

Long Island Master Gardeners By-Laws

Article I Name

The name of this organization shall be the Long Island Master Gardeners (LIMG).

Article II Purpose & Objectives

Section 1. To extend its horticultural educational activities for the improvement of its members and communities of Long Island by providing and maintaining a speakers list on its website, having educational horticultural links on its website, and giving horticultural advice and information at its public events.

Section 2. To establish horticultural scholarships at Long Island educational institutions.

Section 3. To seek and initiate projects, such as the establishment and/or maintenance of public gardens on Long Island, that require the time, knowledge, skills, etc. of LIMG members.

Article III Membership

Section 1. Certified master gardeners and those who have a strong interest and knowledge of gardening shall be eligible for membership

Section 2. Members, upon payment of annual membership dues shall be considered in good standing with full membership rights.

Article IV Fiscal Year

The fiscal year of this organization shall be the calendar year (January 1 through December 31).

Article V Membership Enrollment

Section 1. The Executive Board, subject to majority vote, shall fix membership dues.

Section 2. Annual membership dues for the ensuing year shall be due and payable January 1 of the new calendar year.

Article VI Meetings

Section 1. The LIMG shall hold an annual meeting of members for the transaction of such business as may properly come before the membership and, every other year, for the election of Officers and ratification of members of the Executive Board. The date, place and hour of the meeting shall be specified in the notice thereof.

Section 2. There will be a minimum of five additional general membership meetings each year.

Section 3. Special meetings may be called, as needed, upon majority vote of the Executive Board or not less than 25% of LIMG members in good standing. Notice of place, day and hour of all meetings, which shall act only on such business as shall be indicated in the notice thereof, shall be posted on the LIMG website and e-mailed to LIMG members not less than ten days or more than thirty days before the date of the meeting.

Article VII General Membership Voting Procedures

Section 1. Decisions of the Executive Board requiring a vote of the general membership will be addressed in the following manner:

- a. Special meetings other than general meetings shall be called at which Executive Board decisions shall be presented. Notice of place, day and hour of meeting, which shall act only on such business as shall be indicated in the notice thereof, shall be posted on the LIMG website and e-mailed to LIMG members not less than ten days or more than thirty days before the date of the meeting.
- b. Members shall be notified of any action requiring a vote by them. Notice shall be posted on the LIMG website and e-mailed to LIMG members not less than ten days or more than thirty days prior to the meeting date. A majority vote of the members present will rule.

Section 2. Election of Officers, Directors, and Members-at-Large of the Executive Board

- a. Candidates for office, Directors, and Members-at-Large of the Executive Board shall be nominated by a nominating committee composed of three members. One nominating committee member shall be selected by the Executive Board from its body and two shall be elected by the LIMG members by the September meeting. The chair shall be appointed from these three by the President.
- b. The nominating committee shall nominate at least one member of the LIMG for each Officer, Director, and Member-at-Large position.
The nominating committee shall report its nominees at a meeting in October, at which time additional nominations may be made from the floor.
- c. Only members in good standing and who have signified consent to serve if elected, shall be nominated for any position.
- d. The slate will then be published and the notice posted on the LIMG website and e-mailed to LIMG members at least ten days prior to the election meeting.
- e. The election meeting will be in November, at which time nominations again may be made from the floor. If there is only one candidate nominated for an office, the Secretary may cast the elective ballot of the LIMG for the nominee.
- f. If there is more than one nomination for the same office or more nominees for Member-at-Large positions, then ballots will be provided for that position. Candidates receiving a plurality of the votes cast shall be elected.
- g. The term of office will be effective as of January 1.

Article VIII Executive Board

Section 1. All decisions of the Executive Board shall be by majority vote of the Executive Board members present at a duly assembled meeting at which there is a quorum.

Section 2. The Executive Board shall have eleven voting members as defined by the following:

- a. The four principal Officers of the LIMG: namely, the President, Vice-President, Secretary and Treasurer.
- b. The immediate past President shall serve as ex-officio member of the Executive Board.

- c. The six other members are the Membership Director, Communications Director, and four Members-at-Large. If the immediate past President chooses not to serve as an Executive Board member, the President shall, after consultation with the Executive Board and a vote of the majority Executive Board members, make an appointment to fill the Executive Board vacancy with a fifth Member-at-Large, until the next regular scheduled election, as per Article VIII, Section. 3, b.

Section 3. Filling vacancies on the Executive Board:

- a. A position on the Executive Board may be declared vacant by the President when a member has resigned or has an unexcused absence at three consecutive board meetings.
- b. The President shall, after consultation with the Executive Board and a vote of the majority of the remaining Executive Board members, make an appointment to fill the vacancy until the next regular election.
- c. All current elected positions shall remain in office until the next scheduled election.
- d. All new Executive Board positions shall be filled by a majority vote of the Executive Board and these positions shall become elected positions at the time of the next scheduled elections.

Section 4. The term of office for the Executive Board shall be two years.

Section 5. The Executive Board shall hold a meeting either before or after each general meeting as necessary to carry out LIMG business.

- a. Special meetings of the Executive Board shall be called at any time by the President or two or more Executive Board members. Special meetings shall act only on such business as shall be indicated in the notice of such meeting.
- b. Members in good standing may attend Executive Board meetings as observers.

Section 6. Quorum

- a. The number of Executive Board members necessary to constitute a quorum shall be a majority of the whole number constituting the Executive Board.
- b. When a quorum is present and the meeting is called to order, it is not broken by the subsequent withdrawal of any members. The majority of those remaining has the power to adjourn.

Section 7. The duties of the Executive Board shall include:

- a. Transaction of day-to-day business in the intervals between general membership meetings.
- b. Presentation of reports on its activities and plans at general meetings.
- c. Creation of committees, disbandment of committees, and appointment of committee chairs.
- d. Approval of bill payments.
- e. Determination of organizational needs and procedures and report these to the general membership.

- f. The Members-at-Large shall perform such duties as are deemed necessary by the Executive Board.
- g. The Executive Board, subject to majority vote, shall fix membership dues. (See Article V, Section 1).
- h. Executive Board shall appoint the Committee Chairpersons.

Article IX Officers

- Section 1. There shall be a President, Vice-President, Secretary, and Treasurer. No member can serve two positions at the same time.
- Section 2. Each Officer shall hold office for a term of two years or until a successor is duly elected. If a vacancy in any office occurs between annual meetings for any cause whatsoever, such vacancy shall be filled for the balance of the unexpired term by the vote of the majority of Executive Board members (see Article VIII, Section 3).
- Section 3. The duties of the offices shall be:
- a. The President shall preside at all meetings of the LIMG and the Executive Board, and perform such other duties as may be prescribed in these By-Laws or assigned by the LIMG or the Executive Board, and coordinate the work of the Officers and committees.
 - b. The Vice-President shall perform the duties of the President in the event of his/her absence and such other duties as may be assigned by the LIMG or by the President. The Vice-President shall be chair of the Programs Committee and be responsible for all programs at membership meetings and at special events.
 - c. The Secretary shall record the minutes of all meetings of the LIMG members and Executive Board, and perform other duties delegated. The minutes shall be posted on the LIMG website after approval by the Executive Board.
 - d. The Treasurer shall:
 - (1) have custody of all the funds of the LIMG, keep a full and accurate account of receipts and expenditures, and make disbursements in accordance with the direction of the Executive Board.
 - (2) maintain an up-to-date membership record of the LIMG in conjunction with the membership chairperson.
 - (3) make financial reports at all general membership and Executive Board meetings.
 - (4) make records available annually for review by an auditing committee.
 - (5) electronically file Form 990-N by the 15th day of the fifth month after the close of every fiscal year or new form and time as required by the IRS.

Article X Membership and Communications Directors

Both the Membership Director and the Communications Director shall have access to the membership list and the shared ability to manage the member and external communications including, but not limited to: Website Management, Email Distribution, Group Document Storage, Facebook and other social media platforms.

Section 1 Membership Director

- a. Membership Director will conduct an annual membership drive.
- b. The Membership Director shall keep an updated LIMG membership list, by coordinating with the Treasurer to determine that dues have been paid. Dues reminders will be sent by the Membership Director.
- c. The Membership Director is responsible for maintaining an updated buddy system so that all members receive all notices in a timely manner.
- d. The Membership Director will distribute the annual membership directory to members no later than the end of June each year.

Section 2 Communications Director

- a. The Communications Director is responsible for the e-mail distribution of all notices in a timely manner.
- b. The Communications Director shall serve as webmaster and is responsible for keeping the LIMG website up-to-date with the current By-Laws, calendar, Executive Board member list, website email capability to Executive Board members, recent board meeting minutes, speaker list and other features as assigned by the Executive Board.
- c. The Communications Director shall serve as an administrator on the Facebook page to keep the page up to date.

Article XI Committees

Section 1. Standing and Ad Hoc Committees

Committees may include (but not be limited to): Auditing Committee, Communications Committee, Membership Committee, Nominating Committee, Fund-raising Committee, Trips and Workshop Committee.

Section 2. Auditing Committee

- a. The Auditing Committee shall have no fewer than three members who are appointed by the Executive Board. The committee shall consist of one Executive Board member and two non-Executive Board members. The committee shall examine the Treasurer's account and satisfy that it is correct, and shall sign a statement of this fact for adoption by the membership no later than the second meeting of the new calendar year.
- b. In the event of a vacated Treasurer's position, a new Treasurer shall be appointed and an audit must be done.

Article XII Miscellaneous

Section 1. Not-for Profit Organization

The LIMG is a tax-exempt organization as defined by the Internal Revenue code 501(c)(4). LIMG is not a NYS tax exempt organization. Contributions to LIMG are not tax deductible.

Section 2. Compensation

Board Members and Committee Members shall not be compensated for their service, although they will be reimbursed for approved expenses upon presentation of a valid receipt.

Section 3. **Indemnification**

Members, friends, volunteers, and presenters associated with LIMG agree to indemnify and hold harmless LIMG, the Board, committee members, other members, volunteers, presenters and any others who have involvement in any way with LIMG from any liability or claims that may result from any activity, in any location associated with LIMG.

Section 4. **Conflict of Interest**

LIMG shall follow the IRS rules for 501(c)(4) organizations in order to assure impartial decision making and avoid conflict of interest. It is the policy of the Long Island Master Gardeners that any conflicts of interest, or apparent or potential conflicts of interest, be fully disclosed before a decision is made on the matter involved, and that no member of the organization, may participate (other than by providing information) in any decision in which he or she has a conflict of interest. The Executive Board will not approve or participate in any self-dealing transaction prohibited by law.

Section 5. **By-Laws**

- a. These By-Laws shall become effective upon ratification by the majority of the members.
- b. These By-Laws shall be reviewed by the Executive Board at a date determined by the Board but no later than three (3) years following its ratification.
- c. Current edition, as of the date of these By-Laws, of Roberts Rules of Order shall be the parliamentary authority on all subjects not covered by these by laws.
- d. These By-Laws shall be continuously posted on the LIMG website.

Section 6. **Dissolution of the Organization**

Upon the liquidation or dissolution of Long Island Master Gardeners, any remaining assets shall be distributed to one or more similar non-profit organizations qualifying for tax exempt purposes within the meaning of section 501(c)(3) or 501(4) of the Internal Revenue Code, or corresponding section of any future federal tax code. The organization(s) shall be determined by the majority of the Executive Board.

Section 7. **Amendments**

These By-Laws may be added to, amended or repealed in whole or in part by a two-thirds vote of the members present and voting at any regular membership meeting provided that the proposed amendment has been approved by the Executive Board or by a written petition signed by one-third of the general membership and written announcement has been posted on the LIMG website and e-mailed to LIMG members no less than ten days nor more than thirty days prior to the meeting at which the action is to be taken.