the last three years and 500 were 4-H, 200 were Redmond FFA, and 300 were Bend FFA, then the Deschutes County 4-H Leaders association, a 501C3 non-profit would receive 50% of available funds, Redmond FFA Alumni (or other related non-profit would receive 20% and Bend 30%).