



**BYLAWS OF THE
YELLOWSTONE COUNTY
MASTER GARDENER ASSOCIATION**

❖ **Article I [OFFICES]**

Section 1. Name and Location - The name of the organization shall be “*Yellowstone County Master Gardener Association*” (YCMGA). The principal office of the Association shall be located in Yellowstone County, State of Montana.

Section 2. Change of Address - The designation of the office being located in Yellowstone County may be changed by amendment of these Bylaws. The Board of Directors (BOD) may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

❖ **Article II [NONPROFIT PURPOSES]**

Section 1. IRC Section 501(c)(3) Purposes - This Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future Federal Tax Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for the public purpose.

Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the Association is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes

Section 2. Specific Objectives and Purposes - Without limitation as to the generality of the foregoing, the following purposes are specifically stated:

- a) To develop and sustain a viable and energetic group of educated volunteers to raise funds to support, enhance and supplement Montana State University (MSU) Master Gardener programs in Yellowstone County.
- b) To support, enhance and supplement the community educational efforts of the MSU Master Gardener Program and thereby provide education and information about horticulture, environmental stewardship and community service to the residents of Yellowstone County.
- c) To facilitate the exchange of information and ideas between and among associates and the community through all forms of media, public meetings, educational programs and other activities.
- d) To inform and educate the residents and decision-makers of Yellowstone County about the value of the MSU Master Gardener Program.

❖ Article III [ASSOCIATES]

Section 1. Associates - Yellowstone County Master Gardeners, certified by the Extension Service and MSU, may become Associates of the YCMGA. To maintain good standing, each Associate must pay the YCMGA dues for the current year and maintain their certification as Master Gardeners.

Section 2. Interns - Internship status shall be extended to current participants of the Master Gardener Course in Yellowstone County. No dues will be required of Interns until completion of certification. Interns may be accepted into full Associate status upon completion of the Master Gardener Program, certification as a Master Gardener, and payment of annual YCMGA dues.

Section 3. Dues - Dues for the Associates of this Association shall be \$15 per year, payable annually by the second monthly meeting. The BOD may change the amount of annual dues.

Section 4. Privileges of Associates - Associates in good standing may attend functions of this Association, be a member of a committee, run for the Board of Directors (BOD), and receive other privileges as determined by the BOD.

❖ Article IV [BOARD OF DIRECTORS MEETINGS]

Section 1. Time and Place - Meetings of the YCMGA Board of Directors will be held at a time and place decided by the BOD.

Section 2. Special Meetings of the BOD - Special meetings of the BOD may be called by the president, the vice president, the secretary, the treasurer, by any two directors, or, if different, by the persons specifically authorized under the laws of Montana to call special meetings of the BOD. Such meetings shall be held at the principal meeting place of the Association or, if different, at the place designated by the person or persons calling the special meeting.

Section 3. Notice of BOD Meetings - Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the BOD:

a) Regular Meetings. No notice need be given of any regular meeting of the BOD.

b) Special Meetings. At least one week prior notice shall be given by the Secretary of the Association to each director of each special meeting of the BOD. Such notice may be oral or written, may be given personally, by first class mail, by telephone, email or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or email notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first transmission.

c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Association under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 4. Quorum for BOD Meetings - A quorum shall consist of at least five of the members of the BOD. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the BOD at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 5. Majority Action as BOD Action - Every act or decision done or made by a simple majority of the Directors present at a meeting duly held at which a quorum is present is the act of the BOD, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the BOD.

Section 6. Conduct of Meetings - Meetings of the BOD shall be presided over by the President of the BOD, or, if no such person has been so designated or, in his or her absence, by the Vice President of the BOD or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the BOD shall act as secretary of all meetings of the BOD, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

❖ **Article V [FISCAL YEAR]**

The fiscal year of this Association shall run from January 1 to December 31 of each year.

❖ **Article VI [OFFICERS]**

Section 1. Make Up - Officers of this Association shall be:

- President
- Vice-President
- Secretary
- Treasurer

Section 2. Election - Officers shall be elected by the BOD at the regular November BOD meeting, shall be installed at the December meeting and assume their duties upon installation.

Section 3. Term of Office - Each officer shall hold office for a period of one year and until his or her successor is elected and qualifies. Officers may be re-elected to the same office for up to three terms within their term as a Board Director.

❖ **Article VII [DUTIES OF OFFICERS]**

Section 1. The President shall:

- a) Be Chief Executive Officer of the Association.
- b) Execute the policies of the BOD.
- c) Be responsible for and have authority to supervise and carry out the operations of the Association.
- d) Preside at all meetings of the Association.

- e) Be an ex-officio member of all committees except the nominating committee.
- f) Work with the Treasurer on the budget.

Section 2. The Vice President shall:

- a) Carry out the duties of the President in the absence of the President.
- b) Be responsible for the reserving of the meeting room and ordering the necessary furnishings.

Section 3. The Secretary shall:

- a) Take care of all necessary correspondence.
- b) Keep a current list of Associates and Interns names and addresses.
- c) Record the minutes of each meeting
- d) Read the minutes of the previous meeting.
- e) Keep a record of attendance at meetings.

Section 4. The Treasurer shall:

- a) Receive all dues and monies for the association.
- b) Keep an exact account of all dues, other income, bank deposits, disbursements, and other financial matters of the association.
- c) Pay all bills upon receipt of a written statement authorizing the expenditure signed by two BOD officers and of a proof of purchase document.
- d) Make a monthly financial report to the Association.
- e) Present the financial records for audit as requested by the BOD.
- f) Meet financial reporting requirements of grants and other sources of funds for the Association.
- g) Develop an annual budget to be approved by the BOD.

Section 5. Compensation - Officers shall serve without compensation except that a reasonable fee may be paid for attending appropriate external meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

❖ **Article VIII [BOARD OF DIRECTORS]**

- Section 1.** The Board of Directors (BOD) - The Board of the Association shall consist of nine Directors.
- Section 2.** Voting - Each Director shall have one vote in any business before the BOD.
- Section 3.** Attendance at BOD Meetings - It is expected that all Directors will attend all regularly scheduled meetings. A Director who misses more than three meetings in a year without reasonable cause may be subject to removal by majority vote of the BOD.
- Section 4.** Election - New Directors shall be elected in the regular November BOD meeting, shall be installed at the December BOD meeting and assume their duties upon installation. Any person certified as a Yellowstone County Master Gardener in good standing may serve as a Director of this Association. Each Director shall be elected to a term of three calendar years. A Director may not serve more than two consecutive complete terms. A Director may be re-elected after a three-year hiatus. In the event a position falls vacant, the BOD will determine an appropriate strategy and action to resolve the situation.
- Section 5.** Record Keeping - The BOD shall keep minutes and records of all its proceedings. Minutes and records shall be available for inspection at times and by means mutually convenient to the requester and the provider. The BOD shall ensure that the Association maintains a list of names, telephone numbers, email and postal addresses of Associates and Interns, which list shall be updated not less frequently than annually. The list shall be available to all Associates, with the condition that this information is not to be used for personal gain and is not to be released outside the Association without approval of the BOD. The list of Associates and Interns will be provided to Yellowstone County Extension Service as required.
- Section 6.** Authority - The BOD shall have all the powers and duties necessary, incident to or appropriate for, the management and administration of the affairs of the Association. All powers of the Association shall be vested in the BOD. The BOD may accept, on behalf of the Association, any contribution, gift, bequest or device for the general purposes and/or special purposes of the Association.
- Section 7.** Vacancies - Vacancies on the BOD shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any Director may resign effective upon giving written notice to a member of the BOD, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the association would then be left without a duly elected Director or Directors in charge of its affairs. Directors may be removed from office, with or without

cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the BOD may be filled by approval of the BOD. If the number of Directors then in office is less than a quorum, a vacancy on the BOD may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the BOD shall hold office until the next election of the BOD or until his or her death, resignation, or removal from office.

Section 8. Non-liability of Directors - The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

Section 9. Indemnification by Association of Directors and Officers - The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of this state.

Section 10. Insurance for Corporate Agents - Except as may be otherwise provided under provisions of law, the BOD may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a Director, Officer, employee, or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

❖ Article IX [COMMITTEES]

Section 1. The BOD shall establish such committees as necessary to conduct the business of the Association. Committees shall report to the BOD on their proceedings. All committee activities must have BOD approval. Standing committees are listed below.

a) Educational Enrichment Program

This committee shall be responsible for arranging programs for monthly meetings and additional educational enrichment programs, seminars and field trips conducted by this Association.

b) Communications

This committee shall prepare regular communications to inform Associates and Interns of events and other pertinent information.

c) Nominating

1) The chairperson shall be a member of the current BOD.

- 2) The committee shall consist of two members of the current BOD and three Associates in good standing who are not members of the current BOD.
- 3) The committee shall prepare a slate of nominees for open BOD positions prior to the regular November meeting of the BOD.

d) Associate Recruitment

- 1) The committee shall consist of at least a chairperson.
- 2) The committee shall contact and maintain contact with each new Master Gardener class.
- 3) The committee shall encourage participants of the Master Gardener class to Associates upon their completion of the class and certification as Master Gardeners.

e) Audit

- 1) The committee shall consist of the President, a BOD member who is not currently serving as an officer, and a non-Director Associate.
- 2) The committee shall audit the financial records in the presence of the Treasurer at such times as determined by the BOD.
- 3) An outside auditor may be appointed by the BOD if deemed appropriate.

Section 2. Meetings and Action of Committees - The BOD may adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Meetings of committees shall be noticed in the same manner as meetings of the BOD.

❖ Article X | EXECUTION OF INSTRUMENTS, DEPOSITS, BUDGET AND FUNDS |

Section 1. Execution of Instruments - The BOD, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

- Section 2. Budget** - During the last quarter of each fiscal year, each committee chairperson will submit to the Treasurer as needed a budget for that committee for the following fiscal year. The Treasurer with assistance from the President will compile all committee budgets and present an overall Association budget to the BOD for approval at the first BOD meeting of the fiscal year.
- Section 3. Maintaining Budget**. - Committees and programs are expected to accomplish their activities within their approved annual budget. BOD approval must be obtained to exceed the approved budget. The relevant committee leader shall review and approve each individual committee member's request for reimbursement before the request is submitted to the Treasurer for payment.
- Section 4. Travel expenses** - The expense of travel is considered a normal consequence of volunteering, taken on freely by the volunteer, and therefore travel expenses are generally not deemed a reimbursable expense by the Association. Extraordinary travel expenses, such as travel out of Yellowstone County, may be approved by the BOD for reimbursement. Requests for reimbursement, including cost estimates, must be submitted in writing or via email and approved by the BOD before travel takes place. Actual mileage and receipts for accommodations must be submitted to the Treasurer within a month after the expense is incurred. When mileage reimbursement is approved, the rate will be the then-current charitable rate recognized by the IRS. Overnight accommodations may be reimbursed up to the current per diem charitable rate recognized by the IRS.
- Section 5. Incoming Cash and Checks** - Two persons are to count all incoming cash. The Treasurer will copy all incoming checks before depositing them.
- Section 6. Property** - The Treasurer will oversee all Association property and merchandise inventory for resale. One person and a back up will be responsible to maintain a list of Association property (other than merchandise for sale) and to insure that sign-out and return of all property is recorded. One or two persons will be responsible for purchasing, storing, maintaining inventory control, selling and accounting for all Association merchandise for sale. An accounting for Association property and merchandise for sale will be a regular part of each annual financial review.
- Section 7. Deposits** - All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the BOD may select.
- Section 8. Gifts** - The BOD may accept on behalf of the Association any contribution, gift, bequest, or device for the nonprofit purposes of this Association.

❖ Article XI [CORPORATE RECORDS, REPORTS, AND SEAL]

Section 1. Maintenance of Corporate Records - The Association shall keep:

- a) Minutes of all meetings of Directors and committees of the BOD.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c) A record of its Associates and Interns indicating their names and contact information.
- d) A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by Associates and Directors of the Association at all reasonable times.

Section 2. Corporate Seal - The BOD may adopt, use, and at will alter a corporate seal. Such seal shall be kept by the Secretary. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights - Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association and shall have such other rights to inspect the books, records, and properties of this Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. Right To Copy And Make Extracts - Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report - The BOD shall cause the Association Registered Agent to make any annual or periodic report required by law and deliver it to an office of this state within the time limits set by law.

❖ Article XII [AMENDMENT OF BYLAWS]

Section 1. Amendment - Subject to the power of this Association to adopt, amend, or repeal the Bylaws of this Association and except as may otherwise be specified under provisions of law, these Bylaws may be altered, amended, or repealed and new bylaws adopted by approval of the BOD.

Article XIII [CONSTRUCTION AND TERMS]

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall

govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an office of the State of Montana and used to establish the legal existence of this Association.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future Federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors of this Association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 12 preceding pages, as the Bylaws of this Association.

Dated: _____

