

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51

**Bylaws of the
Delaware County Master Gardener Association, Inc.**

Revised March 2011

Part I. General Information

Article I. Name

The name of this organization shall be "Delaware County Master Gardener Association, Inc."

Article II. Office

The Corporation shall maintain its principle office at Delaware County Building, Room 202, Muncie, Indiana 47305. It may have such other offices either within or without the State as may from time to time be authorized by the Board of Directors.

Article III. Purpose

Section 1. Organization Purpose

Said organization is organized exclusively for educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

Section 2. Association Purpose

The purposes for which the Association is formed are:

- A. To extend Purdue University Cooperative Extension Service's 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 Delaware County Master Gardeners in fulfilling their volunteer commitment and to maintain good ethics, integrity, good faith and good will among the membership.
- D. To establish good relations between the Purdue University Cooperative Extension Service and the Master Gardeners.

Article IV. Fiscal Year

The Fiscal Year shall be January 1 — December 31.

Article V. Bylaws Provisions

Section 1.

The Corporation's Bylaws shall include such other provision for regulation and management of the Corporation's affairs as are consistent with law and the Articles of Incorporation.

Section 2.

The Active members of the Corporation shall have the power to make, alter, repeal, or amend the Bylaws of the Corporation by a two-thirds (2/3) vote of active members present at a meeting after which notice of such action has been distributed to the members, or otherwise sent to each member, at least thirty (30) days before such action is taken.

Article VI. Voting

Section 1. Quorum

The majority of active members present at any Regular, Annual, or Special meeting shall constitute a quorum.

Section 2. Action

1 Except as otherwise provided in the Bylaws, the Articles of Incorporation, or by applicable
2 law, no action requiring a vote shall be considered adopted except by a vote of the majority of
3 Active members present.
4

5 **Article VII. Board of Directors**

6 The initial Board of Directors of the Corporation shall have six members. The number of directors
7 of the Corporation shall at no time be less than six, no more than ten, the exact number of
8 directors to be prescribed from time to time.
9

10 **Article VIII. Restrictions**

11 **Section 1. Political Activity**

12 No substantial part of the activities of the Corporation shall be the carrying on of propaganda,
13 or otherwise attempting to influence legislation. The Corporation shall not participate in, or
14 intervene in (including the publishing or distribution of statements), any political campaign on
15 behalf of any candidate for public office.
16

17 **Section 2. Earnings**

18 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable
19 to its members, Directors, Officers, or other private persons, except that the Corporation shall
20 be authorized, and empowered to pay reasonable compensation for services rendered and to
21 make payments and distributions in furtherance of the purposes set forth in its Articles of
22 Incorporation.
23

24 **Section 3.**

25 Notwithstanding any other provision of these articles, the Corporation shall not carry on any
26 other activities not permitted to be carried on:

27 A. by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal
28 Revenue Code (or the corresponding provision of any future United States Internal Revenue
29 law), or...

30 B. by a corporation, contributions to which are deductible under Section 170 (c) (2) of the
31 Internal Revenue Code (or the corresponding provision of any future United States Internal
32 Revenue law).
33

33 **Section 4.**

34 Officers or Directors shall not receive any compensation for acting in such capacity. However,
35 this does not prohibit the reimbursement of members, Officers, or Directors for reasonable
36 expenses and disbursements incurred while performing the business and affairs of the
37 Corporation.
38

39 **Article IX. Dissolution**

40 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making
41 provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of
42 the Corporation exclusively for the purposes of the Corporation in such manner, or to such
43 organization or organizations organized and operated exclusively for charitable, educational,
44 religious, or scientific purposes as shall at the time qualify as an exempt organization or
45 organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding
46 provision of any future United States Internal Revenue law), as the Board of Directors shall
47 determine. Any such assets not so disposed of shall be disposed of by a Court of Competent
48 Jurisdiction, exclusively for such purposes or to such organization or organizations, as said Court
49 shall determine which are organized and operated exclusively for such purposes.
50
51

Part II. Membership

Article I. Active Members

Any person who has completed the Master Gardener Training Program in Indiana is eligible for membership. This includes all Master Gardener Interns, Master Gardeners, and Advanced Master Gardeners, who are active in the sense that they are working towards completion of their annual volunteer commitment, have paid dues, and are receiving additional approved instruction.

Section 1. Master Gardener Intern

Must have completed the Master Gardener Training Program in Indiana, passed an examination (with a minimum score of 70 percent) administered by the local Cooperative Extension Agent, and signed an agreement to complete within one year a minimum of one hour of volunteer service for each hour of training received.

Section 2. Master Gardener

Has completed the Master Gardener Intern Volunteer commitment. Certification as a Master Gardener is active for one year upon completion of an annual volunteer commitment of at least 12 hours of volunteer service and 6 hours of additional instruction approved by the local Extension Agent.

Section 3. Advanced Master Gardener

Any Master Gardener who attends 6 hours of additional instruction approved by the Extension Agent and performs volunteer work of at least 25 hours can receive a certificate for exceptional volunteer services on a yearly basis.

Article II. Equal Opportunity

Membership shall be open to all persons regardless of color, race, creed, ethnic background or national origin, sex, or handicap, pursuant to the above statements on Active membership.

Article III. Rights of Active Members

Section 1.

Every Active member, upon payment of dues as provided in the Bylaws, shall be entitled to one (1) vote at membership meetings.

Section 2.

Active members may attend board meetings and make recommendations to the Board of Directors pertaining to the business of the Corporation.

Article IV. Transfer Members

Section 1.

Any person who has completed the Master Gardener Training in Indiana, but not in Delaware County and is an Active Master Gardener Intern, Master Gardener, or Advanced Master Gardener and is in the process of completion of the required volunteer commitment as specified by the Delaware County Master Gardener Association, Inc., is eligible for membership.

Section 2.

Any person who has completed the Master Gardener Training in a state other than Indiana is eligible for probationary membership for one (1) year. Upon completion of the next Master Gardener Training Program in Delaware County, this person will be eligible for full

1 membership in the Corporation. A probationary member may attend meetings and other
2 activities, must pay dues and may vote after attending three business meetings. A probationary
3 member is not allowed to do volunteer work in the absence of an Active Master Gardener or an
4 Active Advanced Master Gardener. This probationary status may be renewed only if a Master
5 Gardener Training Program does not take place in Delaware County within one (1) year's
6 time.

7 8 **Article V. Reinstatement of Inactive Members**

9 An Inactive Master Gardener of the Delaware County Master Gardener Association, Inc., who
10 wishes to regain Active status shall be eligible upon payment of the annual dues, attendance at
11 three business meetings, and working toward the annual volunteer commitment.

12 13 **Article VI. New Transfer or Probationary Membership**

14 A transfer or probationary membership request shall be submitted to the Secretary for approval by
15 the Board of Directors and by the County Extension Agent.

16 17 **Article VII. Membership Dues**

18 Section 1.

19 Annual dues shall be payable to the Treasurer at the Annual meeting.

20 21 Section 2.

22 A reminder shall be communicated to members who have not paid dues after the second
23 business meeting of the fiscal year or second business meeting following approval of
24 membership as the case may be.

25 26 Section 3.

27 Dues remaining unpaid after the third business meeting of the fiscal year may cause removal of
28 the member from the mailing list of the Delaware County Master Gardener Association, Inc.,
29 and a possible reclassification to Inactive status by the Board of Directors.

30 31 Section 4.

32 Dues for the first year of membership shall be waived for new interns and prorated to the date
33 of acceptance into membership for transfers.

34 35 36 **Part III. Officers**

37 38 **Article I. General**

39 The officers of the Corporation are: President, 1st Vice-President, 2nd Vice-President, Treasurer,
40 Secretary, and Historian. Officers shall be elected from the Active members by a majority vote of
41 the Active members present at every other Annual meeting of the Corporation. Each officer of the
42 Corporation shall hold office for a term of two (2) years or until his or her successor is chosen or
43 elected and qualified. Any officer may be re-elected to the same office, or elected to some other
44 office, but in no event shall any member hold the same office for more than two (2) consecutive
45 terms. Any vacancy occurring among the officers shall be filled by the Board of Directors at a
46 meeting thereof, and the individual so selected shall serve for the unexpired term of his or her
47 predecessor in office. The Directors may appoint such additional assistants or subordinate officers
48 from time to time as may be necessary.

49 50 **Article II. Removal**

51 Any officer may be removed from office by an affirmative vote of two-thirds (2/3) of the Active

1 members of the Corporation present at a Special meeting called for that purpose, whenever the
2 best interests of the Corporation will be served thereby.

3 4 **Article III. Election of Officers**

5 The Nominating Committee appointed by the Board of Directors shall nominate a candidate or
6 candidates for each office. This slate of candidates shall be submitted to the Secretary and
7 President prior to the Annual meeting of the Corporation, and notices of the candidates shall be
8 given to each member of the Corporation at least ten days prior to the Annual meeting. Each
9 Active Corporation member shall be allowed to vote by ballot, but no vote shall be counted
10 toward the election of the candidates not properly nominated for the position. A candidate shall be
11 deemed elected if he or she receives a majority of the votes. Nominations may also be made from
12 the floor during the meeting when elections are held.

13 14 **Article IV. Officers**

15 **President**

16 The President shall be the principal Executive Officer of the Corporation and subject to the
17 control of the Board of Directors. The President shall be a voting member of the Board of
18 Directors and an ex-officio member of all committees except the Nominating Committee. He
19 or she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all
20 documents or instruments necessary or proper to be executed in the course of the Corporation's
21 regular business with the approval of the Board of Directors. The President shall preside at all
22 meetings of the membership and at all Board of Directors meetings. The President shall be
23 charged with the general supervision of the affairs of the Corporation. The President shall
24 perform all duties incident to the office of the President and such other duties as may be
25 prescribed by the Board of Directors from time to time.

26 27 **1st Vice-President**

28 In the absence of the President or in the event of the President's death, inability or refusal to
29 act, the Vice-President shall perform the duties of the President, and when so acting, shall have
30 the powers of, and to be subject to, all the restrictions upon the President. The 1st Vice-
31 President shall be chair of the Program Committee and shall perform such other duties and
32 have such authority as from time to time may be assigned to the 1st Vice-President by the
33 President or by the Board of Directors. The 1st Vice-President may succeed to the office of
34 President only if elected by the membership or appointed by the Board of Directors to fill a
35 vacancy.

36 37 **2nd Vice-President**

38 The 2nd Vice-President shall be chair of the Appropriations Committee and shall perform other
39 duties and have such authority as from time to time may be assigned to the 2nd Vice-President
40 by the President or by the Board of Directors. The 2nd Vice-President shall be a member of the
41 Budget Committee and the Program Committee.

42 43 **Treasurer**

44 The Treasurer will have charge and custody of, and be responsible for, all funds and securities
45 of the Corporation, receive and give receipts for money due and payable to the Corporation
46 from any source whatsoever, and deposit all such monies in the name of the Corporation in
47 such depositories as the Board of Directors shall designate. He or she shall present a
48 Treasurer's report at Regular, Annual, Special, and Board of Directors meetings, or whenever
49 requested by the Board of Directors, stating the financial condition of the Corporation. The
50 Treasurer shall notify members of delinquent dues, be authorized to sign checks, pay all bills

1 in accordance with the budget, and fulfill all reporting requirements. He or she shall transmit
2 all financial records to any person who shall replace him or her in that office. The Treasurer
3 shall maintain a membership mailing list of Active and Probationary members. The Treasurer
4 shall be the chair of the Budget Committee and shall perform all of the duties incident to the
5 Office of Treasurer and have such other duties and exercise such other authority as from time
6 to time may be delegated or assigned by the President of the Corporation, the Board of
7 Directors, or other provisions of these Bylaws.

8 9 **Secretary**

10 The Secretary shall:

- 11 A. Take roll and keep minutes of the membership and of the Board of Directors meetings in
- 12 one or more books provided for that purpose.
- 13 B. See that all notices are duly given in accordance with the provisions of these Bylaws or as
- 14 required by law and determine the presence of a quorum when needed.
- 15 C. Be custodian of the Corporate minutes and other general correspondence.
- 16 D. Conduct the general correspondence of the Corporation.
- 17 E. Work with the Treasurer to distribute to all Active and Probationary members a
- 18 membership list by the second meeting of the fiscal year. For members not in attendance at this
- 19 meeting, the membership list will be mailed to them. The membership list may include
- 20 addresses and telephone numbers. Inform members of additions or corrections to the
- 21 membership list during the year.
- 22 F. Perform such other duties as are incident to his or her office or which may be required of
- 23 him or her by the President, the Board of Directors, or other provisions of these Bylaws.
- 24 G. Transmit all records and correspondence in his or her charge to any person who shall
- 25 replace him or her in this office.

26 27 **Historian**

28 The Historian shall:

- 29 A. Be responsible for photography at special Master Gardener events to capture images for
- 30 historical purposes.
- 31 B. Maintain and be custodian of documented, chronological scrapbooks and/or photo albums
- 32 of the Corporation's history, including photographs, newspaper articles, special documents,
- 33 and other various materials of significance to the Corporation's history.
- 34 C. Where and when deemed appropriate or as requested, make the historical records
- 35 available at the Corporation's meetings and events.
- 36 D. Perform such duties as are incident to his or her office or which may be required of him or
- 37 her by the President, the Board of Directors, or other provisions of these Bylaws.
- 38 E. Transmit all records and materials in his or her charge to any person who shall replace
- 39 him or her in this office.

40 41 **Additional Officers**

42 The powers and duties of any additional officers shall be prescribed by the Board of Directors
43 when creating such offices. In case of the absence of any officer of the Corporation, or for any
44 reason that the Board of Directors may deem sufficient, the Board of Directors may delegate
45 the powers or duties of such officer to any other office or to any director, for the time being,
46 provided a majority of the entire Board of Directors concurs therein.

47 48 49 **Part IV. Board of Directors**

50

1 **Article I.**

2 The business affairs of this Corporation shall be guided by a Board of Directors, initially
3 consisting of the six elected officers. The number of directors of the Corporation shall at no time
4 be less than six, or more than ten, the exact number of directors to be prescribed from time to
5 time. Except for the ex-officio members, each director shall be an Active member.
6

7 **Article II.**

8 The immediate Past-President and the Extension Agent shall be ex-officio members of this board
9 and shall have no power to vote on any matter presented to a vote of the Board of Directors. The
10 Extension Agent in Delaware County who is responsible for the coordination of the Master
11 Gardener Program shall be the advisor to the Board and shall attend board meetings and business
12 meetings when possible.
13

14 **Article III**

15 A majority of the Board of Directors (not including the ex-officio members) shall constitute a
16 quorum, and action shall be taken by a majority vote of the directors present.
17

18 **Article IV.**

19 All business pertinent to the affairs of the organization shall be presented to the Board for
20 consideration and recommendation to the general membership.
21

22 **Article V.**

23 Board of Director meetings are open to all Active members and shall be held at a time and place
24 convenient for Corporation members' attendance.
25

26 **Article VI.**

27 Each director shall serve for a period of two years and shall be elected by the members at every
28 other Annual meeting and shall have office for a term of two years or until his or her successor is
29 elected and qualified. Any director may be re-elected for a second consecutive term but in no
30 event shall any director hold the same office for more than two (2) consecutive terms.
31

32 **Article VII.**

33 Any vacancy occurring on the Board of Directors shall be filled by the remaining directors at a
34 meeting thereof. A director so appointed to fill a vacancy shall be appointed for the unexpired
35 term of his or her predecessor in office. Resignation of a member of the Board of Directors shall
36 be in writing to that effect and presented to the President or the Secretary, who in turn shall
37 present it to the Board of Directors at the next meeting, but no resignation shall take effect so long
38 as such resignation would reduce the number of directors to a number less than necessary to form
39 a quorum of the Board.
40

41 **Article VIII.**

42 The Duties of the Board of Directors shall include:

- 43 A. Advising and assisting the President in conducting the affairs of this Corporation.
44 B. Approving new memberships.
45 C. Removing names of members from mailing lists and membership lists, and approving
46 reclassification of members.
47 D. Electing a representative to the State Advisory Committee of Master Gardeners.
48

49 **Article IX.**

50 The Board of Directors shall meet at least quarterly each fiscal year. A Special meeting of the
51 Board of Directors shall be held at the call of the President and must be called by the President if
52 requested in writing by a majority of the Board of Directors and upon four (4) days notice

1 specifying the time, place, and general purpose of the meeting, given to each director either
2 personally or by mail or telephone. A Special meeting of the Board of Directors shall be held in
3 Delaware County, Indiana.
4

5 **Article X.**

6 Any director may be removed from office by an affirmative vote of two-thirds (2/3) of the Active
7 members of the Corporation present at a Special meeting called for that purpose, whenever the
8 best interest of the Corporation will be served thereby.
9

10 **Article XI.**

11 All Corporation debts as provided in the approved budget are to be paid by the Treasurer. The
12 budget shall be voted upon at the Annual meeting of the Corporation. Any Corporation debt NOT
13 included in the approved budget shall be paid by the Treasurer only after receiving the approval of
14 the Board of Directors. All checks, drafts, notes or orders for the payment of money require the
15 signature of the President or Treasurer.
16

17 **Article XII.**

18 The Board of Directors shall establish and make appointments to such committees in such
19 numbers and at such times, from the membership of the Corporation as the Board of Directors in
20 its sole discretion shall deem necessary to carry out the purpose of the Corporation. Such
21 committees shall include the Nominating Committee, the annual Budget Committee, and the
22 annual Audit Committee.
23

24
25 **Part V. Meetings**
26

27 **Article I. Meetings**

28 A meeting, except a Special or Annual meeting, of the members or of the Board of Directors of
29 the Corporation may be held at such place, within or without the State of Indiana, as may be
30 specified in the respective notices, or waivers of notice, thereof. A Special meeting of the
31 members or of the Board of Directors or the Annual meeting of the Corporation shall be held in
32 Delaware County, Indiana.
33

34 **Article II. Regular Meetings**

35 Regular meetings shall be held on a frequent basis as determined by the Board of Directors. There
36 shall be at least 6 meetings per year, including the Annual meeting, at a time and place established
37 by the Board of Directors and convenient for Corporation members' attendance.
38

39 **Article III. Special Meetings**

40 Special meetings of the membership, unless otherwise prescribed by statute, may be called by the
41 President or the Board of Directors, and shall be called by the President at the request of two-
42 thirds (2/3) of all the Active members of the Corporation. Special meetings of the membership
43 must be held in Delaware County, Indiana.
44

45 Notice of Meeting: Notice of such meeting stating the place, day and hour, and the purpose for
46 which any special meeting is called, shall be delivered or mailed by the Secretary of the
47 Corporation, or by the officer or person calling the meeting, to each voting member of the
48 Corporation, at the address which appears on the records of the Corporation, not less than 10, nor
49 more than 40, days before the date of such Special meeting.
50

1 **Article IV. Annual Meeting**

2 The Annual meeting of the Corporation shall be held in October of each year as may be set by the
3 Board of Directors, at which time the annual budget shall be approved and the election of officers
4 shall take place every other year. The Annual meeting shall be held in Delaware County, Indiana.
5

6 **Article V. Action Without a Meeting**

7 Any action which may be taken at a Special meeting of the members of the Corporation may be
8 taken without a meeting, if, prior to such action, written consent thereto is signed by three-fourths
9 (3/4) of the Active members of the Corporation and such written consents are filed with the
10 minutes of the proceedings of the Corporation.
11

12 **Article VI. Rules**

13 Robert's "Rules of Order", Revised, shall be used in all meetings to cover questions not provided
14 for in the Bylaws.