



# BYLAWS FOR THE UTAH ASSOCIATION OF YOUTH COUNCILS

## ARTICLE 1 NAME AND PURPOSES

- 1.1. **Name.** The name of this organization shall be the Association of Youth Councils (the "AYC"), a Utah not-for-profit Organization.
- 1.2. **Purpose.** The purpose of the AYC is to build youth awareness, engagement, and leadership in community and civic issues by promoting the growth and development of youth councils associated with municipalities throughout Utah.
- 1.3. **Achievement of Purpose.** The AYC achieves its purpose by encouraging and providing opportunities for youth to serve, develop leadership abilities and skills, find their voice, and grow to become educated and responsible citizens. AYC seeks to accomplish this directly through state-wide conferences and indirectly through the professional development and support of youth council advisors and mentors.
- 1.4. **Affiliate.** The AYC shall have and continuously maintain an affiliation with Utah State University Extension as its parent organization.

## ARTICLE 2 MEMBERSHIP

- 2.1. **Regular Member Qualifications.** Regular membership in AYC may be granted to any person that: (i) is an active member or advisor of a local Youth Council in good standing; (ii) resides in the state of Utah; (iii) shares interest in and supports the purposes of the AYC; and (iv) abides by these Bylaws and such other policies, rules, and regulations as the AYC may adopt.

- 2.2. **Community Partners.** Limited membership may be granted to any person at least 18 years of age who is interested in volunteering and supporting the AYC Program and who agrees to abide by these Bylaws (“Community Partner(s)”).
- 2.3. **Background Checks.** Regular Members and Community Partners at least 18 years of age, will be required to complete a background check, with evaluation of the results by the Board of Directors, prior to membership approval and to assure that there is no risk to the purpose of the AYC. Background checks shall be completed for all members every three years thereafter.
- 2.4. **Voting Membership.** Voting is conducted by a Youth Council delegate (youth or adult). Each Council may have one representative for the first 20 youth in their council, and one additional representative for all membership exceeding 20. Each Council may only have up to two voting delegates.
- 2.5. **Application.** The Board of Directors (hereafter known as the “Board”), or its designee(s), shall adopt procedures to facilitate the consideration of applicants for membership in the AYC. The Board, or its designee(s), shall determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board may prescribe, whether individual applicants meet the qualifications necessary for membership in the AYC. All such qualified applicants shall become members upon notice from the AYC.
- 2.6. **Termination of Membership.** Membership in the AYC may be terminated or suspended for cause. Any violation of these Bylaws or any policies, rules, or regulations of the AYC shall constitute sufficient cause for termination or suspension of membership.

### ARTICLE 3 **MEMBERSHIP MEETINGS**

- 3.1. **Annual Meeting.** An annual meeting of the voting delegates of the AYC shall be held at such time and place as shall be determined by the Board.
- 3.2. **Special Meetings.** Special meetings of the voting delegates of the AYC may be called at the request of the President or at the written request of two-thirds (2/3) of the AYC's voting delegates. The time and place for holding special meetings shall be determined by the Board.
- 3.3. **Notice.** Notice of any annual or special meeting of the voting delegates shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

- 3.4. **Quorum.** Twenty Five percent (25%) of the voting delegates of the AYC present (either in person or by proxy) at any duly called meeting of the voting delegates shall constitute a quorum for the transaction of business, provided that if less than a quorum is present, a majority of the voting delegates present may adjourn the meeting to another time without further notice.
- 3.5. **Manner of Acting.** The act of a majority or more of the voting delegates present (either in person or by proxy) at a duly called meeting of the voting delegates at which a quorum is present (either in person or by proxy) shall be the act of the members for all matters voted upon by the voting delegates, unless the act of a greater number is required by these Bylaws.

#### ARTICLE 4 **DUES AND ASSESSMENTS**

The initial and annual dues for each membership shall be determined by the Board. The time for paying such dues and other assessments, if any, shall be determined by the Board. Under special circumstances, the Board, or its designee(s), may waive the annual dues and/or assessments for any member.

#### ARTICLE 5 **BOARD**

- 5.1. **Authority and Responsibility.** The affairs of the AYC shall be managed by the Board, which shall have supervision, control, and direction of the AYC, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
- 5.2. **Composition.** The Board shall be composed of at least five (5) voting members with any additional board members beyond that number confirmed by a 2/3 majority of the board. Members are as follows: the President, Vice-President, Secretary, and at least two (2) Regular Members. In addition, the USU Extension Representative(s) shall be ex-officio, non-voting member(s) of the Board.
- 5.3. **Qualifications.** Only Regular Members, Community Partnership Members, and USU Extension Representative(s) shall be eligible to serve on the Board.
- 5.4. **Term.** Officers shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and assume their position. Directors shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and assume their position. In order to provide for a staggered term, two (2) Regular Member Directors and the Secretary shall be elected on

opposite years from the President and Vice president. Officers and Directors shall take office following the spring Leadership Institute Conference or April 1 (whichever is second) of the year in which they are elected. Terms shall run from April 1 to March 31, or until such time as successors are duly elected, qualified, and assume their position. Regular Member Directors completing a full term in office shall be eligible for election as an Officer of the AYC and may continue serve on the Board in such capacity.

**5.5. Manner of Election.**

**5.5.1. Nominating Committee.** The Nominating Committee is comprised of three (3) members: USU Extension Representative (Chair), Board Secretary and one other member of the board, appointed by the Board.

**5.5.2. Nominating Committee Recommended Slate.** At least sixty (60) days prior to January 15 of each year, the Nominating Committee shall recommend a slate of qualified candidates to the Board to fill each seat on the Board that is either vacant or set to expire. Members of the Nominating Committee are ineligible to stand for election to any office.

**5.5.3. Publication of Slate.** The Nominating Committee's recommended slate shall be announced to all member Councils.

**5.5.4. Additional Nominations and Election.** The voting delegates shall have fifteen (15) days from the date the Nominating Committee's slate is announced to submit additional nominations to the Secretary.

**5.5.5. Uncontested Election.** If there are no additional nominations, the Board annually shall elect such slate, and shall announce the results of such election no later than the next Annual Meeting of voting members following the election.

**5.6. Regular Meetings.** The Board may take action to set the time, date, and place for the holding of a regular meeting of the Board without other notice than such action.

**5.7. Meeting by Conference Call.** Any action to be taken at a meeting of the Board or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

**5.8. Quorum.** A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any duly called meeting of the Board; provided

that when less than a quorum is present at said meeting, a majority of the Board members present may adjourn the meeting to another time without further notice.

- 5.9. **Manner of Acting.** The act of a majority of Board members present at a duly called meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.
- 5.10. **Action by Written Consent (email vote).** Any action requiring a vote of the Board may be taken without a meeting if a consent in writing, setting forth the action taken, is approved by all of the members of the Board entitled to vote with respect to the subject matter thereof.
- 5.11. **Resignation and Removal.** Any member of the Board may resign at any time by giving written notice to the Secretary. In addition, any member of the Board may be removed by the body who elected such Director, whenever, in its judgment, the best interests of the AYC would be served by such removal.
- 5.12. **Compensation.** Directors shall not receive any remuneration for their services as Directors; however, the Board, by the affirmative vote of the majority of the Directors then in office, may authorize the reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board.
- 5.13. **Vacancies.** Vacancies in any Director position shall be filled by the Board.

## ARTICLE 6 **OFFICERS**

- 6.1. **Officers.** The Officers of the AYC shall be a President, Vice President, and Secretary; and such other officers as may be elected or appointed in accordance with the provisions of this Article (collectively, the "Officers"). The Board may appoint such other officers as it shall deem necessary, who shall have the authority to perform such duties as may be prescribed from time to time by the Board. Such Officers shall have the authority to perform the duties set forth below and as prescribed by the Board. No two (2) offices may be held simultaneously by the same person.
- 6.2. **Term.** The term of each Officer shall be as set forth in section 5.4 above.
- 6.3. **President.** The President shall be the principal elected officer of the AYC and shall, in general, supervise all of the business affairs of the AYC, subject to the direction and control of the Board. The President shall be a member of all committees, except as otherwise provided by these Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board.

- 6.4. **Vice President.** The Vice President assists the President and shall substitute for the President when required. The Vice-President shall be a member of all committees, except as otherwise provided by these Bylaws. The Vice-President shall, in general, perform all duties customarily incident to the office of Vice-President and such other duties as may be prescribed by the Board. The Vice-President shall succeed to the office of President upon expiration of the President term of office, and in the event of the death, resignation, removal, or incapacity of the President.
- 6.5. **Secretary.** The Secretary shall keep minutes of the meetings of the Board; shall see that all notices are duly given in accordance with applicable law and these Bylaws; shall be custodian of the organizations records.
- 6.6. **Removal.** Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the AYC would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- 6.7. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

## ARTICLE 7 **COMMITTEES**

- 7.1. **Advisory/Ad Hoc Committees and Task Forces.** The Board may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate to support the purposes of the AYC. All such committees and task forces shall terminate after one (1) year from the date of their creation, unless renewed by the Board. Ad hoc committees and task forces may be established for longer periods with the approval of the Board. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.
- 7.1.1. **Quorum and Manner of Acting.** At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.
- 7.1.2. **Committee/Task Force Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee.

- 7.1.3. **Policies and Procedures.** The Board shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the Board.

## ARTICLE 8 **ELECTRONIC MEETINGS**

Any action to be taken at a Board, delegates, member, committee, or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

## ARTICLE 9 **USE OF ELECTRONIC COMMUNICATION**

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

## ARTICLE 10 **FINANCE**

- 10.1. **Banking.** AYC funds are retained and audited by Utah State University. The AYC Board may use these funds as they will to further the purpose of the Association. Spending practices must also conform to USU financial policies.
- 10.2. **Contracts.** The Board will use the USU Extension Representative for the purpose of entering into any contract or execute and deliver any instrument in the name of and on behalf of the AYC.
- 10.3. **Payment of Indebtedness.** All checks, drafts, or other orders for the payment of money issued in the name of the AYC shall be approved by the Board and executed by USU or its representative.
- 10.4. **Deposits.** All funds of the AYC shall be deposited to the credit of the AYC at Utah State University.
- 10.5. **Gifts.** The Board may accept on behalf of the AYC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the AYC.

**ARTICLE 11**  
**AMENDMENTS**

These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board at any regular or special meeting of the Board.

**ARTICLE 12**  
**DISSOLUTION**

In the event of the dissolution of the AYC, the Board shall, after paying or making provision for the payment of all of the liabilities of the AYC, distribute all of the remaining assets back to the Utah State University 4-H Program to be used for Civic and community outreach programs.