

**Bylaws
OF
MASTER GARDENERS OF CLARK COUNTY**

Adopted, March 8, 2000
Revised, December 6, 2004
Revised, May 26, 2008
Proposed changes, February 2016
Revised January, 2018
Proposed changes October 31, 2019
Revised September, 2023

**Article I
Purpose**

Section 1. Operation. The Master Gardeners of Clark County (hereinafter referred to as the “corporation”) is formed to engage in activities which are exclusively for charitable, scientific, literary, and educational purposes in order that the corporation shall be exempt from tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the “Code”). The corporation shall operate for the specific purposes set forth in its Articles of Incorporation.

Section 2. Mission. The mission of the corporation shall be to teach environmentally sound, research-based gardening practice to the citizens of Clark County under the auspices of the Ohio State University Extension (OSUE) office of Clark County.

Section 3. Objectives. The objectives of the corporation are to support the mission and objectives of the OSUE Master Gardener Program; increase members’ knowledge of research-based gardening practices; and strive to provide the highest quality educational programming and service to the community.

**Article II
Office**

Section 1. Principal Office. The place in the State of Ohio where the principal office of the corporation shall be located at 3130 E Main St., Springfield, Clark County, Ohio 45505.

**Article III
Members**

Section 1. Members. Membership of the corporation will be as follows:

- a. Master Gardener Trainee - Those people presently enrolled in the current Master Gardener training class.
- b. Master Gardener Intern - Those trainees who have successfully completed the training, but have not yet completed fifty (50) hours of initial volunteer service.
- c. Active Master Gardener - Those who have completed their training and volunteer commitment and those who continue to provide at least twenty-five (25) hours of volunteer time per year plus ten (10) hours of additional horticulture training and meet screening requirements as determined by OSUE.
- d. Inactive Master Gardener - Those who did not recertify. Inactive status can be maintained for three (3) years without having to retake the Clark County certification test. Once a person wants to reinstate their active status, he or she must complete the volunteer hours and additional training for the current year. After three (3) years of inactive status, a person must retake and pass the test, as well as complete hours and training in order to become active.

e. Transfer - Master Gardeners from other Ohio Counties may become a member of the Master Gardeners of Clark County by providing proof of active status from the previous county and paying the member fees. Master Gardeners from outside of Ohio will be required to take and pass the Clark County certification test and pay fees before being accepted as a Master Gardener of Clark County.

Section 2. Voting. The voting members of the corporation shall be the Active Master Gardeners.

Section 3. Membership Fees. All active members shall pay yearly membership fees. Assessments may be made on an annual basis as authorized by the Board of Trustees. The Treasurer shall notify members whose fees are in arrears. Notices shall be sent by regular mail or electronic means and shall be deemed sent on the date the notice is mailed. If fees are not paid within four weeks thereafter, those members shall automatically be dropped from active membership.

A member may be reinstated at any time by paying current year membership fees providing that all membership criteria are met. The year for reporting hours shall be January 1 to December 31.

Article IV Annual, Regular, and Special Meetings of Members

Section 1. Annual Meeting. The meeting of members shall be held annually at the office of the corporation in Springfield, Ohio, or such other convenient location as designated by the President. The date of such annual meeting will be the second Wednesday of November unless otherwise fixed by the Trustees. At such annual meeting, trustees and officers shall be elected, the proposed budget of the corporation shall be considered, and any other business that shall be presented may be transacted.

Section 2. Regular Meetings. Meetings for the members shall be held every other month on the second Wednesday beginning in January.

Section 3. Special Meetings. Special meetings of the general membership may be called by the Board of Trustees provided that notice is given within ten (10) days to the membership. Special meetings may also be called within ten (10) days of receipt by the President of a written request of the majority of the general membership specifying the purpose for which the special meeting is requested.

Section 4. A Quorum. A quorum is defined as no less than one-third of active members of the general membership. A quorum of the voting members shall be required to validly conduct business during annual meetings, regular meetings, and special meetings.

Section 5. Robert's Rules of Order will be used to resolve conflicts and to expedite meetings.

Article V Board of Trustees

Section 1. Membership. The Board of Trustees shall consist of the President, President-Elect, Secretary, Treasurer, Assistant Treasurer, Immediate Past President, 2 At Large Members, and ex-officio horticulture staff of OSUE who may act as non-voting advisors.

Section 2. Appointment of Board of Trustees: Term of Office. The Board of Trustees shall hold office until their successors are elected and qualified.

The term of office of each Board of Trustees Member of the corporation shall be according to Article V and Article VIII and shall commence on January 1. Individuals may run for the Board of Trustees after a one-year absence.

Each officer on the Board of Trustees (President, President-Elect, Secretary, and Treasurer) shall serve during the term for which he or she is elected or, if elected after the expiration of a portion of a term, during the balance of such term, and thereafter until a successor shall have been elected. Vacancies by death, resignation, refusal to service, or otherwise shall be filled for the unexpired portion of the term. The President shall name and the Board of Trustees approve, an appointee to a vacancy. The appointee may stand for election to office when the appointment expires.

Section 3. Powers of the Board of Trustees. The administrative powers of the corporation shall be vested in the Board of Trustees which will have charge, control, and management of the property, affairs, and funds of the corporation.

Section 4. Duties. The duties of the Board of Trustees shall be as outlined in Article VIII Sections 3,4,5,6 and as requested by the President; attend to any situations needing quick decisions; administer the business of the organization, including establishing a budget and project committees and promote the purpose of the organization. The Board of Trustees is authorized to make spending decisions based upon the approved budget. If the expense exceeds the amount approved is less than twenty-five (25%) percent of the budget, it may be paid without additional approval. If an expense has not been approved by the membership because it had not been included in the budget, it must receive membership approval if it is greater than \$10,000.00.

Section 5. Voting Rights. Voting by the Board of Trustees may take place in person, by telephone, or by electronic means. Each Board Member shall be entitled to one vote on each matter. All votes are to be submitted to the President. Ex-Officio Horticulture staff are not voting members.

Section 6. Compensation. The Board of Trustees shall serve without compensation except those expenses reasonably incurred in the business of the corporation may be reimbursed upon presentment of appropriate documentation.

Section 7. At Large Members. Two members shall be elected to represent the general membership at Board of Trustees meetings with full voting privileges. In the event the individual is unable to continue the office, the Board may request the assistance from the nominating committee to appoint a replacement to fill the vacancy. These officers will serve a two-year term.

Section 8. Immediate Past President. The last person who served as President will serve on the Board of Trustees with full voting rights. Term: one year.

Article VI Board of Trustees Meetings

Section 1. Regular Meetings. The Board of Trustees shall hold regular bi-monthly meetings at the office of the corporation in Springfield, Ohio or such other convenient location as designated by the President. The date of such bi-monthly meetings shall start from the second Wednesday in February. Notices shall be sent by regular mail or electronic means and shall be deemed sent on the date the notice is mailed.

Section 2. Special Meetings. Special meetings may be called by the President as deemed necessary.

Section 3. Quorum. A quorum of the Board of Trustees is defined as a majority of the voting members of the Board of Trustees.

Article VII Notices

Section 1. At least ten (10) days written notice shall be given of the annual meeting of members and regular meetings of members. At least ten (10) days written notice shall be given of any special meeting of the membership and shall specify the purpose for which the meeting is called. Notices shall be sent by regular mail or electronic means and shall be deemed sent on the date the notice is mailed.

Article VIII Officers

Section 1. Officers. The officers of the corporation shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President. All officers shall be elected by the membership at the annual meeting in November and shall commence his (her) term January 1.

Section 2. Election of Officers. The President-Elect with the approval of the Board of Trustees shall appoint a nominating committee of three (3) members from the general membership to nominate officers and candidates for the Board of Trustees for the coming year prior to the September meeting.

The nominating committee shall prepare a straw vote for the September meeting. The membership may also submit names to the nominating committee who will in turn ascertain if these individuals are willing to serve. The committee shall name at least one (1) candidate per office.

The slate of all nominees must be mailed or electronically submitted to the membership at least ten (10) days prior to the annual meeting.

All elections shall be by ballot. Ballots may be mailed to the PO Box of the corporation prior to the November meeting or handed in at the meeting. Ballots will be counted by the nominating committee. Election results will be announced prior to adjournment of the annual November meeting.

The term of office shall be January 1 to December 31.

Section 3. President. The President shall prepare an agenda and preside at the Board of Trustees meeting, the general meeting and special meetings; shall be an ex-officio member of all committees; shall perform such additional duties as are usually incident to such office and such duties as may be required of him or her by the Board of Trustees. The corporation shall provide a copy of Robert's Rules of Order to the President. Term: one year.

Section 4. President-Elect. The President-Elect shall perform the duties of the President in his or her absence; assume the duties assigned by the President; assume the office of the President for the remainder of the term in the event the office is vacated; shall appoint standing committee chairs, to be approved by the Board of Trustees, prior to assuming office of President; shall maintain contact with the standing committee chairpersons; and assume the office of President the following year. In the event the individual is unable to continue the office, the Board may request the assistance from the nominating committee to appoint a replacement to fill the vacancy. The corporation shall provide a personal copy of Robert's Rules of Order to the President-Elect. Term: one year.

Section 5. Secretary. The Secretary shall send appropriate notices and provide agendas for all meetings of the corporation; shall act as custodian of all records and reports; shall be responsible for the keeping and reporting of accurate records of all meetings of the corporation; shall take the roll at Board of Trustees and general meetings and assist with mailing notices of special events. In the event the individual is unable to continue the office, the Board may request the assistance from the nominating committee to appoint a replacement to fill the vacancy. Term: one year with option to run an additional one (1) year.

Section 6. Treasurer. The Treasurer shall have custody of all funds of the corporation and shall chair the Finance Committee. The Treasurer shall prepare the annual budget to be presented to the corporation for approval by the beginning of the fiscal year. The Treasurer shall prepare an annual report of the financial status of the corporation at the end of each fiscal year which shall be submitted to the Board of Trustees after the close of the fiscal year and be available to membership before the January meeting. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the corporation is made and that reports of such transactions are presented to the Board of Trustees. The Treasurer shall select a member of the organization to serve as the Assistant Treasurer; this selection shall be approved by the Board of Trustees. The Assistant Treasurer will be appointed annually. The Treasurer shall be provided with such equipment as deemed necessary to complete his or her duties. The Treasurer shall ensure that necessary signatures for banking privileges will be updated by January 31 of each

year. The Treasurer will be responsible for the PO Box of the corporation and in his/her absence the Assistant Treasurer or President will assume this responsibility. The Treasurer and Assistant Treasurer are not term limited.

Article IX Removal of Board of Trustees Members

Section 1. Removal. Any Board of Trustees member may be removed from office by the affirmative vote by the majority of the full membership at any regular meeting or at a special meeting called for that purpose for any reason. Any Board of Trustees Member proposed to be removed shall be entitled to at least ten (10) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Article X Committees

Section 1. Standing Committees. The Committees shall be created by the Board of Trustees to manage and conduct on-going activities and responsibilities of the corporation. Committees shall be determined at the October Board of Trustees meeting for the forthcoming year. The chairs will be recruited and appointed by the President-Elect and approved by the Board of Trustees. Committees no longer relevant may be dissolved by either a vote of the committee and written notice to the Board of Trustees or a majority vote by the Board of Trustees.

Each chair of a committee shall be an Active Master Gardener and be responsible for organizing and implementing projects; reporting any updates to the membership through the newsletter and the general meetings; maintaining contact with the Board of Trustees through the President-Elect; preparing a committee budget for the next fiscal year by October 31 for the finance committee; and preparing a final report, prepared by the Treasurer, will be presented to the Board of Trustees after the close of the fiscal year and to the general membership at the January meeting.

Section 2. Special Committees. Special committees will be appointed by the President to manage and/or conduct special activities that are one-time events of short duration, or have a specific task to accomplish.

Section 3. Committee Meetings. Each committee shall have a regular meeting determined by the members of the committee.

Section 4: Finance Committee. The Finance committee will be a standing committee and will work with the Treasurer to develop the annual budget for the corporation. The committee shall consist of the Immediate Past President, President, President-Elect, Treasurer (Chair), Assistant Treasurer, and 2 members from the general membership appointed by the President.

Section 5. Reconciliation. Reconciliation of the checking account shall be done by a person appointed by the Treasurer, and shall not be a member of the Board of Trustees. A biannual, outside, independent review of the financial records shall be on even years for the previous year.

Article XI Administration of Funds

Section 1. Gifts and Contributions. Voluntary gifts, donations, and contributions of cash, securities, or other property from any source whatever, either outright or in trust, may be made to the corporation; subject, however, to acceptance thereof by the Board of Trustees, to enable the corporation to carry out its purposes as set forth in its Articles of Incorporation. The corporation, by its Board of Trustees, may accept devises, bequests, donations, contributions, and gifts of property of any kind and agree to administer the same in accordance with any conditions which the testator or donor may impose, providing the conditions and purposes of any such devises, bequests, donations, contributions, and gifts of property shall be consistent with and in furtherance of the purposes and within the powers of the corporation; subject, however, to the qualification and condition, to be understood and

accepted in all such cases, that if and whenever the Board of Trustees of the corporation shall determine, by the affirmative vote of at least seventy five percent (75%) of its members, that a material change in circumstances, occurring subsequent to the execution of the instrument providing any condition, designation, or restriction, shall have rendered compliance therewith impractical, impossible, or undesirable from the viewpoint of the public interest, the Board of Trustees may from time to time thereafter direct the application of such property or the net income therefrom to such use or uses as will, in its judgment, most effectively accomplish the public charitable purpose of the corporation, without regard to, and free from, any such condition, designation, or restriction.

Section 2. Investments. The Board of Trustees may retain and hold property of any kind or nature given to the corporation by will, deed, gift, or otherwise, without incurring any liability to any person for any subsequent depreciation thereof, and may manage and control any funds, money, property, or proceeds of property, or proceeds of the sale of property coming into the hands of the corporation from any source, and may invest and reinvest the same in such loans, stocks, bonds, securities, or other property of any character or kind as the Board of Trustees may from time to time determine, notwithstanding any rule of court or statute now or hereafter in force to the contrary, and in so doing, shall incur no liability to any person for any act taken or omitted in good faith.

Section 3. Management of Assets. The funds of the corporation shall be deposited with one (1) or more banks or trust companies, and the securities held by the corporation may be transferred to a bank or trust company for safekeeping. The Board of Trustees may employ the services of a bank, trust company, or other competent investment advisor to counsel and advise it in all matters pertaining to the investment and reinvestment of the funds and property of the corporation.

The Board of Trustees may compromise, settle, and adjust any claims on behalf of or against the corporation arising from or by reason of any devises, gifts, contributions, or donations of property to the corporation, or otherwise, on such terms and conditions and at such time or times as it may decide, without liability to any person or persons whomsoever for any such compromise, settlement, or adjustment of any claim made by the Board of Trustees in good faith.

No person or organization, being or claiming to be a beneficiary of any of the purposes of the corporation shall, as such, have or be given any claim or right of action against the corporation by reason thereof.

Section 4. Use of Income and Principal. Any money or other property of the corporation, whether income or principal, shall be used or distributed by the Board of Trustees in accordance with the purposes set forth in the Articles of Incorporation of the corporation. Without limitation upon the generality of the foregoing, the funds of the corporation may be distributed for the purpose of paying all charges and expenses incidental to the care, management, and preservation of the property of the corporation, including attorneys' and accountants' fees and reasonable compensation to any person or persons whom the Board of Trustees may deem it advisable to employ order to effectively carry out the purposes of the corporation.

Section 5. Accounts. The Board of Trustees shall cause to be kept an adequate and correct record of the affairs of the corporation, including accounts and records of its assets, liabilities, receipts, disbursements, gifts, and donations. Such accounts and records shall be open to inspection by the General Membership. The Treasurer's records will have an independent financial review at the end of each fiscal year by a committee appointed by the President of three (3) members from the general membership and approved by the Board of Trustees and shall include the Immediate Past Treasurer.

Article XII Fiscal Year

Section 1. Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31.

Article XIII

Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority shall or may be general or confined to specific instances.

Section 2. Authorized Signatures. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the Treasurer or other designated officer and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. Depositories. All funds of the corporation shall be deposited to the credit of the corporation in such bank, trust company, or other depository as the Board of Trustees may select.

Article XIV

Bonding of Treasurer and Other Officers

Section 1. Bonding. Unless the Board of Trustees otherwise determines, the Treasurer and/or other officers or employees of the corporation may be required to be bonded.

Article XV

Order of Business

Section 1. Order of Business. The order of business of all membership meetings shall be as follows:

1. Call to Order
2. Approval of the Minutes of the last meeting
3. Communications
 - a. Staff Reports
4. Report of the Officers
 - a. Treasurer
 - b. President
 - c. Other
5. Old Business
6. New Business
7. Announcements
8. Adjournment

Article XVI

Indemnification

Section 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that he/she is or was a trustee, officer, employee, or agent of the corporation, to the extent and in the manner permitted by Section 1702.12(E) of the Ohio Revised Code. This authority, however, shall not be exercised to the extent that such exercise might impair or invalidate the exemption of the corporation under the federal Internal Revenue Code.

Article XVII

Dissolution and Liquidation

Section 1. Dissolution and Liquidation. The corporation may be dissolved upon the affirmative vote of a majority of the members of the corporation at any annual or special meeting of the members called for that purpose,

or upon the written consent of all the members. Notice of such a meeting shall be given to all members, whether or not entitled to vote thereat. The Board of Trustees shall thereupon take such action as may be necessary to wind up the affairs of the corporation and to affect the termination of its corporate existence. Thereafter, all of the remaining assets of the corporation shall be distributed to one (1) or more exempt nonprofit organizations whose purposes are within the meaning of Section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code as the Board of Trustees may determine at its discretion.

Article XVIII Emergency Regulations

Section 1. Emergency Regulations. In the event of an "emergency" as presently defined in Section 1701.01(U) of the Ohio Revised Code, the meetings of the Board of Trustees may be held and conducted as provided in Section 1701.11(F) and Section 1702.11(G) of the Ohio Revised Code, as presently enacted or hereinafter amended, and any action so taken shall be the action of the corporation. The provisions of the subsections in regard to executive and other officers shall apply. The Board of Trustees operating during an emergency shall have the authority to adopt amendments to such By-laws as they deem best for the conduct of the meeting.

Article XIX Amendments

Section 1. Amendments. By-Laws of the corporation may be amended by a majority of the members of the corporation at the annual meeting, regular meeting, or special meeting provided that written notice of any proposed amendment must be mailed or electronically sent to the members at least ten (10) days before such meeting.

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