

BYLAWS of the LATAH COUNTY 4-H AND FFA MARKET ANIMAL SALE, INC.

--- Current as of March 20, 2023 ---

ARTICLE I NAME

The name of this organization shall be the Latah County 4-H and FFA Market Animal Sale, Inc.

ARTICLE II PURPOSE

Section 1. Purpose: The purpose of this organization shall be to:

- A. Plan and conduct the annual Latah County 4-H and FFA Market Animal Sale.
- B. Work in cooperation with the Latah County FFA Chapters, the University of Idaho Latah County Extension and the Latah County Fair Board and keep them informed as to the direction and scope of the Latah County 4-H and FFA Market Animal Sale.
- C. The Latah County 4-H and FFA Market Animal Sale, Inc. will abide by all policies outlined in this document as well as all federal, state, and local laws.

ARTICLE III MEMBERSHIP

Section 1. Membership: Membership will be limited to the members of the Board of Directors. This organization will not discriminate because of race, creed, color, country of origin, gender, or disability. Anyone else, including 4-H and FFA teen leaders, interested in 4-H and FFA livestock programs may attend meetings, but shall not have the right to vote or hold office.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number of Directors: The Board of Directors of the Latah County 4-H and FFA Market Animal Sale, Inc., shall number ten (10) members.

Section 2. Voting Rights: Each director shall have one vote (with the exception of three (3) non-voting members: one from the University of Idaho Latah County Extension, one from the Latah County Fair Board, and the Latah County Fair Director). No paid employee of the corporation shall be eligible for election to its Board of Directors, and no director shall be entitled to compensation for their services as a director.

Section 3. Eligibility: A board member must be appointed by the organization they represent. Representatives from the following groups shall be appointed to the Board of Directors (attempt to represent the geographic areas of the county).

- 1. Three (3) representatives nominated by the Latah County 4-H Leaders Council
- 2. Two (2) FFA advisors
- 3. Two (2) business/general public representatives
 - a. nominations to be approved by Latah County 4-H and FFA Market Animal Sale, Inc.
- 4. One (1) Latah County Fair Board member shall serve as an ex-officio non-voting member

5. One (1) Latah County 4-H Extension staff shall serve as an ex-officio non-voting member.
6. One (1) Latah County Fair Director shall serve as an ex-officio non-voting member.

Section 4. Election - Term of Office: Members of the Board of Directors shall serve for a period of three (3) years commencing immediately following their appointment. The directors shall be appointed by their representative organization in time for each new director to take office on the third Monday in February, all for a term of three years, but in such a manner that approximately one-third of the full number shall be appointed each year. No voting director shall serve for more than three (3) consecutive (back-to-back) terms. In the unlikely event that a suitable replacement for a director is not identified, the board may at their discretion and with unanimous consent, vote to extend a director's term one (1) additional year until a replacement can be found.

Section 5. Vacancies: Vacancies which occur among the directors shall be filled by appointment from their representative organization. The person selected shall be appointed to finish the term of the vacancy. The Board of Directors of the corporation may declare the place of any director vacant and request a new appointee from their organization if that director is absent for more than two consecutive regular meetings of the board.

Section 6. Notice of Meetings: Notice of the meetings of the Board of Directors shall be given to each director, by the secretary of the Latah County 4-H and FFA Market Animal Sale, Inc. Notification must be made at least five (5) days in advance of such a meeting by United States mail, postage prepaid, or by electronic means, (email).

Section 7. Quorum: A 2/3 majority of the voting members (i.e. 5 voting members unless a position is vacant) of the Board of Directors or their proxies present and eligible to vote at any meeting shall constitute a quorum for the purpose of conducting business. In order to vote by proxy, the director must submit written notice to the President prior to the meeting. Email can serve as written notice.

Section 8. Powers: The Board of Directors of the corporation shall have and exercise all of the usual powers of directors of a business corporation and shall be responsible for the immediate government and direction of the affairs of the corporation. The Board of Directors shall make all rules and regulations which it deems necessary or proper for the government of the corporation and for the due and orderly conduct of its affairs and the management of its property consistent with the Articles of Incorporation and bylaws of the corporation.

ARTICLE V OFFICERS

Section 1. Officers: The officers of the corporation shall be: A President, a Vice-president, and a Secretary, and a Treasurer who shall have the duties and responsibilities usually associated with such offices. All officers shall be elected for a term of one year. Officers shall be elected by the Board of Directors at the annual February meeting. Each officer shall serve no more than three (3) consecutive terms and shall hold office until their successor has been duly elected, unless removed for just cause or excused.

Section 2. Other Officers: The Board of Directors of the corporation shall have the power to appoint such subordinate officers, employees or agents as may be necessary in its judgment to conduct business of the corporation, and to designate their titles and compensation, if any

Section 3. Responsibilities: The officers and members of the Board of Directors of the corporation shall use their best efforts to carry out in good faith the purposes of this corporation and exercise the powers expressed in the Articles of Incorporation of this corporation in such manner as to assist the education of the youth of Latah County with the Latah County 4-H and FFA Market Animal Sale in conjunction with the Latah County Fair. The President, Vice President, Secretary and Treasurer shall have signatory authority on the corporation checking account. All money transactions are required to have two signatures. The Treasurer shall formulate and carry out business approved by the Board of Directors and who may, subject to the Board's approval, enter into all contracts required for the conduct of the business of the Corporation.

ARTICLE VI COMMITTEES

Section 1. Committees: Such other standing or special committees as may be required to assist and advise the Board of Directors may be appointed by the President and approved by the Board of Directors of the corporation.

Section 2. Standing Committees: Standing committees shall consist of 2-3 members and, when applicable, shall be appointed annually by the President and approved by the Board of Directors. Committees are:

1. Sale/Marketing
2. Finance/Review
3. Policy Review/Rules and Regulations

ARTICLE VII MEETINGS

Section 1. Regular Meetings: The Directors shall meet on the Third Monday on the months February through November.

Section 2. Special Meetings: A 2/3 majority of the Board of Directors of the corporation may call special meetings of the membership to be held at such time and place as the board shall deem appropriate. The Board of Directors shall have the power to conduct meetings in a virtual format, without in-person face-to-face meetings. The meetings may be held face-to-face, by conference call, or virtually using a web-based meeting platform in which all directors may simultaneously hear each other and participate in the meeting.

Section 3. Action outside of Meetings: The board may take action without a meeting (Ex. A motion made via email).

ARTICLE VIII RESPONSIBILITIES

BOARD OF DIRECTORS:

1. The Board is ultimately responsible for collecting and disbursing all monies from the Latah County 4-H and FFA Market Animal Sale.
2. Serve as liaison to the Latah County 4-H Animal Project Leaders Committee and Leaders Council, FFA Advisors and Latah County Fair Board.
3. Determine eligibility weights for all selling animals.
4. Make recommendations to 4-H and FFA regarding:
 - a. b. Advertising
5. Maintain working relationships with slaughter facilities for sale.
6. Make personal contacts with potential buyers (4-H and FFA members are allowed to mail or directly
 - a. contact buyers with adult supervision).
7. Prepare and distribute promotional print and social media.
8. Distribute sale invitations to potential buyers.
9. Contact packing plants and auction yards for floor prices.
10. Arrange for and provide assistance at the sale, this may include but not limited to:
 - i. Auctioneer
 - ii. Ring stewards
 - iii. Sale clerks
 - iv. Sale underwriter
11. Ensure that no consigned market animal leaves the fairgrounds until paid for or until formal arrangements have been made for payment.

12. Coordinate logistics for transportation to slaughter facilities after the sale.
13. Produce and send thank-you advertisements and or gifts to sponsors and buyers.
14. Forward sale results information to media outlets.
15. Contact livestock brand inspector to inspect brands before sale, coordinate with the beef superintendent.
16. Buyer Registrations
17. Hospitality Tent and Luncheon

Note: as assigned 4-H and FFA members will help with the Hospitality Tent, Luncheon, and Sale Support each year on the day of the Sale. This will be determined based on a rotational schedule by the community. Example: Genesee, Moscow, Kendrick/Juliaetta, Potlatch/Princeton, Troy, Deary.

PRESIDENT:

1. Preside over formal meetings of the Board of Directors.
2. Represent the Board of Directors to outside stakeholders.
3. Prepare and present the annual report to the Board of Directors.
4. Provide for fairness, impartiality and to protect the rights of the members of the Board of Directors.

VICE PRESIDENT:

1. Fulfill the role and responsibilities of the President in their absence.
2. In the event that the position of President is vacated for any reason the Vice President will fulfill the duties and responsibilities of the President through the end of the elected term.

TREASURER:

1. Maintain an accurate and up-to-date budget; balance bank statement.
2. Make budget reports to the Board of Directors at regular meetings.
3. Pay outstanding bills in a timely fashion.
4. Make deposits as necessary.
5. Write checks as approved by directors of the Latah County 4-H and FFA Market Animal Sale, Inc.
6. Prepare sale fees for members and turn into the sales clerk for debit from member checks.
7. Distribute checks to Latah County 4-H and FFA Market Animal Sale consignees.
9. Arrange for liability insurance coverage as approved by the directors.
10. Prepare a preliminary financial report due at the February Director's meeting and a final financial report due at the April meeting.
11. Work with contracted Sales Clerk to obtain:
 - invoice packing plants
 - clerks sale invoices
 - invoice and collect funds from buyers
 - write checks to consignees
 - provide annual profit and loss statement
12. Provide administrative oversight of the Sales Clerk

SECRETARY:

1. Distribute meeting agenda in compliance with open meeting laws.
2. Record minutes of business meetings in print.
3. Working with extension staff; print sale order and distribute or otherwise make available to the public.
4. Prepare appropriate sales clerking/tracking sheets.
5. Prepare and mail thank-you notes and correspondence related to purchases during and donations to the Latah County 4-H and FFA Market Animal Sale.
6. Other secretary duties as assigned by the Board of Directors.

7. Primary contact for email correspondence.

EXTENSION OFFICE:

1. Schedule weigh-in and proof-of-possession dates and communicate to 4-H livestock leaders and FFA advisors.
2. Following weigh-ins mail out weigh-in sheets to all 4-H livestock leaders/FFA advisors who had members weigh in animals.
3. Assist/advise the Treasurer and Board of Directors.
4. For the sale, furnish:
 - a. In conjunction with Board establish sale order as determined by overall quality placing
 - b. "This animal purchased by" cards
 - c. Market Animal Exhibit cards
 - d. "Thank You" cards for consignors to fill out immediately after their animal sells

FAIR OFFICE AND STAFF: (The following would reflect whatever major agreements were discussed and agreed to by the county fair board).

1. Maintain communications with the Board of Directors President, FFA Advisors and the Extension Office.
2. Contract with the Latah County 4-H and FFA Market Animal Sale, Inc. for sale facilities during the Latah County Fair.

FFA ADVISORS AND UNIVERSITY OF IDAHO LATAH COUNTY EXTENSION:

Ultimately responsible for implementation of county, state and national FFA and 4-H educational curriculum, policies and programs intended by the mission of each respective program.

**ARTICLE IX
REPORTS**

Section 1. **Fiscal Year:** The fiscal year shall begin on the first day of January in each year.

Section 2. **Financial Accounts:** The Treasurer shall keep a proper record of all monies received for the corporation from all sources and shall keep proper vouchers indicating the amount and nature of all expenditures. The money of the corporation shall be deposited in the name of the corporation and all expenditures shall be made in its name.

Section 3. **Review:** At the end of each fiscal year, the accounts of the Treasurer must be examined by an independent public accountant appointed by the Board of Directors of the corporation at a level of reporting to be determined by the Finance Committee and at such other times as are deemed by the Board of Directors to be appropriate.

Section 4. **Financial Reports:** A financial report, based on such review, shall be made to the Board of Directors of the corporation by the Treasurer at the April meeting and transmitted by the Secretary to the members of the Board of Directors. A preliminary financial report must be presented to the Board of Directors at the February meeting. Additional financial reports shall be made available to the members of the Board of Directors in such form and at such time as may be requested.

Section 5. **Annual Reports:** The President shall present an annual report to the Board of Directors of the corporation reviewing the year ended and making such forecasts as may be reasonable and necessary.

ARTICLE X

SALE PROCEDURES AND GUIDELINES

Section 1. Sale Procedures and Floater Policy: were formally removed from the bylaws as of the (8/15/00) revision and are now included as an addendum to this document. These addendums are referred to as the "Latah County 4-H and FFA Market Animal Sale Procedure Guidelines" and the "Latah County 4-H and FFA Market Animal Sale Floater Policy." These documents shall be annually reviewed and approved at the April meeting by the Board of Directors.

Section 2. Guidelines Pertaining to the Sale: The following guidelines regarding the sale shall dictate:

A. All sales of animals at the Latah County 4-H and FFA Market Animal Sale are final at the time of the sale. Further: animals sold at the Latah County 4-H and FFA Market Animal Sale become the property of the buyer at the time of the sale; **resale of any animal is allowed at the discretion of the Latah County 4-H and FFA Market Animal Sale, Inc.**).

B. In the event that an animal, which has already been sold as part of the sale, is injured or becomes ill: the decisions regarding treatment, shipping, and slaughter will be made by the new owner.

C. The Latah County 4-H and FFA Market Animal Sale, Inc. shall not handle the sale of underweight market animals nor shall they handle any support "add-on" dollars for animals that are not consigned to the sale.

D. The Latah County 4-H and FFA Market Animal Sale, Inc. reserves the right to assess late fees to consignors failing to meet deadlines for required document submission and registration.

ARTICLE XI NAME AND EMBLEM

Any use of the 4-H, and FFA names and emblems by Latah County 4-H and FFA Market Animal Sale, Inc. will be in accordance with federal law and subject to approval by those organizations.

ARTICLE XII ANNUAL EVALUATION

The Latah County 4-H and FFA Market Animal Sale, Inc. will annually evaluate and review the sale procedure and bylaws at the first regularly scheduled meeting of the calendar year. Prior to the Board's approval, any proposed changes to these guidelines should be reviewed by the FFA Advisors, Extension Educator, Latah County 4-H Animal Projects Leaders Committee and Latah County Fair Board. Should any changes be deemed necessary the committee will work to see that all changes are made before the first animal weigh in or possession date for the given calendar year.

ARTICLE XIII ADMINISTRATION OF FUNDS

Section 1. The Latah County 4-H and FFA Market Animal Sale, Inc. will maintain and administer the Latah County 4-H and FFA Market Animal Sale account. All monies received from the sale of animals or collected as support will be deposited in the Latah County 4-H and FFA Market Animal Sale, Inc. account.

A. The Latah County 4-H and FFA Market Animal Sale, Inc. may withhold a Consignment Fee that may include but is not limited to: credit card transaction fee, livestock hauling, statutory check-off fees, and brand inspection fee for each animal sold. The collected fees will be deposited in the Latah County 4-H and FFA Market Animal Sale, Inc. account.

1. The Latah County 4-H and FFA Market Animal Sale, Inc. will determine the amount of the consignment fee. This will be reviewed on an annual basis and based on the net projected sale income and expenses.
2. The Latah County 4-H and FFA Market Animal Sale, Inc. has the authority to use any remaining funds, after all expenses have been paid, in accordance with the purpose and intent of the corporation.

B. The Latah County 4-H and FFA Market Animal Sale, Inc. will issue payment to each individual consigner based on the NET value of their animal sold at the Latah County 4-H and FFA Market Animal Sale according to the following procedure:

1. The true sale price, be it on a per/head or per/pound basis, plus any add-on support equals the GROSS value. Subtract the Consignment Fee, as defined in Section A, withheld by the Latah County 4-H and FFA Market Animal Sale. The resulting figure is the NET value to be paid to the consignor or their designee.
2. Checks will be sent to each consignor or their designee as soon as sale and support monies have been collected by the Latah County 4-H and FFA Market Animal Sale, Inc. The Latah County 4-H and FFA Market Animal Sale, Inc. shall reserve the right to make the final approval for dispersal of payments.

C. The Latah County 4-H and FFA Market Animal Sale, Inc. with fiscal year ending December 31 will be reviewed annually by an independent certified public accountant.

D. The Latah County 4-H and FFA Market Animal Sale, Inc. will not handle any funds or transactions related to an animal that is not consigned to the sale.

Section 2. Sale Support & Add-On's: Add-on support must be paid into the Latah County 4-H and FFA Market Animal Sale Inc. account no later than 15 days after the sale. Such monies will be used as designated by the individual or organization providing the money. The Latah County 4-H and FFA Market Animal Sale, Inc. will not handle 3rd party checks.

ARTICLE XIV AMENDMENTS

The bylaws of this corporation may be amended at any regular meeting by an affirmative vote of 2/3 vote, provided that a reading of the proposed change is read at one meeting prior to taking of a vote.

ARTICLE XV PARLIAMENTARY PROCEDURE

The rules contained in Robert's Rules of Order Newly Revised shall govern the transaction of business by the corporation.

ARTICLE XVI DIVIDENDS PROHIBITED

No dividend shall be paid and no part of the income of the Latah County 4-H and FFA Market Animal Sale, Inc. shall be distributed to its members or officers. The Latah County 4-H and FFA Market Animal Sale, Inc. may reimburse reasonable receipted expenses for its members or officers if in conformity with its purposes. The Board of Directors may authorize reasonable professional fees to compensate

the corporation's Treasurer. Upon dissolution or liquidation, the Board of Directors may make distribution as permitted by the Articles of Incorporation.

**ARTICLE XVII
OPERATION**

Rules for conducting operation of the Latah County 4-H and FFA Market Animal Sale, Inc. shall be determined by the Board of Directors. The decisions of the Board of Directors shall be final.

APPROVED this 17th day of April 2023

Nikki Goucher
Secretary, Latah County 4-H and FFA Market Animal Sale, Inc.

JR Morrow
President, Latah County 4-H and FFA Market Animal Sale, Inc.

POINT OF RECORD

**THE LATAH COUNTY MARKET ANIMAL SALE INC. BYLAWS AS ADOPTED JULY 28TH, 1998
HAVE BEEN AMENDED ON THE FOLLOWING DATES:**

08/30/10, 10/03/11, 04/15/2013, 06/21/2021, 5/26/2022, 3/20/2023