

BYLAWS
OF
THE MASTER GARDENER SOCIETY OF OAKLAND
COUNTY, INC.

Approved: November 13, 2018

ARTICLE I - NAME AND OFFICE LOCATION

- 1.01 Name.** The name of this non-profit corporation shall be the Master Gardener Society of Oakland County, Inc. (MGSOC)
- 1.02 Principal Office.** The principal office of the MGSOC shall be located within the State of Michigan at a place designated by the Board in any applicable filings or registrations with the State of Michigan as required by law.
- 1.03 Registered Office.** The registered office shall be maintained in the State of Michigan, at a place designated by the Board as determined in any applicable filings or registrations with the State of Michigan as required by law.

ARTICLE II - PURPOSE AND MISSION

- 2.01 Purpose.** The MGSOC shall be organized for, but not limited to, charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to instruct adults and youth in horticulture science, to educate communities about environmentally sound practices through horticulture-based activities, to promote food security, and to improve the aesthetics of the community.
- 2.02 Mission.** The MGSOC shall strive to achieve the following:
- a) Coordinate, encourage and foster opportunities for members of the MGSOC to further the goal of educating others through the dissemination of environmentally-sound, research-based horticulture information;
 - b) Enhance the beautification of the communities of the members through volunteering and related activities;
 - c) Provide a networking forum which will allow opportunities for Master Gardeners of Oakland County and surrounding counties to increase and share their horticultural knowledge;
 - d) Partner with the Master Gardener program sponsored by Michigan State University Extension (MSUE) and/or other sanctioning organization with similar responsible programs;
 - e) Coordinate with MSUE in providing educational opportunities in horticulture to members and the general public;

- f) Collaborate with the Michigan Master Gardener Association, Inc. and other programs by providing leadership, support and communication to educate the public regarding environmentally-sound gardening practices;
- g) Facilitate certification and recertification of members as Master Gardeners in conjunction with the MSUE;
- h) Provide topical communication with members;
- i) Operate exclusively for purposes as described in Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III - MANAGEMENT

3.01 Basis. The MGSOC shall be organized on a Non-Stock Membership basis within the meaning of the Michigan Nonprofit Corporation Act (MNCA) as amended.

ARTICLE IV - GOALS

- 4.01 Goals.** The goals of the MGSOC are to:
- a) Be community leaders and volunteers assisting in making our communities viable places to live, work and grow;
 - b) Promote good gardening practices through education, volunteer and social activities;
 - c) Inform about dangers to the environment caused by incorrect gardening practices and to work toward the elimination of such practices;
 - d) Sponsor workshops and other educationally appropriate events that will educate as many members of the community as possible.

ARTICLE V - AFFILIATION

5.01 MGSOC is affiliated with Michigan State University Extension, the Michigan Master Gardener Association, Inc., and Oakland County Extension Services.

5.02 No commitments or representations shall be made or contracted by any individual on behalf of or using the name of Master Gardener Society of Oakland County, Inc. without the express written permission of the Master Gardener Society of Oakland County's Executive Board.

ARTICLE VI - BOARD

- 6.01 Composition.** It is the intent of the MGSOC that the composition of the Board shall represent a diversity of leadership skills to enable the Board to make informed, well-balanced decisions. The Board shall consist of elected and appointed Officers and Committee Chairpersons. Elected and appointed Officers and Committee Chairpersons shall be voting members of the board unless otherwise indicated in these bylaws. The elected Officers shall serve as the Executive Board. Appointed Officers shall be nominated and approved by the Executive Board. All members of the Board shall be the members at large who meet the requirements as set forth in Sections 9.01 and 9.02 following.
- 6.02 Duties.** Subject to the provisions of the MNCA, as amended, the corporate duties of care and loyalty and all corporate powers shall be exercised under the direction of the Board. The Board may delegate the power of management of the day-to-day operation of the MGSOC to officers, paid or non-paid staff members and/or volunteers subject only to restrictions imposed by applicable law, regulation or these bylaws. A Board representative, preferably an elected officer, shall present reports of activities at monthly general membership meetings. The Board shall have the power to create and oversee committees to plan and execute events and activities that further promote the purpose and mission of the MGSOC.
- 6.03 Qualifications.** An officer must be a United States citizen, eighteen (18) years of age or older, a member in good standing with the MGSOC and a resident of the State of Michigan.
- 6.04 Expectation and Removal.** Members of the Board are expected to support the objectives, goals, and mission of the MGSOC and to actively participate in the functions of the Board including meeting attendance, fundraising and special projects. Any member of the Board who engages in actions contrary to the interests of the organization may be removed from the Board upon the vote of at least two-thirds (2/3) of the Executive Board at a regular Board meeting or any special meeting called for that purpose. Any Board member proposed to be removed shall be entitled to at least five (5) days actual notice in writing of the meeting at which removal is to be voted on. Notice shall include the reasons for the proposed removal and such Board member shall be entitled to appear and be heard at the meeting.
- 6.05 Regular Meetings.** Regular meetings of the Board shall be held at such time and place, either in or out of the State of Michigan, as established by the Board. At

least six (6) regular Board meetings shall be held each year. Minutes shall be recorded at each regular meeting.

- 6.06 Special Meetings.** Special meetings of the Board may be called by the President or Secretary, upon written request of at least one fourth of the voting members of the Board, at a reasonable time and place. Minutes shall be recorded at each special meeting.
- 6.07 Attendance.** Elected and appointed members of the Board shall be required to attend a minimum of 75% of all Board meetings. Failure to meet this requirement could result in removal action being conducted against such person. Any Board member who absents him/herself from three (3) consecutive Board meetings, without notice, shall cease to be a member of the Board, at the discretion of the remaining Board members and Section 6.04 of these bylaws.
- 6.08 Notice.** Notice of any regular or special meeting shall be given at least five (5) days previous thereto by written notice delivered personally or mailed to each member of the Board at the address designated by said member, or by electronic mail or by other means of communication reasonably expected to provide notice. Any member of the Board may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs to be specified in the notice for that meeting, unless otherwise specified in the Articles or these bylaws.
- 6.09 Meeting by Telephone or Similar Equipment.** A Board member may participate in a meeting by conference telephone, electronic communications or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting under this Section 6.09 constitutes a member being present at a meeting.
- 6.10 Voting and Quorum.** All elected and appointed Officers and Committee Chairpersons, collectively are called the Board, shall be entitled to only one vote each for a Board action. A majority of Board members then in office constitutes a quorum for the transaction of business at any meeting of the Board unless otherwise provided in these bylaws. Actions voted on by a majority of Board members present at a meeting as defined in Section 6.09 where a quorum is required shall constitute authorized actions of the Board.

- 6.11 Consent to Corporate Actions.** Any action required or permitted to be taken by authorization of the Board may be taken without a meeting if, before or after the action, all Board members consent to the action in writing. For purposes of this Section 6.11, consent communicated via electronic means such as facsimile, email or digital format document shall constitute written consent. Written consents shall be filed with the minutes of the next Board meeting.
- 6.12 Policies and Procedures.** The Board shall adopt from time to time such policies and procedures as may be required or desirable for the governance of the MGSOC. Such policies or procedures may include, but are not limited to, policies or procedures relating to conflict of interest, discrimination, whistleblower and record retention.
- 6.13 Compensation.** Board members shall not receive any compensation for their services as members of the Board, but may be reimbursed for reasonable expenses if approved by the Board; provided that nothing herein contained shall be construed to preclude any member of the Board from serving the MGSOC in any other capacity and receiving compensation therefore, subject to the provisions of Section 15.05 and Article XVI below.
- 6.14 Chairperson.** All meetings of the Board and General Membership shall be presided over by the President. If the President is unable to serve, then the 1st Vice President, followed by the 2nd Vice President, then by the Secretary, then the Treasurer, or in their absence, a chairperson chosen by the Board, shall preside.
- 6.15 Official Notifications.** The official public medium for MGSOC notifications is the MGSOC website (www.mgsoc.org). All legal, special notices and deadlines shall be posted on this website. Notifications may also be issued by other electronic means including, but not limited to, email and texting, provided it is accessible by all recipients.
- 6.16 Privacy.** The MGSOC values its members. Therefore any and all personal information gathered from its members shall be used solely and discreetly by MGSOC to conduct day-to-day business. No personal information shall be sold or given freely to outside individuals or organizations.
- 6.17 Discrimination.** The MGSOC and its programs and materials shall be open to all without regard to race, color, national origin, gender, gender identity, religion, age, height, weight, disability, political beliefs, sexual orientation, marital status, family status or veteran status. This policy shall follow the policies of Oakland County, the Constitution of the State of Michigan and the Constitution of United States of America.

6.18 Parliamentary Authority. These bylaws shall govern the operation of the MGSOC and its members. Board meetings shall be conducted in accordance with *Robert's Rules of Order*.

6.19 Bylaws Amendments / Repeal. These bylaws may be amended or repealed by the General Membership by a sixty percent (60%) vote of the members present at a General Membership meeting, provided that notice of the proposed amendment is made at the previous General Membership meeting and emailed to members or posted on the official website, www.mgsoc.org. Prior to the General Meeting in which a bylaws vote is to be held, proxies shall be accepted, provided said proxy is given directly to a Board member. Amendments may be proposed by the Board or the General Membership

ARTICLE VII - OFFICERS

7.01 Number and Qualification. The officers of the MGSOC shall be elected by and from the membership and shall consist of a President, a 1st Vice-President, a 2nd Vice-President, a Secretary and a Treasurer. These elected officers shall compose the Executive Board. Other officers may be appointed by the Executive Board as deemed necessary. Non-elected Board members must be members of the MGSOC and residents of the State of Michigan. Should an even number of Board members be present, the President shall break the tie on voting matters.

7.02 Elections and Term of Office. Elections shall be held annually with the election, alternating between President, 2nd Vice-President and Treasurer on odd-numbered years and 1st Vice-President and Secretary on even-numbered years each for a two-year term. Appointed Officers and Committee Chairpersons shall serve a one-year term or to the end of the calendar year, whichever is shorter. Elected or appointed Officers may serve no more than six (6) consecutive years in the same Executive Board position without Board approval. Term of office begins on January 1 and ends on December 31.

- a) Nominations for elected Officers shall begin with a notice from the Membership/Elections Chairperson to be issued manually or electronically during September. Nominations may be submitted in written or verbal form beginning in September and up to the October general meeting.
- b) Only those persons who have indicated their consent to serve, if elected or appointed, shall be nominated for office or other positions.

- c) Results of elections shall be announced at the November general meeting. Winners shall be determined by a majority of the votes received. Ties shall result in a new vote conducted at the November meeting.

7.03 Removal. Any elected or appointed Officer or Chairperson appointed by the Board may be removed by the affirmative vote of a majority of the Executive Board at any regular Board or special meeting called for that purpose with or without cause whenever in its judgment the best interests of the MGSOC would be served thereby. Any individual proposed to be removed shall be entitled to at least five (5) day notice in writing by mail of the meeting at which removal is to be voted on and shall be entitled to appear and be heard by the Board at such meeting.

7.04 Resignation. Any officer may resign at any time by providing written notice to any other officer of the MGSOC. The resignation will be effective on receipt of the notice or at a later time as designated by the notice.

7.05 Vacancies. A vacancy in any office may be filled at any meeting of the Board for the unexpired portion of the term of such office by a majority of the Officers then in office.

7.06 Surrender of Materials. All Officers who fulfill their term or vacate office prior to the end of term shall surrender all materials associated with and accrued by said person while in office within two (2) weeks of vacating or term ending.

7.07 Contractual Interest. No officer shall have an interest, directly or indirectly, in any contract relating to the operations conducted by the MGSOC. Exceptions include:

- a) Such contract is for furnishing services or supplies to the MGSOC and is approved by the Board.
- b) Such contract is authorized by a majority of the Officers present in a meeting at which the presence of such Officer is not necessary for its authorization and the fact and nature of the Officer's interest is fully disclosed or known to the Officers voting on the authorization of the contract.
- c) No Officer with a contract with the MGSOC may vote on any matter which involves that contract or which gives the appearance of being a conflict of interest. Conflict of Interest shall be determined by the Board in accordance with the MGSOC's Conflict of Interest policy (see Policies and Procedures attached).

7.08 President. The President shall:

- a) Preside over meetings of the general membership and the Board;
- b) Appoint Committee Chairpersons on an annual basis with Executive Board approval;
- c) Remove any Committee Chairperson with Executive Board approval;
- d) Work with Treasurer on the annual budget;
- e) Oversee execution of these bylaws, policies and procedures in order that the purpose, mission and goals of the MGSOC are served;
- f) Serve on the Executive Board.

7.09 1st Vice-President. The 1st Vice-President shall:

- a) Perform the duties of the President in the event of his/her absence and such duties of other officers in their absence;
- b) Serve as ex-officio member on all committees;
- c) Oversee an annual review of the accounts and records of the MGSOC in cooperation with the Treasurer and CPA;
- d) Perform such other duties as assigned by the Board;
- e) Serve on the Executive Board.

7.10 2nd Vice-President. The 2nd Vice-President shall:

- a) Perform the duties of the 1st Vice-President in the event of his/her absence and such duties of other officers in their absence;
- b) Shall serve as ex-officio member on all committees;
- c) Perform such other duties as assigned by the Board;
- d) Serve on the Executive Board.

7.11 Secretary. The Secretary shall:

- a) Perform the duties of President in the event the President and both Vice Presidents are absent;
- b) Keep minutes of all meetings of the Board;
- c) Be responsible for providing notice to each Board member of all meetings as required by law;
- d) Provide highlights of Board meeting minutes for publication on website with financial information removed;
- e) Keep a register containing the address of each officer as provided by those individuals;
- f) Attend to all correspondence of the MGSOC as requested by the Board;
- g) Oversee regular review, no less than once every three (3) years, of these bylaws and recommend any possible changes or modifications to the Board;
- h) Maintain complete files of minutes, attendance, Conflict of Interest, Annual Statements, ballots and correspondence;

- i) Perform all duties incident to the office of Secretary, or any other duties assigned to the Secretary from time to time by the Board or the President;
- j) Serve on the Executive Board.

7.12 Treasurer. The Treasurer shall:

- a) Perform the duties of President in the event the President and Vice-Presidents and Secretary are absent;
- b) Have charge and oversight of all funds and securities of the MGSOC;
- c) Receive and issue receipts for any money due and payable to the MGSOC;
- d) Disperse funds as approved by Board;
- e) Be authorized to pay budgeted and unbudgeted expenditures without Officer approval to not exceed \$400.00;
- f) Report to the Board at each meeting and as otherwise needed regarding financial records, financial status and other matters within the responsibility of the office;
- g) Exhibit financial records and documentation to Board members;
- h) Provide and present the Board with an annual budget;
- i) Provide the Board with an annual financial report which shall be subject to independent review at the direction of the Board;
- j) Attend to required or necessary annual MGSOC reports with the State of Michigan, tax returns or reports and related documentation;
- k) Assure that accurate books and records are kept of corporate receipts and disbursements;
- l) Cooperate with the 1st Vice-President to conduct an annual third party review;
- m) Perform all duties incident to the office of Treasurer or any duties designated from time to time by the Board or President;
- n) Serve on the Executive Board.

ARTICLE VIII - COMMITTEES

8.01 General Powers. The Board may designate one or more committees in addition to those specified in this Article VIII. Each committee is to consist of a Committee Chairperson and such other persons as the Chairperson deems appropriate. The committee shall thereafter serve at the pleasure of the Executive Board. Committee Chairpersons shall be appointed by the President with the approval of the Executive Board. No committee of the Board, including those committees specified in this Article VIII, shall have the power or authority to:

- a) Amend the bylaws;

- b) Approve the dissolution, merger or consolidation, or to pledge or transfer any or substantially all of the assets of the MGSOC;
- c) Fill vacancies on the Board or Committee Chairpersons.

8.02 Committee Chairperson. Each Chairperson is:

- a) Responsible for preparing and submitting an annual budget to the Treasurer by a date determined by the Executive Board;
- b) Accountable to maintain his/her approved budget;
- c) Supportive of the purpose and mission of MGSOC;
- d) A voting non-elected member of the Board.

8.03 Advisory Committees. The Executive Board may create one or more Advisory Committees to serve as a valuable complement to the staff and the Board. An Advisory Committee shall be a group of one or more members of the Board, general members, or provisional members, appointed by the President, subject to the approval of the Board. Its purpose is to offer advice and support on a wide range of issues relevant to the MGSOC and its purposes. No Advisory Committee will have management authority nor get involved in issues involving the administration or operation of the MGSOC unless specifically requested to do so by the Board. The exact number of any Advisory Committee shall be determined from time to time and serve at the pleasure of the Executive Board.

8.04 Advisory Committee Chairperson. The Chairperson of any Advisory Committee is:

- a) Responsible for preparing and submitting an annual budget to the Treasurer by a date determined by the Board;
- b) Accountable for maintaining his/her approved budget;
- c) Supportive of the purpose and mission of MGSOC;
- d) A non-elected, non-voting advisory member of the Board.

8.05 Attendance. All Chairpersons must attend a minimum of 75% of all general membership meetings and 75% of all Board meetings. Failure to meet this requirement could result in that person's removal as Chairperson. A Chairperson who is absent from three (3) consecutive Board meetings without notice, shall cease to be a Chairperson at the discretion of the Executive Board.

8.06 Meetings. Committees shall meet as needed. Minutes shall be recorded at each committee meeting and shall be presented to the Secretary of the Board if requested.

ARTICLE IX - MEMBERS

- 9.01 Eligibility for Membership.** To be eligible for regular membership in the MGSOC, an individual must satisfy the following requirements: completion of the Master Gardener training course offered by Michigan State University Extension, MSUE, and completion of all education and annual recertification requirements. To be eligible for provisional membership in the MGSOC, an individual must satisfy all the requirements for a regular membership, other than the prior completion of the required certification requirements. Regular and provisional members may be collectively referred to hereinafter as "members."
- 9.02 Regular Membership.** Regular membership shall be granted to any person who has requested regular membership, has met the requirement of Section 9.01 above and who has paid applicable dues and costs for the current year. Regular memberships are non-transferable.
- 9.03 Provisional Membership.** Provisional membership shall be for one calendar year following successful completion of the MSU Extension Master Gardener training course to any person who has requested Provisional Membership pending full completion of the requirements of Section 9.01 above and who has paid applicable dues and costs for that year. During this year, the Provisional Member must complete the Master Gardener certification requirements. Provisional memberships are non-transferable.
- 9.04 Compliance.** All members must comply with these bylaws, policies and procedures of the MGSOC as set by the Board and adopt the Michigan State University Extension Master Gardener Volunteer Policy Statement as set herein. (see attached)
- 9.05 Membership Dues.** The Board shall establish the annual dues for the Regular and Provisional Membership of the MGSOC. The billing and collection of dues shall be in a manner prescribed by the Board. All dues are paid on a calendar year basis and non-refundable.
- 9.06 Termination of Membership.** Membership may be terminated by a member upon submission of a written resignation to the MGSOC or by the Board on the occurrence of any of the following events:
- a) Failure to pay dues within ninety (90) days after mailed notice to member;
 - b) Failure to satisfy the requirements of Section 9.01 of this article;
 - c) Failure to follow all provisions of these bylaws.

- 9.07 List of Members.** The Membership/Election Committee Chairperson of the MGSOC shall keep a complete list of the members and provide regular updates to the Executive Board.
- 9.08 Property.** No property rights shall accrue to any member or person and no incorporator or members shall be responsible for, or individually liable for, any debts or obligations of the MGSOC.
- 9.09 Open to All.** The MGSOC is open to all who meet the requirements of section 9.01 and 9.02 without regard to race, color, national origin, gender, gender identity, religion, age, height, weight, disability, political beliefs, sexual orientation, marital status, family status or veteran status. This policy shall follow the policies of Oakland County, the Constitution of the State of Michigan and the Constitution of United States of America.

ARTICLE X - MEETINGS

- 10.01 Frequency.** General membership meetings will be held at least once each calendar month. The meeting date and time shall be determined at least 30 days in advance by the Board. General membership meetings may be opened to the general public at the discretion of the Board.
- 10.02 Voting.** A majority of members in attendance shall rule at all meetings requiring a vote by the members of the MGSOC. Each member who meets the requirements of Sections 9.01 and 9.02 shall have the right to one vote in Executive Office elections and elections concerning changes in the bylaws and other matters deemed appropriate by the Board. In the event of a tie, the President or presiding Chairman shall cast the deciding vote.
- 10.03 Special Membership Meetings.** Special membership meetings may be called, upon a majority vote of the Board.
- 10.04 Guests Fees.** Guests and members of the general public may attend any general meeting for a nominal charge, as determined by the Board.

ARTICLE XI - CORPORATE ACTIONS

- 11.01 Membership Applications.** Membership applications and annual dues for all members shall be payable to the MGSOC and remitted in accordance with the method as determined by the Board.
- 11.02 Expenditures.** Authorized expenditures shall be those deemed necessary to allow the Board to function with ease and efficiency. Budget approval shall be by majority vote of the Board.
- 11.03 Corporate Monies.** Any member having in his/her possession money belonging to the MGSOC shall remit this amount to the Treasurer at the earliest possible time.
- 11.04 Contracts.** The Board may authorize any officer or agent of the MGSOC to enter into any contract or execute and deliver any instrument on behalf of and in the name of the MGSOC and such authority may be general or confined to specific instances.
- 11.05 Check and Drafts.** All checks, drafts, orders for payment of money, notes, or other evidences of indebtedness issued in the name of the MGSOC shall be signed by the Treasurer or President.
- 11.06 Deposits.** Any funds of the MGSOC not being used in any other manner for the benefit of the MGSOC shall be deposited to the credit of the MGSOC in any such banks, trust companies or other depositories the Board may select.
- 11.07 Loans.** No loan shall be contracted on behalf of the MGSOC and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- 11.08 Bank Accounts, Minutes and Records.** Except as otherwise provided by law, the MGSOC:
- a) Shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by a committee of the Board exercising the authority of the Board on behalf of the MGSOC;
 - b) Shall maintain appropriate accounting records;
 - c) The board secretary shall keep the following administrative records and the board treasurer shall keep the following financial records:
 - i. The Articles or Restated Articles as amended;
 - ii. The bylaws or restated bylaws, as amended;

- iii. A copy of the MGSOC's IRS Form 1023 Application for Tax Exempt Status and application narratives, attachments, amendments, as well as IRS prosecution letters and the MGSOC's responses to the prosecution letters in connection with its Form 1023 application;
- iv. A copy of the MGSOC's IRS Determination Letter granting 501(c)3 tax exempt status;
- v. The MGSOC's financial statements for the past three (3) years;
- vi. The MGSOC's tax returns (IRS 990 or other tax filings required by applicable law and regulation) for the past seven (7) years;
- vii. A list of the names and addresses of the current Board members of the MGSOC;
- viii. The MGSOC's most recent annual report delivered to the State of Michigan.

ARTICLE XII - REPRESENTATIVES AND AGENTS

12.01 Appointment of Agents, Representatives and Employees. The Board may appoint such other agents and representatives with authority to perform such acts or duties on behalf of the MGSOC as the Board may from time to time delegate, so far as may be consistent with the Articles of Incorporation, bylaws and permitted law.

12.02 Compensation. The Board or the Executive Board shall establish salary ranges and guidelines for other compensation for the employees, representative and agents of the MGSOC. When authorized by the Board, a person may be reasonably compensated or reimbursed for services rendered to or monies paid on behalf of the MGSOC as an employee, agent or independent contractor.

ARTICLE XIII - FISCAL YEAR

13.01 Fiscal Year. The MGSOC's fiscal year shall begin on January 1 and end December 31 of each and every year.

ARTICLE XIV - INDEMNIFICATION

14.01 Indemnification: Third Party Action By or In Right of the MGSOC. The MGSOC shall indemnify any person who was or is a party to or is threatened to be

made a party to any threatened action or suit by or in the right of the MGSOC to procure a judgment in its favor by reason of the fact that he or she is or was an officer, employee, volunteer or agent of the MGSOC, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to be the best interests of the MGSOC or its members and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the MGSOC unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

14.02 Insurance. The Board may, in the exercise of its discretion, from time to time authorize by resolutions duly adopted, purchase and maintain insurance on behalf of any person who is an officer, employee, volunteer or agent of MGSOC against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the MGSOC would have power to indemnify him or her against such liability under Section 14.01 of this Article.

ARTICLE XV – AUTHORITY, LIMITATIONS ON AUTHORITY AND PROHIBITIONS

15.01 Prohibition against Sharing in Corporate Earnings. No officers, employee or any other person connected with the MGSOC or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the MGSOC, provided that this shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the MGSOC in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the MGSOC.

15.02 Investments. The MGSOC shall have the right to retain all or any part of the securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restrictions, provided however, that no

action shall be taken by or on behalf of the MGSOC which would jeopardize the MGSOC's tax exemption under Section 501 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or if such action is prohibited by these bylaws.

15.03 Maintenance of Exempt Status. Notwithstanding any other provision of these bylaws, no officer, employee or representative of the MGSOC shall take any action or carry out any activity by or on behalf of the MGSOC not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

15.04 Limitations on Political Activities. No part of the activities of the MGSOC shall be the carrying out of propaganda or otherwise attempting to influence legislation, and the MGSOC shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

15.05 Contracts with Officers. No officer shall have an interest directly or indirectly in any contract relating to the operations conducted by the MGSOC, or in any contract for furnishing services or supplies to the MGSOC, unless such contract is authorized by a majority of the officers present in a meeting at which the presence of such officer is not necessary for its authorization, and the fact and nature of the officer's interest is fully disclosed or known to the officers voting on the authorization of the contract. No officer with a contract with the MGSOC may vote on any matter which involves that contract or which gives the appearance of being a conflict of interest. Conflict of Interest shall be determined by the Board in accordance with the MGSOC's Conflict of Interest Policy.

ARTICLE XVI - CONFLICT OF INTEREST POLICY

16.01 Purpose. The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's (MGSOC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of a committee with governing board delegated powers or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

16.02 Definitions.

- a) Interested Person. Any elected or appointed officer or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - i. An ownership or investment interest in any entity with which the MGSOC has a transaction or arrangement;
 - ii. A compensation arrangement with the MGSOC or with any entity or individual with which the MGSOC has a transaction or arrangement;
 - iii. A potential ownership or investment interest in or compensation arrangement with, any entity or individual with which the MGSOC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under section 16.03, paragraph b, a person who has a financial interest may have a conflict of interest only if the governing board decides that a conflict of interest exists.

16.03 Procedures.

- a) **Duty to disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Officers and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b) **Determining whether a conflict of interest exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board shall decide if a conflict of interest exists.
- c) **Procedures for addressing the conflict of interest.**
 - i. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- iii. After exercising due diligence, the Board shall determine whether the MGSOC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested officers whether the transaction or arrangement is in the MGSOC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d) Violations of the conflict of interest policy.

- i. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

16.04 Records of proceedings. The minutes of the Board and all committees shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement and a record of any votes taken in connection with the proceedings.

16.05 Compensation. All elected and appointed officers and all committee chairpersons shall be volunteer and receive no compensation

16.06 Annual Statements. Each member of the Executive Board, appointed Officers, Committee Chairpersons and Advisory Committee Chairpersons shall annually sign a statement which affirms such person:

- a) Has signed a copy of the Conflict of Interest Policy,

- b) Has read and understands the policy,
- c) Has agreed to comply with the policy and
- d) Understands the MGSOC is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

16.07 Periodic Reviews. To ensure the MGSOC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures and arrangements with management organizations conform to the MGSOC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

16.08 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 16.07, the MGSOC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XVII - MASTER GARDENER VOLUNTEER POLICY

17.01 Michigan Master Gardener Program Staff and Volunteer Agreement

MG Program staff agrees to:

- Provide the trainee with science-based gardening information as well as appropriate policies and procedures.
- Provide orientation about volunteer roles and the organization.
- Connect trainees with community volunteer opportunities.
- Provide an online volunteer management system for enhancing community communications and ease of tracking volunteer and education hours for MG trainee and certified MG.
- Provide assistance, program support and encouragement.
- Give recognition for time and energy devoted to Michigan Master Gardener Program.
- Implement ongoing affirmative-action policies and assist volunteers in doing the same.

Master Gardener trainee / volunteer agrees to:

- Meet training requirements and enroll as a volunteer.
- Follow the policies, philosophy and procedures defined by staff and the appropriate MSU Extension, MMGA and community partners.
- Fulfill outlined volunteer requirements without expectation of monetary compensation.
- Be supportive of Michigan Master Gardener Program, its partners and related activities at all levels.
- Abide by the Michigan Master Gardener Program Volunteer Code of Conduct.
- Affirm that the Michigan Master Gardener Program actively seeks members from every race, ethnic, religious and socioeconomic group.
- Update the online Michigan Volunteer Management System (VMS) office with your contact information as needed.
- Enter volunteer and education hours into the online Michigan Volunteer Management System.

Michigan Master Gardener Program Code of Conduct

The Michigan Master Gardener Program prides itself on providing a quality program. The primary purpose of this Code of Conduct is to ensure the safety and well-being of all participants.

As a Michigan Master Gardener Program participant, I promise that I will:

- Accept responsibility to represent MSU Extension, Michigan Master Gardener Association, and community partners with dignity and pride by being a positive role model.
- Respect, adhere to, and enforce the rules, policies and guidelines established by MSU Extension, MMGA, and community partners, and be courteous and respectful in dealings with other program participants.
- Abstain from, and not tolerate physical or verbal abuse.
- Comply with equal opportunity and anti-discrimination laws.
- Avoid criminal activities.
- Refrain from using alcohol and other drugs in an illegal or inappropriate manner.
- Operate machinery, vehicles and other equipment in a responsible manner.
- Report a violation of the Code of Conduct of which I am aware.
- Agree to abide by the following Pesticide Recommendation Policy.

- Volunteers are provided unbiased, research based information consistent with MSU or other land-grant university recommendations.
- No recommendations or endorsements should be made of a particular product or place of business.
- Both chemical and cultural recommendations should be given so clientele can make an informed decision concerning pest management.
- Chemical pesticide recommendations are restricted to only those in recent Extension publication or pesticide labeling. It is illegal to use or to recommend the use of a pesticide that is inconsistent with the pesticide labeling (label on the product, attached material and any additional printed material provided by the chemical company). Clients should be encouraged to read the pesticide labeling instead of providing application or dilution rates.
- Volunteers should not answer questions outside their expertise or training. This normally would include not answering questions concerning pests and human health concerns (lice, crabs, etc.), commercial horticulture, hazardous tree evaluation, medical or legal questions, and/or determining if a questionable plant or mushroom is edible.

It is important that all Master Gardeners understand the above Staff and Volunteer Agreement and comply with the Code of Conduct. Failure to comply with any component of the Code of Conduct or participation in other inappropriate conduct as determined by MSU Extension and MMGA representatives may lead to dismissal as a volunteer from the Master Gardener Program.

Confirmation of Agreement

I understand that my enrollment as a trainee is contingent upon successful completion of the application process and signing the Code of Conduct. I understand that the Michigan Master Gardener Program does not discriminate on the basis of race, color, national origin, gender, gender identity, religion, age, height, weight, political belief, sexual orientation, marital status, family status or veteran status and that this application will be handled in a confidential manner.

If accepted, I agree to serve as a volunteer for the Michigan Master Gardener Program. I understand that either party may cancel this relationship at any time.

I certify that the above information is correct. I agree to inform the Michigan Master Gardener Program of any changes.

Completing the Master Gardener training and a minimum of 40 volunteer hours qualifies you to become a certified MSU Extension Master Gardener. Volunteer hours need to focus upon educating others about environmental stewardship, improving the community, growing food, youth gardening and enhancing the resources of MSUE. MSUE and MMGA will work with community partners to identify local volunteer opportunities meaningful to individual Master Gardener volunteers-in-training and certified Master Gardeners. Those Master Gardeners who volunteer for a MSUE- directed project must also complete the Volunteer Selection Process (interview, background check) and undergo additional training. MGs volunteering for other projects may also be required to complete a background check depending on local requirements.

While Michigan State University Extension will issue your MG certification, this certification does not imply that you are an agent or representative of Michigan State University.

ARTICLE XVIII - AMENDMENTS

18.01 Amendments. These bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of at least sixty percent (60%) of the general membership at any general meeting or special meeting if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting.

ARTICLE XIX - DISSOLUTION

19.01 Dissolution. The MGSOC shall be dissolved and its affairs wound up on the first to occur by (a) the affirmative vote of at least two-thirds (2/3) of the general membership at a regular membership meeting; or (b) by the entry of a decree of judicial dissolution. On the dissolution of the MGSOC, the Board shall promptly commence the winding up of the MGSOC's business and affairs pursuant to and in accordance with the Act. The dissolution of the MGSOC shall be in compliance with all applicable federal, state, and local laws, the MGSOC shall be liquidated.

19.02 Distribution of Assets upon Dissolution. As indicated in 6.01 in the Articles of Incorporation, upon the dissolution of the organization, 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.

CERTIFICATION

I, the undersigned, hereby certify that I am the duly elected Secretary of the Corporation and the foregoing is a true and correct copy of the resolution adopted by the Board of Officers of the Master Gardener Society of Oakland County, Inc.

Secretary

Date