

**BYLAWS OF
INTERNATIONAL FOUR-H YOUTH EXCHANGE
FOUNDATION OF THE USA, INC.**

ARTICLE I

Name, Seal and Offices

1. **Name**: The name of this corporation is “International Four-H Youth Exchange Foundation of the USA, Inc.”
2. **Seal**: The seal of the corporation shall be circular in form and shall bear on its outer edge the name of the corporation and the word SEAL in the center thereof.
3. **Offices**: The principal office of the corporation shall be at 1719 Dora Street, Fort Collins, CO 80526-2278. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or as the purposes of the corporation may require.

ARTICLE II

Members

The corporation’s membership shall be open to all members of the International Four-H Youth Exchange Association of the USA, Inc. (hereinafter called “IFYE Association”), plus others interested in 4-H international programs.

ARTICLE III

Board of Directors

1. **Membership**: The Board of Directors shall consist of at least six persons but no more than twelve persons, plus one ex-officio member who is the President of the IFYE Association or his designee.
2. **Term**: The term of the directors shall be three years, and each director shall serve until his successor has been elected. Each region of the IFYE Association shall recommend persons to the Board of Directors to fill vacancies, with the Board of this corporation to make final approval. Directors may succeed themselves for any number of terms.
3. **Vacancies**: Elections to fill vacancies caused by death, resignation or otherwise of any director of the corporation shall be made by the Board of Directors. Elections to fill such vacancies shall be for the remainder of the unexpired term for which the vacancy exists.
4. **Resignation**: Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

5. Function:

(a) Generally. The Board of Directors shall have charge of the business and prudential affairs of the corporation, shall have authority to fix the compensation and terms of employment of any and all employees, and shall have authority to make, prescribe and enforce all needful rules and regulations for the conduct of the business of the corporation and the management and control of its property.

(b) Personnel. The Board of Directors shall have the power to appoint or employ or authorize the appointment or employment of such agents, representatives, or employees of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized and permitted by law. The Board of Directors shall also have the power to fix their compensation, if any. No director shall serve as an employee.

(c) Bonds and Insurance. The Board of Directors shall require all officers, agents, and employees charged by the corporation with responsibility for the custody of any funds or negotiable instruments to give adequate bonds. Such bonds shall be furnished by a responsible bonding company and approved by the Board of Directors, and the cost thereof shall be paid by the corporation. The Board of Directors shall provide for the adequate insurance of the property of the corporation, or property which may be in the possession of the corporation, or stored by it, and not otherwise adequately insured, and in addition adequate insurance covering the liability for accidents to all employees and the public.

(d) Audits. The president shall appoint a committee of no less than two persons to annually review the books and accounts of the corporation and render a report in writing thereon, which report shall be submitted to the Board of Directors at their annual meeting. This report shall include at least (1) a balance sheet showing the true assets and liabilities of the corporation; (2) an operating statement for the fiscal period under review which shall show the total income received and total expenditures therefrom during the period; and (3) an itemized statement of expenses for the period under review.

(e) Depository. The Board of Directors shall have the power to select one or more banks to act as depositories of 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 or persons by whom same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.

6. Regular Meetings: There shall be an annual meeting of the Board of Directors held each year in conjunction with the national conference of the IFYE Association or at such other time and place as the officers determine.

7. Special Meetings: Special meetings of the Board of Directors may be called by the president or the vice president and must be called by either of them on the written request of any three members of the Board of Directors.

8. Notice of Meetings and Waiver of Notice: Written notice stating the place, day and hour of any regular or special meeting and the purpose for which the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, to each director, by or at the direction of the president or vice president. Attendance of any director at a meeting shall constitute waiver of that notice.

9. Quorum: A quorum of any meeting shall consist of a majority of the directors, and the directors must be present in person (meaning in body or by conference call, but not by proxy). If at any meeting there is less than a quorum, the meeting shall be adjourned and all directors shall be given written notice, in the manner provided hereinabove, of the date upon which the said meeting shall be reconvened.

10. Chairman: At all meetings of the Board of Directors, the president, or the vice president in his or her absence, or in their absence a chairman chosen by the directors present, shall preside.

11. Contracts and Services: No contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Sections 501, 503 or 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire as to the authority of the directors and officers to enter into and consummate any contract, transaction or other action.

12. Compensation: Directors shall not receive any salary for their services. The Directors may employ attorneys, accountants and other individuals or organizations for services other than those customarily performed by the officers and directors of the corporation and may compensate them for reasonable services rendered, provided, however, that such employment is not violative of the proscriptions of the Articles of Incorporation against the corporation's use or application of its funds for private benefit.

13. Powers: All corporate powers shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

14. Reports: There shall be presented at the annual meeting of the Board of Directors and filed with the minutes thereof a report, verified by the president and treasurer, or by a majority of the directors, showing (a) the whole amount of real and personal property owned by the corporation, where located and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of acquisition; and (c) the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made.

ARTICLE IV

Rules and Order of Business

1. Rules: *Robert's Rules of Order*, as amended and to the extent that they are not inconsistent with these Bylaws, shall govern the Board of Directors in all applicable cases.

2. Order of Business and Reports: The order of business of meetings of the Board of Directors shall be determined by the president. The business of the annual meeting shall include (a) reports from the president, the secretary, the treasurer, all committees of the Board of Directors, and from each officer of the corporation when required; (b) the election of officers; (c) the appointment of committees, if any; and (d) such other business as may come before the meeting.

ARTICLE V

Officers

1. Officers: The officers of the corporation shall be the president, vice president, secretary, treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. No offices may be held by the same person.

2. Election, Term of Office and Qualifications: The president, vice president, secretary and treasurer shall be elected at the first meeting of the Board of Directors and annually thereafter by the Board of Directors from among their number.

3. Vacancies: In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next annual meeting of the Board of Directors.

4. President: The president shall preside at all meetings of the Board of Directors, and he shall be an ex-officio member of any committees appointed by the Board of Directors. He shall have and exercise general charge in supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

5. Vice President: At the request of the president, or in the event of his absence or disability, the vice president shall perform the duties and possess and exercise the power of the president; and to the extent authorized by law, the vice president shall have such other powers as

the Board of Directors may determine, and he shall perform such other duties as may be assigned to him by the Board of Directors.

6. Secretary: The secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall attend and keep minutes of all the meetings of the Board of Directors. He may sign with the president or vice president, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors; and when so authorized or ordered by the Board of Directors, he may affix the seal of the corporation. He shall, in general, perform all duties incident to the office of secretary, subject to the control of the Board of Directors, and he shall do and perform such other duties as may be assigned to him by the Board of Directors.

7. Treasurer: The treasurer shall have the custody of all funds, property and security for the corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, he may endorse on behalf of the corporation for collection checks, notes and other obligations, and he shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, excepting cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation. He shall enter regularly on the books of the corporation, to be kept by him for the purpose, a full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the corporation. He shall exhibit such books at all reasonable times to any director on application at the offices of the corporation or at the annual meeting of the Board of Directors or other place designated by the president or vice president. He shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

8. Compensation: No officer of the corporation shall receive a salary or other compensation for his services, although the corporation shall reimburse any officer for the authorized expenses that he shall have incurred in performing the duties of his office.

9. Removal: Any officer may be removed from office by the affirmative vote of a majority of the directors, at any regular meeting or at any special meeting called for the purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes.

ARTICLE VI

Committees

The Board of Directors may appoint from their number, or from among such persons as the Board may see fit, one or more committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the pleasure of the Board of

Directors. Such committees shall advise and aid the Board of Directors in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committees and other matters relating to its procedure.

ARTICLE VII

Funds

1. Classes. Three classes of funds shall be established and their use shall be governed as outlined in the following provisions of this Article. Any funds in possession of the corporation at the time of the adoption of this fund classification system may be allocated to any fund class as determined by the Board of Directors in keeping with the interpretation of the original desires of the donors.

2. Class I Funds. Class I funds shall consist of those funds which are not expendable and which must be invested to provide income for carrying on the work of the corporation. Only the income of Class I funds shall be expended.

3. Class II Funds. Class II funds shall consist of those funds donated to or raised by the corporation for specific activities and purposes, and such funds shall be held separate and apart from other funds of the corporation. Donors may designate certain uses of their Class II funds; and once accepted, the Board of Directors shall ascertain that those funds donated in this class are spent accordingly.

4. Class III Funds. Class III funds shall consist of those funds donated to the corporation without restriction by donors as to the use of such funds. Upon the receipt of such funds, the Board of Directors may designate their use in the support of any legitimate functions of the corporation.

ARTICLE VIII

Voting Upon the Stock of Other Corporations

Unless otherwise ordered by the Board of Directors, the president shall have full power and authority on behalf of the corporation to vote, either in person or by proxy, at any meeting of stockholders of any corporation in which this corporation may hold stock, and at such meeting may possess and exercise all the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE IX

Prohibition Against Sharing in Corporate Earnings

No director, officer, employee, member of a committee, or other person connected with

the corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the operations of the corporation, except as may be necessary to pay individuals employed by the corporation as set forth in Article III, Paragraph 5 hereof. No person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. All directors of the corporation shall be deemed to have or have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over to an organization or organizations closely related in purpose or function to this corporation, which organization or organizations receiving said assets shall at the time qualify as exempt from taxation as an organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future Internal Revenue law as the Board of Directors may determine.

ARTICLE X

Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest or reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to a class of investments which a director is or may hereafter be permitted by law to make or similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or results in a denial of the tax exemption under Section 503 of the Internal Revenue Code of 1954 or the corresponding provision of any future Internal Revenue law.

ARTICLE XI

Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the corporation by an affirmative vote of the majority of the Board; provided, however, that a copy of any proposed change is submitted in writing to all members of the Board at least forty-eight (48) hours prior to any regular or special meeting of the Board where same is to be considered and adopted.

ARTICLE XII

Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section

501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future Internal Revenue law or by an organization, contributions to which are deductible under Section 170(c)(2) of said Code or the corresponding provision of any future code. Moreover, no director, officer, employee or representative of this corporation shall engage in activities by or on behalf of the corporation which are not in furtherance of the stated purposes of the corporation.

ARTICLE XIII

Indemnification

The corporation shall have the power to indemnify any present or former director, officer, employee or agent for expenses and costs actually and necessarily incurred by him in connection with the defense or settlement of any pending or threatened action, suit or proceeding to which he is made a party by reason of his being or having been such official, except in relation to matters as to which he shall be finally adjudged to be liable for willful misconduct amounting to bad faith. Such indemnification shall not be exclusive of any other rights to which those indemnified may be otherwise entitled.

ARTICLE XIV

Calendar Year

The tax year of this corporation shall be a calendar year and shall commence on January 1 and end on December 31, unless otherwise designated by the Board of Directors.

The foregoing Bylaws of the International Four-H Youth Exchange Foundation of the USA, Inc., were inspected, accepted and adopted at the incorporator's meeting on the 27th day of September, 1996.

/s/ Mildred Crawford, President

CERTIFIED:

/s/ Dottie Nelson, Secretary

harddrive:\amended bylaws 9-2-98.rtf