

BY-LAWS

OF THE

LAKE COUNTY MASTER GARDENERS ASSOCIATION INC

ARTICLE I – NAME AND CORPORATE OFFICE

The name of this organization shall be the Lake County Master Gardeners Association Inc, hereinafter referred to as LCMGA. Its office shall be at 880 East 99th Court, Suite A, Crown Point, Indiana 46307.

ARTICLE II – PURPOSES AND OBJECTIVE

Section 1: LCMGA is an Indiana not-for-profit corporation organized and existing under Indiana Code §23-17-1-1 *et seq* and is tax-exempt under Internal Revenue Code §501(c)(3). The purposes of LCMGA are exclusively charitable, educational and scientific and its principal objective is “HELPING OTHERS GROW” by promoting the art, science and pleasure of gardening in northwest Indiana in cooperation with the Purdue University Cooperative Extension Service (CES) of Lake County, Indiana.

Section 2: The methods of attaining the foregoing objectives include without limitation:

- a. Increasing the members' knowledge of proper gardening techniques through informative programs and Purdue-approved instruction on various aspects of gardening and related topics.
- b. Providing the community with instruction and information on good gardening practices through news articles, clinics, telephone help lines and presentations at garden clubs, public libraries, schools, fairs, shows and other public and private events.
- c. Providing volunteer service in community projects involving gardening knowledge and skills.
- d. Assisting its members in fulfilling their volunteer service commitments and continuing educational requirements in compliance with Purdue Master Gardener guidelines and standards.
- e. Encouraging the visitation of members' gardens.

ARTICLE III – MEMBERSHIP

Section 1: Any person who has completed the Purdue University Master Gardener training program in Lake County, Indiana is eligible for LCMGA membership and is deemed to be a Master Gardener, including all Master Gardener interns and Master Gardeners of higher levels, so long as she or he is not inactive as hereinafter defined.

Section 2: Any person who has completed a Master Gardener training program elsewhere or is or was an active Master Gardener intern or Master Gardener of a higher level elsewhere may apply to the board of directors for membership in LCMGA and upon approval

shall be deemed to be a Master Gardener. Approval of such applications shall be at the discretion of the board but shall not be unreasonably withheld if the CES educator certifies that the applicant has substantially complied with Purdue University Master Gardener requirements and standards and the applicant undertakes to be an active member.

Section 3: Every person defined in Sections 1 and 2 of this Article who is not inactive as hereinafter defined shall be deemed a member in good standing and shall be entitled to participate in volunteer and other activities of LCMGA, to attend and participate in membership and other meetings and to vote for directors.

Section 4: Notice to members of LCMGA activities, meetings, elections and other events may be given in person or by US post, email, telephone, newsletter as well as by any other reasonably reliable means. Members are required to notify the board of directors in writing of their current postal and e-mail addresses and telephone numbers and of any changes therein. The board may rely on the last-provided addresses and numbers in all notices and other communications with the members.

Section 5: General membership meetings shall be held not less often than biannually at such times and places as the board of directors shall determine. All matters germane to the business, activities and operations of LCMGA may be discussed at membership meetings and all active members in attendance are encouraged to express their thoughts and opinions. The board of directors may request that a poll be taken on any issue at a membership meeting, in order to apprise the directors and officers of the sense of the membership thereon. Any member who is not inactive as hereinafter defined may likewise propose that a poll be taken on any issue at such meeting, but unless the majority of all LCMGA members then active approve a specific course of conduct by count of hands or paper ballot, such poll shall be advisory only and nonbinding on the directors and officers.

Section 6: Membership levels and requirements

a. There are different certification levels a Master Gardener may achieve. These levels will be determined by the State Master Gardener Program and administered by the Lake County Coordinator.

b. Members of the Lake County Master Gardener Association are expected to be Active Members of the Lake County Master Gardener Program. The Lake County Coordinator will determine a Master Gardener's status according to the requirements by the Purdue State Master Gardener Program.

ARTICLE IV – DIRECTORS

Section 1: The initial board of directors of LCMGA shall consist of the following individuals: Linda Cook, Sandy Evans, Dian Fruth, Robert Hamady, Sheree Japchinski, Peter Kesheimer, Kathy Kick, Carole Kutcka, Julia Laumeyer, Barbara McNeff, Lorna Nietzel, Susan Radovich, Donnee Smith, Robert Strimbu, Sharon Taylor-Raduchel and William Tobin. Each named director shall serve until a new board of directors is elected by the membership in November 2011 and installed in office as of January 1, 2012.

Section 2: The board of directors to be elected by the membership in November 2011 shall consist of 12 persons, but there shall in any event be no fewer than four persons serving as directors during 2012. The board of directors to be elected by the membership each November

thereafter shall consist of 11 persons, but there shall in any event be no fewer than four persons serving as directors during 2013 and thereafter. Directors elected by the membership in November shall take office as of the following January 1. All active and certified members are eligible and encouraged to serve on the board of directors regardless of their membership level, provided however that no director may serve more than two consecutive three-year terms or six consecutive years as such, including service on the prior Advisory Board, and provided further that there must be at least a one-year hiatus before any director who has served six consecutive years as such is eligible to serve again as director. Any active member may nominate herself or himself, or any other active member willing to serve, for election to the board, and the names of all those so nominated shall be placed on the ballot for each annual election of directors.

Section 3: Each director elected in November 2011 thereafter shall serve a term of one, two or three years, as determined by the board at its first meeting in January 2012. In November 2012 and each November thereafter, new directors will be elected to 36-month terms commencing January 1 and ending December 31 to fill the seats of those directors whose terms are expiring each December 31st.

Section 4: Elections of the board of directors shall be by secret written or e-mail ballot distributed to the membership each October. All ballots must be received in writing or by e-mail in LCMGA's office on or before November 15 or the first business day thereafter if November 15 falls on a day the office is closed. Those candidates receiving the greatest number of votes for the number of directors' seats to be filled shall be deemed elected.

Section 5: The board of directors shall hold regular meetings, and no less than nine meetings per calendar year, at LCMGA's office or at such other place and on such dates and at such times as the board may from time to time determine. The board may hold special meetings for specific purposes as the directors determine to be necessary, and the dates and times of such special meetings shall be announced as far in advance as practicable. All active members are entitled and invited to attend any and all board meetings.

Section 6: Meetings of the board of directors shall be conducted pursuant to the procedures of Robert's Rules of Order (Revised) to the extent feasible. A quorum consisting of 60 percent the current members of the board shall be necessary to conduct any official business. When a quorum is present, a vote by a majority of the directors present shall be sufficient to approve any proposed decision, action or course of conduct for LCMGA. A director may attend and vote at meetings of the board by written or e-mail proxy general in terms or limited to specific issue(s). The board may in its discretion allow an absent director to vote on any issue by e-mail or telephone communication to the President.

Section 7: A director who is absent from three or more meetings in any 12-month period may be removed from office in the discretion of the board.

Section 8: The board of directors shall have general oversight powers for all aspects of LCMGA's business, activities and operations and shall set policy for LCMGA in all necessary respects. The board shall appoint the officers hereinafter identified to execute its oversight and policy decisions.

Section 9: The CES educator shall be entitled to attend board meetings whenever necessary or desirable, but shall not be entitled to vote.

ARTICLE V – OFFICERS

Section 1: There shall be four officers appointed by the board of directors: President, Vice-President, Secretary, and Treasurer. All officers shall be active members and elected directors currently serving as such.

Section 2: Officers shall be appointed for a term of one year at the last board meeting of the calendar year from a slate prepared by the election committee and their terms of office shall commence the following January 1. No officer may be appointed to the same office for more than two consecutive terms, after which the officer shall be ineligible to hold that office for a period of one year. The board may fill any vacancy for the unexpired term of an officer who dies or resigns, or is removed or incapacitated.

Section 3: The **President** shall preside at all meetings of the board of directors and other LCMGA meetings and events, and shall be principally responsible for the execution of the directives and policies of the board of directors and the affairs of LCMGA generally. The President shall have the authority to sign checks and approve any expense under \$100.

Section 4: The **Vice-President** shall perform the duties of the President in the absence or incapacity of that officer. The Vice-President shall be *ex officio* of all committees. With the advice and consent of the board of directors, the Vice-President shall be responsible for securing and appointing chairpersons of each standing and special committee except the election committee, and shall perform such other duties and functions as the board or the President may assign.

Section 5: The **Secretary** shall keep the minutes and records of all meetings of the board of directors and other meetings and proceedings of LCMGA, take roll and record votes at such meetings, maintain the membership list and conduct the general correspondence. The Secretary shall maintain, update and periodically distribute to all members a membership list which includes postal and email addresses and telephone numbers. The Secretary shall ensure that a newsletter is prepared and published to the membership not less often than quarterly.

Section 6: The **Treasurer** shall receive revenues, donations and other monies and establish and oversee all appropriate depository accounts. The Treasurer shall have the authority to sign checks and shall pay all bills and expenses properly incurred, subject to approval by the President of any expense under \$100 and by the Board of Directors of any non-budgeted expense of \$100 or more. The Treasurer shall prepare a report of LCMGA's current finances for each meeting of the board of directors and shall make such report available to the members. The Treasurer shall complete all required state and federal forms as needed. The Treasurer shall chair the budget committee.

ARTICLE VI – INDEMNIFICATION

Section 1: If a director or officer is made party to a civil or administrative proceeding arising out of her or his service as such, LCMGA may indemnify her or him against liability incurred in the proceeding if her or his conduct was in good faith and she or he reasonably believed that the challenged conduct was in LCMGA's best interests.

Section 2: If a director or officer is made party to a criminal proceeding arising out of her or his service as such, LCMGA may indemnify her or him against liability incurred in the proceeding if she or he had reasonable cause to believe the challenged conduct was lawful or had no reasonable cause to believe the conduct was unlawful.

Section 3: LCMGA shall indemnify a director or officer who is wholly successful in the defense of a proceeding to which the director or officer is a party because the director is or was a director or officer against reasonable expenses including attorney's fees actually incurred in connection with the proceeding.

Section 4: LCMGA may pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding if all the following occur:

a. The director or officer provides a written statement affirming a good faith belief that she or he acted in good faith and reasonably believed that the challenged conduct was in LCMGA's best interests.

b. The director or officer provides an unlimited written undertaking, executed personally or on her or his behalf, with or without security, to repay an advance if it is ultimately determined that she or he did not act in good faith or reasonably believe that the challenged conduct was in LCMGA's best interests.

c. A determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

ARTICLE VII – COMMITTEES

Section 1: A committee shall consist of a chairperson and one or more members appointed by the chairperson. In order to carry out its activities, the committee may call for the assistance of volunteers in addition to its core members. Master Gardeners serving in single-person committee-like positions or as liaisons to organizations other than LCMGA are considered to be appointments and serve at the pleasure of the Board.

Section 2: The Vice-President shall, with the advice and consent of the board of directors, appoint the chairpersons of such standing and special committees as the board may deem necessary to properly carry on the activities and accomplish the purposes of LCMGA and shall present the list of appointments to the Board for approval at the last board meeting of the calendar year. The committees shall perform as directed by the board. Each committee chairperson who is not also a director shall report directly to a board member who shall be appointed by the board to oversee the committee's activities and to serve as liaison between the committee chairperson and the board.

Section 3: Chairpersons of committees shall be appointed for terms of one year and may be reappointed for a second consecutive term, unless otherwise determined by the board of directors. While all members are eligible for appointment as chairpersons, such appointments shall be made so as to encourage promotion from within and continuity in committee membership.

Section 4: The President shall in like fashion appoint the chairperson and two members of an election committee. All members of the election committee shall be directors. This committee shall oversee all elections of LCMGA and shall be responsible for soliciting and receiving nominations, preparing the slate of candidates, issuing ballots to the membership, receiving and counting the votes, and certifying the results of elections. Neither the chairperson nor any member of the election committee may be a candidate in any election overseen by the committee.

Section 5: Under the direction of the Treasurer, the budget committee shall prepare and propose to the board a budget for LCMGA on a calendar-year basis, publish the budget to the membership, and monitor compliance therewith throughout the year. Any deviation from the budget as approved by the board at the outset of the year shall require advance approval by the board.

Section 6: No committee chairperson or member shall incur or commit LCMGA to paying any expense except as authorized in advance, nor shall any committee chairperson or member bind or commit LCMGA by any declaration of policy.

ARTICLE VIII – PROHIBITED ACTIVITIES

Section 1: No part of the revenues or earnings of LCMGA shall inure or be paid or distributed to or for the benefit of any member, director or officer of LCMGA, or other private person, firm or other entity, except in payment or reimbursement of legitimate expenses and for grants, awards and disbursements in furtherance of the legitimate eleemosynary purposes and charitable objectives hereinabove set forth.

Section 2: No part of the revenues or earnings of LCMGA shall inure or be applied to advocacy or propaganda for or against any political, social or religious issue, and no activities of LCMGA shall be conducted for such purposes or to support, oppose or otherwise attempt to influence legislation, political elections or candidates, or opinion polls on political, social or religious issues.

Section 3: LCMGA shall not carry on any other activities not permitted to be carried on by corporations exempt from taxation under Internal Revenue Code §501(c)(3) or contributions to which are tax deductible under §170(c)(2).

Section 4: LCMGA endorses and adopts the firm policies of Purdue University and its Lake County CES for equal opportunity and open access for all persons. Any form of discrimination or unequal treatment based upon race, religion, color, age, national origin or ancestry, marital status, parental status, gender or sexual orientation, disability or veteran status is strictly forbidden in all LCMGA rules, requirements, guidelines, standards, activities, services, facilities and programs.

Section 5: LCMGA is an organization of individuals who represent Purdue University and its Lake County CES. In this capacity Master Gardeners may not make recommendations as to agricultural, horticultural, botanical, chemical, entomological or other practices and procedures that are outside the scope of consumer horticulture and amateur

gardening or are not approved by Purdue University. Under no circumstances may a Master Gardener make any recommendations for commercial horticulture or agriculture.

ARTICLE IX – DISBURSEMENT OF ASSETS ON DISSOLUTION

Upon voluntary or judicial dissolution or other termination of the existence of LCMGA, after all the legitimate liabilities and obligations of the Association are paid, resolved or otherwise provided for according to law, all its assets shall be donated to Purdue University and/or other entities qualified as tax-exempt under Internal Revenue Code section 501(c)(3) and earmarked for the promotion of horticultural and related charitable, educational and scientific purposes and activities.

ARTICLE X – AMENDMENTS

Amendments to these By-Laws may be made by a two-thirds vote of the entire board of directors at a meeting for which notice of the proposed amendment has been given at least one month in advance, or in the absence of a functional board of directors, by majority of those members voting in the same manner as for elections to the board of directors.

APPROVED AND ADOPTED by the resolution of the board of directors Lake County Master Gardener Association Inc this 19th day of June 2015.



SANDY EVANS, Secretary