PRINCE EDWARD ISLAND
4-H COUNCIL

CONSTITUTION
&
BY-LAWS

REVISED:

November 7, 1975
February 3, 1979
August 22, 1979
February 4, 1984
February 8, 1986
February 12, 1994
February 8, 1997
February 21, 1998
February 20, 1999
February 17, 2001
February 23, 2002
February 19, 2005
February 18, 2006
February 17, 2007
February 19, 2011
November 16, 2012
February 16, 2013

In 1972, an ad hoc committee was set up at the Provincial level and charged with the creation of a constitution for a provincial 4-H Council. On January 1, 1973 the newly formed Prince Edward Island 4-H Council held its first meeting. The Council proved to be a much needed means of coordinating many, and varied, activities for 4-H members and leaders.

In 1996, a *Constitution-Restructuring Sub-Committee* was struck as a result of discussions centering around a new Strategic Plan designated to revise and update the presentation of the PEI 4-H Program.

As a result of the efforts of this sub-committee, a group of leaders revised the By-Laws of the PEI District 4-H Council and the PEI 4-H Council Constitution. This was an attempt to standardize and harmonize local and provincial constitutions thereby ensuring a uniform provincial presentation.

PRINCE EDWARD ISLAND 4-H COUNCIL
CONSTITUTION

ARTICLE I - NAME

The name of this organization is the “Prince Edward Island 4-H Council”; hereinafter, it will be referred to as the Council.

ARTICLE II - OBJECTIVES

1. To carry out programs for 4-H members, leaders, clubs, district councils and the PEI 4-H Council.

2. To encourage 4-H members and leaders to gain a better understanding of and participate more fully in the 4-H program.

3. To explore, develop and implement a program which defines, modifies and expands the 4-H program in Prince Edward Island.

4. To work with the Prince Edward Island Department of Agriculture (or appropriate government department) in accordance with the Memorandum of Understanding.

5. To provide an instrument whereby the financial viability of the Prince Edward Island 4-H program is addressed, evaluated and implemented.

6. To carry out the above activities without financial gain to the members, and to use any and all revenue or donations received in promoting the charitable objectives of the Council.

ARTICLE III

It is hereby ordained and declared that the Council shall be carried on without the purpose of gain for its members and any profits shall be used in promoting its objectives.

PRINCE EDWARD ISLAND 4-H COUNCIL
BY-LAWS

SECTION 1 - OFFICE

The head office of the Council shall be located in Charlottetown, Prince Edward Island.

SECTION 2 - LOGO

The seal of the Council shall be in the form impressed hereon and bear the words …

"Prince Edward Island 4-H Council"

SECTION 3 - MEMBERSHIP

1) Membership in the Council includes two groups: regular members and honorary members.

2) Regular members shall include all 4-H leaders and all senior members.

3) Honorary membership in the Council may be conferred, on any person or organization who has rendered distinguished service in youth work and is approved by motion of the Board of Directors. Honorary membership shall carry no voting or nominating privileges.

4) All members in good standing, other than Honorary Members, shall be entitled to enjoy all rights and privileges of membership, as provided by the Constitution and By-Laws equally and impartially.

5) Membership in the Council shall continue until a member gives notice of intention to terminate membership or until the membership is suspended or terminated by the Voting Delegates for cause.

6) A. Each District shall be entitled to name at its discretion two representatives for each club belonging to the District Council, as Voting Delegates to the Prince Edward Island 4-H Council, to serve at the annual meeting of the Council or special meetings. These Voting Delegates named by the Districts must be one leader and one senior member OR two leaders if the club does not have senior members. In the event that the Voting Delegate(s) cannot attend, the appropriate district may designate a leader or senior member to attend the annual meeting or special meetings.

6) B. Honorary members may attend the annual meeting or special meetings.

SECTION 4 - VOTING DELEGATES

1) The business of the Council shall be conducted by Voting Delegates who shall be the policy determining body of the Council.

2) The Voting Delegates are comprised as follows: each District Council shall name at its discretion two representatives for each club in the District. Voting on all nominations, motions, or resolutions pertaining to the business of the Council at such meetings shall be restricted to only those representatives designated as Voting Delegates present at the meeting.

3) The Voting Delegates shall be elected at the annual meeting of the District Councils and will have voting privileges following roll call, by clubs, at the succeeding annual meeting or any special meeting of the PEI 4-H Council.

4) The Voting Delegates' responsibility without exclusion of generalities shall include:

a) Considering matters relating to the membership as a whole

b) Considering matters related to finance

c) Defining the course to be followed in the conductof all programs administered or sponsored by the Council

d) Approving all members of the Board of Directors

e) Electing the President, Vice-President and Treasurer of the Prince Edward Island 4-H Council

f) Revising the Prince Edward Island 4-H Council Constitution and By-Laws, and the By-Laws of the PEI District 4-H Councils

5) The Voting Delegates may delegate all or any part of its powers to the Board of Directors except for those matters especially reserves for the consideration of the voting Delegates and shall, by motion, provide for the delegation of such powers and responsibilities as it may deem appropriate.

Meeting of the Voting Delegates shall be held at least once annually at the time of the annual meeting of the Council and as such other times and places as the Board of Directors may determine. Special meetings may be held at the call of the President, or upon the written request of twelve (12) Voting Delegates. Written notice of meetings shall be given to Voting Delegates as provided in these By-Laws, at least thirty (30) days prior.

6) Whenever any vacancy occurs of a Voting Delegate or the Board of Directors due to death, disability, resignation or removal of the members, the appropriate District Council may appoint a replacement to fill the vacancy for the unexpired term.

7) Voting Delegates shall not receive remuneration from the Council for their services, except in the case of expenses which have been duly authorized and approved by a Voting Delegates' meeting.

SECTION 5 - BOARD OF DIRECTORS

1) There shall be a Board of Directors approved by the Voting Delegates and comprised of up to twelve (12) persons as follows:

- **one (1) PEI 4-H Council member elected by each District Council.**
- two (2) senior members, and
- five (5) directors at large with each district nominating a director at large. In the absence of a nomination, the Provincial Nominations Committee shall Nominate the remaining directors at large. Successful candidates shall have a solid understanding of 4-H.

The Administrative Director and Past President shall act as ex-officio executive and resource personnel. Honorary members are not eligible for election to the Board of Directors.

1.01 ***Election and Term***

- District Directors and Directors at Large shall be elected for two (2) year terms. They may serve up to two (2) terms on the PEI 4-H Council Board of Directors, at which point they must leave and take at least one (1) year off.
- Senior Member Directors shall be elected for one (1) year terms and may serve up to two (2) terms on the Board.
- *Exception* may arise for the President (refer to *Section 6.2)*
- *Exception* in the event a Director's position was vacated for any reason during his/her term, then the position of the person incumbent, who was appointed by the Board between the dates of the annual meeting of the members, shall be automatically up for re-election and/or in the event this position had only completed 1 year, the new incumbent would be elected to a "special" one year position to complete the cycle of rotation.

1.02 ***Nomination Eligibility***

- *Director - District Representative* - No person shall be qualified as a Director - District Representative unless he or she is a 4-H member or leader in good standing with the PEI 4-H Council by the date of the AGM, and is eighteen (18) or more years of age at the time of his or her election to the Board of Directors.
- *Director - Senior Member* - No person shall be qualified as a Director - Senior Member unless he or she is an active 4-H Member in good standing, and be at least sixteen (16) and not more than twenty-one (21) years of age at the time of his or her election to the Board of Directors.
- *Director at Large* - No person shall qualify as a Director at Large unless he or she is eighteen (18) or more years of age at the time of his or her election to the Board of Directors. All Directors at Large must complete the 4-H screening requirements after being selected to the Board of Directors.
- All Director Candidates must demonstrate a solid understanding of 4-H.

1.03 ***Nominations***

1.03.1 Nominations for District Representatives Directors: One (1) member will be elected by each District Council AGM to serve as a Director Representative on the Pei 4-H Council Board of Directors. These Directors' status shall be ratified at the AGM.

1.03.2 Nominations for Senior Member Directors: Candidates for the office of senior member director shall include: A) The slate of candidates for office proposed by the Nominating Committee. B) The persons whose names are put in nomination by any member at any time before nominations are closed at the AGM.

1.03.3 Nominations for Directors at Large: District Councils may nominate one (1) Director at Large at their District Council AGM. These Directors' status shall be ratified at the AGM. If a District Council does not forward a Director at Large to the PEI 4-H Council following their District Council AGM or by October 15, candidates for the remaining positions as Director at Large office shall include: A)The slate of candidates for office proposed by the Nominating Committee. B) The persons wholse names are put in nomination by any member at any time before nominations are closed at the AGM.

1.04 ***Election Method***

1.04.1 Where the number of candidates nominated is equal to or less than the number of offices to be filled, the chair at the election of directors shall declare that number of candidates elected to office.

1.04.2 Where the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

2) The Board of Directors shall be responsible for the implementation of the budget approved by the Voting Delegates at the annual meeting.

3) The Board of Directors shall be responsible for appointing the Chair of each standing committee as well as determining the terms of reference for those committees.

4) The Board of Directors shall report to the Voting Delegates on all matters pertaining to programs and procedures of the Council.

5) The Board of Directors may delegate all or any part of its powers to the Executive Officers and shall, by motion, provide for all the delegation of such powers and responsibilities as they deem appropriate.

6) The Board of Directors will establish a regular meeting date as agreed upon by the members.

SECTION 6 - EXECUTIVE OFFICERS

1) The officers of the Council shall be as follows:
   a) The President
   b) The Vice-President
   c) The Secretary
   d) The Treasurer
   e) The Past-President

2) The President, Vice-President and Treasurer shall be elected annually by the Voting Delegates from the members elected to the Board of Directors. The office of Secretary will be held by the Administrative Director. To be eligible for election as President, the nominee shall have served at least one year on the Board of Directors.

3) The immediate Past-President of the Council will remain on the Executive for the year(s) following his/her term of office as President.

4) An elected officer may be removed from office for cause by two-thirds (2/3) vote of the Voting Delegates present at a special or annual meeting of the Voting Delegates and with a quorum present.

5) The elected officers, by motion of the Board of Directors, shall possess any or all powers of the Executive Officers, except as expressly limited by the Board of Directors.

6) Should a vacancy on the Executive occur, the Executive shall appoint someone to fill the vacancy for the remaining unexpired term.

SECTION 7 - DUTIES OF THE PRESIDENT

It shall be the duty of the President to preside at meetings of the Voting Delegates, at annual or special meetings of the Council and the Board of Directors. The President shall perform such other functions as usually pertain to the office of the President and shall sign documents as required to conduct the business of the Council.

SECTION 8 - DUTIES OF THE VICE-PRESIDENT

In the absence or disability of the President, the Vice-President shall assume the duties of the President and in addition shall perform such other duties as may be delegated to the Vice-President from time to time by the President, the Voting Delegates or the Board of Directors.

SECTION 9 - DUTIES OF THE TREASURER

The treasurer shall be responsible for the following:

a) Chairing the Finance Committee
b) Overseeing the annual budget for approval by the Voting Delegates
c) Overseeing the presentation of a financial statement annually or as requested by the Board of Directors or Voting Delegates
d) Such other duties as are prescribed by the Board of Directors or Voting Delegates

SECTION 10 - DUTIES OF THE SECRETARY

The Secretary shall be responsible for the following:

a) The keeping and circulation of the official minutes of all meetings
b) Issuing official notice of meetings
c) Keeping a roll of members
d) Conducting general correspondence
e) Such other duties as are prescribed by the Board of Directors or Voting Delegates

SECTION 11 - STANDING COMMITTEES

1) The Board of Directors shall be responsible for appointing, adjusting or disbanding a standing committee as well as determining their terms of reference.

2) The Chair of each standing committee shall be a member of the Board of Directors, where possible. Other members of the committee need not be a member of the Board of Directors or a Voting Delegate of the Council. All committee chairs shall have voting privileges at annual or special meetings of the Council.

3) The President and a staff member of the Provincial 4-H Program shall be ex-officio members of all standing committees.

SECTION 12 - SPECIAL COMMITTEES

1) The following Special Committee shall report to the Board of Directors and its terms of reference shall be determined by the Board of Directors.

    a) Volunteer Screening

2) The Volunteer Screening Committee shall be appointed by the Board of Directors and shall be comprised of three (3) members, one of whom will be chair.

3) The Administrative Director shall be an ex-officio member of the Volunteer Screening Committee.

4) Other Special Committees may be appointed by the Board of Directors or by the Voting Delegates whenever deemed necessary or desirable.

SECTION 13 - ANNUAL MEETING

1) The Council shall hold an annual meeting at a time and a place approved by the Board of Directors with notice of such meeting given to all members as herein provided.

2) The program for the annual meeting shall be approved by the Board of Directors.

SECTION 14 - NOTICE OF MEETINGS

1) Notice of annual or special meetings of the Council shall be forwarded to the Voting Delegates of each District Council, such notice to be addressed to the last known address and forwarded not less than thirty (30) days prior to the date of such a meeting.

2) Notice of meetings of the Board of Directors shall be forwarded to each representative not less than fourteen (14) days prior to such a meeting, except in the case where such a meeting is held at the time of the annual meeting.

3) Notice of such meetings of standing or special committees shall be forwarded to the committee members fourteen (14) days in advance of the meetings.

4) Prior notice of any meeting may be waived upon unanimous consent of a quorum of the Executive Officers, Board of Directors, Voting Delegates or members entitled to attend such meetings.

SECTION 15 - QUORUM

1) At annual or special meetings, a quorum shall consist of one third (1/3) of the Voting Delegates named to attend the meeting.

2) At meetings of the Board of Directors and all other committees, one half (1/2) of the committee members shall constitute a quorum.

SECTION 16 - ORDER OF BUSINESS

1) The order of business at any annual meeting may be varied by common consent of the meeting.

2) The general Order of Business at each annual meeting shall be: minutes of previous meeting (annual and special), unfinished business, President's address, committee reports, audited financial statements and auditor's report, proposed budget, 4-H Trust Report and audited financial statements, District Council reports, new business, resolutions, approval of the Board of Directors and nominated officers, authorization to the Board of Directors, adjournment.

SECTION 17 - FISCAL YEAR

The fiscal year of the Council shall be January 1 to December 31.

SECTION 18 - AUDITING

The books of the Council shall be audited at least once yearly by persons named at the annual meeting. The Auditor's Report and audited financial statements shall be presented at the annual meeting.

SECTION 19 - FEES

The Council may request from each member such monies as may be necessary. Such assessments shall be approved by a majority vote at the annual meeting of the Council.

SECTION 20 - BANKING

The bank account (s) of the Council shall be kept in such a bank(s) or financial institution(s) as the Board of Directors may from time to time determine. The Board of Directors is empowered to designate one or more officers and/or other persons to transact all necessary banking business.

SECTION 21 - AMENDMENTS TO CONSTITUTION AND BY-LAWS

All proposed amendments to the Constitution and By-Laws or a new Constitution and By-Laws must be ratified by a two thirds (2/3) majority vote of the Voting Delegates at any annual meeting of the Council or special meeting called for the purpose. Proposed amendments shall be submitted by members to the Secretary at least 60 days prior to the annual meeting. Notice of such proposed amendments, or any other amendments recommended by the Voting Delegates, shall be forwarded to the members at least thirty (30) days prior to the annual meeting or special meeting. Amendments, deletions or additions to the Constitution and By-Laws shall not be in force or acted upon until the approval of the Voting Delegates is received.

SECTION 22 - VALIDATING ACTS OF BOARD OF DIRECTORS OR MEMBERS OF COMMITTEES

All acts done at any meeting of the Voting Delegates or of a committee of Voting Delegates, or by any person acting as a Voting Delegate, notwithstanding, that is afterwards discovered that there was some defect in the appointment of any such Voting Delegate or person so acting, or that any of them were disqualified, shall be as valid as if every such person has been duly appointed and was qualified to be a Voting Delegate.

SECTION 23 - DONATIONS

The Council may receive and accept donations, grants or bequests of any kind from any legal source.

SECTION 24 - REAL OR PERSONAL ESTATE

The Council may hold real or personal estate and receive grants and devises of same.

SECTION 25 - DISSOLUTION OF PRINCE EDWARD ISLAND 4-H COUNCIL

At the winding up of the Council, all assets not disbursed shall be transferred to other non-profit organizations with similar objectives.

BY-LAWS OF THE PRINCE EDWARD ISLAND DISTRICT 4-H COUNCILS

District 4-H Council By-Laws shall be bound by the Prince Edward Island 4-H Council Constitution

ARTICLE I - OBJECTIVES

1. To plan, coordinate and develop the 4-H program in the 4-H districts.

2. To provide an official means of communication between 4-H members and leaders in the districts and the PEI 4-H Council.

3. To encourage the involvement of potential leaders and members, as well as other members of the community, in the 4-H Program, to promote the development of 4-H members and leaders through leadership programs, educational programs, idea exchanges and recognition.

4. To provide a channel through which government, business, 4-H clubs, and other organizations can financially support the District 4-H Program.

5. To encourage 4-H members and leaders and potential members and leaders to gain a better understanding of, and participate more fully in, the District 4-H Program.

6. To provide all of the above activities without financial gain to the members and leaders, and to use any and all revenue or donations received in promoting the charitable objectives of the Council.

ARTICLE II - MEMBERSHIP

1. All 4-H leaders and all senior members are automatically members of the Council.

ARTICLE III - FINANCIAL CRITERIA

The business period of the Council shall begin on September 1 and end on August 31 of the following year.

Section 1. Fees
This Council may request from each member such monies as may be necessary. Such assessments shall be approved by a majority vote at a meeting of the Council.

Section 2. Auditors
The books of the Council shall be audited at least once annually by persons named at the previous general meeting of the Council. There shall be two (2) auditors, one appointed each year, and each serving a two-year term. An auditor's report shall be presented at the annual meeting when the financial statement is presented.

Section 3. Signing Authority
The Treasurer, President and Vice-President shall have signing powers for the Council. In all instances, the Treasurer's signature will be required and one of the President or Vice-President, in addition.

Section 4. Honoraria
The Executive may, from time to time, award honoraria, travel allowances, or other benefits as it deems appropriate.

ARTICLE IV - EXECUTIVE

1. The Executive may consist of six (6) elected members, the District Officer and the Past-President. The District 4-H Officer and Past-President shall act as ex-officio executive and as resource personnel. Of the six (6) elected members, two (2) may be senior 4-H members.

2. Three (3) members of the Executive Committee may be elected at each annual meeting for a two (2) year term.

3. The President, Vice-President, Secretary and Treasurer shall be elected at the annual meeting, if possible. The President should have a minimum of one (1) year's experience on the Council.

4. Each elected member of the Executive shall serve for a two (2) year term. A member may be re-elected for a second term to serve a maximum of four (4) years, where possible.

5. Should a vacancy on the Executive occur, the Executive shall appoint to fill the vacancy for the remaining unexpired term.

ARTICLE V - DUTIES OF EXECUTIVE COMMITTEE

The Executive shall:

1. Hold regular meetings.

2. Draw up an agenda and make it available prior to each Council meeting.

3. Act on any issue that does not require consideration by general membership or when time or circumstances do not permit a general meeting.

4. Report to the general meeting all decisions made at the Executive meetings.

5. Prepare the proposed budget for the annual meeting.

6. Inform its membership of all proposed amendments to District By-Laws.

ARTICLE VI - DUTIES OF OFFICERS

Section 1. Duties of the President
It shall be the duty of the President to preside at annual and general meetings of the Council and to Chair the Executive. The President shall perform such other functions as usually pertain to the office of President and shall sign documents as required to conduct the business of the Council.

Section 2. Duties of the Vice-President
In the absence of the President, the Vice-President shall assume the duties of the President and in addition shall perform such other duties as may be delegated to the Vice-President from time to time by the President or the Executive.

Section 3. Duties of the Secretary
1. The Secretary shall attend meetings of the Council and the Council Executive and shall record the total number of members from each club present and the minutes of the proceedings.

2. He/she shall attend to all correspondence and keep documents and papers of Council in such manner and for such purposes as the Executive may determine.

3. In the absence of the President and Vice-President, the Secretary shall assume the duties of the President.

Section 4. Duties of the Treasurer

1. The Treasurer shall attend meetings of the Council and the Council Executive.

2. He/she shall be responsible for such sums of money as may from time to time be paid into his/her hands on account to the Council.

3. The Treasurer shall pay all accounts due and will sign all cheques.

4. The Treasurer shall balance the Council accounts and deliver a report at each meeting.

5. He/she shall prepare and present the audited financial statement at the annual meeting.

6. He/she will present the proposed budget.

ARTICLE VII - MEETING OF THE COUNCIL

1. There shall be a minimum of two (2) general meetings each year, plus an annual meeting.

2. The annual meeting shall be held after September 1, and on or before October 15.

3. Notices of meetings shall be given at least six (6) days prior to the meeting.

ARTICLE VIII - COMMITTEES

Section 1. Nominating Committee

The Nominating Committee shall consist of two (2) Council members from different clubs to be appointed at each annual meeting.

Section 2. Additional Committees

Other committees may be initiated as deemed necessary by the Council.

ARTICLE IX - QUORUM

1. A quorum of the Executive shall consist of 50% plus one (1) of the total members of Executive.

2. A quorum of the Council shall consist of 50% of the clubs.

ARTICLE X - VOTING

Voting power shall be on the basis of one vote per Council member with a maximum of three (3) votes per club.

ARTICLE XI - PEI 4-H COUNCIL

Each district may elect at its discretion two (2) representatives for each club in the district to attend the annual and any special meetings of the PEI 4-H Council. (Refer to Section 3 - 6A of the PEI 4-H Council By-Laws.)

Section I. Executive
Each District 4-H Council may be represented on the PEI 4-H Council Board of Directors by two (2) members. One (1) member may be elected at each District annual meeting to serve as a member of the PEI 4-H Council for a term of two (2) years.

A member may be re-elected following his/her first term to serve a second term, but his/her total term shall not exceed a maximum of four (4) consecutive years, where possible.

Section 2. Standing Committees
District 4-H Councils may have two (2) representatives, one (1) 4-H leader and one (1) 4-H member, where possible, on each Standing Committee.

A representative may be re-elected following his/her term to serve a second term, but his/her total term shall not exceed a maximum of four (4) consecutive years. A representative may be re-elected after an absence of at least two (2) years.

ARTICLE XII - AMENDMENTS TO BY-LAWS

1. All proposed amendments shall be submitted in writing to the PEI 4-H Council Board of Directors' Secretary at least sixty (60) days prior to the Annual Meeting of the PEI 4-H Council or a special meeting called for the purpose. The Board of Directors' Secretary will forward the amendments to the District 4-H Councils thirty (30) days prior to the Annual Meeting or special meeting of the PEI 4-H Council.