

HENDRICKS COUNTY MASTER GARDENER, INC. BYLAWS

ARTICLE I – Name:

The name of the corporation is Hendricks County Master Gardener, Inc., hereinafter referred to as HCMG in this document.

ARTICLE II – Purpose:

HCMG is a non-profit organization whose purpose is to promote good horticultural education and gardening practices in cooperation with the Cooperative Extension Service of Hendricks County, Indiana and Purdue University in accordance with State Master Gardener guidelines.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III – Goals:

The goals of HCMG are to:

- 1) Increase members' knowledge of proper and new gardening techniques.
- 2) Provide information to the community on proper gardening techniques.
- 3) Assist HCMG members in fulfilling their volunteer hours in accordance with Purdue standards and requirements and the County Agricultural Natural Resources (ANR) Extension Educator's requirements.

ARTICLE IV – Membership & Dues:

Membership:

Membership is limited to Purdue Certified Master Gardeners who have paid dues for the current year and are actively completing volunteer and education hours as per Purdue standards, and Master Gardener Interns who are actively completing Master Gardener certification requirements specified by the County ANR Extension Educator.

Prior members with lapsed membership may resume participation in HCMG pending the approval of the County ANR Extension Educator.

Certified Master Gardeners who qualified through other states or other Indiana counties can qualify to become HCMG members at the discretion of the County ANR Extension Educator.

It is the policy of HCMG that all persons have equal opportunity and access to its educational programs, services and activities without regard to race, religion, color, sex, age, national origin or ancestry, marital status, parental status, sexual orientation, disability or status as a veteran.

Dues:

Dues as established by the HCMG Executive Board are payable on January 1st of each calendar year. Interns are exempt from dues for the year in which they enroll in the initial course.

ARTICLE V - Elected Officers/Executive Board:

The Executive Board consists of the elected officers and the County ANR Extension Educator. The term of office for elected officers will be one calendar year. The elected officers are the President, Vice President, Secretary, Treasurer, and Communications Director. Decisions of, and appointments by, the Executive Board shall be determined by a majority vote of the executive board.

Vacancies to any elected or appointed position shall be filled by the Executive Board. The person so appointed shall serve the remaining term of the person so replaced.

Term Limits - No person shall serve as Officer for more than four (4) consecutive terms. No one shall be eligible to an appointed term which would, if completed, exceed the term limit. Term-limited Officers may be eligible to serve again after one (1) intervening year.

Ex Officio Member:

The County ANR Extension Educator is a non-voting member of the Executive Board and will serve as an advisor from the Purdue University Extension Service to ensure that HCMG activities are in harmony with the Extension objectives.

Duties of the Executive Board:

The Executive Board is responsible for managing the day-to-day business of HCMG. This includes, but is not limited to, making decisions of a time-sensitive nature between regularly scheduled HCMG member meetings, appointing committee chairpersons, and filling appointed positions and officer vacancies that may occur during the current year. The actions of the Executive Board will be reported to the Members at the next regularly-scheduled Member meeting.

Duties of Officers:

The President is expected to preside over all business meetings, oversee meeting agendas, oversee committees, maintain order and have the authority to sign checks. The President is expected to perform other duties assigned by the HCMG Executive Board.

The President will appoint an alternate HCMG member to record minutes and provide a treasurer's report if the respective elected officer is unable to attend any business meeting.

The Vice President is expected to attend all business meetings and assume the President's duties, if necessary, and also serve as Chairperson of the Program Committee. The Vice President is expected to perform other duties assigned by the HCMG Executive Board.

The Secretary is expected to attend all business meetings and record the minutes of the meetings. The Secretary will provide the minutes of the previous meeting in a timely manner for distribution to and approval by the HCMG membership. The Secretary will record minutes of the Executive Board meetings. The Secretary will maintain crucial records of HCMG in the Hendricks County Extension office archival files. The Secretary is expected to perform other duties assigned by the HCMG Executive Board.

The Treasurer is expected to attend all business meetings, give financial reports, be in charge of funds and is authorized to sign checks. The Treasurer will be responsible for timely filing of required state and federal reports. The Treasurer will provide at a minimum of quarterly a financial reconciliation statement to the Executive Board. The HCMG financial reports and State and Federal filing records will be provided to the HCMG Secretary for deposit in the Hendricks County Extension office archival files. The Treasurer is expected to perform other duties assigned by the HCMG Executive Board.

The Communications Director is expected to attend all business meetings, and will direct the work of the communications subcommittees to receive, disseminate and distribute information to communicate with HCMG members and the community. The Communications Director is expected to perform other duties assigned by the HCMG Executive Board.

Appointed Positions:

The Executive Board may create at their discretion appointed positions. Appointed position holders are encouraged to attend all HCMG business meetings.

The term of appointed positions shall be one calendar year or as specified otherwise by the Executive Board.

Qualifications of Officers:

President: The President is required to have completed at least the two most recent years as an active Master Gardener (dues and hours). In addition, the President is required to demonstrate

active support for HCMG by attending at least 2/3 of the business meetings of the prior 12 months.

Vice President: The Vice President is required to have completed at least the previous year as an active Master Gardener (dues and hours). In addition, the Vice President is required to demonstrate active support for HCMG by attending at least 2/3 of the business meetings during the previous 12 months.

The Secretary, Treasurer, and Communications Director should demonstrate active support of and participation in HCMG by regular attendance at business meetings and are to be current with dues.

ARTICLE VI - Business Meetings:

Business meetings are to be held a minimum of six (6) times per year. A business meeting is defined as a meeting presided over by the President or the President's designee, held within Hendricks County, does not require admission fees by the membership, and includes the elements of business meetings shown below:

Elements of Business Meetings:

- A call to order
- Approval of Minutes
- Treasurer's report
- Officer/Committee reports
- Unfinished business
- New business
- Adjournment
- Program (optional)

ARTICLE VII - Financial Policy

Insurance:

HCMG shall carry casualty and liability insurance.

Contracts:

All contracts and other documents authorized by the Executive Board shall be signed by the President or Vice President, and attested by the Secretary, unless otherwise directed by the Executive Board.

Financial Review:

Annually, the Executive Board shall appoint an Audit Committee to review the financial records. This Committee shall include at least two HCMG members (not including the treasurer), who will review all financial transactions and reports, compliance with financial controls, completion of required corporate filings, and that activities are consistent with state and federal regulations. For cause, the incoming Treasurer may request, the Audit committee may recommend, and the Executive Board may require a formal review, compilation or audit to be prepared by a certified public accountant who provides such services.

ARTICLE VIII - Nominations & Elections:

Nominations:

No later than August 15 the President shall have appointed three (3) members to serve as the Nominating Committee. The Nominating Committee shall present a slate of qualified nominees at the September business meeting prior to the election. Nominations may also be made from the floor during October elections. No member of the Nominating Committee may appear on the slate; however, they can be nominated from the floor when elections are being held.

Elections:

Elections will be held annually at the October business meeting, with the term of the elected officers and appointees to take effect on January 1st of the following year.

Paper ballots must be used if more than one person is nominated for the same elected official position on the Executive Board.

ARTICLE IX - Indemnification:

Rights to Indemnification and Advancement of Expenses:

HCMG shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:

- a. A member of the Executive Board of HCMG,
- b. an officer of HCMG,

against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. HCMG shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. HCMG shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the

defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, HCMG shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Other Rights Not Affected:

It is the intent of this Article to provide indemnification to board members and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification or advancement of expenses to any person who is or was a board member, officer, employee, or agent of HCMG, or the ability of HCMG to otherwise indemnify or advance expenses to any such individual.

- a. Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of HCMG "to the benefit of any private shareholder or individual," or an "excess benefit transaction" within the meaning of Sections 501(c)(3) or 4958 of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws.

Definitions:

For purposes of this Article:

- a. The term "the act" means the Indiana Non-profit Corporation Act of 1991 and any amendments thereto.
- b. The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.
- c. The term "expenses" includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements and out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

- d. The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.
- e. The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- f. The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

ARTICLE X – Conflict of Interest:

General:

The HCMG Executive Board and membership shall administer the affairs of the organization honestly and economically and exercise their best care, skill, and judgment for the benefit of HCMG. The officers shall exercise the utmost good faith in all transactions relating to their duties for HCMG. In their dealings with and on behalf of HCMG, they are to be held to a strict rule of honest and fair dealings. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between HCMG's interest and that of the individual or an organization affiliated with the individual.

Conflict of Interest Defined:

A conflict of interest, or potential conflict of interest, or appearance of a conflict of interest, occurs when a person is in a position to exert influence, in dealings with or on behalf of HCMG, which would give preference to any other individual, business or charitable organization with whom the person is affiliated, by virtue of relationship with, employment with, membership in, ownership of, appointment to or election to said individual, business or charitable organization.

Disclosure of Potential Conflict:

Any board member of HCMG or individual authorized to act legally or financially on behalf of HCMG shall have a duty to disclose any potential conflict of interest by virtue of personal, business or charitable affiliation. During the first month of the term year, the board members will submit to the secretary a written statement that they either have no conflict of interest or a statement disclosing the nature of the conflict of interest, or potential conflict of interest, or appearance of a conflict of interest. The secretary will store the statements for the remainder of the year. Additionally, disclosure is appropriate and required any time a conflict of interest may arise.

Recusal from Decision-making:

Any conflict of interest or appearance of a conflict of interest will render the HCMG board

member with the conflict ineligible from voting on any matters relating to that conflict of interest. Said board member may not participate in any discussion (other than to present factual information or respond to questions). At the discretion of the HCMG Executive Board, a person with a conflict of interest may be excused from all or any portion of discussions or deliberations with respect to the subject of the conflict. Such board member may be counted on to determine whether a quorum is present, but may not participate in any action taken on the matter relating to the conflict. The minutes of the meeting shall reflect the disclosure of the conflict, the vote, the abstention from voting and participation and whether a quorum was present.

ARTICLE XI - Amendments

Amendment proposals to this document must be sponsored by at least two HCMG members and be approved by the HCMG Executive Board and then be submitted to the HCMG membership for a ratification vote. Approval by the executive board shall not be unreasonably withheld.

Amendments must be ratified at a HCMG business meeting with a 2/3 vote of all members present, provided that:

1. A working copy of the Bylaws recommended amendments will be provided to the membership for membership review and comment two business meetings prior to vote.
2. One business meeting prior to membership vote on the proposed amendment(s), a complete copy with all proposed amendments will be made available to the membership for review.
3. A notice of such a proposed amendments vote shall be published on the Hendricks County Master Gardener web site, at least two weeks prior to the scheduled vote.

ARTICLE XII – Dissolution:

Upon dissolution of HCMG, the officers shall, after paying or making provision for payment of all the liabilities of HCMG, dispose of all the remaining assets of HCMG in such a manner or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as the officers shall determine.

