



South Central Indiana Master Gardener Association

**Articles of Incorporation Approved and Filed
by the Indiana Secretary of State December 16, 2016**

SCIMGA is a Domestic Non-Profit in the State of Indiana

Bylaws

Document Control

Version	Date	Summary
1.0	12/21/2016	12/20/2016: Last update of the Bylaws document. 12/21/2016: Last update of the Policies & Procedures document.
2.0	4/12/2017	The Bylaws document and the Policies & Procedures documents were merged into one document. A Cover page, a Table of Contents, and an Index were added. No changes were made to the content of either document.
3.0	6/18/2019	Updated cover page nomenclature to include date Articles of Incorporation were approved and filed by the State of Indiana.
4.0	3/10/2020	Amendments to bylaws passed by members.
5.0	11/05/2021	Amended Bylaws approved by SCIMGA Board. Removed the Polices & Procedures section as no longer a part of the Bylaws, added language identifying SCIMGA as a not-for-profit operating under Federal guidelines for a 501(c)3 organization, removed voting privileges from Extension MG Coordinator, other corrections.
5.1	01/05/2022	Revised Section 6.03, <i>Election and Term</i>

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BYLAWS

of

South Central Indiana Master Gardener Association, Inc.

ARTICLE I. Name

Section 1.01. Name.

The name of this organization shall be South Central Indiana Master Gardener Association, Inc., hereinafter referred to as "SCIMGA" or "Association".

ARTICLE II. Purposes

Section 2.01. Purposes.

The purposes of SCIMGA are:

Primary Purpose. The mission of the South Central Indiana Master Gardener Association is to promote the participation and education of its members and the community in good gardening practices in cooperation with Purdue Extension Master Gardener Guidelines by coordinating and encouraging opportunities that promote the art, science and pleasure of gardening. The methods of attaining this mission include but are not limited to:

1. Assisting members of SCIMGA in fulfilling their volunteer and educational commitment.
2. Increasing member knowledge of new and research-based gardening techniques through informative monthly program meetings, special activities, and workshops.
3. Fostering the exchange of experiences, ideas and friendly relationships among its members.
4. Providing the community with current information through news articles, presentations to community groups and workshops.

SCIMGA may do all things not prohibited by law which shall accomplish the purpose set forth above including performance of any purpose for which nonprofit corporations are authorized under the Indiana Nonprofit Act of 1991 ("the Act"). SCIMGA may exercise any and all rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act, as amended from time to time, as in furtherance of activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and of corporations, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III. Membership

Section 3.01. Membership Eligibility.

Any person successfully completing the requirements of the Purdue Extension Master Gardener Basic Training Program is eligible for membership. Members shall follow certification

and recertification guidelines as found in the Purdue Extension Master Gardener Program Policy Guide. Membership shall consist of the members, the board of Directors and any supporters meeting or exceeding requirements for membership.

Membership qualifications and dues will be determined by the Board of Directors and published at least annually.

Section 3.02. Membership Rights and Duties.

Members in good standing, who have paid all dues and actively participate in the activities of the Association are eligible to vote on issues and nominate and elect Director candidates at Annual Meetings and to be elected to serve as Directors and Officers of SCIMGA.

ARTICLE IV. Annual Meeting

Section 4.01. Annual Meeting.

The date of the Annual Meeting of the Membership shall be set by the Board of Directors who shall also set the time and place. The purpose of the Annual Meeting is to elect officers, recognize and promote advancing members, and organize SCIMGA for the upcoming year.

Section 4.02. Special Meetings.

Special meetings may be called by the President or the Board of Directors.

Section 4.03. Notice of Annual Meeting.

Notice of each Annual Meeting of the Membership shall be given to each voting member by mail or electronic mail not less than 14 days before the meeting.

Section 4.04. Quorum.

A quorum will consist of all Members in good standing who attend the Annual Meeting.

Section 4.05. Proxy Voting Prohibited.

Proxy voting is prohibited for any vote of the Membership.

ARTICLE V. Board of Directors

Section 5.01. Number of Directors.

There shall be no fewer than six (6) Directors. The SCIMGA Board of Directors shall consist of the elected Officers of SCIMGA. This includes the President, Vice President, Secretary, Treasurer, and Board Member-at-Large. The Bartholomew County Extension Master Gardener Coordinator shall also be a member of the Board in an advisory capacity and shall have no voting privileges. Each elected Board member has equal voting rights.

Section 5.02. Compensation.

The members of the Board of Directors will receive no compensation other than reimbursement of reasonable expenses as approved by a vote of the Board of Directors.

Section 5.03. Duties.

The Board of Directors shall manage the affairs of SCIMGA and shall have such powers as are given by law. Among these duties, the Board is responsible for preparing and attending Board meetings; serving on or chairing Board committees, serving as a committee liaison; attending Board events and the Annual Meeting; ensuring SCIMGA's mission of education is upheld; and general participation in SCIMGA's governance activities.

Section 5.04. Qualifications.

The Directors shall be active members of SCIMGA in good standing with a status of Certified Extension Master Gardener or greater at the time of election.

Section 5.05. Meetings.

Regular Board meetings shall be held at least eight (8) times per year. The date and time of the meetings for the calendar year shall be determined by the Board. Meeting notification shall be communicated to the membership via SCIMGA's website, the annual calendar, and the SCIMGA monthly newsletter. Emergency Board meeting notification shall be via E-Mail as soon as a date and time have been determined and upon not less than one day's notice to each Director. Any SCIMGA member may attend Board meetings.

Section 5.06. Actions Taken by the Board Without a Meeting.

Any action which is required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action to be taken and the effective date thereof is acknowledged in writing by all the Directors. A copy of the consent shall be filed with the minutes of the meetings of the Board of Directors. Written consent may be obtained via E-mail with a majority consent of the action.

Section 5.07. Quorum of the Board.

A quorum of the members of the Board shall consist of a majority (fifty percent plus one) of the elected Officers. An act of the majority of those present shall be an act of the Board of Directors.

Section 5.08. Proxy Voting Prohibited.

Proxy voting is prohibited for any in-person vote of the Board of Directors.

Section 5.09. Resignation.

Any Director may resign any time by giving written notice of such resignation to a member of the Board of Directors of SCIMGA. Such resignation shall take effect when the notice is received unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 5.10. Removal from the Board.

A Board member shall be automatically removed from the Board if she or he has three (3) unexcused absences from Board meetings in a year. The Secretary will notify the absent Board Member in writing of their removal under this Section. A Board member may be removed for other reasons related to their inability to perform their duties in a fair and unbiased way. A decision on the motion to remove a director must be voted by a 2/3 majority vote of the Board for the motion to be carried.

Section 5.12. Vacancies.

Vacancies on the Board that occur during the year will be filled by appointment by the remaining Board members and must be communicated to SCIMGA's membership within 14 days of the appointment. The appointee will serve out only the remainder of the year of the vacancy.

ARTICLE VI. Officers

Section 6.01. Officers.

The officers shall consist of President, Vice-President, Secretary, Treasurer, Board Member-at-Large, and such other officers as the Board of Directors may from time to time establish. These officers must be members in good standing as defined in Section 3.01.

Section 6.02. Qualifications.

All officers of SCIMGA shall comprise the Board of Directors and must be Certified Extension Master Gardeners at the time of taking office.

Section 6.03. Election and Term.

All officers shall be elected by SCIMGA membership at the Annual Meeting. All officers shall serve a one-year term. Candidates for the office of President shall have served in a leadership role for SCIMGA as a Board member or a committee or event chairperson within the previous two years. A vacancy in any office shall be filled by the Board as defined in Section 5.12.

Section 6.04. President.

The President shall be the chief executive officer of SCIMGA; shall have general and active supervision and management of the affairs of SCIMGA, and all officers and agents of SCIMGA; shall see that all orders and resolutions of the Board are carried into effect, and, in general, shall exercise all powers and perform all duties incident to such office and such other powers and duties as may from time to time be assigned to them by the Board. The President will preside over meetings and ensure that said meetings are run in a smooth and timely manner in accordance with Section 12.01. The President shall have the authority to sign checks and approve expenditures over \$300.00 with consultation from the Board (See Section 7.05).

Section 6.05. Vice-President.

The Vice-President shall assist the President and shall perform such duties as may be assigned them by the Board or the President. The Vice President shall execute the powers and perform all the duties of the President unless otherwise provided by the Board, in the absence or disability of the President. The Vice President shall ensure the Board reviews the Bylaws of SCIMGA bi-annually and make recommendations for revisions as necessary. The Vice President shall chair the Nominating Committee. The committee shall put forth a single slate of officer nominees for election at a Membership Meeting one month prior to the Annual Meeting.

Section 6.06. Secretary.

The Secretary shall be responsible for keeping records of Board actions, including the recording of all voting and overseeing the taking of minutes at all the Board meetings and Monthly Membership meetings, and shall perform such duties as may be assigned by the Board or the President. The Secretary shall take and keep for three (3) years the attendance records for both Board and Membership meetings. The Secretary will also keep for three (3) years all Membership Application Forms.

Section 6.07. Treasurer.

The Treasurer shall be the custodian of SCIMGA's funds and shall maintain SCIMGA's financial books and deposit its funds in a timely and efficient manner. The Treasurer shall pay all bills incurred by SCIMGA having the authority to sign checks up to \$300 for budgeted expenses. Budgeted expenses exceeding \$300 or any unbudgeted expenses require the President's approval. The Treasurer will maintain SCIMGA's books in accordance with generally accepted accounting principles (GAAP). The Treasurer shall assume such additional duties as the Board may designate from time to time.

Section 6.08. Board Member-at-Large.

The Board Member-at-Large shall provide support to the President by ensuring all SCIMGA Bylaws and yearly obligations are met, maintain order during Board and Membership meetings, reserve meeting rooms and oversee the setup for Board meetings.

Section 6.09. Committees.

The Board of Directors may establish committees, as needed.

ARTICLE VII. Fiscal Policies

Section 7.01. Insurance.

SCIMGA shall carry officer's indemnification insurance and general liability insurance for any projects undertaken by SCIMGA. Specific casualty and liability insurance may be required for any owned or leased premises.

Section 7.02. Books and Records.

SCIMGA shall maintain appropriate accounting records, minutes of all meetings, and a record of all actions taken without a meeting by the Board of Directors (See 5.06). SCIMGA or

its agent shall maintain a complete and accurate list of Directors, including the names and addresses of all Directors. All such books, records and lists of SCIMGA shall be open to inspection and copying during the usual business hours for all proper purposes of SCIMGA.

Section 7.03. Financial Grants.

Any SCIMGA member wishing to develop a grant involving SCIMGA will seek approval from the Board of Directors prior to such development.

Section 7.04. Annual Audit of Financial Records.

SCIMGA's financial records shall be audited annually during January. A report of the audit shall be presented at the February Monthly Membership Meeting. The Audit Committee will consist of three SCIMGA members excluding the Treasurer and appointed by the Board of Directors.

Section 7.05. Authorization of Expenditures.

Any officer may make expenditures as approved in the annual budget. Any spending not previously approved in the budget must be approved by at least two (2) Board members, with one being the President.

Section 7.06. Contracts.

All contracts, agreements, deeds, conveyances, mortgages and similar instruments authorized by the Board of Directors shall be signed by the President or Vice President and attested by the Secretary, unless otherwise directed by the Board of Directors or required by law.

Section 7.07. Loans to Officers and Directors.

SCIMGA shall not lend money to or guarantee the obligations of any officer or Director of SCIMGA

Section 7.08. Dissolution of the Corporation.

In the event of the dissolution of SCIMGA, the Board of Directors shall, after paying and making provisions of all of the debts and liabilities of SCIMGA, dispose of all of the assets of SCIMGA in such manner, or to such organization or organizations organized and operated exclusively for, local historic preservation and education purposes, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 7.09. Fiscal Year.

The fiscal year of SCIMGA shall begin on the first day of January of each year and end on the last day of December of each year.

ARTICLE VIII. Prohibited Activities

Section 8.01. Prohibited Activities of SCIMGA.

Notwithstanding any other provision of this Code of Bylaws, no Director, officer, or agent of SCIMGA shall take any action or carry on any activity by or on behalf of SCIMGA not permitted to be taken or carried on by an organization described in the Indiana Nonprofit Corporation Act of 1991 or in the federal income tax Codes under Section 501(c)(3) and of corporations, contributions to which are deductible under Section 170(c)(2).

ARTICLE IX. Conflict of Interest

Section 9.01. General.

The Board and Officers of SCIMGA shall administer the affairs of SCIMGA, honestly and economically and exercise their best care, skill, and judgment for the benefit of the Association. The Officers shall exercise the utmost good faith in all transactions relating to their duties on behalf of SCIMGA. In their dealings with and on behalf of SCIMGA, they are held to a strict rule of honest and fair dealings. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between SCIMGA's interest and that of the individual or an organization affiliated with the individual. The Board of Directors and Committee Chairs shall sign a Conflict-of-Interest Agreement annually.

Section 9.02. Disclosure of Potential Conflict.

Any officer or Director of SCIMGA shall have a duty to disclose any potential conflict of interest by virtue of business or charitable affiliation.

Section 9.03. Conflict of Interest Defined.

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

Section 9.04. Waiver of Conflict.

Whenever a conflict of interest arises, or the appearance of a conflict of interest, such Director or Officer with the conflict who is present at the meeting of the Board of Directors or of a committee of the Board, shall disclose in good faith the material facts as to such personal or financial interest, or appearance of such interest, and any action of SCIMGA to approve activity in which a conflict of interest, or appearance of conflict of interest exists, shall be approved by a majority of the disinterested Directors.

Section 9.05. Recusal from Decision-making.

Any conflict of interest or appearance of conflict of interest will render the Director or Officer ineligible from voting on any matters relating to that conflict of interest. Said Director or

Officer may not participate in any discussion (other than to present factual information or respond to questions). Such Director or Officer may be counted on to determine whether a quorum is present, but may not participate in any action taken on the matter relating to the conflict. The minutes of the meeting shall reflect the disclosure of the conflict, the vote, the abstention from voting and participation and whether a quorum was present.

Article X. Indemnification

Section 10.01. Indemnification of Officers and Directors.

Every person who is or was a Director, Officer or member of SCIMGA shall be indemnified by SCIMGA against all liability and reasonable expense incurred by such person in his or her official capacity, provided that such person is determined in the manner specified in Indiana Code 23-17-16-12 to have met the standard of conduct specified in Indiana Code 23-17-16-8. Upon demand for such indemnification, SCIMGA shall proceed as provided in Indiana Code 23-17-16-12 to determine whether such person is entitled to indemnification.

Article XI. Amendments to Bylaws

Section 11.01. Amendment to Bylaws.

These Bylaws may be altered, amended or repealed from time to time by a majority vote of the whole Board at any regular or special meeting if the notice or waiver of notice of such meeting shall have stated that the Bylaws are to be amended, altered or repealed. Amendments to Bylaws shall be enacted according to the following procedure: Amendment(s) shall be posted on the SCIMGA website and a notice that changes have been made will be included in the SCIMGA monthly newsletter. Questions or comments on amendments shall be directed to the Board of Directors in writing prior to their subsequent monthly Board meeting.

Article XII. Order of Business

Section 12.01. Order of Business.

Robert's Rules of Order Newly Revised will be used as a guide in conducting all meetings and to cover questions not provided for in these Bylaws. The order of business for the SCIMGA Board meeting and the Monthly Membership meetings shall include the following:

SCIMGA Board Meetings

- Call to Order
- Approval of Minutes
- Treasurer's Report
- Reports of Officers and Committees
- Unfinished Business
- New Business
- Adjournment

Monthly Membership Meetings

- Educational or Special Program
- Call to Order
- Approval of Minutes
- SCIMGA Board Report
- Treasurer's Report
- Committee Reports
- Unfinished Business
- New Business
- Adjournment

END OF BYLAWS

Effective Date: December 19, 2016

Amendments: December 21, 2016, November 11, 2019, November 05, 2021