

MCMGA BYLAWS

ARTICLE I Name

The name of the organization shall be: Monroe County Master Gardener Association hereafter referred to as MCMGA or the Association.

ARTICLE II Purpose

The purpose of the MCMGA, a non-profit organization, shall be to promote the art, science and pleasure of gardening in the community, in cooperation with the Purdue Cooperative Extension Service – Monroe County, and to abide by Purdue Master Gardener guidelines. The methods of attaining this objective may include, but are not limited to:

- (a) Increasing the members' knowledge of gardening techniques through informative programs at meetings, special activities, and additional approved instruction on various aspects of gardening.
- (b) Providing the community with information on good gardening practices through news articles, clinics and presentations at garden clubs, schools and other community groups.
- (c) Providing volunteer service in community projects involving gardening knowledge, skills and environmental stewardship.
- (d) Assisting members of the Association in fulfilling their volunteer service commitment.

ARTICLE III Membership

Section 1 Membership and Dues

Application for membership and annual dues shall be submitted to the Purdue Cooperative Extension Service Office (Extension Office). Dues will be determined by the board.

The fiscal year shall be January 1 through December 31. Annual dues shall be made payable to the Monroe County Master Gardener Association and received by January 1.

Dues remaining unpaid by February 1 shall result in the termination of membership in the Monroe County Master Gardener Association. Reinstatement is upon payment of delinquent dues and compliance with Purdue Master Gardener guidelines.

Section 2 Classes of Membership

- (a) Master Gardener Interns - Persons in the first year of membership who have completed the Master Gardener Training Course and are working toward, but not yet completed, their certification. Interns must comply with Purdue guidelines for completing their volunteer service. The Extension Educator may extend that time limit based on individual circumstances, such as a prolonged personal illness.
- (b) Certified Master Gardeners - Persons who have completed the Master Gardener Training Course and the required number of community/volunteer service hours. Certified Master Gardeners may achieve additional designations as specified by Purdue Master Gardener guidelines. These designations may include but are not limited to: Advanced Master Gardener, Advanced Master Gardener - Bronze level, Advanced Master Gardener - Silver level, Advanced Master Gardener - Gold level. To remain active Master Gardeners, members must fulfill the requirements of the Purdue Master Gardener Program guidelines.
- (c) Members transferring into Monroe County must comply with rules as established by the Purdue Master Gardener guidelines.

ARTICLE IV Officers

Section 1 Election of Officers

The officers and board members shall be elected for staggered two-year terms, with service to begin on January 1, at the final general meeting of the fiscal year, beginning with elections in 2008, as follows:

January 2008, for two-year terms, with election in even-numbered years thereafter:

- Vice President for Programs
- Director of Records
- Treasurer
- Journalist

January 2008, for one-year term, with election for two-year terms beginning in 2009 and in odd-numbered years thereafter:

- President
- Vice President for Education
- Secretary
- Director of Communications
- At-Large Director

The slate of officers for election shall be published in the edition Roots and Shoots newsletter immediately preceding the last general meeting of the fiscal year.

Section 2 Vacancies

Vacancies that occur during the year shall be filled by appointment of the Executive Board.

Section 3 Advisor

The Agriculture and Natural Resources Educator or County Extension Director Appointee shall be responsible for the coordination of the Master Gardener Program. The Educator or appointee shall be an ex-officio member of the Executive Board and serve as Advisor.

ARTICLE V Executive Board

Section 1 Executive Board

The duties of the Executive Board shall be to set MCMGA policy, assist the President in conducting the affairs of the Association between its regular business meetings, make recommendations to the Association, and perform such other duties as are specified in these Bylaws.

Section 2 Executive Board Composition

Each of the Executive Board positions, including that of President, Vice President for Education, Vice President for Programs, Director of Communication, Director of Records, Treasurer, Secretary, Director at Large, Journalist, and any appointed board positions shall comprise the Executive Board.

Section 3 President

The President shall preside at all meetings of the Monroe County Master Gardener Association and the Executive Board and shall be charged with the general supervision of the affairs of the organization and have the authority to co-sign checks. The President shall appoint or delegate the appointment of all committee chairmen and committee members not specified elsewhere in this document. The President shall represent the MCMGA on the Monroe County Extension Board.

Section 4 Vice President for Programs

The Vice President for Programs shall perform the duties of the President in the absence of that officer, shall chair the Program committee, and shall have the authority to co-sign checks. The Vice President for Programs shall work closely with the Vice President for Education to plan meetings.

Section 5 Vice President for Education

The Vice President for Education shall chair the Education committee and is responsible for arranging educational opportunities for the new members, the general membership, and the community at large. The Vice President for Education shall work closely with the Vice President for Programs to plan meetings. The Vice President for Education shall work closely with the Extension Educator and assist with the Intern Training Program.

Section 6 Treasurer

The Treasurer shall be bonded and shall receive and keep safe account of all monies. The Treasurer shall prepare the annual budget and present it for approval at the first Board meeting of the new fiscal year. The Treasurer shall pay all bills incurred. All non-budgeted items shall require approval by the Board prior to payment. The Treasurer shall have the authority to co-sign checks and shall complete all required state and federal forms as needed to maintain not-for-profit status. The Treasurer shall work with the Director of Records to assure that all active members pay dues. The Treasurer shall prepare the books for audit annually at the end of the fiscal year.

Section 7 Secretary

The Secretary shall keep the records for the proceedings of the meetings, take roll, maintain a current membership list, conduct the general correspondence, and maintain temporary and permanent records, except those kept by the Director of Records and the Journalist. The Secretary will work in

cooperation with the Director of Communication and the Journalist as needed, to prepare and mail notices of meetings and events, and to update and revise the Membership Directory/ Handbook publication as necessary.

Section 8 Director of Communication

The Director of Communication shall chair the communication committee and shall be responsible for overseeing the maintenance the MCMGA website and mailing lists of both email and postal addresses. The Director of Communication shall be responsible for all bulk email to members – including newsletters. The Director of Communication shall be responsible for updating annually the Folia and Flora Membership Directory/Handbook.

Section 9 Director of Records

The Director of Records shall maintain current and permanent records of members' volunteer and education hours. The Director of Records shall communicate volunteer and education hour information to the Extension Educator to facilitate cohesive record keeping. The Director of Records shall be responsible for obtaining and archiving any materials pertaining to the Monroe County Master Gardener Association. The Director of Records may appoint an archivist.

Section 10 Director at Large

The Director at Large will be the liaison with other Master Gardener Associations and shall attend State Advisory Committee meetings or shall arrange a substitute to attend.

Section 11 Journalist

The Journalist shall be in charge of composing print and electronic newsletters. The Journalist will work in cooperation with the Director of Communication, Vice President for Programs, Vice President for Education and Secretary to include notices of meetings and events. The Journalist shall be responsible for mailing all Roots and Shoots newsletters that require postage.

Section 12 Advisor

The Advisor/Extension Educator shall attend Executive Board meetings and business meetings when possible. The Advisor/Extension Educator shall provide oversight of the operations of the Monroe County Master Gardener Association and ensure that Purdue Master Gardener guidelines are followed.

ARTICLE VI Committees

Committees, as needed, shall be appointed by the President. All standing committee appointments, such as the Program Committee, shall terminate at the end of the fiscal year. All special committee appointments shall terminate at the end of the event or function for which the special committee was formed. There shall be an audit committee consisting of 3 members, who are not authorized signers on the bank accounts, who shall audit the books at the end of the fiscal year. The President shall appoint a member to serve as the Master Gardener representative to the Monroe County Fair Board.

ARTICLE VII Order of Business and Quorum

Section 1 Order of Business

The normal order of business at all meetings shall be:

- A. Call to order
- B. Roll call
- C. Reading of the minutes of previous meeting
- D. Treasurer's report
- E. Reports of officers and committees
- F. Unfinished business
- G. New business
- H. Program
- I. Adjournment

The order of business may be changed at the discretion of the president.

Section 2(a) Quorum of the Executive Board

A majority of the executive board, including a presiding officer, shall constitute a quorum.

Section 2(b) Quorum of the General Membership

One-fifth (1/5) of the membership, including a presiding officer, and a majority of the Board membership shall constitute a quorum. A quorum must be present for official business, including elections, to be conducted.

ARTICLE VIII Amendments

The procedure for amending these bylaws is:

1. Presentation of the first reading of revisions shall be at a general membership meeting.
2. Mailing or emailing notice of proposed revisions to all members at least one week prior to the second reading.
3. The second reading shall occur at the next general membership meeting. A majority vote of those members present shall be required to approve the revisions.

ARTICLE IX Rules

Robert's Rules of Order, Revised, shall be used in all meetings to cover questions not provided for in these Bylaws.

ARTICLE X Dissolution

Upon disbandment of Monroe County Master Gardener Association, the officers shall, after paying or making provision for payment of all of the liabilities of the association, donate all assets of the association to an entity or entities whose activities are pursuant to the goals of the Monroe County Master Gardener Association, i.e. Garden Service Clubs, Museum Greenhouse. The donee entity or entities must be organized and operated exclusively for charitable, educational, religious, or scientific purposes and are at the time qualifying as exempt organizations under section 501(c)(3) of the Code.

ARTICLE XI Equal Opportunity

The Monroe County Master Gardeners Association follows the non-discrimination policy of the Cooperative Extension Service of Purdue University that all persons shall have equal opportunity and access to its programs and facilities.

ARTICLE XII Indemnification

To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by such director or officer in connection with or resulting from any claim, action, suit or proceeding (a) if such director or officer is wholly successful with respect thereto or (b) if not wholly successful, then if such director or officer is determined to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that such conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval), conviction, plea of guilty or plea of nolo contendere (or its equivalent) shall not create a presumption that a director or officer did not meet the standards of conduct set forth in this Section.

As used in this Section, the terms "claims, action, suit or proceeding" shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a director or officer of the Corporation (or his or her heirs and personal representative) may become or have been involved, as a party or otherwise: (a) by reason of being or having been a director or officer of the Corporation or of any corporation which he or she served as such at the request of the Corporation, or (b) by reason of acting or having acted in any capacity in a partnership, association, trust or other organization or entity in which he or she served as such at the request of the Corporation, or (c) by reason of any action taken or not taken in any such capacity, whether or not in such capacity at the time such liability or expense shall have been incurred.

As used in this Section, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a director or officer.

As used in this Section, the term "wholly successful" shall mean (a) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against the person, (b) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (c) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (a) if independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation written findings that such director or officer has met the standards of conduct set forth therein, and (b) if the Board of Directors, acting upon such written finding, or otherwise so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence relied upon for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings which are within the possession or control of the Corporation.

The rights of indemnification provided in this Section shall be in addition to any right to which any such director or officer may otherwise be entitled. Irrespective of the provisions of this Section, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees or other persons to the full extent permitted by the law of the State of Indiana, whether on account of past or future transactions.

Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation by action of the Board of Directors, whether or not a disinterested quorum exists, prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount if not entitled to indemnification.

The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Section, and insurance protecting the Corporation's directors, officers, members and employees.

Record of Amendments:

June 16, 1998

May, 20, 2003

November 27, 2007