

BYLAWS  
OF  
MICHIANA MASTER GARDENERS ASSOCIATION, INC.

ARTICLE I

NAME

Section 1.1. Name. The name of the Corporation shall be Michiana Master Gardeners Association, Inc., hereinafter referred to as “Corporation”.

ARTICLE II

PURPOSES

Section 2.1. Purposes. The purposes of the Corporation are:

- (a) To promote public knowledge and understanding of the benefits of gardening, landscaping and environmental practices, and to promote good relations among area gardeners;
- (b) The raising of funds for the benefit of other charitable organizations or groups selected by the Corporation from time to time.
- (c) To perform any purpose for which not-for-profit corporations are authorized under the Act.

ARTICLE III

MEMBERS

Section 3.1. Application. The members of this Corporation are those persons having membership rights in accordance with the provisions of these Bylaws.

Section 3.2. Qualifications. To qualify for and be admitted to membership in this Corporation, a candidate must (i) be a certified Master Gardener or have completed the Master Gardener Exam and be actively working toward completion of the volunteer hours required for Master Gardener certification; (ii) be eighteen (18) years of age; and (iii) be dedicated to the purposes set for in Section 2.1 of the Bylaws. The candidate must have completed and filed with the Extension Office, the following documents: Adult Behavioral Expectations Sheet, Pest Management Information Sheet and a Background Check Sheet. The secretary, or assistant

secretary of the Corporation, shall keep at all times, at the Extension office, a complete and accurate list of all members of the association which may be inspected by any member.

Section 3.3. Dues. The annual dues payable to the Corporation by members is the amount determined from time to time by resolution of the Board of Directors. Annual dues must be submitted with an application for membership. Thereafter, annual dues are payable in advance on the first day of each fiscal year or as determined by resolution of the Board of Directors. Dues may be prorated or paid in periodic installments as may be set forth by resolution of the Board of Directors.

Section 3.4. Annual meeting. The annual meeting of the members shall be held in March, the time and place to be announced by the January general meeting, for the purpose of the transaction of such business as may come before the meeting.

Section 3.5. Special Meetings. Special meetings of the members may be called by the president, the Board of Directors or not less than one-third of the members having voting rights.

Section 3.6. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Indiana, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 3.7. Notice of Meetings. A written, printed and/or electronic notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called. The officer or person calling the meeting shall notify each member of record, entitled to vote at that meeting, at the address which appears on the records of the Corporation, at least ten (10) days before the date of meeting.

Section 3.8. Voting. Each member of the Corporation is entitled to a single vote on each matter submitted to a vote of the membership. Members must be present to vote and may not vote by proxy.

Section 3.9. Transfer. Membership in this Corporation is non-transferable and non-assignable.

Section 3.10. Termination. Membership will terminate in this Corporation in any of the following events:

(a) Receipt by the Board of Directors of the written resignation of a member, executed by the member or a duly authorized attorney-in-fact;

(b) The death of a member;

(c) The failure of a member to pay dues on or before the due date;

(d) The failure of a member to retain the incidence of qualification for membership as described in these Bylaws; or

(e) Any other cause inconsistent with membership after due notice, hearing, and determination by the Board or a duly delegated committee.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 4.1. General Powers. The control and management of the affairs of the Corporation shall be vested in its Board of Directors. Directors must be members of the Corporation.

Section 4.2.1 Qualifications, Number, Term, Nomination and Nominating Committee, Election Procedures, Installation Procedures and Board Operating Procedures ,

Section 4.2.1.a Qualifications: To qualify as a director, the candidate must be a member in good standing of the Michiana Master Gardener's Association.

Section 4.2.1.b Number: The number of Directors shall be not less than three (3) and no more than eleven (11). In additions the extension representative and treasurer will serve as ex-officio members of the Board.

Section 4.2.1.c Term: Each director shall hold office for a term of three (3) years or until a successor shall have been elected or appointed. Each year two (2) or more directors shall be elected to replace the directors whose terms have expired or to increase the number of directors pursuant to 4.2.1b. At least one director shall be a member of the current Master Gardener Class elected as provided in section 4.2.1d.

Section 4.2.1.d Master Gardener Class Director: The nomination and election of a director from the current master gardener class shall be conducted by the Extension Representative. All members of that class will be allowed to vote for their representative to sit on the Board of Directors of the Corporation.

Section 4.2.1.e Nominating Committee: A nominating committee will be appointed by the Board of Directors consisting of one (1) Board member and two (2) general members for the purpose of preparing a slate for election to the Board of Directors, pursuant to Section 4.2.1f and for filling vacancies pursuant to Section 4.2.1 i.

Section 4.2.1.f Election Procedure: The nominating committee shall prepare a slate to be presented for vote at the November meeting with additional nominations to be taken from the floor. The candidate(s) receiving a plurality of votes of the members present at the November MMGA general meeting will be declared elected.

Section 4.2.1.g Board Installation: Following the November election, the newly elected Board member's terms shall commence on January 1 the next year. In the event of a tie vote, there will be a run off election at the January MMGA general meeting.

Section 4.2.1.h Board Operating Procedures: The voting members of the Board of Directors shall consist of the elected members. Each director shall be eligible for election to no more than two consecutive terms. The Board of Directors shall have the right to increase or decrease within the limits prescribed by the articles of incorporation the number of Directors by a vote of the majority of the Directors present at a properly called meeting of the Board of Directors.

Section 4.2.1.i Vacancy to Board of Directors: In the event of a vacancy on the Board of Directors, the Nominating Committee shall prepare a slate to be voted on at the next MMGA general meeting. Additional nominations will be taken from the floor. The elected candidate shall fulfill the un-expired term of the vacancy filled.

Section 4.3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws within thirty (30) days after the annual meeting of members. There shall be a minimum of two (2) additional meetings per year with the first being immediately after the election of new board members.

Section 4.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Indiana; as the place for holding any special meeting call by them.

Section 4.5. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by printed, phone, facsimile or electronic notice delivered personally or sent by mail or telegram to each Director at his or her address as shown by the records of the Corporation. Any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 4.6. Quorum. A majority of the entire Board of Directors shall constitute a quorum. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Director shall constitute a quorum.

Section 4.7. Manner of Acting. The set of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.8. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written or electronic consent to such action is signed by all

members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 4.9. Power to Appoint Executive Committee. The Board of Directors shall have power to appoint by resolution adopted by a majority of the entire Board an executive committee composed of two or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 4.10. Power to Make Bylaws. The Board of Directors shall have the power to make and alter any bylaw or bylaws, including the fixing and altering of the number of Directors.

Section 4.11. Power to Elect and Appoint Officers. The Board of Directors shall select a president, a vice president, a secretary, and a treasurer subsequent to final approval by the Board of Directors. The Board shall have the power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the interests of the Corporation will be served thereby. Board members are expected to attend all Board meetings. The Board of Directors will have the option to remove any Board member who is absent from two (2) consecutive meetings. The Board shall also have the power to fill any vacancy in any office occurring for any reason whatsoever.

Section 4.12. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

## ARTICLE V

### OFFICERS

Section 5.1 Officers: The Board of Directors shall at its January meeting elect or appoint the officers of the Corporation. The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer. There shall be a progression of vice president to president, subject to re-election of the president.

Section 5.2 Term of Office: Officers, except for the Treasurer, shall hold office for one (1) year or until a successor shall have been duly elected and qualified, unless earlier removed by the Board of Directors. All officers and agents can be removed at any time by the affirmative vote of the majority of the member of the Board of Directors. President and Vice President shall be eligible for reelection to one additional consecutive term.

Section 5.3. President. The president shall be the chief executive officer of the Corporation. The president shall preside at all meetings of the Board of Directors and membership. Under the Board's direction the president shall have general supervision over the affairs of the Corporation and over the other officers. The president shall sign all written

contracts of the Corporation. The president shall perform all such other duties as are incident to this office.

Section 5.4. Vice President. The vice president shall perform the duties specified in Section 5.3 of this Article in the absence or disability of the president. In addition, the vice president shall perform duties and assignments which may from time to time be delegated by the president or the Board.

Section 5.5. Treasurer. The treasurer shall have custody of all moneys and securities of the Corporation and shall give bond in such sums and with such surety as the Directors may require, conditioned upon the faithful performance of this office. The treasurer shall perform all such other duties as are incident to this office as treasurer.

Section 5.6. Secretary. The secretary shall have the responsibility for providing that notices required by these Bylaws be issued, and shall provide that minutes of all meetings of the Board of Directors and membership be adequately kept. The secretary shall have responsibility for all corporate books, records, and papers, any and all written contracts of the Corporation. The secretary shall perform all such other duties as are incident to the office.

Section 5.7. Vacancies: In the event of a vacancy, the Board of Director shall elect or appoint a replacement.

## ARTICLE VI

### COMMITTEES

Section 6.1. Standing and Special Committees. The president shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the president or Board of Directors may deem necessary to properly carry on the activities and effect the Purposes of the Corporation. Such committees shall perform as the president or the Board of Directors may direct. Each committee chairperson shall report directly to a board member who shall be appointed to oversee the committee.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2. Checks; Drafts; etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or such instruments shall be signed by the treasurer, and countersigned by the president or vice president of the Corporation.

Section 7.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may elect.

Section 7.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

## ARTICLE VIII

### BOOK AND RECORDS

Section 8.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the Extension office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

## ARTICLE IX

### FISCAL YEAR

Section 9.1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January and end on the last day of December in each year.

## ARTICLE X

### CORPORATE INDEMNIFICATION

Section 10.1. Indemnification. To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by such director or officer in connection with or resulting from any claim, action, suit or proceeding (a) if such director or officer is wholly successful with respect thereto or (b) if not wholly successful, then if such director or officer is determined to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that such conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval), conviction, plea of guilty or plea of nolo contendere (or its equivalent) shall not create a presumption that a director or officer did not meet the standards of conduct set forth in this Section.

As used in this Section, the terms “claims, action, suit or proceeding” shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of

this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a director or officer of the Corporation (or his or her heirs and personal representative) may become or have been involved, as a party or otherwise:

(a) by reason of being or having been a director or officer of the Corporation or of any corporation which he or she served as such at the request of the Corporation, or

(b) by reason of acting or having acted in any capacity in a partnership, association, trust or other organization or entity in which he or she served as such at the request of the Corporation, or

(c) by reason of any action taken or not taken in any such capacity, whether or not in such capacity at the time such liability or expense shall have been incurred.

As used in this Section, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a director or officer.

As used in this Section, the term “wholly successful” shall mean (a) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against the person, (b) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (c) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (a) if independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation written findings that such director or officer has met the standards of conduct set forth therein, and (b) if the Board of Directors, acting upon such written finding, or otherwise so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence relied upon for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee’s findings which are within the possession or control of the Corporation.

The rights of indemnification provided in this Section shall be in addition to any right to which any such director or officer may otherwise be entitled. Irrespective of the provisions of this Section, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees or other persons to the full extent permitted by the law of the State of Indiana, whether on account of past or future transactions.

Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation by action of the Board of Directors, whether or not a disinterested quorum exists, prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount if not entitled to indemnification.

The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Section, and insurance protecting the Corporation's directors, officers, members and employees.

**ARTICLE XI**

**AMENDMENT TO BYLAWS**

Motion to amend by-laws:

Sections 3.5 & 3.15 Sections 4.2 a – i, Sections 5.1, 5.2. & 5.7. Amendments:

It is moved that the Michiana Master Gardeners Association Board of Directors amend Sections 3.2, 3.5, 3.10 & 3.15, deleting Section 3.4, 3.9, 3.11, 3.15, 3.16, Sections 4.2 a-i and Section 5.1., 5.2., & 5.7.

According to Article XI Section 11.1, the proposed amendments to the by Laws are hereby submitted to members of the Board by e-mail on October 24, 2004, final revision to be voted upon at the next regularly scheduled Board Meeting in November 15, 2004. Moved by Tim Rust, Secretary. Seconded by Dara Revelli, President Elect 2005. Motion passed unanimously.

Date of Amendments: November 15, 2004 Approved by: \_\_\_\_\_

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Connie Richmond  
President

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Dara Revelli  
Vice President

\_\_\_\_\_  
Tim Rust  
Secretary