

BY-LAWS
of the
MADISON COUNTY MASTER GARDENER ASSOCIATION, INCORPORATED

Article I. Name: The name of this organization shall be "Madison County Master Gardener Association, Incorporated".

Article II. Purpose: The purposes for which the organization is formed are to promote good gardening practices in cooperation with the Cooperative Extension Service of Madison County and Purdue University by increasing members' knowledge of proper and new gardening techniques, providing information to the community about proper gardening techniques, and assisting Madison County Master Gardeners in fulfilling their volunteer commitment; and to engage in any other activities permitted under the Indiana General Not-For-Profit Corporation Act to further the goals of the Indiana Master Gardener Program. The organization shall exist exclusively for the above charitable, educational, scientific, and literary purposes and shall not engage in any activity which would cause it to become liable for income taxes under the Internal Revenue code, the Indiana Gross Income Tax Act, or the Indiana Adjusted Gross Tax Act.

Additional purposes are:

- A. To extend Purdue University Cooperative Extension Services educational programs in the area of home horticulture through the use of trained and certified volunteers.
- B. To conduct continuing educational activities for the Master Gardener program.
- C. To assist in activities for the Master Gardener Intern and Advanced Master Gardener programs under the direction of the Extension Educator.
- D. To assist the Master Gardener program in promoting the spirit of volunteerism in the community.
- E. To promote youth education in horticulture.

Article III. Membership: Any person who has completed the Master Gardener Training Program in Indiana is eligible for regular membership. This includes all Master Gardener Interns, Master Gardeners, and Advanced Master Gardeners who are active in the sense that they are working toward the completion of their annual volunteer commitment and/or are receiving additional approved instruction. Membership commences upon payment of dues.

Article IV. Fiscal Year: The fiscal year shall be January 1 to December 31.

Article V. Dues:

- A. Applications for new memberships and dues payment shall be submitted to the treasurer.
- B. Dues payment shall be an amount recommended by the Executive Committee and approved by the membership.
- C. Annual dues shall be payable at the first meeting of the year, or in advance, when a member is unable to attend the first meeting. Dues remaining unpaid by March first, and after renewal notice has been given, shall result in termination of membership.

Article VI. Meetings:

- A. The regular membership meetings will be held on the second Monday of the month unless otherwise stated. Variations to this schedule will be announced in advance.
- B. The order of business of the meetings may be:
 - Call to Order
 - Minutes of Previous Meeting
 - Treasurer's Report
 - Reports of Officers and committees
 - Unfinished business
 - New business
 - Program
 - Adjournment

Article VII. Quorum: Those members present at any announced meeting shall constitute a quorum.

Article VIII. Amendments: Amendments to the by-laws may be made at any regular meeting, by a two-thirds (2/3) vote, provided the amendment was submitted to the membership in writing at the previous regular meeting.

Article IX. Officers and Elections.

A. Officers:

1. President
2. First vice-president
3. Second vice-president
4. Secretary
5. Treasurer
6. Newsletter Editor

A. Elections will take place at the October meeting. Term of office to be on a calendar year basis, January through December.

B. Officers to be elected for a 1-year term.

C. A member at large will be elected annually for a one-year term to serve on the Executive Committee.

D. Vacancies, which occur because an officer is unable or unwilling to serve, shall be filled by appointment by the President with approval of the Executive Committee. Resignations must be submitted in writing to the President.

E. An officer may be removed from office by a two-thirds (2/3) vote at any announced meeting of the membership. Two weeks previous notice shall be given to the President of the intent to call for such a vote. The notice shall be in writing and signed by the maker of the motion and the person seconding the motion. The President shall immediately give notice to said officer. In the event that the intent is to call for the deposition of the President, then notice shall be given to the First Vice President.

Article X. Duties of Officers.

- A. The President shall preside at all meetings of the Madison County Master Gardener Association and the Executive Committee and shall be responsible for the general supervision of the affairs of the organization. The President shall be a member ex-officio of all committees except the Nominating Committee, and have the authority to sign checks.
- B. The first vice president shall perform the duties of the president in the absence of that officer and shall chair the Program Committee.
- C. The second vice president shall be the Garden Tour chairperson and shall serve on the Audit Committee.
- D. The secretary shall keep the records of the proceedings of the meetings, maintain the membership list, conduct the general correspondence, and prepare and mail notices of meetings, special activities, etc. The secretary shall distribute to all members at the second meeting of the year a membership list, which includes addresses, phone numbers, and special interests of the members, and to inform members of additions to this list.
- E. The treasurer shall receive and keep safe account of all moneys, pay all bills incurred, after approval by the Executive Committee, and prepare a detailed annual financial report to be audited and presented to the membership. The treasurer shall have the authority to sign checks, and shall complete all required state and federal forms as needed.
- F. The newsletter editor is responsible for publishing a periodic newsletter.

Article XI. Standing Committees:

- A. Executive Committee: The President will chair The Executive Committee. The members will consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, Newsletter Editor, Member elected at large, and Immediate past president. The Extension Educator may serve as an ex-officio member of the committee at their discretion. . This committee functions as the board of directors of this organization. The duties of this committee are to set policy, approve programs, approve income and expense budgets and authorize expenditure of funds on behalf of the membership. Approvals and authorizations require an affirmative vote by a simple majority of the executive committee. Minutes of executive committee meetings must record the results of voting on resolutions and authorizations. Meeting

minutes are to be filed by the secretary.

- B. Nominating Committee: This committee consists of three members. The president shall appoint one; the membership shall elect one, who shall serve as chair; and the third member shall be the chair of the previous year's committee. The committee is to prepare a slate of nominees, having first obtained permission of each nominee, and present the slate to the membership no later than the October meeting.
- C. Program Committee: This committee is responsible to arrange for and provide an educational program for each membership meeting. A calendar of program topics for the entire year shall be published to the membership in January. The committee will plan and inform members of tours of gardens, greenhouses, etc.
- D. Audit Committee: The committee will consist of the Second Vice President and the Member at large. It shall conduct an annual audit of the books in December. A report will be given to the membership in the January meeting.
- E. Scholarship Committee: The Scholarship Committee is responsible to distribute information to potential recipients, review applications and make a recommendation for scholarship awards to the Executive Committee.
- F. Special Committees: Such other committees as needed shall be appointed by the President.

Article XII. Dissolution:

Upon dissolution of the organization, the Executive Committee shall, after paying or making provision for the payment off all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIII. Property Rights:

No member, director or officer of the organization shall have any right, title or interest in or to any property of any kind owned by the organization or used by and in connection with performance of its functions, nor in or to any income or other funds received by it; and no part of the net earnings of the organization shall be used for the benefit of any private member excepting for reasonable compensation for services rendered to the organization or costs incurred on behalf of the organization.

Article XIV. Restrictions:

- A. Political Activity: No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The organization shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- B. Earnings: No part of the net earnings of the organization shall be used for the benefit of, or be distributable to its members, Officers, or other private persons, except that the organization 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 Article II.
- C. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on:
 - a. By a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or
 - b. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law).
- D. Officers shall not receive any compensation for acting in such

capacity. However, this does not prohibit the reimbursement of members, Officers, or Directors for reasonable expenses and disbursements incurred while performing the business and affairs of the organization.

Article XV. Rules:

Roberts' Rules of Order, Revised, shall serve as the authority on all questions not provided for in this Constitution and by-laws.