

MORGAN COUNTY MASTER GARDENERS ASSOCIATION INC.
BYLAWS

Article I - Offices

Article II - Members

1. Eligibility and qualifications for membership
2. Fiscal year and dues

Article III - Executive Board

1. Executive Board quorum
2. President leads meetings; sequence of meeting leaders
3. Duties of executive officers
 - a. Duties of the President
 - b. Duties of the Vice President of Education
 - c. Duties of the Treasurer
 - d. Duties of the Secretary
 - e. Duties of the Parliamentarian
 - f. Official documents housed at Extension Office
4. Office durations

Article IV - Directors

1. Directors terms defined (a) through (c)
2. Removal of Director
3. Resignation of Director
4. Filling of vacancy of Director
5. Duties of Directors

Article V - Meetings

1. Annual meeting and Special meeting times
 - (a) Location of Annual and/or Special meetings
 - (b) Calling of Annual or Special meetings
 - (c) Notification of meetings Annual meeting
 - (d) Notification of Special meetings
 - (e) Membership list with voting privilege at every meeting
2. Annual Report at Annual meeting
3. Meeting protocol
 - (a) Meeting protocol
 - (b) Order of business
4. Executive Board quorum
5. Membership quorum & proxies
6. Membership cards
7. Capital contributions

Article VI - Miscellaneous

1. Location of MCMGA records
2. Location of corporate seal
3. By-law alteration or repeal process
4. Robert's Rules of Order
5. Association advisor and liaison

Article VII - Distribution of Assets on Dissolution or Final Liquidation

Article VIII - Conflict of Interest

MORGAN COUNTY MASTER GARDENERS ASSOCIATION, INC.

BYLAWS

ARTICLE I OFFICES

The principal office of the Morgan County Master Gardeners Association (MCMGA), a 509(a)(2) Public Charity association, shall be located in the Purdue Extension Office, County of Morgan and State of Indiana.

ARTICLE II MEMBERS

- 1) The eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Executive Board of the MCMGA or by such rules and regulations as may be prescribed by the Purdue Master Gardener Program Policy Guide. All such resolutions or rules and regulations relating to members adopted by the Executive Board of the MCMGA shall be affixed to the By-Laws of the MCMGA, and shall be deemed a part thereof. Such resolutions or rules and regulations adopted by the Executive Board may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues and penalties, the manner of suspension or termination of membership, and for reinstatement of membership as per the Purdue Master Gardener Policy Guide, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.
- 2) Membership in the MCMGA is open to any graduate of a Cooperative Extension Service Master Gardener training program who meets the Purdue Master Gardener Policy Guide requirements and is up to date in payment of their dues. Annual dues are payable at the beginning of the fiscal year (January - December). Dues are due January 1 of the current fiscal year. Certified Master Gardener status includes all levels of certification per the Purdue Master Gardening Policy Guide. Association members are certified Master Gardeners and interns as per the Purdue Master Gardener Policy Guide and have paid their dues.

ARTICLE III EXECUTIVE BOARD

The Executive Board shall consist of the elected officers (President, Vice President of Education, Vice President of Membership, Treasurer, Secretary, Parliamentarian), the immediate past President, the Directors and the ex-officio Extension Advisor.

- 1) A quorum of the Executive Board shall be two Directors and three officers.
- 2) The President shall preside at all meetings of the Executive Board. If the President is unavailable, the Vice President of Education, the Treasurer or Secretary shall preside in the foregoing sequence.
- 3) Duties of executive board members
 - a) The President shall prepare the agenda for and preside over all meetings, appoint Committee Chairpersons after consultation with the Executive Board, maintain order, and have authority to sign all checks and contracts of the association. The President shall also serve as an ex-officio member of all committees except the Nominating Committee.

- b) The Vice-President of Education shall perform the duties of the President in the absence of that officer, serve as the Chairperson of the Program Committee, and have the authority to sign all checks and contracts of the association.
- c) The Treasurer shall be bonded. The Treasurer shall receive and assure the accurate and safe accounting of all association monies; present a Treasurer's Report at all MCMGA and Executive Board meetings; complete all State, Federal and insurance filings and forms as needed; serve as liaison to the Chairperson of the Membership Committee and have the authority to sign checks and contracts of the association. The Treasurer shall have charge of the inventory of all assets of the Corporation.
- d) The Secretary shall keep the records of the proceedings of all MCMGA and Executive Board meetings and make them available to the membership for publication or review. The Secretary shall have custody of the seal of the Corporation located in the Extension Office, and shall affix and attest the same to documents duly authorized by the Executive Board. The Secretary shall cause to be served, all notices for the Corporation which have been authorized by the Executive Board, and shall have charge of all books and records of the Corporation.
- e) Parliamentarian — A Parliamentarian shall be elected by the membership for a term of two years. The Parliamentarian shall be responsible for ensuring that Master Gardener meetings adhere to Robert's Rules of Order Newly Revised 12th Edition and shall advise on issues of procedure. The Parliamentarian shall be responsible for drafting proposed revisions to the by-laws and presenting those proposed revisions to the Executive Committee.
- f) All permanent and official documents are housed at the principal address of the Purdue Extension Office.

4) Each officer shall hold office until the next Annual Meeting of the membership and until their successor has been duly elected and qualified. The Directors may remove any elected officer for cause at any time. A quorum of the membership may vote to remove any officer at any time for any reason. Should an officer choose to resign their position prior to the end of their term, they shall submit their resignation, in writing, to the President of the organization. The President shall inform the Directors and Officers of the resignation. If the officer resigning is the President, he/she will notify the Directors, in writing. The Directors, acting in their capacity as Nominating Committee, shall recruit a nominee from the membership to fill the open position for the remainder of the term, and submit that name to the Executive Board for approval.

ARTICLE IV DIRECTORS

- 1) The Directors shall consist of three (3) persons. The Directors shall be elected or appointed on a three-year staggered term.
 - a) One (1) shall be elected by the membership at the Annual Meeting to serve a term of three (3) years and then each three-year subsequent. (2021, 2024, 2027 etc.)
 - b) One (1) shall be appointed by the Extension Educator at the Annual Meeting to serve a term of three (3) years and then each three-year subsequent. (2022, 2025, 2028 etc.)

- c) One (1) shall be appointed by the newly elected officers of MCMGA at the first Executive Board meeting after the Annual meeting to serve a term of three (3) years and then each three-year subsequent. (2023, 2026, 2029 etc.)

Directors shall hold office until the expiration of the term for which they were elected and until their successor has been duly elected and qualified or until their prior resignation or removal as hereinafter provided. Directors may serve consecutive terms.

- 2) Any or all of the Directors may be removed with or without cause by a quorum vote of the membership during a regular meeting of the MCMGA. The Directors may remove any Director thereof for cause only.
- 3) A Director may resign at any time by giving written notice to the Executive Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Executive Board or such officer. Acceptance of such resignation shall not be necessary to make it effective.
- 4) A vacancy of a Director shall be filled by the same manner as the vacating Director was assigned. A Director assigned to fill a vacancy caused by resignation, death, or removal shall hold office for the unexpired term of his/her predecessor.
- 5) The Directors would serve as a nominating committee and prepare a slate of Executive Board officers to be presented to the membership at least thirty days prior to the Annual Meeting. The slate shall include President, Vice President of Education, Treasurer, Secretary, Parliamentarian and other such officers as they may determine. Directors may not be elected to serve as officers. The slate of officers must be passed by a quorum vote of members present at the Annual meeting.

ARTICLE V MEETINGS

- 1) The MCMGA Annual meeting shall be held on the first Thursday in December. The annual officer's transition meeting will take place at least one week before the next members meeting. Special meetings of members may be held on such date or dates as may be fixed by the Executive Board of the MCMGA from time to time and by the members on such date or dates as shall be permitted by law.
 - a) Any Annual or Special meeting of members may be held at such place within or without the state as the Executive Board of the MCMGA may decide. In the event the Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special meeting in accordance with law, then in such event, such meeting shall be held at the principal office of the MCMGA.
 - b) Annual or Special meetings of members may be called by the Executive Board or by any officer of the MCMGA instructed to do so by the Executive Board.
 - c) Written or electronic notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual meeting shall state that the meeting is for the election of a Director, MCMGA Slate of Officers and for the transaction of such other business as may properly come before the meeting.
 - d) Notices of a Special meeting shall state the purpose or purposes for which the meeting is called. At any Special meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of a meeting shall be given electronically, personally, or by first class mail not less than 10 days nor more than

30 days before the date of the meeting, to each member at his/her address or electronic address recorded on the records of the MCMGA. Any meeting of members may be cancelled from time to time. In the event the Executive Board fixes a new date for a cancelled meeting, a new notice shall be given, in the same manner as herein provided.

- e) At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.
- 2) At each Annual meeting of members, the Executive Board shall present an Annual Report. Such report shall be filed with the records of the MCMGA and entered in the minutes of the proceedings of such Annual meeting of members.
- 3) Meeting protocol
 - a) Meetings of the members shall be presided over by the following officers, in order of seniority: President, Vice-President of Education, Treasurer, Secretary, Parliamentarian. The Secretary or an Assistant Secretary of the MCMGA shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the President may appoint a secretary of the meeting.
 - b) The order of business at all meetings of members should include the following:
 - i) Establish a quorum
 - ii) Educational program
 - iii) Reading of the minutes of the preceding meeting Officer's reports
 - iv) Report of standing committees
 - v) Unfinished business
 - vi) New business
 - 4) A quorum of the Executive Board shall consist of three officers and two Directors. The Executive Board can vote electronically, if necessary. A quorum of members present will be necessary to pass any business of the Association. The electronic vote will be entered at a subsequent Executive Board meeting.
 - 5) Whenever the vote of members at a members meeting is required or permitted, such action shall be by a quorum of 25% of the membership. Any and all proxy votes are to be submitted in writing via mail or electronically to the Secretary or his/her designate.
 - 6) The Executive Board may issue cards evidencing annual membership in the MCMGA.
 - 7) In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the MCMGA, each certificate evidencing such capital contribution shall conform to the law of the State of Incorporation.

ARTICLE VI MISCELLANEOUS

- 1) The MCMGA shall keep at the principal office of the MCMGA, complete and correct records and books of account, and shall keep minutes of the proceedings of the members meetings, the Executive Board meetings,

or any committee appointed by the Executive Board, as well as a list or record containing the names and address of all members.

- 2) The corporate seal shall be in such form as the Executive Board shall from time to time prescribe.
- 3) All Bylaws of the MCMGA shall be subject to alteration or repeal, and new Bylaws may be made, by a quorum vote of the members entitled to vote in the election of Directors, at a Special meeting of the members called for such purpose.
- 4) Any procedures not covered by these by-laws shall be subject to Robert's Rules of Order Newly Revised 12th Edition.
- 5) The Extension Advisor from the Cooperative Extension Service of Morgan County is to serve the association as an advisor and liaison with the Purdue Master Gardener Program.

ARTICLE VII DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)3, 509(22)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, any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII CONFLICT OF INTEREST

Any situation in which a Morgan County Master Gardener Association official or fiduciary who, contrary to the obligation and absolute duty to act for the benefit of the Morgan County Master Gardeners Association or a designated group or individual, exploits the relationship for personal benefit, typically pecuniary.

MGMGA Bylaw revisions and acceptances:

Reviewed & revised 9-2015

Revised Bylaws accepted by the membership on 10-1-2015.

Reviewed and revised 2-28-2019

Revised Bylaws accepted by membership 3-7-2019

Reviewed and revised 9-1-2020

Revised Bylaws accepted by membership 10-1-2020

Reviewed and revised 1-2023

Revised Bylaws accepted by membership 2-2024

Revisions reviewed and revised 12-2025