

**BY-LAWS**  
**GEORGIA DAIRY YOUTH FOUNDATION**

ARTICLE I

Name

The name of this foundation shall be Georgia Dairy Youth Foundation.

ARTICLE II

Mission

The mission of the Georgia Dairy Youth Foundation (GDYF) is to develop and provide broad-based financial support to enhance and expand Georgia Dairy Youth Programs conducted via state, district, county and local activities.

ARTICLE III

Members

Section 1. The membership of the GDYF shall consist of anyone interested in developing and providing broad-based financial support for enhancing and expanding Georgia Dairy Youth Programs, and other such persons, firms, foundations and corporations that make financial contributions to the GDYF or as approved for membership by the Board of Directors.

ARTICLE IV

Section 1. The management of the GDYF shall be vested in a Board of Directors composed of twenty-four (24) members elected for three-year terms. These shall be staggered terms, with eight elected for a one-year period, eight elected for a two-year period and eight elected for a three-year period. At succeeding annual meetings, eight shall be elected for three-year terms. **These directors cannot serve more than two consecutive full terms, but may serve non-concurrent terms. (do we want to limit terms? Will it be hard to find people to serve?)** The members of the Board shall be elected at the annual meeting of the members or at any adjournment thereof to serve until the next annual meeting of the members or until their office shall be declared vacant or until their successors are elected and qualified.

Section 2. The Board shall be composed of members of the GDYF. **Sixty (60) percent of the Board shall be milk producers and/or commercial dairy heifer producers who reside within the State of Georgia.** The Board shall also include at least two ex-officio members who will be

non-voting, non-rotating, and non-office holding members. These two ex-officio members shall be a State Extension Dairy Specialist from the University of Georgia and the Executive Director for the Georgia Milk Producers Inc. The GDYF Board of Directors may appoint additional ex-officio directors to serve on the Board at their discretion. (Everett suggested maybe having two dairy youth participate with the Board meeting, but do we want to add this to the bylaws??)

Section 3. The Board of Directors shall exercise all the powers of the Georgia Dairy Youth Foundation including all powers that have been conferred upon it by the by-laws, except such as are by laws reserved exclusively to the members.

Section 4. In case of any vacancy in the Board of Directors, through death, resignation, disqualification or other cause, the remaining Directors may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant and until his/her successor shall be elected and qualified.

Section 5. The main functions of the Board of Directors are to raise funds and provide broad-based financial support to enhance and expand Georgia Dairy Youth Programs conducted via state, district, county and local activities. The Board of Directors are to allocate the earnings from any endowments and additional contributions of the Georgia Dairy Youth Foundation, Inc. ?? (will need to ask lawyer if this is worded correctly for non-profit org)

## ARTICLE V

### Officers

Section 1. The officers of the foundation shall be elected from the Board of Directors and shall consist of a President, a Vice President, Secretary, and Treasurer.

Section 2. Each officer shall be elected by the Board of Directors at its annual meeting and shall hold office until the annual meeting of the Board of Directors held next after his/her election or until his/her death or until he/she shall resign or shall have been disqualified or shall have been removed from office. The President and Vice President shall be limited to two consecutive one year terms, but may serve non-concurrent terms. Any officer of Georgia Dairy Youth Foundation elected by the Board of Directors may be removed by the Board of Directors at any time provided the Board of Directors show just cause for removal.

Section 3. The President shall preside at all meetings of the members and the Board of Directors. He/she shall have general control over the affairs of the GDYF subject to such regulations and restrictions as determined by the Board of Directors. He/she shall also have

prepared full and true statement of the affairs of the GDYF and make it available upon request to the Board of Directors and members of GDYF.

Section 4. The Vice-President shall perform all the duties and be vested with all the authority of the President in case of a vacancy in the office of the President or in the absence or disqualification of the President and shall have such other duties as may be assigned to him/her by the Board of Directors. **The Vice-President when serving as President may also serve two consecutive one-year terms.**

Section 5. The Secretary shall attend to the giving and serving of all notices of meetings and shall have the custody of all books, records and papers of the GDYF, and generally shall perform all acts incident of the office of Secretary and shall have other powers and duties as may be assigned to him/her by the Board of Directors.

Section 6. The Treasurer shall keep an accurate and detailed record of all receipts and disbursements. He/she shall deposit incoming contributions in **GDYF bank accounts and endowments held by the Georgia Dairy Youth Foundation, Inc., a 501-C-3 Corporation, and generally shall perform all acts incident of the office of Treasurer and shall have other powers and duties as may be assigned to him/her by the Board of Directors.**

Section 7. In case of death, resignation, disqualification or temporary absence or disability of any officer of the GDYF, his/her duties and powers may be delegated by the Board of Directors to any officer of the GDYF or to any Director of the GDYF at any specified time.

## ARTICLE VI

### Executive Board

Section 1. The Board of Directors of the GDYF shall appoint an Executive Board consisting of the elected officers, chairman of standing committees, the immediate past President of Board of Directors, and the two ex-officio, non-voting members from GDYF. These will serve on the Executive Board until new officers and chairman of the committees are appointed. The Executive Board, so appointed, in the interim between the meetings of Board of conferred upon it or upon the Board of Directors, except such as are by laws expressly reserved to the members of the GDYF and except that the Executive Board shall have no power to alter, amend, or rescind the by-laws of the GDYF.

Section 2. The Executive Board shall also reserve the right to establish or dissolve committees as they see the need arise.

Section 3. The Executive Board shall keep minutes of their meetings and report the same to the Board of Directors and give written minutes to the Secretary.

#### ARTICLE VII

##### Committees

Section 1. The chairman of all committees must come from the Board of Directors. However members of the committees are not limited to the Board and may or may not come from the general membership of the GDYF.

Section 2. All committees shall keep minutes of their meetings and report the same to the Board of Directors and give written minutes to the Secretary.

#### ARTICLE VIII

##### Meetings

Section 1. The fiscal year of the GDYF shall be July 1 thru June 30 and the annual meeting of the members of the GDYF shall be held at a place, time, and on a date determined from year to year by the Board of Directors.

Section 2. Special meetings of the members of the GDYF shall be called by request of the President, or five or more directors of the GDYF.

Section 3. Special meetings of the Board of Directors or Executive Board shall be called upon the request of the President, or two or more directors of the Board of Directors or Executive Board.

#### ARTICLE IX

##### Notices

Section 1. No public notice shall be required for the annual meeting of the members, the annual meeting of the Board of Directors, or any regular meeting of any Committee of the GDFY.

Section 2. Notice of any special meeting of the members shall be given by mailing a written notice of the time, date, place, and purpose of such meeting to each member at his/her last known post office address at least ten days before the time of such meeting.

Section 3. Notice of any special meeting of the Board of Directors of Executive Board shall be given by mailing a written notice of the time, date, place, and purpose of such meeting to each Director or member of the Executive Board at his/her last known post office address at least ten days before the time of such meeting or by contacting each member by telephone or otherwise at least (48) hours before the time of such meeting.

#### ARTICLE X

##### Quorums

Section 1. Eight members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

Section 2. Four members shall constitute a quorum at any regular or special meeting of the Executive Board.

#### ARTICLE XI

##### Budget

Section 1. An annual budget, based on contributions and the projected income from the GDYF Endowment Account within the GA Dairy Youth Foundation, Inc., shall be submitted to the Board of Directors of the GDYF by the ex-officio member representing the Georgia Milk Producers Inc. The ex-officio member shall submit at a time designated by the Board of Directors a prioritized budget proposing which activities, a description of each activity, and the cost of each activity, that he/she feels that the Board of Directors should consider funding. An annual report on the use and expenditure of these funds shall be prepared by the ex-officio member representing the Georgia Milk Producers Inc. and submitted to the GDYF Board of Directors.

Section 2. Any scholarship endowments will be accounted for separately from the general funds of the GDYF. Only the interest from the funds placed in scholarship endowments can be used for scholarships, leaving the principal balance in place. Any use of the principal funds in all endowments must be approved for by a two-thirds (2/3) vote of the GDYF Board of Directors.

#### ARTICLE XII

##### Compensation

Section 1. No director, officer or committee member of the GDYF shall receive any compensation whatever for or in connection with his/her services without prior written approval by the Board of Directors.

#### ARTICLE XIII

##### Liability of Members

Section 1. Neither the members of the GDYF nor the members of the Board of Directors shall be liable or responsible for debts or obligation of the GDYF.

#### ARTICLE XIV

##### Dissolution Clause

Section 1. In the event the GDYF ceases to operate and/or exist, the assets of the GDYF Endowment Account shall be turned over to an organization designated by the GDYF's Board of Directors.

#### ARTICLE XV

##### Parliamentary Authority

Section 1. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the GDYF in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the GDYF may adopt.

#### ARTICLE XVI

##### Amendments

Section 1. These by-laws may be amended, enlarged, or replaced by majority vote present at any meeting of the Board of Directors provided a written notice of the proposed amendment has been mailed to all members of the Board of Directors ten days prior to the meeting.