

BYLAWS OF THE RICHLAND COUNTY MASTER GARDENER ASSOCIATION



ARTICLE I OFFICE AND REGISTERED AGENT

Section 1: Principal Office.

The principal office of the Richland County Master Gardener Association shall be in the State of South Carolina.

Section 2: Registered Office and Agent.

The registered agent of the Association shall be the Treasurer and shall change when the office holder changes. The registered office of the Association shall be the home address of the Treasurer and shall change when the office holder changes.

ARTICLE II PURPOSE

The purpose of the Richland County Master Gardener Association (also hereinafter referred to as “the Association”), a nonprofit organization, shall be to promote and teach environmentally sound, research-based gardening practices in accordance with standards approved by Clemson Extension Service to the citizens of Richland County and to provide continuing education to our members needed to accomplish its purpose.

ARTICLE III MEMBERSHIP

Section 1: Classes and Qualifications.

The Board of Directors (also hereinafter referred to as “the Board”) shall determine and set forth the qualifications, dues, terms, and other conditions of each class of member. No person may be admitted as a member without his/her consent. There shall be the following classes of membership:

Full membership in the Association shall be limited to Clemson Extension trained or approved Master Gardeners. Full members provide service to the Association as determined by the Board. They pay dues when assessed, may hold office and vote. Full members may be certified, active, inactive or emeritus. Only members, currently classified as certified or active in the reporting system may serve as an officer or Board member.

Emeritus membership in the Association shall be extended through a recommendation of the Board and approval by the statewide Master Gardener Coordinator. It is reserved for members of long standing with an exemplary service record. Emeritus members shall not pay dues, hold office or vote.

Honorary membership in the Association shall be extended by the Board to persons rendering notable service to the membership. Honorary members shall not pay dues, hold office, or vote.

Intern membership in the Association shall be limited to Clemson Extension Master Gardener trainees. Intern membership converts to full membership upon certification or expires twelve months after completion of classes.

Intern members are welcome to attend all RCMGA monthly and annual meetings. They shall not pay dues, hold office or vote.

Section 2: Application for Membership. Application for membership in the Association shall be in writing and contain information regarding Master Gardener certification status. The Board shall prescribe the membership application process.

Section 3: Membership Dues. Membership dues shall be established by the Board. Annual dues, when assessed, are payable June 30 of each year unless otherwise specified by the Board. The Board may approve removal from the Association's membership of any member who fails, after at least one follow-up, to pay assessed dues by a date specified by the Board.

Section 4: Membership Year. The membership year shall begin July 1 and end June 30.

Section 5: Resignation. Resignation from the Association by a member shall be by written or electronic notice submitted to the Secretary.

Section 6: Membership Meetings.

There shall be an annual meeting of the members upon such date, time and place as the Board shall determine. During the annual meeting, voting members shall have the right to vote on the election of officers and approval of any amendments to the Bylaws.

Special meetings of the membership may be called by the President or upon the request of ten full members. Members shall receive prior notice of no fewer than seven days for special meetings. Notice may be given by U. S. mail or electronically to the address on file for each full member.

Section 7: Quorum and Voting. Only full members shall have the right to vote at the annual meeting or any special meetings of the members and to vote on such other issues as the Board may choose to bring before the members during either forum. A quorum shall consist of twenty full members, either in person or by proxy. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Powers. There shall be a Board of Directors of the Association (also referred to as "the Board" or "the Directors"). It shall supervise and control the business, assets, property, and affairs of the Association except as otherwise expressly provided by law, the Certificate of Incorporation of the Association, and these Bylaws. The powers and duties of the Board of Directors shall also include the authority to create and change Standing Rules. Standing Rules of the Association are adjuncts to the Richland County Master Gardener Association Bylaws. They present binding policies and procedures, in compliance with the Bylaws, for a given fiscal year or until they are updated. Standing Rules should be reviewed biennially by the Board and must be updated when deemed necessary or desirable by the Board.

Section 2: Numbers. The members of the initial Board of Directors of the Association shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Association shall be composed of no fewer than seven and no more than twenty-one individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3: Appointments and Qualifications. The Board of Directors shall consist of the President, Vice President, President-elect, Secretary and Treasurer who are elected by voting members, the Past President who

transitions from the Presidency, and all Project Directors of Standing Committees and Projects as established by the Board. The President shall appoint Project Directors.

Section 4: Resignation. Any director may resign his or her board seat at any time by written or electronic notice submitted to the Secretary. Such resignation shall take effect at the time specified in the notice, or, if no time is specified, then immediately.

Section 5: Removal. Any director may be removed from the Board by a majority vote at any regular Board meeting or at a special Board meeting called expressly for that purpose.

Section 6: Vacancies. Vacancies in appointed Board positions shall be filled by appointment by the President. The Board may direct the President not to fill a vacancy if responsibilities or remaining term length of the vacated position do not warrant such action.

Section 7: Regular Meetings. At least six meetings of the Board of Directors of the Association shall be held each year at such time and day as shall be determined by the Board. The President shall have latitude in selecting or changing a meeting place, based on availability, as long as all Board members are notified in the same manner.

Section 8: Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the voting directors then in office to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9: Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least three days prior to the meeting. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10: Quorum. Seven current Board members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11: Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Association or these Bylaws, the affirmative vote of a majority of current Board members present at any meeting at which a quorum is present shall be the action of the Board of Directors. Each current Board member shall have one vote. Voting by proxy shall be permitted.

Section 12: Electronic Meeting. Any one or more directors may participate in a meeting of the Board by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by electronic device shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 13: Conflicts of Interest.

In the event that any Board member has a conflict of interest that might properly limit such member's fair and impartial participation in Board deliberations or decisions, such member shall inform the Board as to the circumstances of such conflict. If those circumstances require the non-participation of the affected member, the Board may nonetheless request from the member any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Association in which a member has a direct or indirect personal interest, or any transaction in which a member is unable to exercise impartial judgment or otherwise act in the best interests of the Association.

A member shall not cast a vote nor take part in the final deliberation in any matter in which he or she, members of

his or her immediate family or any organization to which such member has allegiance, has a personal interest that may be seen as competing with the interest of the Association. Any member who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any member has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested member.

ARTICLE V OFFICERS

Section 1: Officers. Officers of the Association are President, Vice President, President-elect, Past President, Secretary and Treasurer. The Association shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board.

Section 2: Election of Designated Officers. The President, Vice President, President-elect, Secretary and Treasurer of the Association shall be elected by the voting members prior to the annual meeting in May. The Past President shall not be elected but will automatically transition into said office from the Presidency.

Section 3: Term of Office. The President and President-elect may each be reelected to their same offices for one additional term only. The Past President may serve for as long as his/her immediate successor is in office. The Vice President, Secretary and the Treasurer may each serve multiple terms. All officers' terms begin July 1 and end June 30 or until their successors are installed.

Section 4: Resignation. Any officer may resign his or her office at any time by written or electronic notice submitted to the Secretary. Such resignation shall take effect at the time specified in the notice or, if no time is specified, then immediately.

Section 5: Removal. Any officer may be removed from such office by a majority vote of the voting members at any regular or special meeting of the members held expressly for that purpose.

Section 6: Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term except in the event of a vacancy by the Past President which will remain vacant until the next regular election. The Board may decide not to fill an office vacancy if responsibilities or remaining term length of the vacated position do not warrant such action for that fiscal year.

Section 7: President. The President shall preside over all board and membership meetings and appoint project directors. He or she may serve on any project or committee in an ex officio, non-voting capacity. He or she shall give active direction to the business and affairs of the Association, subject to goals and priorities set by the Board. He or she may sign contracts or other instruments which the Board of Directors have authorized to be executed and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors unless otherwise prescribed by these Bylaws or the Standing Rules.

Section 8: Vice President. The Vice President shall assume the President's duties and preside over meetings in all absences of the President. He or she shall divide responsibilities with the President-elect for planning and coordinating monthly Continuing Education programs and shall assist the President with other Association duties as the President may require.

Section 9: President-elect. The President-elect shall assume the office of President when the current President's last term expires. He or she shall divide responsibilities with the Vice President for planning and coordinating monthly Continuing Education programs and shall assist the President with other Association duties as the President may require.

Section 10: Past President. The Past President shall serve as liaison between the past and present boards to ensure a smooth transition to the next administration and shall serve as an advisor to the President. He or she shall chair the Nominating Committee and present a slate of officers at the annual meeting in May. If the Past President office has been vacated, the President will name the chair of the Nominating Committee.

Section 11: Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors, annual membership meetings and special membership meetings with all attachments to those minutes. He or she shall disseminate all such meeting notices in accordance with the provisions of these Bylaws. He or she shall receive, count and report proxies, and confirm quorums at all such meetings. He or she shall request, compile, and disseminate all annual reports to the membership with the annual meeting notices. The Secretary shall conduct any general correspondence of the Association that is not a function proper to any other office or committee. He or she shall provide - and keep copies of - sign-in sheets for all membership and program meetings and, in general, perform all duties incident to the office of Secretary as may be assigned by the Board of Directors. He or she shall maintain and archive all minutes and attachments, including proxies, project, committee and Treasurer's reports, and all corporate and legal documents normally housed with the Secretary. Prior to leaving the position, he or she shall inventory and account to the Board for all records, minutes, attachments and corporate or legal documents created during their term of office.

Section 12: Treasurer. The Treasurer shall be responsible for and oversee the financial administration of the Association. He or she shall ensure members properly receive and give receipts for monies due to or payable by the Association and shall deposit all such monies in the name of the Association in appropriate banks, and in general perform all the duties incident to the office of Treasurer which may be assigned by the Board of Directors or these Bylaws. He or she shall maintain a full and accurate account of receipts and disbursements and shall submit a Monthly and Annual Report in writing to the Board of Directors. He or she shall compile the Association's proposed fiscal year budget for the Board's approval. He or she shall send written dues notices and collect dues each year as directed by the Board or these Bylaws. He or she shall file required reports and fees with State and/or Federal government entities to maintain the Association's legal nonprofit standing. The Treasurer's records and procedures shall be audited either internally or externally yearly and before the Treasurer leaves office. The Treasurer serves on the Membership Committee.

The Past President will serve as the assistant to the Treasurer. The Treasurer shall keep the assistant abreast of all record-keeping procedures as well as the location of all records, passwords, checks, insurance policies, etc. needed to conduct business in the event the Treasurer is incapacitated and unable to serve.

Section 13: Other Executive Powers. No sub-group, unless authorized by law or these Bylaws or the Standing Rules, may substitute their actions and votes for the authority of the Board.

The President, with advice and consent from the Board, shall appoint each year's *ad hoc* Nominating Committee and, in the absence of a Past President, its chair. No officer seeking election or reelection to an office shall serve on that year's Nominating Committee.

Any other *ad hoc* committees not already designated in the Bylaws or Standing Rules may be appointed by the President.

Should emergencies arise that require or desire immediate action of the Association or its Board, and a special meeting is not feasible or not warranted, the President shall notify all voting Board members, each in the same manner (including by email), of the nature of the emergency, any proposed action, and the most liberal deadline available for them to reply. Concurrence by a majority of the Board shall empower the President or approved designee(s) to act on behalf of the Association. Any such emergency actions taken shall be reported by the President to the Board at the next meeting for formal approval or remedial direction.

**ARTICLE VI
PROJECTS AND COMMITTEES**

Section 1: Projects and Committees. Projects and committees are the means by which the Association accomplishes its goals.

Section 2: Project Directors. Project directors oversee projects or committees. They are appointed by the President as needed, with powers and duties outlined in the Association's Standing Rules. They shall give advice and make non-binding recommendations to the Board.

**ARTICLE VII
RESTRICTIONS AND PRIVACY**

Section 1: The name of the Association may not be used to endorse any product, commercial, special event, or organization without prior approval of the Board.

Section 2: No member or project may bind or pledge the resources of the Association nor solicit outside resources for the Association or its programs or projects without consent of the Board.

Section 3: The Association and its members will protect the confidentiality of members' personal information contained in the Directory and all other communications. Personal information will be used only for internal communications and distribution of newsletters and e-mail messages, including educational program notices, gardening opportunities, and requests for volunteers for Association-sponsored programs.

**ARTICLE VIII
INDEMNIFICATION**

Unless otherwise prohibited by law, the Association shall indemnify any director or officer or any former director or officer, and by resolution of the Board of Directors may indemnify any employee against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Association for damages arising out of his or her own gross negligence in the performance of a duty to the Association.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Association may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him or her which arises out of such person's status as a director, officer, employee, or agent, whether or not the Association would have the power to indemnify the person against that liability under law.

**ARTICLE IV
AMENDMENTS TO BYLAWS**

These Bylaws may be amended, or new Bylaws adopted upon the affirmative vote of the majority of the full

members who are present either in person or by proxy at the annual meeting or any special meetings of the members. Notice of the meeting shall set forth a summary of the proposed amendments.

**ARTICLE IX
DISSOLUTION**

In the event the Association should be dissolved, all funds, assets and resources will be donated to the Friends of The Children's Garden, a 501(c)(3) organization, its successors, or assigns.

These Bylaws were amended and ratified by the Richland County Master Gardener Association at its annual business meetings listed below:

- May 1, 2012
- May 7, 2013
- May 7, 2015
- May 5, 2020
- May 4, 2021
- May 7, 2024