

# 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 assist members in complying with Purdue Master Gardener guidelines ([www.extension.purdue.edu/extmedia/mg/mg-5-w.pdf](http://www.extension.purdue.edu/extmedia/mg/mg-5-w.pdf)). 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 and due dates shall be determined by the board. Payments are made to the Monroe County Master Gardener Association.

Dues remaining unpaid for the upcoming year shall result in the termination of membership in the Monroe County Master Gardener Association. Reinstatement is upon payment of delinquent dues for the current year and compliance with Purdue Master Gardener guidelines.

### Section 2 Classes of Membership

- a) Master Gardener Interns are 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 are 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, and 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.
- d) Associate members- After 15 years of Active membership, a member may elect because of health or other constraints to become an Associate member. After Board approval, the member shall be listed as an Associate member in *folia and flora*, shall be required to pay one half of the annual dues, and shall be exempt from the annual volunteer and education hour requirements. Associate members are welcome to attend meetings.

## ARTICLE IV Officers

### Section 1 Election of Officers

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

In even-numbered years:

- Vice President
- Treasurer
- Membership Director
- Records Director
- Journalist

In odd-numbered years:

- President
- Secretary
- Education Director
- Communications Director
- Director at Large

The slate of officers for election shall be published in an online notice in addition to the *Roots and Shoots* newsletter immediately preceding the last meeting of the 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 Extension Educator or County Extension Director Appointee shall be responsible for the coordination of the Master Gardener Program. The Extension Educator or appointee shall serve as Advisor to the board.

## 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, Secretary, Treasurer, Membership Director, Education Director, Communications Director, Records Director, Director at Large, Journalist, Advisor, Ex officio Member and any appointed board positions, shall comprise the Executive Board. Eligible board members shall be current members of the Monroe County Master Gardener Association in good standing with adherence to the Purdue Master Gardener guidelines. Three or more absences within the calendar year may be cause for removal from the board. Attendance via technology is acceptable when face-to-face participation is not possible.

### Section 3 President

The President shall preside at all meetings of the Monroe County Master Gardener Association and the Executive Board, shall be charged with the general supervision of the affairs of the organization, and have the authority to 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 appoint a member to serve as the Master Gardener representative to the Monroe County Fair Board. The President shall represent the MCMGA on the Monroe County Extension Board.

#### Section 4 **Vice President**

The Vice President shall perform the duties of the President in the absence of that officer and shall have the authority to sign checks. The Vice President shall chair the Meeting Committee to plan meeting logistics. Logistics for the meetings shall include securing and reserving meeting locations, tables, chairs, equipment, refreshments and other requirements to ensure a successful meeting. The Vice President shall work closely with the Education Director and the Extension Educator to ensure that the logistics required by the program presenters have been identified and provided for a successful program. The Vice President shall also chair a standing Bylaws Committee to annually read the bylaws and make recommendations to the Board and chair the Nominating Committee, which will present a slate of candidates to the Board. The Vice President shall assume other duties as delegated by the President.

#### Section 5 **Secretary**

The Secretary shall record the minutes of the board and general meetings, take roll, maintain those permanent records, and disseminate minutes to the board of directors.

#### Section 6 **Treasurer**

The Treasurer shall be bonded and shall receive and keep safe account of all monies for the fiscal year which shall be January 1 through December 31. The Treasurer shall prepare the annual budget and present it for approval at the December Board meeting and present a budget update at monthly board meetings. 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 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 Extension office and other members of the board to ensure that all active and associate members pay dues. The Treasurer shall prepare the financial records for audit annually at the end of the fiscal year. The Treasurer shall serve as the chair on the Financial Committee for the annual MCMGA Garden Fair.

#### Section 7 **Membership Director**

The Membership Director shall organize and chair a Membership Committee to develop programs and initiatives aimed at increasing membership in the Monroe County Master Gardener Association by recruiting trainees, supporting them in completion of their Master Gardener certification, and increasing retention of existing members.

#### Section 8 **Education Director**

The Education Director shall organize and chair an Education Committee and be responsible for arranging all educational opportunities for the membership and the community at large. The Education Director shall provide the titles of programs and names of speakers for the upcoming year's general meetings to the Extension Office, for inclusion in *folia and flora*. This information shall be provided in a timely manner to the Journalist for publication in *Roots and Shoots*, and to the Communications Director for notifications and reminders to be sent to MCMGA members by email. The Education Director is responsible for securing all speaker agreements and communicating any equipment needs to the Vice President.

#### Section 9 **Records Director**

The Records Director shall assist the Extension Educator regarding communication with Master Gardener members and those participating in training programs by encouraging and assisting them in completing and reporting their volunteer and education hours. The Records Director shall oversee the content of social media as directed by the MCMGA Board.

#### Section 10 **Communications Director**

The Communications Director shall be responsible for overseeing the maintenance of the MCMGA website, and the mailing list of e-mail addresses. The Communications Director shall be responsible for all e-mails to members including newsletters.

#### Section 11 **Director at Large**

The Director at Large shall be the liaison with other Master Gardener Associations. The Director shall schedule times and volunteers for state and regional events as they arise or designate these duties to other members. The Director at Large shall serve as a standing Audit Committee member.

#### Section 12 **Journalist**

The Journalist shall be in charge of composing print and/or electronic newsletters. The Journalist shall work in cooperation with board members to include notices of meetings and events. The Journalist shall provide completed newsletters and other documents as directed by the board to be shared with the MCMGA membership, to the Communications Director.

#### Section 13 **Advisor**

The Advisor shall attend Executive Board meetings and business meetings when possible. The Advisor shall provide oversight of the operations of the Monroe County Master Gardener Association, ensure that Purdue Master Gardener guidelines are followed, and serve as a non-voting member advisor to the board.

#### Section 14 **Ex Officio Member**

The Ex Officio member shall be the previous sitting president of the Monroe County Master Gardener Association Board of Directors and shall serve as a non-voting member advisor to the board.

### **ARTICLE VI Committees**

Committees, as needed, shall be appointed by the President. All standing committee appointments; Bylaws Committee, Audit Committee, and Nominating Committee shall terminate at the end of the fiscal year.

### **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 voting members of the executive board, including the presiding officer, shall constitute a quorum. Electronic voting is

permitted.

#### **Section 2(b) Quorum of the General Membership**

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

#### **ARTICLE VIII Amendments**

The procedure for amending these bylaws is:

1. Members shall receive two notices of the proposed bylaw revisions prior to a vote at a general meeting.
2. A majority vote of those members present at a general meeting shall be required to approve the revisions.

#### **ARTICLE IX Rules**

Robert's Rules of Order, Newly 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 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

November 27, 2012

September 22, 2015

May 24, 2016

September 27, 2017

September 25, 2018

September 24, 2019