Constitutional Bylaws
of the
Minnesota State 4-H Dog Project, Inc.

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<tr>
<th>Article</th>
<th>Name of Organization</th>
<th>Purpose</th>
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<tbody>
<tr>
<td>I</td>
<td>The name of this organization is the Minnesota State 4-H Dog Project, Inc. Hereinafter it shall be known as MSDP.</td>
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<td>II</td>
<td>The purpose of MSDP is to:</td>
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<td>♦ plan, promote, and implement educational programs in the area of dog science for Minnesota youth and their leaders;</td>
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<td>♦ assist in the development of educational activities in dog science that will enhance the growth and development of youth;</td>
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<td>♦ stimulate interest in and promote youth programs with dogs;</td>
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<td>♦ promote, sponsor, and/or implement educational activities and events in dog science for youth;</td>
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<td>♦ provide and/or encourage dog science and youth development education for volunteer leaders; and</td>
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<td>♦ plan and coordinate the Regional and State 4-H Dog Shows.</td>
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<td>III</td>
<td>Location</td>
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<td>The principal office of MSDP at which the general business of the organization will be transacted and where the records of the organization will be kept, will be at such location in Minnesota, as may be fixed from time to time by the board of Directors of MSDP. A copy of the minutes of each meeting will be sent to the Minnesota State 4-H Coordinator.</td>
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<td>IV</td>
<td>Board of Directors</td>
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<td>Section 1</td>
<td>Number and Qualifications. The Board of Director of MSDP shall be composed of three (3) adults and two (2) youth individuals from each Extension District, the Chair of all Standing Committees, and two (2) Extension Educators. The Center for 4-H Youth Development will serve as an Ex-officio member of the Board. If no applications are received from a given District, “at large” candidates may be elected from the remaining pool. All “at large” directors, will serve a one year term and may be reelected.</td>
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<td>Section 2</td>
<td>Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for all overall direction of MSDP. They may engage in such acts and do such things as are not prohibited by a law or these bylaws.</td>
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<td>Section 3</td>
<td>Election and Term of Office. Directors shall be elected at the annual meeting for staggered terms of three years. Directors shall be allowed to stand for</td>
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election for three-year. Unless elected to fill a vacancy, the terms of office of a Director shall commence on January 1 following the respective election. Completed applications will be kept on file with the Secretary for six (6) years.

Section 4 Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be a Director until that person or successor is elected at the next annual meeting.

Section 5 Removal of Director. After two (2) consecutive absences from regular meetings a director will be contacted by the Secretary to determine their interest in remaining a Board Member. If said member is not interested in remaining on the Board, their name will be removed from the membership.

Section 6 Compensation. No compensation shall be paid to directors for their services to MSDP. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 7 Annual Meeting. The meeting of the Board of Directors held in the fall, shall be held for consideration of any other business that may be properly brought before it. The time and place of this Annual Meeting of the Board shall be conveyed to each Director at least fifteen (15) working days in advance of the meeting.

Section 8 Regular Meetings. Regular meeting of the Board of Directors shall be held in the Spring, Summer, and Fall. The time and place of these meetings shall be conveyed to each Director at least fifteen (15) working days in advance of the meetings.

Section 9 Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board upon at least five (5) working days notice to each Director. This notice shall be given personally or by mail, telephone, or fax. The notice will state the place, time, and purpose of the meeting. The Secretary of MSDP in like manner and in like notice will call a special meeting upon the written request of at least three (3) Directors.

Section 10 Quorum. At all meetings of the Board of Directors, one third (1/3) of the Board of Directors shall constitute a quorum for the transaction of all authorized business.

Section 11 Proxies. Voting by proxy will not be allowed, unless under special instructions by the Executive Committee.
Article V  Officers

Section 12  Robert’s Rules of Order. Will be the authority for all questions and procedures at any meetings of MSDP.

Section 1  Designation. Principal elected Officers of MSDP will be a Chair, a Vice-Chair, a Secretary, and a Treasurer. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board will prescribe.

Section 2  Any officer of MSDP, in addition to powers conferred on him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

Section 3  Election of Officers. The officers will be members of the Board and are elected annually by the Board of Directors at its Annual Meeting and, unless sooner removed by the board, the officers will serve for a term of one year, or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors will also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers.

Section 4  Removal. Any officer may be removed with or without cause by the Board of Directors by affirmative vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Office affected at least thirty (30) days previously.

Section 5  Chair. The Chair will be the principal officer. Subject to the direction and control of the Board, the chair will see that the resolutions and directives of the board are carried into effect, and, in general, will discharge all duties incident to the office of chair and as prescribed by the board. The chair will preside at all meetings of the Board of Directors, and the Executive Committee.

Section 6  Vice-Chair. It will be the duty of the Vice Chair to act in the absence or disability of the Chair and to perform such duties as may be assigned to him or her by the Chair. The Vice-Chair will serve as Parliamentarian at all meetings.

Section 7  Secretary. The Secretary of MSDP will be responsible for keeping the organization’s records.
He or she will keep (or cause to be kept) the minutes of all meetings of the Board of Directors and of the Executive Committee. The Secretary will give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these bylaws. The secretary will be responsible for the keeping of all books, correspondence, committee minutes, and papers relating to the business of MSDP except those of the Treasurer. The Secretary will work with the Center for 4-H Youth Development to assure that meeting notices adhere to required deadlines.

Section 8  Treasurer. The Treasurer will be responsible for preparation of the proposed annual budget and will keep (or cause to be kept) financial records belonging to MSDP. The Treasurer will present to the Membership and to the Board of Directors at their respective annual meeting a report of the finances of MSDP and will from time to time make such other reports to the Board of Directors as it may require. The Treasurer will chair the meeting of the Finance Committee. Finances will be recorded under normally accepted accounting practices and will be subject to audits as directed by the Executive Board and/or the Board of Directors.

Article VI  Committees

Section 1  Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a quorum of the members of the Board of Directors. Each such committee will have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee will at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be Directors.

Section 2  Executive Committee. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors shall establish an Executive Committee to include the Chair, Vice Chair, Secretary, Treasurer, and Chairs of all Standing Committees. All Districts shall have the opportunity to be represented on the Executive Committee. The Chair of the Board of Directors will be the Chair of the Executive Committee. The Executive Committee will be the central planning group for the MSDP activities. The Chair of the Executive Committee will have the authority to refer specific concerns to the appropriate
committee as they arise. The Board of Directors will have the power any time to change: the number of members of the Executive Committee, to fill vacancies therein, to change any member thereof, to change the functions of the committee.

Section 3  
Power. During the intervals between meetings of the Board Directors, and subject to any resolution of the Board of Directors, the Executive Committee will have and may exercise all authority of the Board of Directors in the management of MSDP. The Executive Committee will make a full report of all actions at the next meeting of the Board of Directors.

Section 4  
Meetings. Regular meetings of the Executive Committee may be held at such time and place as may be determined by the Executive Committee. Special meetings may be called by the Chair of the Executive Committee. When such special meetings are deemed to be necessary, members of the Executive Committee will be notified in person, by mail, or by telephone at least fifteen (15) days in advance.

Section 5  
Quorum. A majority of the entire Executive Committee will be necessary to constitute a quorum for the transaction of business. Acts of the majority of the members present at such meeting at which a quorum exists will be the acts of the Executive Committee.

Section 6  
Standing Committees. The Board of Directors may, by resolution passed by a quorum of the Board as a whole, designate one or more standing committees. The Board of Directors will appoint a Chair from within the Board for each standing committee. All Districts shall have the opportunity to be represented on these committees. Any committee so established will have and may exercise such power as provided in the resolution which established the committee. Dissolution of any such standing committee will be accomplished by a resolution of a Quorum of the Board as a whole.

Section 7  
Types of Committees. In general, the types of standing committees may include, but not be restricted to, Nominating, Finance, and Activities.

Section 8  
Meetings. Meetings of the individual committees may be held at such time and place as determined by the individual committee, and/or, by the Chair of the Executive Committee. Notice of meetings will be given to the committee’s members at least fifteen (15) working days in advance of the meeting unless
all members agree to a shorter notification. A majority of the committee present will constitute a quorum.

Section 9  Other Committees. Other committee(s) may be established by the Chair of the Board of Directors or by a motion passed in an appropriately constituted meeting of the board of Directors. Non-members of the Board of Directors may serve on other committees.

Article VII  Fiscal Management

Section 1  Fiscal Year. The fiscal year of MSDP will begin on the first day of January in each year.

Section 2  Books and Accounts. Books and accounts of MSDP will be kept under the direction of the Treasurer of MSDP.

Section 3  Execution of MSDP Documents. The Board of Directors will authorize the Executive Committee to enter into any written contract or to execute and deliver any instrument in the name of and on behalf of MSDP, any officer, any officers agent, or agents, such authority may be general or confined to specific instance. These authorizations are in addition to those authorized by these bylaws.

Section 4  Loans. No loans will be contracted on behalf of MSDP nor evidence of indebtedness will be issued in its name unless authorized by resolution of the Board of Directors. Such authority will be general or confined to specific instances.

Section 5  Deposits. All funds of MSDP not otherwise employed will be deposited from time to time to the credit of MSDP in such bank or banks or other depositories as the Board of Directors may elect.

Section 6  Conflict of Interest. The Board of Directors will not enter into any contract or transaction with (a) one or more of its Directors, (b) a director of a related organization, or (c) an organization in or of which a director of MSDP is a director, officer, or legal representative, or in some other way has a material financial interest unless:

1) That interest is disclosed or known to the Board of Directors.

2) The Board of Directors approves, authorizes or ratifies the action in good faith at a meeting where a quorum is present (not counting the interested director).

The interested director may be present for discussion to answer questions; but may not advocate for the
action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters will clearly reflect that these requirements have been met.

Section 7 Checks, Drafts, Etc. All checks, drafts, and other orders for payment of U.S. funds will be signed by such officers or such other persons as the Board of Directors will designate in its approved financial policies.

Section 8 Indemnity. MSDP will indemnify and hold harmless any Director, Officer, or Employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of conduct of such person, in his or her capacity as a Director, Officer, or Employee except in cases involving willful misconduct. Indemnification provided under this section will comply with and follow the requirements as provided by statute. MSDP will have the power to purchase or procure insurance for such purposes.

Article VIII Amendments

Section 1 Amendments to the Constitutional Bylaws. Amendments may be proposed by the Executive Committee or by written petition addressed to the Secretary signed by 30% of the Directorship in good standing. Proposed amendments or such petitions of amendments will be promptly considered by the Executive Committee, and must be submitted to the Board of Directors with recommendation of the Executive Committee with 2/3 vote for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2 Changes to the Constitutional Bylaws. Changes to the Constitutional Bylaws must be approved within thirty (30) days by a 2/3 vote of the full Board of Directors.

REVISED AFTER THIS APPROVAL---These bylaws were approved by the Minnesota 4-H Dog Project Development Committee (PDC) on April 13, 1996, at their regular Spring meeting in St. Paul. Revised January 2010