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BY-LAWS
OF MORGAN COUNTY MASTER GARDENERS MCMG, INC.
(A Not-For-Profit MCMG)

ARTICLE I

OFFICES

The principal office of the MCMG shall be located in the City of Martinsville, County of Morgan and State of Indiana. The MCMG may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERS

1. (a) The persons signing the Certificate of Incorporation as Incorporators shall be the first members of the Morgan County Master Gardeners, Inc. (MCMG), unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the MCMG or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the MCMG shall be affixed to the By-Laws of the MCMG, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

(b) Membership in the MCMG is open to any graduate of a Cooperative Extension Service Master Gardener training program who is up to date in payment of their dues. Annual dues are payable at the beginning of the fiscal year (September meeting). Dues not received by January 1 of the current fiscal year will move the member to inactive status. Active status includes all levels of certification per the Purdue Master Gardening program. Inactive status includes those interns or certified Master Gardeners who have not paid their annual dues as of January 1 or unable to fulfill the recertification requirements of the Purdue Master Gardener Program Policies.

(c) The right or interest of a member shall not terminate except upon the happening of any of the following events: - death, resignation, expulsion, dissolution or liquidation of the MCMG.

2. (a) The MCMG Annual Meeting shall be held on the first Thursday in September with the Annual Board of Director's Meeting to take place immediately afterward. Special Meetings of members may be held on such date or dates as may be fixed by the Board of Directors of the MCMG from time to time and by the members on such date or dates as shall be permitted by law.

(b) Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board of Directors of the MCMG may from time to time fix. In the event the Board of 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 MCMG.

(c) Annual or Special Meetings of Members may be called by the Board of Directors or by any officer of the MCMG instructed to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(d) Written 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 being called for the election of directors, MCMG Officers and for the transaction of such other business as may properly come before the meeting. Notices of 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 Meeting shall be given electronically, personally, or by first class mail not less than 10 days nor more than 50 days before the date of the meeting, to each member at his address recorded on the records of the MCMG, or at such other address which the member may have furnished in writing to the Secretary of the MCMG. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Executive Committee fixes a new record date for an adjourned 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, and upon request therefore, any member who has given written notice to the MCMG, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. 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.

3. At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the MCMG and entered in the minutes of the proceedings of such Annual Meeting of Members.

4. (a) Meetings of the members shall be presided over by the following officers, in order of seniority, President, Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the MCMG shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

(b) The order of business at all meetings of members shall be as follows:

Roll call.

Reading of the minutes of the preceding meeting

Officers' reports

Report of standing committees

Old business

New business

Educational program

5. Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

6. The directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

7. Except as provided by law, the members entitled to cast a majority of the total number of votes entitled to be cast at the meeting, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of members is required or permitted, such action may be

taken without a meeting on the written consent setting forth the action taken signed by all the members entitled to vote.

8. The Board of Directors of the MCMG shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

9. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the MCMG. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the MCMG or a facsimile thereof.

10. In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the MCMG, each certificate evidencing such capital contribution shall conform to the law of the State of Incorporation.

ARTICLE III

BOARD OF DIRECTORS

1. The MCMG shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the MCMG during his directorship. The initial Board of Directors shall consist of three (3) persons. Thereafter, the number of directors constituting the entire Board shall be no less than three (3). Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to affect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the MCMG, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, directors shall be elected or appointed on a three-year staggered term.

(a) One (1) shall be elected by the membership at the 2009 annual meeting to serve a term of three (3) years and then each three-year subsequent.

(b) One (1) shall be appointed by the Extension Educator by December 31, 2010 to serve a term of three (3) years and then each three-year subsequent.

(c) One (1) shall be appointed by the Executive Committee of MCMG by December 31, 2011 to serve a term of three (3) years and then each three-year subsequent.

Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided. Directors may serve consecutive terms.

3. (a) Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the MCMG. The Board of Directors may remove any director thereof for cause only.

(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the MCMG. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Vacancies in the Board of Directors 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 predecessor.

5. (a) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any

director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

6. Except to the extent herein or in the Certificate of Incorporation of the MCMG provided, a majority of the entire members of the Board of Directors shall constitute a quorum. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the MCMG shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

7. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman or in his absence, any other director chosen by the Board, shall preside.

8. Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE IV

OFFICERS

1. The Board of Directors may elect or appoint a Chairman of the Board of Directors. The Board of Directors, at least thirty (30) days prior to the annual meeting, shall appoint a nominating committee of three MCMG members to prepare a slate of MCMG officers to include, a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. Directors may not be elected to serve as officers. Any two or more offices may be held by the same person except the office of President and Secretary. The nominating committee shall notify the MCMG membership of the prepared slate of officers at least 10 days prior to the annual meeting. The slate of officers must be passed by a majority vote of active members present at the annual meeting.

2. Each officer shall hold office until the Annual Meeting of the Board of Directors and until his successor has been duly elected and qualified. The Board of Directors may remove any officer with cause at any time.

3. (a) The President shall prepare the agenda for and preside over all association and Executive Committee meetings, appoint Committee Chairpersons, maintain order, and have authority to co-sign all checks and contracts of the association with either the Vice-President or Treasurer. The President shall also serve as an ex-officio member of all committees except the Nominating Committee. The President shall carry out the resolutions of the Board of Directors.

(b) The Vice-President 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 co-sign all checks and contracts of the association with either the President or Treasurer.

(c) The Treasurer shall be bonded; receive and assure the accurate and safe accounting of all association monies; present a Treasurer's Report at all MCMG and Executive Committee meetings; complete all State and Federal forms as needed; serve as the Chairperson of the Membership Committee; and have the authority to co-sign checks and contacts of the association with either the President or Vice-President.

(d) The Secretary shall keep the records of the proceedings of all MCMG and Executive Committee meetings and make them available to the membership for publication or review. He shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He shall cause to be served, all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

ARTICLE V

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected officers, the Board of Directors, and the ex-officio Extension Advisor.

ARTICLE VI

MISCELLANEOUS

1. The MCMG shall keep at the principal office of the MCMG, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, 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 Board of Directors shall from time to time prescribe.

3. The fiscal year of the MCMG shall be fixed by the Board of Directors from time to time, subject to applicable law.

4. All By-Laws of the MCMG shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the members entitled to vote in the election of directors, at a special meeting of the members called for such purpose.
5. Any procedures not covered by these by-laws shall be subject to Robert's Rules of Order Revised.
6. 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.