

# Clayton County Master Gardeners Inc. Bylaws

## ***Article I: Name***

The name of the organization is Clayton County Master Gardeners, Inc. hereafter referred to as CCMG.

## ***Article II: Purpose***

**Section 1:** The purpose of CCMG, a not-for-profit organization, shall be to promote good horticultural practices in cooperation with the University of Georgia Cooperative Extension Service. CCMG is an educational organization whose primary purposes are set forth in Articles of Incorporation.

**Section 2:** The method of attaining these objectives may include but are not limited to the following:

- A. Advancing the horticultural education of its members and promoting the knowledge, interest, appreciation, and enjoyment of gardening and extending this knowledge and enjoyment to the members and the public through newsletters, meetings, and activities.
- B. Assisting Master Gardener interns in fulfilling their volunteer commitments.
- C. Providing the community with information about good gardening practices through news articles, and other media, clinics, exhibits, and presentations at garden clubs, schools, and other community groups.
- D. Assisting the Clayton County Extension Services in their programs of horticulture and gardening through volunteer hours.

## ***Article III: Certification and Membership***

**Section 1:** Persons having completed the Master Gardener training course in Georgia are eligible for membership, including Master Gardener Interns and certified Master Gardeners.

**Section 2:** A certified Master Gardener is one who has completed the classroom training and served 50 hours of certified volunteer time during that year, and who subsequently serves 25 hours of certified volunteer time each year. Certification shall be approved by the Clayton County extension agent.

**Section 3:** Non voting associate membership shall be extended to members of the class- in –training in the Clayton County Master Gardener program. No dues shall be required for associate members. A grace period may be allowed as a result of special circumstances, at the discretion of the board and the County Extension Agent.

**Section 4:** Out-of-State Master Gardeners may become members of CCMG and will serve as interns for one year. Re-certification to be a Georgia Master Gardener will be administered by the County Extension Agent, and may include auditing some or all Master Gardener training classes.

**Section 5;** Membership in CCMG shall be on a calendar year basis. Annual membership dues must be paid and previous years volunteer hours must be turned in by the March meeting to continue active membership in good standing. Membership dues are \$10.00 for Master Gardeners. Current year intern's dues will be waived. Dues are not refundable.

**Section 6:** The Corresponding Secretary will maintain the membership list for CCMG. The membership list shall be distributed to other individuals or organizations having similar and non-profit restrictions.

**Section 7:** Lifetime master Gardener status is awarded by the State Master Gardener Coordinator and the local Cooperative Extension for ten consecutive or cumulative years of certified service. Lifetime members are required to pay dues and to turn in 25 volunteer hours each year. The "perk" of being a Lifetime Member is the opportunity to wear the special badge recognizing their service when volunteering.

#### ***Article IV: Meetings***

**Section 1:** It shall be the policy of CCMG to conduct general membership meetings once a month. Any change in the meetings will be noted in the minutes which will be sent prior to the next meeting.

**Section 2:** The November meeting shall include voting upon the coming year's slate of officers.

#### ***Article V: Voting and Quorum***

**Section 1:** Voting: Certified Master Gardeners holding membership in good standing shall be entitled to vote on matters before the membership.

**Section 2:** Quorum: A majority of members present shall constitute a quorum (consisting of at least 40 percent of the members in good standing).

#### ***Article VI: Officers and Duties***

##### **Section 1: President**

- A. Shall preside at all board and general meetings of CCMG and have general supervision of its affairs.

- B. Shall appoint the chairpersons of all standing committees and any special committees.
- C. Shall review in detail all budget and progress reports of all standing committees.
- D. Shall be ex-officio member of all standing committees except the nominating committee.
- E. Shall be a member of the Program and Educational Committee
- F. Shall assist the Treasurer on the preparation of the budget
- G. Shall be authorized to sign checks in absence of the Treasurer
- H. As outlined in Robert's Rules, the president has a right to vote as a member, but it is not recommended that he/she vote unless the vote is by ballot. The president should appear impartial and is not compelled to break a tie. The president may choose to break a tie if he/she believes the issue may be divisive.

### **Section 2: Vice-President**

- A. Shall, in the absence of the President, assume and carry out the duties and responsibilities of the President.
- B. Shall review in detail all budget and progress reports of all standing committees.
- C. Shall be a member of the Constitution and By-Laws committee.
- D. Shall serve as chairperson of the Program and Educational committee.

### **Section 3: Secretary**

- A. Shall record the minutes of all CCMG meetings.
- B. Shall read the minutes of the previous meeting. Reading of the minutes may be waived if the minutes have been distributed to the membership.
- C. Shall keep a record of attendance of the general membership meetings.
- D. Shall maintain a current list of CCMG members and their contact information.

- E. Shall be a member of the Newsletter Committee.
- F. Shall notify CCMG members of all meetings.
- G. Shall perform those duties necessary for formal correspondence activities of the CCMG.

**Section 4: Treasurer**

- A. Shall receive all dues and monies for the CCMG.
- B. Shall keep an exact account of all dues, other income, bank deposits, disbursements, and present a monthly report.
- C. Shall pay bills in a timely manner upon receipt of a written statement and proof of purchase.
- D. Shall present the financial record for audit annually. The audit is to be completed by the end of the fourth quarter.
- E. Shall assume the responsibility of assuring that the annual taxes of the corporation are filed by March 15<sup>th</sup> of each year.

***Article VII: Board of Directors***

**Section 1: General Powers and Authority of the Board:** All corporate powers shall be exercised under the authority of the Board of Directors and the affairs of the CCMG managed under the direction of the Board of Directors.

**Section 2: Composition, Number, Term and Qualifications:** The Board of Directors shall serve as officers of CCMG and shall be elected individually to the office of President, Vice-President, Secretary and Treasurer. The Directors may appoint assistant officers from time to time. No more than one of the four offices may be held by the same person. Each officer shall serve for a term of one year and until his / her successor is elected or until such officer's earlier death, resignation, incapacity to serve, or removal. An officer shall not be eligible for election to the Board in the same office for more than two consecutive terms.

**Section 3: Election of Officers:** The Nominating Committee shall present a slate of nominees for election as Officers at the November meeting.

Nominations may also be made by members from the floor. Those persons who receive a majority of the votes cast shall be deemed to have been elected. The election of the Board Members shall be by secret ballot. In order for an election of board Members to be held, there must be a quorum consisting of at least 40%.

**Section 4: Resignation of Officers:** An officer may resign by delivering written notice to the Board of Directors of the CCMG. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

**Section 5: Removal of Officers:** An Officer may be removed without cause by a vote of two-thirds (2/3) of the members in good standing. The office of any board member may be declared vacant by a vote of two-thirds of the members in good standing upon failure of that officer to attend without adequate reason three consecutive general membership meetings and /or officially called board meetings.

**Section 6: Vacancies:** Should a vacancy occur on the Board of Directors the remaining members of the Board of Directors shall have the power to appoint a successor to fulfill the unexpired term.

**Section 7: Education Advisor:** The County Extension Agent shall be appointed Education Advisor, or he shall appoint a member of his staff to represent him, and shall meet with the Board of Directors at their meetings when possible.

**Section 8: Compensation:** The Board of Directors shall not be permitted to receive any compensation for their services.

### ***Article VIII: Meetings of the Board of Directors***

**Section 1: Place of Meeting:** All meetings of the Board of Directors shall be held in Clayton County, Georgia, at such place as the Board of Directors may determine.

**Section 2: Regular Meetings:** Regular meetings of the Board of Directors shall be held monthly, prior to the general membership meeting.

**Section 3: Special Meetings:** Special meetings of the board of Directors may be called by or at the request of the President or two (2) of the Board members.

**Section 4: Notice of Meetings:** Regular meetings of the Board of Directors may be called without notice if the date, time, and place of the meeting have been fixed previously by the Board. Otherwise, regular meetings must be preceded by at least two days notice to each Board member, stating the date, time and place, but not the purpose, of the meeting.

Special meetings of the Board of Directors, must also be preceded by at least two days notice to each Board Member stating the date, time, place, and purpose of the meeting. Notice required by the foregoing provision may be given by any usual means of communication and may be oral or written; however, any Board action to remove a Board Member or to elect a Board Member shall not be valid unless each Board Member is given at least seven days written notice that the matter will be voted upon at the Board meeting, notice may be waived pursuant to Section 6 below.

**Written notice is effective at the earliest of the following:**

- (a) when received;
- (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed;
- (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or,
- (d) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and other than first class, registered or certified postage affixed.

Written notice is correctly addressed to a board Member if addressed to the Board Member's address shown on CCMG current membership list.

**Section 5: Waiver of Notice:** A Board Member may at any time waive any notice required by law or these by-laws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the Board Member entitled to the notice, and filed with the minutes or the corporate records. A Board Member's attendance at or participation in a meeting waives any required notice of the meeting unless the Board Member upon arriving at the meeting or prior to the vote on a matter noticed in conformity with law and these by-laws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

**Section 6: Quorum:** A quorum of the Board of Directors consists of a majority of the Board Members in office immediately before a meeting begins, provided that in no event shall a quorum consist of fewer than two (2) Board Members.

**Section 7: Manner of Acting:** If a quorum of Board Members is present when a vote is taken, the affirmative vote of a majority of Board Members present is the act of the Board of Directors, unless law or these by-laws require the vote of a greater number of Board Members

**Section 8: Presumption of Assent:** A Board Member of CCMG who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless

- (a) such Board Member objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting;
- (b) such dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) such Board Member delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to CCMG immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a Board Member who votes in favor of the action taken.

**Section 9: Meeting via Communications Equipment:** The Board of Directors may permit any or all Board Members to participate in regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Board Members participating may simultaneously hear each other during the meeting. A board Member participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 10: Action Without Meeting:** Action required or permitted by law or these by-laws to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all of the duly elected and qualified Board Members of the CCMG. The action must be evidenced by one or more written consents describing the action taken, signed by each Board member, and included in the minutes filed with the corporate record reflecting the active taken. Action taken under this section is effective when the last Board member signs the consent, unless the consent specifies a different effective date. Consent signed under this section has the effect of a meeting vote and may be described as such in any document.

**Section 11: Board Member Conflict of Interest Transactions:** A conflict of interest transaction is a transaction with the CCMG in which a Board Member of the CCMG has a direct or indirect interest. For purposes of the section a Board Member has an indirect interest in a transaction if;

(a) another entity in which the Board Member has a material interest in or in which the Board Member is a general partner, is a party to the transaction or

(b) another entity of which the Board Member is a Director, Board Member, Officer, or Trustee is a party to the transaction.

A transaction in which a Board Member has a conflict of interest may be approved in advance by the vote of the Board of Directors or a committee of the board if

(a) the material facts of the transaction and the Board Members interest are disclosed or known to the Board or committee of the Board,

(b) the Board Members approving the transaction in good faith reasonably believe that the transaction is fair to the corporation.

For purposes of this section, a conflict of interest transaction may be addressed if it receives the affirmative vote of a majority of the Board of Directors or the Committee Board, who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or vote cast by, a Board member with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as herein above provided. A conflict of interest may be voided if the transaction was unfair at the time it was entered into or was approved in advance as stated above.

### ***Article IX: Funds of the CCMG***

The funds of the CCMG shall be expended by order of the President. In the absence of the President, the Vice-President or Board Members may order expenditures. No member or group of members may incur any indebtedness in the name of CCMG without prior approval of the President or Board of Directors, or by a majority vote of the general membership.

### ***Article X: Committees***

**Section 1:** Committees shall be appointed as necessary by the President and approved by the Board of Directors. All members in good standing may serve on committees. Committees whose functions extend beyond the CCMG year shall be reappointed by the incoming President.

**Section 2: Committee Types:** The following committees, but not limited to such, shall be appointed to carry out the objectives of the CCMG. All committee chairs will report directly to the President and /or the Vice

President. The committee calendar will run from January to January for a one (1) year term or are appointed on an as needed basis.

- A. Program and Education Committee
- B. Membership Committee
- C. Constitution and By-Laws Committee
- D. Newsletter
- E. Scrapbook Committee
- F. Audit/Budget Committee
- G. Nominating Committee
- H. Public Relations / Publicity Committee

### **Section 3: Committee Functions and Membership**

- A. **Program and Education Committee:** Shall consist of at least two (2) members, the Vice President and the education advisor or his representative. The Vice-President will serve as the Chairperson. The committee shall plan and arrange all membership meetings programs, speakers, conferences and functions of the CCMG. The committee will prepare an agenda and make announcements and other advertising for programs as needed. They will assist the Extension Office with any co-sponsored programs in organizing and planning as needed.
- B. **Membership Committee:** Shall consist of at least two (2) members. The committee is responsible for distributing membership information, soliciting members as well as maintaining contact with each new Master Gardener class. This may include: sending birthday cards and keeping all members aware of sick or hospitalized members. Sending flowers in case of family deaths, contacting members who may have missed several meetings and other similar activity on a situational basis.
- C. **Constitution and By-Laws Committee:** Shall consist of at least two (2) members. The Vice-President shall be a member. The committee shall be responsible for making recommendations to amend the by-laws as necessary. Member commitment may be for more than one year at the request of the Board of Directors.
- D. **Newsletter Committee:** This committee shall be responsible for editing and publishing of a quarterly newsletter to the membership.
- E. **Scrapbook Committee:** Shall act in the role of historian by keeping a scrapbook of current events and projects. Pictures, newspaper articles and any other related materials can be used for the scrapbook.

- F. **Budget Committee:** Shall consist of at least three (3) but no more than five (5) members. The Treasurer and the President shall be members. This committee shall be charged with making a budget, and shall make recommendations as to the collection and disbursement of funds. They shall also review any special project funding after receiving a formal request in writing with project information and costs provided.
- G. **Audit Committee:** The Audit Committee shall consist of at least two (2) members and be appointed by the Board of Directors. The audit shall be completed by the end of the fourth quarter.
- H. **Nominating committee:** Shall consist of at least three (3) members, two of whom are appointed by the board of Directors. One of those appointed shall be the designated chairperson. The chairperson shall call a meeting of the committee prior to October 1<sup>st</sup> in order to provide a slate of candidates whose names shall be presented at the November meeting.

Nominees must agree to the nomination before being presented to the membership. Additional nominations shall be accepted from the floor at the meeting in November with the consent of the nominee before being nominated. The President shall conduct the election. If there are no nominations from the floor, the slate presented by the Nominating Committee shall be accepted. If there is more than one nominee to the same office, the candidate with the largest number of votes cast for said office shall be elected to that office. Voting will be by secret ballot.

- I. **Selection of Nominees:** Members of the Board of Directors shall not attempt to influence the Nominating Committee in the selection of nominees.
- J. **Public Relations / Publicity Committee:** This committee shall be responsible for the media affairs and communications with the community at large. They shall promote CCMG and the Extension Service through news articles, web sites, radio, TV, The Scoop and any other trade publications. They shall work closely with the Education Advisor, Newsletter and Scrapbook Committees.

### ***Article XI: Dissolution***

**Section: 1** Clayton County Master Gardeners, Inc. shall not engage in any business or other enterprise with a view to making a profit. Upon the dissolution of the CCMG, any remaining assets, after the payment of all just debts of CCMG shall be distributed to bona fide teaching, research, and Extension Horticulture Departments in the State of Georgia for the purpose of furthering the horticulture industry.

***Article XII: Waiver of Responsibility***

**Section 1:** All meetings, exhibitions, and field trips attended by members or guests are at their sole discretion and CCMG assumes no responsibility for personal injury or the loss or damage of any property or plant material.

***Article XIII: Conduct of Business***

**Section 1:** Robert's Rules of Order shall govern the business of CCMG, unless specified by the by-laws or amendments to the by-laws.

***Article XV: Approval of By-Laws***

**Section 1:** If notice of the character of the by-laws proposed has been given in the notice of the meeting, these by-laws may be altered or amended at regular or special meetings of the members by the affirmative vote of a majority or a quorum of the members present. Upon motion duly made and recorded, these by-laws and Constitution were adopted at the time of this organization meeting of the CCMG.