

Licking County Master Gardener Volunteers Constitution and Bylaws

Article I—PRINCIPAL OFFICE

The principal office if the corporation is located in Licking County, State of Ohio.

Article II—NAME

The name of the corporation shall be "Licking County Master Gardener Volunteers".

Article III—PURPOSE

This corporation is organized exclusively for charitable, educational and other nonprofit purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, to promote and teach environmentally-sound, research-based gardening practices to the citizens of Licking County under the auspices of The Ohio State University Extension of Licking County and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV—MEMBERSHIP

Section 1. Membership in the Corporation

- a) **Master Gardener Intern** (non-voting). Members who are enrolled in or who have completed the OSU Extension Master Gardener Volunteer training but who have not completed the required hours of volunteer service.
- b) **Active Master Gardener Volunteer** (voting). Members who have completed their initial volunteer commitment, recertified for subsequent years per the requirements set forth by the OSU Extension Master Gardener Volunteer Program, and paid all participation fees. This includes out-of-state transferees.

- c) **Inactive Master Gardener Volunteer** (non-voting). Members who have not paid participation fees or who have not completed recertification requirements for a period of two years will be identified as inactive.

Section 2. Dismissal

Volunteers who disregard policies and guidelines of the OSU Extension Master Gardener Volunteer Program, as signed by Licking County Master Gardener Volunteers, will be subject to disciplinary action and dismissal from the Program. Disciplinary procedures will be determined by the OSU Extension Master Gardener Volunteer Coordinator for Licking County who will consult with the Board of Directors and decide on any necessary action.

Article V— ORGANIZATION

Section 1. Structure

The corporation shall be governed by a Board of Directors.

Section 2. Board of Directors

The Board of Directors shall consist of four (4) Officers (President, Vice President, Secretary, and Treasurer) and three (3) Trustees. All members of the Board must be Active Master Gardener Volunteers.

Section 3. Terms of Office

- a) The Officers of Licking County Master Gardener Volunteers shall serve two years beginning in January of an odd-numbered calendar year. Any officer may be re-elected to the same office for a second term with a maximum of two consecutive terms.
- b) Trustees shall each serve three consecutive years on alternating schedules. Any Trustee may be re-elected to the same office for a second term with a maximum of two consecutive terms.

Section 4. Duties of the Officers

- a) The President shall preside over all member meetings of the corporation, all meetings of the Board of Directors and all meetings of the Executive Committee. The immediate Past President may be a member ex-officio of the Executive Committee.

- b) The Vice President shall serve as Chair of the Finance Committee, and, in the absence of the President, perform such duties as pertain to the office of the President. The Vice President shall regularly review the financial records with the Treasurer.
- c) The Secretary shall record and file the minutes of all meetings, keep a record of attendance at member meetings, engage in correspondence as needed, and complete other duties that pertain to the office of Secretary and as assigned by the President.
- d) The Treasurer shall collect all funds due to the corporation, shall deposit funds as designated by the Executive Committee, and shall disburse funds upon approval of the Executive Committee. The Treasurer shall maintain a full and accurate account of receipts and disbursements for audit, shall present a written monthly report at member meetings, shall submit a yearly report at the January meeting, and shall file all necessary reports to comply with the State of Ohio and 501(c)(3) requirements for nonprofits. The Treasurer shall serve as a member of the Finance Committee. The Treasurer may make payments through electronic banking when appropriate. *All checks and electronic transactions for the organization shall be signed by the Treasurer or one of the officers with signatory authority. The Treasurer shall regularly review the financial records of the organization with the Vice.
- e) All Officers shall serve on the Executive Committee. The Executive Committee shall be responsible for organizing the agenda for member and Board meetings and monitoring progress toward the stated goals and objectives of the corporation.

Section 5: Duties of the Trustees

- a) The Trustees shall ensure permanent records are being maintained according to record retention policy for nonprofit corporations.
- b) The Trustees shall also ensure financial records are audited annually and tax returns are filed as needed to comply with the State of Ohio and 501(c)(3) nonprofit requirements.

Section 6: Elections and Appointments

a) Nominations for Officers and Trustees

1. The President, with the approval of the Executive Committee, shall appoint a nominating committee of at least three members to nominate Officers and Trustees for the coming new term. This committee shall be appointed in July and serve two years. One member of the nominating committee shall be designated as Chair.
2. The nominating committee will name at least one candidate per position. On alternating years, when Officers do not need to be elected, the nominating committee shall name at least one candidate to serve as the new Trustee.
3. The membership may also submit names in writing to the nominating committee who will ascertain if these individuals are willing to serve. Nominees shall be active members of the corporation.
4. The slate of nominees shall be made available online to active Master Gardener Volunteers in the Volunteer Management System (VMS) or through the most current and secure, online environment available to members. This post shall be made available to members at least one month before the election.

b) Elections of Officers and Trustees

1. Officers shall be elected biennially in the fall of even-numbered years at a regular member meeting.
2. Trustees shall be elected annually in the fall at a regular member meeting. The three-year term for Trustees will take effect at the beginning of the new year
3. Before voting, additional nominees who qualify for office and who are willing to serve, may be nominated from the floor.
4. A majority vote of the active members voting shall constitute election. No absentee ballots will be accepted.

Section 7: Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8: Filling Vacancies of Officers or Trustees

If there is any vacancy among Officers or Trustees before the end of their term of office, the Board of Directors shall nominate a replacement. The members shall vote on whether to accept this candidate at the next member meeting.

Article VI—Powers of the Board of Directors

- a) The Board of Directors shall safeguard the mission of the corporation.
- b) The Board of Directors will establish priorities and craft strategies to implement programs and activities that support the goals of the Licking County Master Gardener Volunteers.

Article VII—Nonliability of Board of Directors or Committee Chairs

No member serving as an Officer, Trustee or Committee Chair shall be personally liable for the debts, liabilities or other obligations of the corporation.

Article VIII—CORPORATE RECORDS AND REPORTS

The corporation shall keep at its principal office:

- a) Minutes of all meetings of the Board of Directors, Trustee and member meeting minutes, indicating time of the meeting and place of holding (if different from the principal office), whether the meeting was a regular or specially called meeting, how any special meeting was called, and the names of all those present.
- b) Adequate and correct books and records of account, including accounts of assets, liabilities, receipts, disbursements, debts and grants.

- c) A record of its members indicating their names, addresses, and email addresses and the termination of any member as described in Article IV, Section 2. This record shall also be posted in the Volunteer Management System.
- d) A copy of the corporation's Articles of Incorporation and bylaws as amended to date, which shall be posted in the Volunteer Management System and open to inspection by members at the principal office at reasonable times during office hours.

Article IX—INSPECTION RIGHTS

Any member of the corporation may inspect the corporation's properties and financial and corporate records.

Article X--COMMITTEES

Section 1. Executive Committee

The Executive Committee will consist of the Officers of the corporation. The immediate Past President shall be invited to serve on this committee, ex-officio.

Section 2. Finance Committee

The Finance Committee will consist of the Vice President, the Treasurer and two other active members of the organization as appointed for a two-year term by the Executive Committee in January of even numbered calendar years.. The Finance Committee will prepare an annual budget and have it approved near the beginning of a new fiscal year. The Finance Committee will ensure conformity of the approved budget for that fiscal year.

Section 3. Standing Committees

- a) Standing Committees will be created by the Executive Committee in consultation with the corporation's membership to manage and/or conduct ongoing activities, programs or responsibilities of the corporation.
- b) Standing Committee members and their Chairs will be recruited/appointed by the Executive Committee based on interest.
- c) Standing Committee members and Chairs may be reappointed by the Executive Committee.

- d) Standing Committee Chairs shall maintain a written record of duties and activities adopted by their committee.

Section 4. Special Committees

Special Committees will be created to manage and/or conduct special activities that are one-time events of short duration or have a special task to accomplish.

- a) Special Committees and their Chairs will be appointed by the Executive Committee.
- b) Special Committees' terms of service will continue until the activity or task for which they were appointed has been completed and/or terminated.
- c) Special Committee Chairs shall maintain a written record of duties and activities adopted by their committee.
- d) Each year a Special Committee called an LCMGV Internal Audit Committee will conduct an audit of prior-year financial records. The members appointed to this audit team must be independent of the financial transactions to be audited. When prior-year Gross Receipts exceeds \$50,000, an independent external source will conduct the audit.

Section 5. Vacancies

Committee Chair vacancies will be filled by Executive Committee appointment in consultation with the remaining committee members.

Article XI—DUES

Annual dues shall be determined by the Licking County Master Gardener Volunteers and includes any fee due to The Ohio State Master Gardener Volunteer State Program. Dues are to be paid by an established date, set by the Coordinator.

Article XII—MEETINGS

Section 1. Member Meetings

The Licking County Master Gardener Volunteers shall hold a monthly business meeting which shall be conducted by the Executive Committee under Roberts' Rules of Order.

Section 2. Executive Committee Meetings

The Executive Committee shall meet as deemed necessary by the slate of Officers. A record of these meetings is recommended.

Section 3. Trustee Meetings

The Trustees shall meet quarterly. Minutes of these meetings must be recorded.

Section 4. Board of Director Meetings

- a) The Board of Directors shall meet at least once a year. The minutes of the annual Board of Directors meeting must be recorded.
- b) Notification of a Board of Directors meeting shall be communicated at least one week in advance. Notice may be given in person, by mail, by telephone, or by telecommunication. Written acceptance or waiver of attendance to this meeting should be provided by each Board member at least 24 hours before the meeting.
- c) A quorum of Board members should be present at Board meetings. A quorum shall consist of the majority of the Board of Directors.

Article XIII—Tax Exemption Provisions

Section 1. Limitations on Activities

- a) No substantial part of the activities of this corporation shall consist of carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- b) Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 107(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except

that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

Article XIV = Conflict of Interest

- a) The purpose of the organization is foremost and is placed above any other interest of a member or board member.
- b) Members shall declare when they would benefit financially from a decision of the organization, and shall *recuse* themselves from the discussion and final decision-making by the members. Once the decision has been made, they shall support that group's decision.
- c) All officers shall be required to disclose when they have a loyalty or relationship that can influence a decision before the Executive Committee or Board of Directors. Any board member with a conflict shall be prohibited from voting or seeking to influence the Board's decisions, and shall excuse themselves from the deliberations and final decision-making. Once the final decision has been made they shall support that group's decision.
- d) When a member declares a conflict of interest or Board member a notation shall be put into the meeting minutes as to how that conflict was handled.

Article XV– Compliance with Ohio Revised Code 1702: Nonprofit Corporation Law

Filing of Verified Existence

- a) The organization shall file a statement of continued existence with the Ohio Secretary of State within each five years after the date of incorporation or of the last corporate filing using the form for compliance provided by that office.
- b) The notice received by ordinary or electronic mail from the Ohio Secretary of State verifying the organization's continued existence shall be filed with other official documents in the notebooks of same maintained by the President or his/her designee, and the Coordinator.

The organization shall provide a process by which appropriate officers and members know and follow the laws that apply to (1) Federal filing (annual) and state filing (every 5 years).

Article XVI—Amendments

Amendments to the Constitution and Bylaws shall be approved by a two-thirds (2/3) vote of a quorum of active members. A quorum will be defined as those members attending a member meeting of the corporation. Proposed changes to this Constitution and its Bylaws shall be made available to active members via the Volunteer Management System (VMS) or through the most current and secure online environment used to communicate with members. This post shall be made available at least one month prior to voting on those changes.

Article XVII—Dissolution of the Corporation

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to state or local government, for a public purpose.

NOTE: A copy of these final Bylaws, signed by the Board of Directors is in our LCMGV Records book kept in the Coordinator's Office.

As amended and approved by the membership 3-4-2020