**CODE OF REGULATIONS**

**(BYLAWS)**

**MASTER GARDENERS OF GREENE COUNTY**

Adopted May 18, 2001

Amended 2003, 2006, 2007, 2011, 2013, 2015, 2020,

Last Amended March 9, 2021

**ARTICLE I**

**Purpose**

Section 1. Operation. The Master Gardeners of Greene County (hereinafter referred to as the Corporation) is a volunteer public service organization operating in conjunction with the Ohio State Extension Service (OSUE) located in Xenia, Ohio. It is formed as a nonprofit organization to perform 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 educate and utilize environmentally sound, research-based gardening practices to the citizens of Greene County under the auspices of the Ohio State University Extension Greene County.

Section 3. Objectives. The objectives of the organization are to educate the public concerning basic gardening methods and the production of fresh, low-cost food items; increase awareness of environmentally friendly practices for gardeners; promote the care and management of urban forests; promote the use of integrated pest management techniques; beautify the community, making it cleaner and greener; and demonstrate proven horticultural methods and low maintenance landscape alternatives, which conserve water and preserve the environment.

**ARTICLE II**

**Office**

Section 1. Principal Office. The place in the State of Ohio where the principal office of the Corporation shall be located is the Ohio State University Extension Office of Greene County.

**ARTICLE III**

**Members**

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

1. Master Gardener Trainee – Individuals presently enrolled in the Master Gardener training course will be non-voting members, but may participate in meetings, committees, and activities of the organization.
2. Master Gardener Intern – Individuals who have successfully completed the Master Gardener classroom training requirements but have not yet completed 50 hours of volunteer service will be non-voting members, but may participate in meetings, committees, and activities of the organization. A person is an intern until he or she has completed their 50 hours of volunteer service and are certified; extension of the time limit for certification will be at the discretion of the OSU Extension Greene County Master Gardener Program Coordinator (hereinafter referred to as Coordinator).
3. Active Master Gardener – Those individuals who have been certified as a Master Gardener, continue to provide at least 20 hours of volunteer service and complete 10 hours of approved horticulture training each year, are current in dues payment to the state and Greene County Master Gardener organizations and are current with their OSU Extension annual requirements will be Active members. Volunteer hours must support the Master Gardener mission and be approved by the Coordinator.

1. Transfer – 1) Master Gardeners from other Ohio counties may become a member of the Master Gardeners of Greene County by providing proof of active status from the previous county and paying the member dues. 2) Master Gardeners from outside of Ohio will be required to show proof of active status from her or his county, compete OSU Extension annual requirements, pay member dues, and meet all requirements of the OSU Extension Coordinator before being accepted as a Master Gardener of Greene County.
2. Inactive Master Gardener –
   1. Those individuals who may or may not have completed the initial classroom training but have not completed the 50-hour volunteer commitment but are interested in continuing to work toward becoming an Active Master Gardener. They may apply for an extension and upon approval of the Coordinator will have one year to reach active Master Gardener status.
   2. Those individuals who have been certified as Master Gardeners, but who did not fulfill their annual required: (1) volunteer hours, (2) education hours, (3) payment of dues or (4) OSU Extension annual requirements and expressed no desire to do so.
   3. Inactive members may not: attend meetings or activities, hold office, vote, participate in volunteer activities or earn volunteer hours of the organization.
3. Master Gardener Emeritus is an honorary status granted in cases of exceptional service. Emeritus status may be awarded by the Board of Trustees (hereinafter referred to as the Board) to individuals who have been Active Master Gardeners for at least 10 years and are no longer able to complete the required annual re-certification requirements. These persons are exempt from paying dues but are encouraged to continue to participate in meetings, voting on organization business and elections, act as mentors, and attend social events. However, should Emeriti volunteer for any activities, they must pay the state support fees, meet all OSUE requirements for Active volunteers, be included in the

County’s volunteer liability insurance payment each year and report all volunteer hours and activities to the Coordinator who then reports this to the state.

Section 2. Voting Membership. The voting members of the Corporation shall be Active and Emeritus Master Gardeners.

Section 3. Annual Dues. Annual dues for the current year are due by January 31. Trainee and Intern Master Gardeners are exempt for the year in which they begin their classroom training. Cost of membership dues will be determined by the Board with the approval of the general membership at the Annual Meeting. The fiscal membership year shall be January 1 to December 31.

**ARTICLE IV**

**General Membership Meetings**

Section 1. Annual Meeting. The annual meeting of members shall be held at the principal office or such other convenient location as designated by the President and Coordinator. The date of such annual meeting shall be fixed by the Board and Coordinator. At the meeting, officers and trustees shall be elected, annual dues for the following year will be approved, the proposed budget of the corporation for the next fiscal year shall be considered, and any other business that shall be presented may be transacted.

Section 2. Regular Meetings. The regular meetings of members shall be held on the 2nd Tuesday of each month or at such time and place as designated by the President and Coordinator. The purpose of this meeting shall be to conduct the routine business of the organization. There will not normally be a December meeting. In the absence of the President and Vice-President a member of the Board or the Coordinator will chair the business meeting.

Section 3. Special Meetings. The Board may call special meetings provided notice is given to the membership. Such special meetings shall be called within ten (10) days of receipt by the President of a written request of no less than one-third (1/3) of the present membership of the Board, specifying the purpose for which the special meeting is requested.

Section 4. Meeting Governance. For all annual, regular, and special meetings of the membership, a quorum shall be a majority of the voting members present. Robert’s Rules of Order shall be used to conduct the business of the meetings. Absentee voting will not be permitted during any meeting of the Corporation.

Section 5. Electronic/Virtual Meetings. Meetings may be held in-person or electronically/virtually.

**ARTICLE V**

**Board of Trustees**

Section 1. Corporate Powers. The powers, property, and affairs of the Corporation shall be exercised, controlled, and conducted by a Board. Members of the Board shall be the President, Vice-President, Treasurer, Secretary, immediate Past-President, four at-large members, and the OSU Extension Coordinator as Ex Officio.

Section 2. Appointment of Board of Trustees: Term of Office. The term of office of each Board member of the Corporation shall be two years commencing on January 1 and any Board member may be re-elected by the membership at the annual meeting. No Board member may serve more than two consecutive terms on the Board; except, the immediate Past-President who may serve no more than two additional years in the office of Past-President. Following an absence from the Board of one full term (2 years), former Board members may serve again in any Board position. Vacancies that occur between elections shall be filled by appointment by the Board and shall be for the unexpired portion of the term.

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

Section 4. Duties. The duties of the Board shall be to advise and assist the President in conducting the affairs of the Corporation; attend to any situations needing a quick decision; administer the business of the organization, including the establishment of committees; set goals and objectives; recommend changes to the Bylaws; and promote the purpose of the organization.

Section 5. Voting Rights. Each Board member shall be entitled to one vote on each matter submitted to a vote of the Board. Voting may take place in person, by telephone, or by electronic means. The Coordinator is not a voting member. Conducting a Board meeting via audio and video connection is permissible and includes the right to vote on any issues taken up during the meeting.

Section 6. Compensation. The Board shall serve without compensation, except expenses reasonably incurred in the business of the Corporation may be reimbursed upon presentment of appropriate documentation and pre-approval by the Board.

Section 7. Operations Manual. The Board shall develop an Operations Manual including processes and procedures necessary to conduct the day-to-day affairs of the Corporation.

**ARTICLE VI**

**Board of Trustees Meetings**

Section 1. Regular Meetings. The Board shall meet at least quarterly each year at the principal office or such other convenient location as designated by the President in coordination with the Coordinator. The President in coordination with the Coordinator shall designate the date for all such meetings. In the absence of the President and Vice-President, a member of the Board or the Coordinator will chair the Board meeting.

Section 2. Special Meetings. Special meetings may be called by the President in coordination with the Coordinator as deemed necessary. The President at the request of the Board may call a special meeting. Such special meetings shall be called within ten (10) days of receipt by the President of a written or electronic request of no less than one-third (1/3) of the present membership of the Board, specifying the purpose for the special meeting.

Section 3. Attendance of Others. As deemed appropriate, other Master Gardener members or other persons may be invited to attend any Board meeting by the President or by a Board member with the approval of the President. The Coordinator with the concurrence of the Board may invite other Master Gardener members or other persons to attend a Board meeting.

Section 4. Quorum. For a regular or special meeting of the Board, a quorum shall be one half (1/2) of those

presently holding office and present at the meeting.

**ARTICLE VII**

**Notices**

Section 1. At least ten (10) days’ notice shall be given to members regarding calling of special meetings, proposed

changes in bylaws or policies, or the intent to conduct official business beyond the usual scope of meetings. Notices shall be

sent by email or other appropriate communication methods.

**ARTICLE VIII**

**Officers**

Section 1. Officers. The officers of the Corporation shall be the President, Vice-President, Treasurer, Secretary, and such other officers as the Board may authorize.

Section 2. Election of Officers. Elections for the President, Secretary, and two at-large members shall be held in odd numbered years and for the Vice-President, Treasurer, and two at-large members in even numbered years.

Annually, prior to June 30, the President with the approval of the Board shall appoint a nominating committee of 3 members, one of which must be a member of the Board, to nominate officers and members at-large for the coming term, the Coordinator is an ex officio member of this committee.

At the August general membership meeting the nominating committee shall present a slate of nominees containing

at least one candidate for each position to be elected at which time the President will call for additional nominations from the floor. The final slate of nominees will be included in email or OSU Extension Volunteer Management System (VMS). This announcement will include nominee biographies. Additional means of notification to the membership also may be used.

For offices where there is more than one nominee, voting shall be by secret written ballot. For offices where there is only one nominee, a voice vote may be taken. There will be no absentee ballots or proxy votes. Election of new Board

members will take place at the Annual Membership Meeting. (See Article IV, Section 1)

The officers shall assume their duties on January 1 following the election. The term of office shall be for two

years, January 1 to December 31, the following year.

Section 3. President. The President shall preside at all general meetings and all meetings of the Board, shall be an ex officio member of all committees, and 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. The President may sign checks in the absence of the Treasurer.

Section 4. Vice-President. The Vice-President shall perform the duties of the President in his or her absence,

assume the duties assigned by the President and assume the office of the President for the remainder of the term in the event the office of President is vacated.

Section 5. Secretary. The Secretary shall take and report minutes of all general meetings of the Master Gardeners and the Board and shall maintain an accurate record of such minutes and copies of any written reports submitted during these meetings. A copy of the minutes of any general meeting will be sent to the members via email and posted on VMS.

Section 6. Treasurer. The Treasurer shall have custody of all funds of the Corporation and 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. The Treasurer shall prepare an annual report of the financial status of the Corporation as of the end of each fiscal year, which shall be submitted to the Board prior to January 31 and be available to the general membership no later than its February meeting.

**ARTICLE IX**

**Removal of Board of Trustees Members**

Section 1. Removal. Any Board member may be removed from office by the affirmative vote of a majority of the

full membership at any regular meeting or at a special meeting called for that purpose.

Section 2. Notice. Any Board member proposed for removal shall be entitled to at least five (5) days’ notice in writing by mail of the meeting at which such removal is to be discussed and potentially voted upon. Said notice will include the circumstances and causes for the proposed removal from office.

Section 3. Attendance. Any Board member identified for removal from office shall be entitled to appear before and

be heard at such meeting.

**ARTICLE X Committees**

Section 1. Standing Committees. The Board may create Standing Committees as needed in consultation with the Corporation membership, to manage and conduct ongoing activities and responsibilities of the Corporation. Standing committees should have a year-round mission in the successful operation of the Corporation and are usually required on a continuing basis from year to year. Examples include, but are not limited to awards, budget, bylaws, grants, programs, public relations, refreshments, or others as deemed appropriate by the Corporation membership.

1. Standing committee members and their chairpersons will be recruited and appointed by the Board based upon interest.
2. The duties of a standing committee shall be to manage the Corporation’s needs within its area of responsibility as designated by the Board.
3. Each chair of a standing committee shall be responsible for organizing and implementing projects and reporting status to the membership and Board as deemed appropriate. Status reporting may be through electronic communication or in-person at Board and/or general business meetings.
4. Annually, each standing committee will report to the membership its activities and accomplishments for the current year along with its recommendations for the upcoming year. The Board may ask this committee report to be presented at a regular business meeting or be provided to the membership via electronic means.

Section 2. Ad Hoc Committees. The President may appoint Ad Hoc Committees as needed to conduct specific,

short-term responsibilities of the Corporation such as banquet planning, officer nominations, and special projects.

Section 3. Committee Meetings. Each committee shall have a regular meeting at a time and place determined by the members of the committee. At a committee meeting, a quorum shall be a majority of the members of the committee in attendance. Minutes shall be maintained recording the activities of the committee.

**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) to enable the Corporation to carry out its purposes as set forth in its Articles of

Incorporation. The Corporation, by its Board, 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 the Corporation shall determine, by the majority vote at the regular meeting, 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 unlawful, impractical, impossible, or undesirable from the viewpoint of the public interest, the Board may from 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 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 sources, and may invest and reinvest the same in such loans, stocks, bonds, securities, or other property of any character or a kind as the Board 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 or more banks, trust companies, or credit unions and the securities held by the Corporation may be transferred to a bank or trust company for safekeeping. The Board 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 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 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 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 attorney’s and accountants’ fees and reasonable compensation to any person or persons whom the Board may deem it advisable to employ in order to effectively carry out the purposes of the Corporation.

Requests for distribution of funds that may be considered in non-direct support of the Master Gardener mission must first be reviewed by the Board before being presented to the membership for discussion and/or vote.

Section 5. Accounts. The Board 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, disbursement, gifts, and donations. Such accounts and records shall be open to inspection by the Board. The Treasurer’s records shall be audited at the end of each fiscal year by an auditor appointed by the Board.

**ARTICLE XII**

**Fiscal Year**

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on December 31, unless otherwise fixed by resolution of the Board.

**ARTICLE XIII**

**Contracts, Checks, Bonding, Deposits, and Funds**

Section 1. Contracts. The Board 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. The Treasurer and the President shall be authorized to sign checks.

Section 3. Bonding. The Board may require the Treasurer and persons with check signing authority to be bonded.

Section 4. 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 may select.

**ARTICLE XIV**

**Order of Business**

Section 1. Order of Business. The general order of business of all meetings will be as follows:

1. Approval of minutes of the preceding meeting
2. Report of the Treasurer
3. Reports of the committees/projects
4. Unfinished/old business
5. New or miscellaneous business/announcements
6. Report of the Coordinator
7. Adjournment

**ARTICLE XV**

**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 or 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 XVI**

**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. Upon an affirmative vote to dissolve or liquidate the Corporation, the Board shall 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 the remaining assets of the Corporation shall be distributed to the Horticulture Program at the Ohio State University Extension Office Greene County.

**ARTICLE XVII**

**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 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 regarding executive and other officers shall apply. The Board members operating during an emergency shall have the authority to adopt amendments to such Bylaws, as they deem best for the conduct of the meeting.

**ARTICLE XVIII**

**Amendments**

Section 1. Amendments. This Code of Regulations of the Corporation may be amended by a 2/3 majority of the members of the Corporation voting; provided, however, that written notice of any proposed amendment must be mailed, faxed, or emailed to the members at least ten (10) days before such meeting.

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