

BYLAWS OF THE MACOMB COUNTY MASTER GARDENER ASSOCIATION CHAPTER OF THE MICHIGAN MASTER GARDENER ASSOCIATION, INC.

ARTICLE I

NAME

1.01 Name. The name of this local Chapter shall be the Macomb County Master Gardener Association.

ARTICLE II

PURPOSE AND MISSION

2.01 Purpose. This Chapter shall be organized exclusively for charitable, religious, educational and scientific purposes, specifically to instruct adults and youth in horticulture science, to educate communities about environmentally sound practices through horticulture-based activities, to promote food security, and to improve the aesthetics of our community. This Chapter is to be organized and operated exclusively for charitable purposes and consistent with the purposes and mission of the Michigan Master Gardener Association, Inc. (MMGA)

2.02 Mission. The Chapter shall carry out the following missions:

- a) Coordinate, encourage, and foster opportunities for members of the Chapter, to further the goals of educating others through the dissemination of environmentally sound research-based horticulture information, and enhance the beautification of our community through volunteering and related activities.
- b) Provide appropriate assistance and support to the members of this Chapter.
- c) Facilitate certification and recertification of our members in conjunction with MMGA and Michigan State University Extension (MSUE).
- d) Provide members and the community with horticultural information through a variety of educational programs and activities.
- e) To insure this Chapter's governing rules are consistent with the Bylaws, policies, procedures of the MMGA.

ARTICLE III

MEMBERSHIP

3.01 Membership Categories:

- a) Regular Members: Those members who are currently designated by MSUE as a certified Master Gardener or as Master Gardener Volunteer in Training. These members may vote on chapter matters and may run for office on the Board of Directors. All Regular Members of the Chapter must also be Regular Members of the MMGA.

b) Emeritus: Those members who are currently designated by MSUE as Master Gardener Emeritus. These members do not pay dues, but may run for office and vote on chapter matters. These members are covered by MMGA liability insurance.

c) Alumni: Those members who have at one point in time been designated by MSUE as a certified Master Gardener, but who may or may not be currently certified. These members may have chosen not to join MMGA. These Friends pay chapter dues and may participate in business meetings, educational meetings, and social events, but may not run for office or vote on chapter matters (policy, by-laws, or in elections) and are not covered by MMGA liability insurance.

3.02 Chapter Membership. Membership in the local chapter shall be granted to any person who has requested membership, has met the requirements of 3.01 and has paid the applicable dues and costs for the current year. Dues are not refundable. Memberships are not transferable.

3.03 Open to All. This Chapter, subject to 3.01, is open to all without regard to race, national origin, political beliefs, gender, gender identity, religion, age weight, height, disability, sexual orientation, marital status, family status or veteran status.

ARTICLE IV

MEETINGS

4.01 Place of Meeting. Any or all meetings of the members and of the Board of Directors of this Chapter may be held within or without the State of Michigan.

4.02 Annual Meeting of Members. The annual meeting of the members shall be held in each year during the month of September, one of the purposes of which shall be the election of a Board of Directors. The initial meeting will be in August 2013 and thereafter in September.

4.03 Notice of Annual Meeting of Members. At least ten (10) days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of members, written notice of the time, place and purposes of such meeting shall be mailed/mailed, as hereinafter provided, to each member entitled to vote at such meeting. If, for any reason, the annual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting: Provided, however, that the notice of such meeting shall be the same as herein required for the annual meeting.

4.04 Special Meetings of Members. A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, the Secretary shall prepare, sign, and mail/email the notices requisite to such meeting. At least ten (10) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be mailed/mailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

4.05 Regular Meetings of the Board. Regular meetings of the Board of Directors shall be held at such time and place, either within or without the state of Michigan, as established by the Board. At least four (4) regular meetings shall be held each year.

4.06 Special Meetings of Board. Special meetings of the Board of Directors may be called by the President at any time by means of such written notice by mail/email of the time, place and purpose thereof to each Director as the President in his discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

4.07 Notices and Mailing. All notices required to be given by any provision of these Bylaws shall state the authority pursuant to which they are issued (as, "by order of the President," or "by order of the Board of Directors," as the case may be) and shall bear the written, stamped, typewritten, or printed signature of the Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail with postage fully prepaid, plainly addressed to the recipient at his, her, or its last address appearing upon the membership record of this Chapter or sent by email or other electronic transmittal.

4.08 Waiver of Notice. Notice of the time, place, and purpose of any meeting of the members or of the Board of Directors, may be waived by electronic transmittal or other writing, either before or after such meeting has been held.

ARTICLE V.

QUORUM

5.01 Quorum of Members

Twenty five percent plus one (1) of the voting members of this Chapter shall constitute a quorum at any meeting of the members where a vote on Chapter action is taken. Should a quorum of twenty five percent plus one (1) of the voting members of the Chapter not be reached, a vote on Chapter issues may alternatively be done via written proxy or electronic voting.

5.02 Quorum of Directors. A majority of the Directors shall constitute a quorum.

ARTICLE VI.

VOTING, ELECTIONS, AND PROXIES

6.01 Entitlement to Vote. Each Regular and Emeritus member shall have one vote upon all questions presented for action at any meeting of the members.

6.02 Proxies. No proxy shall be deemed operative unless and until signed by the member and filed with the Chapter prior to the start of the meeting. In the absence of limitation to the contrary contained in the

proxy, the same shall extend to all meetings of the members and shall remain in force until the end of the calendar year, and no longer.

ARTICLE VII.

BOARD OF DIRECTORS

7.01 Number of Directors. The property and affairs of this Chapter shall be managed by a Board of Directors composed of five (5) persons, who shall be members of the Chapter.

7.02 Term of Directors. Except as otherwise provided herein, the directors shall be elected by the general membership at the annual meeting, and shall serve for terms of two (2) years with the two (2) year terms being staggered so that approximately one half (1/2) of the Directors are elected each year. Directors may serve no more than two (2) consecutive terms.

7.03 Vacancies. Vacancies in the Board of Directors shall be filled by appointment made by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his successor has been elected by the members, who may make such selection at their next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

7.04 Action by Unanimous Written Consent. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Chapter, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

7.05 Power to Appoint Other Officers and Agents. In addition to appointments to the Executive Committee, the Board of Directors shall have power to appoint such other agents as the Board may deem necessary for transaction of the affairs of the Chapter.

7.06 Removal of Members, Directors, Officers, and Agents. Any Director or agent may be removed by the affirmative vote of a majority of the remaining Directors at any regular or special meeting called for that purpose with cause whenever in its judgment the best interests of the Association would be served thereby. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which removal is to be voted on and shall be entitled to appear and be heard by the Board at such meeting.

7.07 Compensation. Directors, and officers shall receive no compensation for service in such office unless specifically fixed by resolution of the Board of Directors.

7.08 Indemnification. This Chapter shall indemnify and reimburse any person for expenses actually incurred by him/her, and liabilities imposed upon him/her, in connection with or arising out of any claim, action, proceeding, or suit, civil or criminal, administrative, or investigative, and whether formal or informal, or any threat thereof, in which he/she may be involved by reason of his/her being or having been a Director, or officer of this Chapter, or by reason of service to any other corporation,

firm, or organization, whether for profit or not for profit, which he/she served as a director, officer, partner, or Director at the request of this Chapter. Such indemnification and reimbursement shall be to the maximum extent permitted by, and in accordance with, the relevant provisions of the Michigan Nonprofit Corporation Act. The right of indemnification herein provided shall apply whether or not such person indemnified is serving in such capacity at the time such costs, expenses, or liabilities are incurred or imposed. Neither this Chapter nor its Directors, directors, or officers shall be liable to anyone for any determination of such Directors, directors, or officers as to the existence or absence of conduct which would provide a basis for making or refusing to make any payment hereunder or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel. A court of competent jurisdiction may make a determination as to the right of a person to indemnification and reimbursement hereunder in any specific case upon the application of such person, despite the failure or refusal of the Directors, directors, or members to make provision therefor. The foregoing right of indemnification and reimbursement shall not be exclusive of other rights to which such person may be entitled as a matter of law, and shall inure to the benefit of his/her heirs and personal representatives. The right of indemnification herein provided shall be applicable only to the extent that such liabilities, expenses, and costs are not otherwise covered by or through collectible policies of insurance which may be carried by or for the benefit of such person, or this Chapter, or any other corporation or organization.

7.09 Contracts with Directors. A Director of the Chapter shall not, in the absence of fraud, be disqualified by his/her office from dealing or contracting with the Chapter, either as a vendor, purchaser, supplier of services, or otherwise, nor in the absence of fraud shall, insofar as permitted by statute, any transaction or contract of the Chapter be void or voidable or affected by reason of the fact that any Director, or any firm of which any Director is a member, or any corporation of which any Director is an officer, director, or stockholder, is in any way interested in such transaction or contract; even though the vote or action of Directors, officers, or members having such adverse interest may have been necessary to obligate the Chapter upon such contract or transaction. At any meeting of the Board of Directors of the Chapter (or any duly authorized committee thereof) which shall authorize or ratify any such contract or transaction, any such Director or Directors may vote or act thereat with like force and effect as if he/she had not such interest, provided, in such case, the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed, or shall have been known to the Directors or a majority thereof. A general notice that a Director or officer is interested in any corporation or other concern of any kind referred to shall be sufficient disclosure as to such Director or officer, with respect to all contracts and transactions with such corporation or other concern. No Director shall be disqualified from holding office as Director or officer of the Chapter by reason of such adverse interest. In the absence of fraud, no Director or officer having such adverse interest shall be liable to the Chapter or to any creditor thereof, or to any other person, for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Director or officer be accountable for any gains or profits thereon.

ARTICLE VIII

OFFICERS

8.01 The Chapter shall have Duly Elected Officers:

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer as officers of the Chapter. The officers shall make up the Executive Committee

8.02 Election of Officers:

The officers will be elected by the Board of Directors and may be reelected to their respective office until replaced by the Board of Directors. Elected officers are expected to attend all regular and executive committee meetings and maintain a written record of their activities to be passed on to their successor.

8.03 Who may be Elected: Any Regular Member of the Chapter may run for elected office. Elections will take place at the annual meeting of the regular membership in September. The Board will determine officers within two weeks of the election and the officers terms will begin immediately upon election by the Board.

8.04 Appointment of Vacancies: The Board of Directors shall appoint a Regular Member to fill any office that becomes vacant within 60 days of the vacancy. This person shall fulfill the responsibilities of the vacant office for the remainder of the term.

ARTICLE IX

DUTIES OF OFFICERS

9.01 President: The President shall be selected from the membership of the Board. The President shall preside over all meetings of the Board, general Membership and the Executive Committee and shall have such other powers and duties assigned by the Executive Committee or Board, subject to any restrictions imposed by law. The President shall serve on the Executive Committee and Board.

9.02 Vice President: The Vice President shall be selected from the membership of the Board. The Vice President shall, in the absence of the President, have all of the powers of the President, as well as such other powers and duties assigned by the Executive Committee or Board. The Vice President shall serve on the Executive Committee and Board.

9.03 Secretary: The Secretary shall:

- a) Keep the minutes of all Membership, Executive Committee and Board meetings.
- b) Provide notice to members and Officers of all membership and Board meetings.
- c) Keep a register of all addresses of the Chapter's membership.
- d) Attend to all correspondence of the Chapter as requested by the Officers and/or Board.
- e) Oversee the review of these Bylaws, not less than every three (3) years and recommend any changes or modifications to the Board.
- f) Maintain the records of the Chapter.
- g) Serve on the Executive Committee.
- h) Perform such other duties as may be delegated to him/her by the Executive Committee or the Board.

9.04 Treasurer.

a. Has primary responsibilities for the management of receipts, disbursements and all related accounting records, and preparation of monthly/annual financial reports and/or filings, including but not limited to the following:

- 1) Deposit all monies collected.
- 2) Maintain accurate account of receipts and disbursements.
- 3) Pay all invoices and vouchers as approved.
- 4) Reconcile checking and/or savings accounts.
- 5) Provide periodic and annual financial reports for all Board and/or general membership meetings.
- 6) File appropriate IRS Form 990 in accordance with IRS regulations.
- 7) Filing and submitting reports to the State of Michigan, as required.

b. Assist with preparation of annual budget.

c. Prepare and provide records for internal audit.

d. Serve on the Executive Committee

e. Perform such other duties as may be delegated to him/her by the Executive Committee or the Board.

ARTICLE X

REPORTING TO MMGA, INC.

10.01 Compliance with MMGA: The Chapter is subject to and shall follow the Requirements set forth in the MMGA Financial Accountability Policy and MMGA Affiliation Agreement, and shall file with the MMGA the MMGA Affiliation Affirmation annually.

ARTICLE XI

AMENDMENTS

11.01 Amendments to Bylaws:

To maintain affiliation with the MMGA all proposed changes to the bylaws are subject to review and prior approval of MMGA. Subject to said approval, any section may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members, if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the Board of Directors, if the amendment, alteration, change, addition, or repeal be proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting: Provided, that any bylaws made by the affirmative vote of a majority of the Board of Directors as provided herein may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members; also provided, however, that no change of the date for the annual meeting of members shall be made within thirty (30) days next before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by all members entitled to vote at the annual meeting.

11.02 Filed with MMGA: Bylaws and any future amendments or changes shall be filed with the Secretary of the MMGA.

ARTICLE XII

CONFLICT WITH MMGA

12.01 Conflict with MMGA. Nothing in the Bylaws or the Standard Operating Procedures of the Chapter shall be in conflict with the Bylaws and Standard Operating Procedures of the MMGA.

12.02 Definitions. Any capitalized term used but not specifically defined herein shall have the same meaning given to it in the MMGA Bylaws.

ARTICLE XIII

CONFLICT OF INTEREST

13.01 Conflict of Interest Policy. The Chapter shall maintain and observe a conflict of interest policy in the form attached hereto as Exhibit A. Said policy shall not be amended without the MMGA's prior review and approval.

ARTICLE XIV

POLITICAL

14.01 Limitations on Political Activities. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XV

DISSOLUTION

15.01 Distribution of Assets upon Dissolution. Upon the dissolution of this Chapter, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

CERTIFICATION

I, the undersigned, hereby certify that I am a duly elected Officer of the Chapter and the foregoing is a true and correct copy of the resolution and Bylaws adopted by the Officers of the Macomb County Master Gardener Association Chapter.

Officer's Signature (President)

Date

Officer's Signature (Vice President)

Date

RECORD OF BY-LAW REVIEW AND AMENDMENTS

7/30/2013	By-laws established
9/30/2015	By-laws reviewed and amended
6/3/2020	By-laws reviewed and amended

EXHIBIT A

CONFLICT OF INTEREST POLICY

1.01 Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Chapter) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Chapter or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

1.02 Definitions.

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Chapter has a transaction or arrangement.
2. A compensation arrangement with the Chapter or with any entity or individual with which the Chapter has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chapter is negotiating a transacting or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 9.02, Item B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

1.03 Procedures

a. Duty to disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to

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disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining whether a conflict of interest exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for addressing the conflict of interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Chapter can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chapter's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the conflicts of interest policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

1.04 Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

1.05 Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Chapter for services is precluded from voting on matters pertaining to that member's compensation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chapter for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chapter, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

1.06 Annual Statements. Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Chapter is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

1.07 Periodic Reviews. To ensure the Chapter operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Chapter's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes

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and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

1.08 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 1.07, the Chapter may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.