



**By-Laws of the
SouthWestern Indiana Master Gardener Association, Inc.**

Revised September 10, 2007

Article I – Name

Section 1:1 Name

The name of the Corporation is SouthWestern Indiana Master Gardener Association, Inc., hereafter known as "SWIMGA". SWIMGA is a nonprofit corporation formed under and governed by the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

The SWIMGA organization name and letterhead may only be used for approved Corporation business. Projects may not be done under the name of SWIMGA until approved by Board of Directions (see Article V). SWIMGA letterhead may not be used for purposes not approved by Board of Directors.

Section 1.2 Principal Office and Registered Agent.

The principal Post Office box will carry the SWIMGA name and be located in Inglefield, IN 47618. The registered agent of the Corporation shall be designated as required by law with the office of the Secretary of State of Indiana.

Section 1.3 Fiscal Year.

The fiscal year of SWIMGA shall be the calendar year.

Article II – Purpose

SWIMGA was formed as a nonprofit organization to educate the community about proper horticultural practices, in cooperation with the Purdue University Cooperative Extension Service, and in conjunction with the Purdue University Master Gardener Program. SWIMGA is organized exclusively for education, scientific, and charitable purposes, under section 501 (c)(3) of the Internal Revenue Code.

Article III – Goals

1. SWIMGA shall increase members' knowledge of horticultural techniques.
2. SWIMGA shall demonstrate proper gardening, tree care, lawn care, and pest control techniques, as recommended by Purdue University Cooperative Extension Service, to the gardening community. SWIMGA will educate the general public on horticultural topics.
3. SWIMGA shall provide service to the community in improving the environment, helping others build and maintain gardens, and teaching people to feed themselves from their gardens.
4. SWIMGA shall assist members in fulfilling their volunteer commitment to the Purdue University Master Gardener Program.

Article IV– Membership

Section 4.1 General.

Membership is open to all people who have completed the Master Gardener (MG) training, either in Indiana or in another state, have passed the MG exam, and have paid their annual dues. Applicants must provide proof of course completion and passing grade from their county Extension office to be considered for membership.

It is the policy of SWIMGA, Purdue University Cooperative Extension Service, and the Purdue University Master Gardener Program, that all persons shall have equal opportunity and access to its program and facilities without regard to race, color, sex, religion, national origin, age, or disability.

Dues are payable to SWIMGA and are due at or before the January meeting. Dues not received by SWIMGA's Treasurer by the February meeting will cause the member to be dropped from the membership list.

Section 4.2 Class of Membership

There shall be one class of members of SWIMGA: Active Member.

Active Members:

Active members will meet the volunteer and continuing education hours as mandated by the Purdue University Master Gardener Program and approved by the Purdue University Cooperative Extension Advisor.

Active members are invited to attend all SWIMGA meetings and events.

Active members will be placed on Call Captain's list to be alerted to meeting changes, upcoming projects, and other late-breaking news.

Active members are eligible to hold office in SWIMGA.

Active members will receive a free subscription to such publications as the *Hort Report* newsletter, published by the Vanderburgh Cooperative Extension Service and the SWIMGA newsletter.

Active members will receive discounts to Vanderburgh County Extension program, including but not limited to the Professional Landscape Management School, Summer Twilight meetings, and other gardening/horticultural programs.

The Extension Advisor may grant a waiver on the minimum volunteer commitment for health, business, family emergency, or other similar reasons; the member must contact the Advisor and apply for the waiver.

Section 4.3 Recognition of Levels of Membership

The levels of recognition in the Indiana Master Gardener Program are established by the Purdue University Master Gardener Program. SWIMGA shall recognize and follow the established program and amendments heretofore. The recognition levels are:

Interns. Interns are members who have completed MG training and passed their final exam.

Master Gardeners: Master Gardeners are members who have completed MG training, passed the final exam, and have completed their Intern volunteer commitment.

Advanced Master Gardeners: Advanced Master Gardeners are Master Gardeners who perform additional service and education as required by the Purdue University Master Gardener Program. Advanced Master Gardener status can progress to a Bronze Level, Silver Level, and Gold Level Advanced Master Gardener. These requirements are also outlined by the Purdue University Master Gardener Program.

Section 4.4 Use of Title

The title of "Master Gardener" is to be used exclusively in the Purdue University Cooperative Extension Service Master Gardener Program and not for commercial purposes. Participants are expected to identify themselves as Master Gardeners and representatives of SWIMGA only when performing volunteer work approved by Board of Directors and Extension Advisor. SWIMGA members may use the title of Master Gardener, and their association with SWIMGA, in their personal resumes. Certificates and badges may not be displayed at places of business, nor can SWIMGA or the Master Gardener designation be used in advertisements for a business except where SWIMGA is sponsoring an education program approved by the Board of Directors and the Extension Advisor.

Section 4.5 Behavioral Expectations

The goal of SWIMGA is to provide non-biased information to the general public with no intended endorsement of specific products, companies, or services. Members are to make recommendations only in the area of home horticulture. When it is necessary to make recommendations that include the use of pesticides, members shall follow published Purdue University Cooperative Extension Service recommendations. Questions related to cultural practices and problems not specifically covered by Purdue University Cooperative Extension Service recommendations shall be referred to the local Extension Educator. Questions concerning commercial crops or plants should be referred to the local Extension Educator.

All members must respect, adhere to, and enforce the rules, policies, and guidelines established by the Purdue University Cooperative and Extension Service including all laws related to child abuse and substance abuse. All SWIMGA members who work with youth may be required to sign an Adult Behavioral Expectations agreement.

No substantial part of the activities of SWIMGA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SWIMGA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

It is the policy of SWIMGA and the Purdue University Cooperative Extension Service that all persons shall have equal opportunity and access to its programs and facilities without regard to race, color, sex, religion, national origin, age, or disability.

Section 4.6 Removal of Member.

Any member may be removed as a member of SWIMGA for just cause. Removal of a member must first be brought to the attention of the Extension Advisor, and if necessary, to the Board of Directors before written notice of such removal is sent to the general membership of SWIMGA at least 7 days prior to the next general meeting, and a two-thirds (2/3) vote of all members attending that meeting vote to remove the member. "Just cause" may be defined, but not limited to, the following:

- Any member who violates the items in the "Behavioral Expectations" section, (Section 4.5), may be removed.
- Any member convicted of a felony while a member may be removed.
- Any member who has committed malfeasance (wrongdoing or misconduct), misfeasance (performing a lawful action in an illegal or improper manner) or nonfeasance (failure to do what ought to be done) may be removed.

Article V – Officers and Directors

Section 5.1 Directors.

The officers of SWIMGA and Purdue Extension Advisor will make up the Board of Directors. The property, affairs, and business of SWIMGA shall be managed by the Board of Directors. The officers shall consist of: President, Vice President, Secretary, Treasurer, Historian, and Directors.

Section 5.2 Elections

Elections of the President, Vice President, Secretary, Treasurer, Historian, and Directors will be held annually at the September meeting. The offices of President, Vice President, Secretary, Treasurer, Historian, and Directors are elected to a one-year term of office, are eligible to be reelected to a second consecutive term, and are limited to serving two consecutive years in the same office. Length of Board service by Officers and Directors is limited to six consecutive years. Members who have served six consecutive years may be re-elected to the Board of Directors after two years absence from the Board of Directors. A Board member cannot hold any other leadership position. When necessary, the President may appoint a Board member as interim Committee or Project Chairman until a permanent chairman is found.

All members of SWIMGA, as described in Article IV, will be eligible to vote. Members must be present at the September meeting to cast ballot. To be eligible to hold office, the member must be an Active member (as described in Article IV), and have a minimum recognition level of Master Gardener.

Any Board vacancy caused by resignation, death or other incapacity shall become the responsibility of the Nominating Committee who will prepare a slate and conduct the election within six weeks of the vacancy.

Section 5.3 Duties of the Officers

The duties for each office shall be as follows:

President: The president will preside over all business and Board of Directors meetings, develop and follow agendas, maintain order, create committees, appoint chairpersons and special appointments as needed with the approval of the Board of Directors, serve as delegate to the Purdue Master Gardener State Conference, maintain regular contact with committee chairs and other officers, and have the authority to sign checks.

Vice President: The Vice President will assume President's duties if the President is unavailable, and act as Chairperson of the Program Committee. The Vice President will identify and invite speakers to monthly meetings, reserve meeting locations, help plan the educational program and agenda for each meeting, and plan all special tours, visits, and programs. The Vice President will appoint assistants, as needed, to handle meeting responsibilities.

Secretary: The Secretary will attend all business and Board of Director meetings, take notes, and prepare minutes/summaries for report in the SWIMGA newsletter. The Secretary will work with the Newsletter Editor to insure Board of Director information is presented in the newsletter and insure its timely distribution to all members. The Secretary will collect and keep current year's newsletters and correspondence and turn it over to the Historian at the end of the Secretary's term of office. The Secretary will work with the Publicity Chairperson to insure timely news releases to media to announce SWIMGA activities and accomplishments. Together with the Treasurer and the Membership Chairperson, the Secretary will compose an annual membership roster.

Treasurer: The Treasurer will attend all business and Board of Director meetings, be in charge of SWIMGA funds and membership dues, chair the Finance Committee to develop the annual budget, oversee requests for variations to budget, give financial reports, and prepare treasury books for annual review. The Treasurer is authorized to pay approved invoices and reimburse members who present proper receipts and documentation, and will oversee other financial situations as they develop. The Treasurer shall present a financial report to the general membership during each monthly meeting except those meetings that are held in a public arena. The Treasurer will forward member names and pertinent information to the Membership Chairperson and Secretary as dues are received.

Historian: The Historian will obtain and organize any printed material from media pertaining to SWIMGA and its members, and place it in a permanent album. The Historian will take photographs of members at SWIMGA functions and collect photos taken by other SWIMGA members. The Historian will also hold reports from Committee Chairs, copies of SWIMGA newsletters, and all correspondence. All albums and other historical materials will be available to all members at monthly meetings or with prior arrangement with Historian. The Historian will present all historical materials to new Historian immediately after elections.

Immediate Past President: The Immediate Past President shall serve as a Director and term(s) of office will coincide with the succeeding President's term(s) of office. If the Immediate Past President has served six consecutive years before the succeeding President's term(s) has expired, the Immediate Past President will serve a seventh consecutive year(s). If the Immediate Past President is unable to fulfill a term(s), a former president shall be appointed by the Board of Directors to complete the term(s) of office. The Immediate Past President will insure the focus of SWIMGA is on educational and scientific purposes and provide continuity to the organization.

Directors: There shall be five members-at-large elected as Directors. If at any time a Director position becomes vacant during the term of office, the Nominating Committee will nominate a member to complete the term of office with approval by membership majority vote. Directors will ensure that SWIMGA's focus is on educational and scientific purposes.

Advisor: The Purdue Cooperative Extension Service Advisor will be a representative of Purdue University Cooperative Extension Service, preferably the Horticulture Educator from Vanderburgh County. The Advisor will insure that SWIMGA activities are in harmony with Purdue University Cooperative Extension Service and the Purdue University Master Gardener Program objectives and rules. The Advisor will attend all SWIMGA Board meetings and General meetings. The Advisor cannot vote at General meetings or Board meetings, but reserves the right to veto any actions of SWIMGA if they are deemed to be contrary to Purdue University guidelines.

Section 5.4 Removal and Resignation of Officers

All officers shall be subject to removal from that office at any time by a vote of the majority of the members of the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or the President or the Secretary. Such resignations shall take effect at the time specified herein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.5 Other Officers: Appointment

The Board of Directors from time to time may appoint such other officers or agents as it may deem necessary or advisable to hold office for such period, or to have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors from time to time may determine. The Board of Directors may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities, and duties.

Section 5.6 Master Gardener State Conference Delegate

The President shall serve as delegate to the Purdue Master Gardener State Conference. If the President is unable to attend, the delegate shall be determined in the following order: Vice President, Secretary, Treasurer, Historian, and Directors in alphabetical order. If no Board member is able to attend, the Board will appoint a member-at-large.

Article VI – Committees and Garden Projects

Section 6.1 Committee and Garden Project Designation.

Committees will see to SWIMGA business and fund raising. Garden Projects will be community related education and/or beautification projects.

Section 6.2 Committee and Garden Project Participation.

All SWIMGA members are encouraged to belong to at least one Committee or Garden Project. New Garden Projects are encouraged; however, all new projects must be first approved by the Board of Directors and Extension Advisor, and then by the general membership, before any money is spent and before SWIMGA and Purdue University names are committed or attached.

All members have the right to participate in any Committee or Garden Project.

Section 6.3 Committee and Garden Project Chairpersons

Chairpersons shall be appointed by the President, with the approval of the Board of Directors. A Chairperson must present reasons to the Board if the total numbers of members needed for a given committee or project needs to be restricted.

The Chairperson shall be responsible for contacting all the members of the committee prior to the initiation and completion of their project. Chairpersons shall oversee schedule of workers (if appropriate), and will ascertain that all jobs and responsibilities assigned to committee members are completed in a timely and satisfactory means.

All Chairpersons are invited to attend Board of Director meetings and be prepared, at the Board's request, to report to the Board on the progress of their Committees or Garden Projects. Chairpersons are responsible for developing budgets and for all purchases and funds generated by or allocated to their Committees or Projects.

Each Committee and Garden Project Chairperson will complete an annual report at the end of the gardening year, following SWIMGA policy guidelines. Chairpersons will be encouraged to take photographs during the progress and completion of the project and turn such pictures over to the Historian.

If a Committee or Garden Project Chairperson routinely fails in his/her duties, the President, with the approval of the Board of Directors, may remove that person as Chair and appoint a new Chairperson.

Section 6.4 Nominating Committee.

During the September meeting, the Nominating Committee shall present a slate of a candidate(s) for President, Vice President, Secretary, Treasurer, Historian, and Directors. The committee shall publish the slate of candidates in the September Newsletter at least seven days prior to election. Additional nominations may be made from the floor. Election shall be by ballot. Members must be present to vote.

For the election of the succeeding Nominating Committee, the current Nominating Committee will prepare a slate of five candidates to be presented to the membership with voting to be by ballot. The slate of candidates will be published in the April newsletter with the election process to commence during the April monthly meeting. The three candidates with the most votes will be elected to the committee with the candidate receiving the most votes elected as chairperson. The two candidates with the lowest number of votes become alternates in order of votes received. All Nominating Committee members must be present at committee meetings when preparing the general election and nominating committee slates. Current Board members are ineligible to serve on the Nominating Committee.

Section 6.5 Financial Review Committee

The Financial Review Committee shall consist of three members, one of whom shall have accounting experience, plus the Extension Advisor. The committee shall appoint its own chairperson. Membership on this committee shall revolve with one member departing each year, two remaining, and a replacement member appointed by the President with Board of Directors' approval.

The Financial Review Committee shall review SWIMGA's financial records during the time period in which officers served, and shall report the findings and make recommendations to the Board of Directors and general membership in November. The committee shall make

recommendations to the Treasurer; shall have the authority to monitor the Treasurer throughout the year; shall review tax forms and other pertinent documentation; and perform other duties deemed necessary by the Financial Review committee and/or the Board of Directors.

Article VII – Meetings

Section 7.1 General Membership Meetings.

General meetings shall be held twelve times per year on the second Tuesday of each month, unless prior notice is made. The order of business shall be as follows: call to order, program, Treasurer's report, officer and committee reports, unfinished (old) business, up-coming (new) business, and adjournment. Business format may be waived or altered at the Board's discretion. Special meetings may be held when called by the President or by a majority of the Board of Directors. All general membership meetings shall be held at such place, within or without the State of Indiana, as may be specified by the Board of Directors and specified in the notices or waivers of notice to meetings. Business may be voted on at any meeting, provided all SWIMGA members were notified of meeting and agenda at least seven (7) days prior to meeting. Members must be present to vote.

Section 7.2 Board of Director Meetings.

The Board of Directors (see Article V) shall meet approximately one week before general business meetings. The following members are expected to attend: Elected officers, Directors, Extension Advisor, and Committee Chairperson (upon request of the Board). Any member of SWIMGA may attend Board meetings and address Board on specific items on the agenda, but only elected officers may vote. The order of business will be as follows: call to order, Treasurer's report, Officer and Committee Chairpersons reports, unfinished (old) business, up-coming (new) business, program, and adjournment. Special Board of Director meetings shall be held when called by the President or by a majority of the Board of Directors.

Section 7.3 Taking Director Action by Consent.

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the Directors.

At the September meeting, Officers will be elected. See Article V for eligibility.

Section 7.4 Membership Voting and Proxies.

Every member of the Corporation in good standing shall have the right to one (1) vote on each matter properly before the Membership. A simple majority vote (50% plus 1) of the members present is needed for most action to pass, including election of officers, provided that the membership was notified about the meeting at least seven days prior to the meeting. A two-third's majority of members present is required to add amendments and otherwise change the by-laws (see Article IX), to revoke membership (see Article IV). At least a 30-day notification to members is required for voting on changes to the Articles of Incorporation. A two-thirds majority of members present is required. The Extension Advisor reserves the right to veto any decisions if they are not in accord with Purdue University policy. Members entitled to vote shall be entitled to vote in person or by proxy executed in writing (which shall include telegram, cable, or radiogram) by the member, or a duly authorized attorney-in-fact.

The Secretary of SWIMGA shall at all times keep a complete and accurate list of the members of the Corporation entitled to vote by the Articles of Incorporation by Bylaws. The list shall be on file and subject to inspection by any member.

Article VIII – Finances

Section 8.1: Budget Committee

The Budget Committee shall consist of the Treasurer as Chairman, the President, the Immediate Past President, one member of the Financial Review Committee, and the Extension Advisor. The Committee shall meet in October to prepare the annual budget. A draft of the proposed budget will be sent to all Board members at least 10 days before the November Board meeting. The final budget will be presented for approval at the November General meeting with each member present receiving a copy of the budget.

Section 8.2: Treasurer

All dues, income, and expenses shall be handled by the Treasurer. Treasurer's records shall be reviewed by the Financial Review Committee (Article VI, Section 6.3). The review year shall be the term of office of the Board of Directors. Fiscal year shall be the calendar year.

The Treasurer shall present a financial report to the general membership during monthly meetings except those meetings that are held in a public arena. The report may be given orally with a copy prominently displayed. At the annual meeting in September, each member present shall receive a copy of the year-to-date financial report. The fiscal report and proposed budget shall be given during the February meeting with each member present receiving a copy.

Section 8.3: Committees, Chairpersons, and Special Appointments

Each Committee and Garden Project Chairperson will prepare an estimated budget for the fiscal year, to be presented to the Board of Directors in September. No project will be funded without the approval of the Board and General membership prior to commencement of the project.

Committees and Garden Projects must run on or under proposed budget. If a project finishes the year with a surplus of funds, all surplus budgeted monies will be returned to the SWIMGA general fund. If additional funds are required, a written proposal must be submitted to the Board of Directors, detailing why the additional funds are needed. No additional monies may be spent without the approval of the Board.

In an emergency situation, the full Board may approve non-budgeted expenditures. This expenditure must be reported at the next general meeting.

Chairpersons and Special Appointments shall be responsible for keeping proper financial records and submitting them with the end-of-year report to the Board of Directors. To be reimbursed for project expenditures, receipts showing expense, place of business, and committee name accompanied by the reimbursement form shall be presented to the Treasurer.

In the event that SWIMGA dissolves, physical assets shall be liquidated and all surplus monies, after payment of outstanding approved debts, will be divided equally between the SWIMGA Scholarship Endowment Fund at Purdue University and the Vanderburgh County Extension Education Account. Co-Executors shall be the current Financial Review Chairperson and the Extension Advisor.

No part of the net earnings of SWIMGA shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that SWIMGA 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 SWIMGA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, SWIMGA shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or 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.

Article IX – Amendments

The Bylaws of SWIMGA may be amended at any regular meeting by a two-thirds majority of all Members present, provided that notice of the meeting and proposed amendment shall have been mailed at least 7 days prior to meeting.

The Articles of Incorporation of SouthWestern Indiana Master Gardener Association, Inc. may be amended at any regular Membership meeting by a two-thirds majority of all Members entitled to vote, provided that notice of the meeting and proposed amendment shall have been mailed at least 30 days prior to meeting.

Article X – Secession of Participating Counties

Currently, SWIMGA is made up of members from Vanderburgh, Gibson, Warrick, and Posey Counties. Members from other counties and states are welcome to join, but the 4 main counties are as just mentioned.

Should the members of any one county decide to create their own MG organization, they may do so only with the express permission and active involvement by their county's Extension Educator, who will become their Advisor. By Purdue Master Gardener Program regulations, every MG organization must be advised by an Extension Educator. The Extension Advisor for SWIMGA will work with new Extension Advisor to set up and maintain the new MG organization.

Should a new MG group form a sub-group of SWIMGA, that new organization is not entitled to any finances, return of dues, or other supplies from SWIMGA.

Members may retain membership in SWIMGA at the same time they belong to another MG organization.

Article XI – Dissolution of SWIMGA

Upon the dissolution of SWIMGA, assets shall be distributed to 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 a public purpose. The primary exempt purpose shall be the equal distribution of funds between the SWIMGA Scholarship Endowment Fund at Purdue University and the Horticulture Education Account of the Purdue University Cooperative Extension Service of Vanderburgh County, which is a tax-exempt within the meaning of 501 (c) (3) of the Internal Revenue Code, i.e. educational, charitable, or scientific. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of SWIMGA shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code.

Co-Executors shall be the current Financial Review Chairperson and the Vanderburgh County Extension Advisor.