BYLAWS

of

JEFFERSON COUNTY MASTER GARDENERS ASSOCIATION, INC.

ARTICLE I. NAME, LOCATION AND SEAL OF THE CORPORATION

Section 1.01: Name. The name of the Corporation is Jefferson County Master Gardeners Association, Inc. hereinafter identified as JCMGA, Inc.

Section 1.02: Location. The Corporation's registered office shall be located at 2612 Lane Park Road, Birmingham, Alabama 35223, as shown in the Certificate of Formation, or at such location as may be shown in a subsequent resolution of the Board of Directors filed with the Alabama Secretary of State. It may have such other offices as the Board of Directors may determine, from time to time.

Section 1.03: Seal. The Corporation may have a corporate seal of a design and form approved by the Board of Directors.

ARTICLE II. PURPOSE

Section 2.01: Purpose. The purpose for which the Corporation is organized is exclusively for charitable, educational, religious, or scientific purposes, 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, or the corresponding section to any future tax code. Accordingly, the Corporation shall transact any or all lawful business for which a non-profit Corporation may be organized under the laws of the State of Alabama, including but not limited to:

a. Enhance and supplement the land grant mission of the Alabama Cooperative Extension System Home Horticultural Program (Master Gardener Program) which it will accomplish by maintaining and leading an association of certified Master Gardeners in Jefferson County, Alabama; and,

b. To provide a tax-exempt vehicle for the receipt of gifts and grants to benefit the Corporation's programs and goals; and,

c. Fundraise to support the operation of the Corporation.

The Corporation shall be vested with all powers necessary to accomplish its purposes, as specifically delineated in Alabama Code §§ 10A-1-2.11, et seq. and 10A-3-2.41, et seq., as last amended.

ARTICLE III. MEMBERSHIP

Section 3.01: Members. This Corporation shall have four classes of membership, namely, Active, Provisional, Patron, and Honorary. Members may hold more than one class of membership.

Section 3.02: Active Members. Active Members shall be those individuals who (i) have completed and graduated from an approved Alabama Cooperative Extension System Master Gardener Instructional Program ("Program") including having fulfilled the Program's annual volunteer service requirements, including (ii) having reported the required annual service hours as set by ACES, (i.e., 25 volunteer and 10 continuing education hours) for at least the current or previous year; and, (iii) are current with their JCMGA, Inc. annual membership dues. Only Active Members have the right to vote, and may only vote to elect Directors of the Board (Section 6.04) and to ratify amendments to these bylaws (see also Section 12.01). Extension Master Gardener Interns who choose to become members of the JCMGA, Inc., will become Active Members on January 1st following the year in which they were certified. In cases where an intern does not complete the Program requirements by the end of the calendar year, they will remain Provisional Members until they complete their requirements and pay their dues.

Section 3.03: Provisional Membership. Provisional Membership shall be granted to any Extension Master Gardener Intern during the calendar year for which they are registered and ends on December 31st of that year. If the term of Provisional Membership expires before an individual completes the requirements, the individual shall remain ineligible for Active Membership until the requirements have been met. Provisional Members pay no dues and have no right to vote.

Section 3.04: Patron Member. Patron Memberships are available to persons, organizations, or businesses who contribute to the Master Gardener Program or JCMGA, Inc. financially or through service, but who do not qualify for Active Membership and thus have no right to vote. However, Patron Members must pay dues.

Section 3.05: Honorary Member. Honorary Memberships are bestowed by the Board of Directors on individuals who are not certified Master Gardeners, but who have rendered outstanding contributions to the Master Gardener Program, or to JCMGA, Inc. Honorary Members pay no dues and have no right to vote.

Section 3.06: Dues. Annual dues for Active Members shall be established annually by the Board of Directors. Dues are collected in advance between October 1 and December 15th for the following year. Members who are three months in arrears on payment of dues will be delinquent and have their right to vote or to be nominated for office revoked until dues are brought current.

Section 3.07: Resignation/Death. Any member may resign by notifying at least one of the Corporation's Officers or the Membership Chair. News of a member's resignation or death will be promptly relayed to the Treasurer and Membership Chair, who will update all membership records accordingly.

Section 3.08: Membership Meetings. Regular membership meetings will be held to conduct regular business proceedings such as voting for the Board of Directors annually, keeping the members informed of the business proceedings of the Board of Directors, and engaging the membership with a variety of social, educational, and horticultural programs. The location of membership meetings shall be stated in the notice. The order of membership meetings shall be guided by the latest edition of Robert's Rules of Order, as per Article 11.01 Parliamentary Authority.

Section 3.09: Schedule of Membership Meetings and Programs.
It should be the aim of the Board of Directors to host a scheduled program component of the regular membership meetings at a minimum of eight (8) months out of the year. Field trips are encouraged as additional or alternative programs. It is up to the current Vice President with the support

of the Board of Directors to determine the order, scheduling, and content of programs.

Section 3.10: Quorum of Membership. As per Section 10A-3-2.06 of Alabama Nonprofit Corporation Law, members holding one-tenth of the votes entitled to be cast on the matter to be voted upon, represented in person shall constitute a quorum. That will be counted as one-tenth of the current Active Members listed on the Corporation roster in any given year.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01: General Powers. The Board of Directors shall have all the powers and duties of the Corporation.

Section 4.02: Property. No Director shall have any right, title, or interest in or to the property of the Corporation.

Section 4.03: Qualifications of Directors. Nominees for the Board of Directors must be an Active Master Gardener and possess the following to qualify:

a. an interest in promoting the purposes of the Corporation;
b. at least one year of membership in JCMGA, Inc., not including their Provisional Membership year as an intern;
c. experience serving in at least one of the following capacities,

    i. on a Board of Directors elsewhere; or
    ii. on a JCMGA, Inc. committee prior to their nomination; or
    iii. demonstrated, comparable, leadership capacity elsewhere; and,

d. can commit to a three-year term with sufficient availability to carry out the duties of their position.

Section 4.04: Composition of the Board of Directors. The initial Board of Directors shall consist of seven (7) members, including five (5) Officers and (2) At-Large Directors. The number of directors may be increased or decreased to any odd number, by a majority vote of the Directors not to exceed nine (9) members or fall below three (3) as stipulated by Alabama Nonprofit Corporation Law. The principal officers of JCMGA, Inc. shall be a

President, a Vice President, a Secretary, a Treasurer, and an Assistant Treasurer. Any two or more offices may be held by the same person, except by the President. The Directors may appoint other discretionary officers as in their judgment may be necessary without updating these bylaws.

Section 4.05: Terms. All Directors shall serve three-year staggered terms whether or not they hold an office. When it shall be necessary to keep terms staggered, such as when two-thirds (⅔) or more of the Board of Directors will be elected in any given year, the elected Directors shall draw lots to determine which Director will serve one (1), two (2) or three (3) year terms. No more than four Directors should serve three-year terms simultaneously. All terms shall expire on December 31st of the year in which each individual Director's term expires, unless there are exceptional circumstances.

Section 4.06: Vacancies arising out of term. Vacancies in the Board of Directors that occur outside of normal term expiration, shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so elected and confirmed shall be a Director until the expiration of the unfilled term of office of the predecessor whose vacancy such Director was elected to fill. In filling vacancies on the Board of Directors, the remaining Directors shall seek a Qualified Nominee (Section 4.03) in filling said vacancy.

Section 4.07: Removal of Directors. Any Director may be removed for good cause by a two-thirds (⅔) vote of the other Directors. Reasons constituting good cause include, but are not limited to, nonfeasance, misfeasance or malfeasance, actions which bring discredit to the Corporation, neglect of responsibility to the Board, or absenteeism from scheduled Board meetings (missing at least three (3) consecutive regular Board meetings).

Section 4.08: Resignation. Any Director may resign by giving written notice to the Board of Directors, directed to the President, with such resignation to be effective at the time stated in such notice.

Section 4.09: Board Meetings. The Board of Directors shall hold at least fourt meetings throughout the year as necessary to conduct the business of the Corporation. Board meetings will be held quarterly beginning in January or February and ending in November or December. The first quarterly

Board meeting will approve the budget for the year and the final quarterly Board Meeting meeting will approve a proposed budget for the following fiscal year no later than December 31st. Dates shall be determined and set by the Board of Directors. Other meetings of the Board of Directors may be held at such time and place as determined by a majority of the Directors. Notice of Board meetings is necessary and will be given to all members of the Board of Directors at least seven (7) days prior to the meeting. The purpose of the Board meeting shall be to conduct the business of the Corporation. The location of Board meetings shall be stated in the notice.

Section 4.10: Specially Called Meetings. A special meeting of the Board of Directors or membership may be called for any reason by the President or any three Directors on seven (7) days notice to members of the Board of Directors and/or members as required.

Section 4.11: Waiver of Notice. Whenever any notice is required to be given, a waiver of notice in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be equivalent to the giving of the notice. Attendance by a Director at any meeting of the Board shall be considered a waiver of notice by them of the time and place thereof.

Section 4.12: Action by Written Consent. Except as otherwise provided, any action that may be taken by the Board of Directors at a meeting, may be taken without a meeting if written consent setting forth the action to be taken is signed before or after such action by all the Directors. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors and may be in the form attached to these bylaws.

Section 4.13: Quorum. At all meetings of the Board of Directors, a majority of the Directors then serving shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting.

Section 4.14: Compensation. No Director of the Corporation shall receive any compensation; provided that upon approval of the Board of Directors, a Director may be reimbursed for necessary and reasonable expenses incurred by such Director in conducting the business of the Corporation.

Section 4.15: Record Keeping and Property. All minutes, records, and property of the Corporation documents shall be archived or delivered to the succeeding officers by December 31st.

ARTICLE V. OFFICERS OF THE BOARD

Section 5.02: Term of Office. Officers of the Board of Directors shall serve for a term of one year to two years, or until their successor is installed. Officers cannot serve beyond their term limits on the Board of Directors, except when no replacement can be found, and only then may continue in their term until a replacement is found. Every reasonable effort should be made to find a replacement.

Section 5.03: Succession. Preference for offices of the Board shall be given to incumbent Directors of the Board who have served at least one year of their term. All successions of office from incumbent directors will be enacted by majority vote of the Board of Directors. If an office cannot be filled from the available incumbents, the Nominating Committee will seek qualified nominees from among the Active Membership to join the Board as an officer in their first term. Special conditions for succession are as follows:

> The Office of the President shall preferentially be succeeded by the Vice President as long as the Vice President still has at least one year left in their term on the Board of Directors. If the Vice President cannot succeed in the office of President, preference will be given to incumbent Directors of the Board, followed by a qualified nominee from the Active Membership.

Section 5.04: Removal. Upon an affirmative vote of a majority of the members of the Board of Directors, a Director may be removed from office either with or without cause whenever, in its judgment, the best interest of the Corporation will be served thereby. The successor to the removed office shall be elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

Section 5.05: President. The President shall be the Chief Executive Officer of the Corporation; lead goal-setting for the Board of Directors, and coordinate the work of the Corporation. The President shall preside over and facilitate all meetings of the Board of Directors and Membership. The President shall head up the search for new Board Directors, appoint all

standing and special committees, unless otherwise specified in these bylaws, and serve as an ex-officio member of all committees they appoint. The President shall appoint an Active Member to serve as a representative on the Advisory Council of the Alabama Master Gardeners Association, Inc. The President shall perform any other duties and functions customarily performed by the President of a non-profit Board of Directors together with such other duties as the Board of Directors may prescribe.

Section 5.06: Vice President. The Vice President shall assist the President in their duties at the discretion of the President. In the event of the President's absence or disability, the Vice President shall deputize for the President, and fill any unexpired term if a vacancy occurs in the office of the President; this will not preclude the Vice President from succeeding the Office of the President in the following term. The Vice President shall be responsible for planning and coordinating any scheduled programs (education or social) held during or outside of regular meetings, including but not limited to seeking out speakers to give presentations at regular meetings; planning and organizing the Annual "Reach for the Stars" Award Ceremony with the Awards Committee; planning field trips and membership socials such as an Annual Member Reunion. The Vice President will have the discretion to appoint a Program Committee to assist in these duties. The Vice President shall perform the duties and functions customarily performed by the Vice President of a Corporation together with such other duties as the Board of Directors may prescribe.

Section 5.07: Secretary. The Secretary shall keep the minutes of all meetings of the Members and Board of Directors. With the assistance of the Membership Committee, the Secretary shall keep a sign-in sheet at each membership meeting and any other events. The Secretary shall have custody of such books and records of the Corporation as the Board of Directors may provide and shall perform the duties and functions customarily performed by the Secretary of a Corporation together with such other duties as the Board of Directors may prescribe.

Section 5.08: Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; and shall receive receipts for monies payable to any source whatsoever from the Corporation; and give receipts for monies due to the Corporation from any source whatsoever; and deposit all monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be determined by the Board of Directors; and shall keep an itemized account

of all receipts and disbursements; and in general perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to the Treasurer by the President and/or Board of Directors. The Treasurer shall sign a bond for the faithful discharge of the duties of the Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall help keep the current membership roster up to date.

Section 5.09: Chairman. A Chairman shall be elected from the Board and can be an officer. It is typical for the Chairman to also be the President.
The Chairman shall have responsibility for facilitating the Board meetings including helping to set the agenda; keeping the discussion on topic; keeping the meeting on time; quelling disputes that arise during Board meetings; and ensuring all Directors have input and that no Directors monopolize time or conversation.

ARTICLE VI. PROCEDURES OF NOMINATION AND ELECTIONS.

Section 6.01 Nominating Committee. A nominating committee shall be composed of at least three (3) Active Members. The President will appoint at least two (2) additional Active Members to form the nominating committee. The Chairman shall be the current President, or appointed by the President.

Section 6.02 Nominations. Nominations shall only be made for vacancies on the Board of Directors that occur due to the natural expiration of terms. No name shall be placed into nomination without the consent of the nominee. Additional nominations can be accepted from the floor at elections.

Section 6.03 Notice. Notice will be given to members in person at a regular meeting or by email at least two (2) weeks prior to a scheduled election. In this notice, the Nominating Committee shall present a slate of qualified candidates together with any intentions for those candidates to fill an open Office. Where an Office position has been filled by an incumbent Director as appointed by the Board of Directors, that will also be stated in the notice for informative purposes, but will not be subject to re-election by members. The names of incumbent Directors and their existing offices along with their remaining terms and terms of office should also be included in the notice for informative purposes.

Section 6.04 Election. A quorum of one-tenth the current Active Members must be present to elect. If one-tenth results in a fraction, that fraction shall be rounded up to a whole number. A simple majority vote shall elect. If a quorum is met, the names of all persons nominated for Directors of the Board shall be submitted to Active Members of the Corporation for a vote at a regular or specially called membership meeting. Active Members present at the meeting shall vote to fill naturally occurring vacancies on the Board of Directors due to expired terms. If a nomination is contested or more nominations are received than there are positions to fill, a vote will be taken by ballot, otherwise votes will be taken by voice. Ballots will be counted by the current Secretary, plus one additional Active Member nominated from the floor and ratified by the Active Members present.

Section 6.05 Format & Timeline for Nominations and Elections. If possible, all business correspondence related to nominations and elections should occur in person at members meetings, and also be included in any official correspondence. However, elections must be held in person. Logistically the timeline for annual elections should occur as follows:

a. A nominating committee should be formed and announced by the August members meeting.
b. A slate of candidates should be presented by the nominating committee to the membership at the September members meeting, no later than two weeks prior to the October members meeting.
c. Annual Board of Directors elections should occur at the October members meeting.
d. New Directors and/or Offices should ideally be installed at the November Graduation Banquet.
e. Handover of Offices and Board positions should ideally be completed by December 31st.

Failure to follow this timeline does not cause dissolution. Likewise, failure to elect new Directors or appoint new Officers by the end of the year shall not cause dissolution, but the current Directors shall continue to hold office until their successors are elected as is consistent with the Certificate of Formation.

ARTICLE VII. COMMITTEES

Section 7.01: Committees. The Board of Directors may act by and through committees. Committees will be subject to the discretion of the Board and ultimately the President; exceptions will be stated in Section 7.02. Their duties and responsibilities will be designated by the Board of Directors and recorded in a separate Policy and Procedure Manual. Each committee shall have a designated Director of the Board assigned to serve on the committee and liaise between the Board of Directors and the Committee to help ensure all Committees conduct their approved activities according to the Bylaws and latest Policy and Procedure Manual, and to ensure the Board of Directors is responsive to the committees' needs.

Section 7.02: Appointment of Committees. Committees are appointed by the President, or approved by a majority of the Board of Directors, with the exception of a Program Committee which is appointed by the Vice President at their discretion.

Section 7.03: Vacation of Committees. The President, or a majority of the Board of Directors, may vacate any committee, or role with discretion.

Section 7.04: Types of Committees. The following is a list of both standing and discretionary committees. Standing committees are required to assist the Board of Directors in carrying out the business of the Corporation. Discretionary committees serve at the pleasure of the President with support from the Board of Directors and will not be automatically active from one year to the next. This list may not be representative of all committees appointed at any given time.

Standing Committees:

a. **Communications**
   1. Special Composition. Will include no less than three (3) members, including,
      i. Chair
      ii. Newsletter editor/s;
      iii. State Newsletter Contributor;
      iv. Social media editor/s;
      v. Website editor/s;
      vi. Any additional members as needed.

b. **Community Service**
   Special Composition
   Will include no less than three (3) members including,
      i. Chair;

ii. Outreach Coordinator;
iii. Volunteer Opportunities Coordinator;
iv. Service Report Liaison;
v. and other members or roles as needed.

c. **Financial Review**
Special Composition.
Will include no less than three (3) members including, Immediate Past Treasurer and Past President.

d. **Fundraising**

e. **Hospitality**

f. **Membership**
Special Formation.
Will include no less than three (3) members, including,
i. Chair;
ii. Greeting Card Writer:
iii. Awards Coordinator;
iv. Photographer.

g. **Policy & Procedure**
1. Special Formation.
Will include no less than three (3) members, including, the President of the Board, who will serve as Committee Chair unless otherwise delegated; and two additional Active Members.

Discretionary Committees:

a. **Grant**
Special Composition.
Will include no less than three (3) members including, a Chair and two additional active members.

b. **Program**
Special Formation.
Will be appointed by the Vice President at their discretion, or in the event of a temporary or permanent vacancy of the Vice President, the President may appoint the committee.

ARTICLE VIII. NON-VOTING AFFILIATES

Section 8.01: Non-voting affiliates. The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of JCMGA, Inc. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have the authority to admit any

individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events, or on the Corporation's website. Affiliates have no voting rights and are not members of JCMGA, Inc. Non-voting affiliates will be identified in a separate Policies and Procedure Manual

ARTICLE IX. FISCAL MANAGEMENT

Section 9.01: Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

Section 9.02: Executive of Corporate Documents. With the prior authorization of the Board of Directors, all promissory notes and contracts shall be executed on behalf of the Corporation by either the President or Vice President and attested by the Secretary. All checks exceeding $1,000 to be executed on behalf of the Corporation must be approved by either the President or Vice President and signed by the Treasurer of the Board.

Section 9.03: Fiscal Agents. The Corporation may designate such fiscal agents, investment advisors and custodians of funds or assets as the Board may select by resolution. The Board may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor or custodian of funds or assets.

Section 9.04: Books and Records. The Corporation will keep records of all proceedings of the Board of Directors and committees; and all financial statements of the Corporation; and Articles of Incorporation and ByLaws of the Corporation: and other records and books of account necessary and appropriate to the conduct of the corporate business. All historical documents as well as amendments and restatements to documents shall be recorded in an appropriate format for historical record.

Section 9.05: Financial Review. The financial records and all accounting books or software programs of the Corporation will be reviewed annually

and no later than December 31st of the following year. The Financial Review Committee, on behalf of the Board of Directors, will make such inquiry into the condition of all trusts and funds held by any trustee, agent, or custodian for the benefit of the Corporation as it may deem appropriate.

Section 9.06: Bond. The Corporation will obtain a bond on such people and in such amounts as may from time to time be deemed necessary.

Section 9.07: No Self-Dealing. Neither the Corporation, nor its Directors will engage in any act which would constitute "self-dealing" as defined in Section 4941 (d) of the Internal Revenue Code of 1986.

Section 9.08: No Jeopardy Investment. The Corporation will assure that no funds, whether owned by the Corporation or vested in a trust for the benefit of the Corporation, are invested or reinvested in such a manner that jeopardizes the carrying out of its purposes for which this Corporation is organized.

Section 9.09: Expenditure Responsibility. Through its Board of Directors the Corporation will exercise "expenditure responsibility", as defined in Section 4945 (h)(1) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended, with respect to all grants and distributions.

Section 9.10: Reasonable Return. The Board of Directors will take steps to assure that each Director, officer, agent or custodian of the trusts, assets or funds that are a component part of this Corporation, administer such trusts, assets or funds in accordance with accepted standards of fiduciary conduct to produce a reasonable return of net income.

ARTICLE X. FIDUCIARY RESPONSIBILITY

Section 10.01: Fiduciary Responsibility. It shall be the policy of this Corporation to assume and discharge fiduciary responsibility with respect to all funds held or administered by the Corporation.

ARTICLE XI. STANDING RULES

Section 11.01: Parliamentary Authority. The Corporation shall follow rules contained in the current edition of Robert's Rules of Order for running meetings in all cases in which they are applicable. Under no other circumstances will Robert's Rules of Order apply.

ARTICLE XII. AMENDMENT

Section 12.01: Amendment. These bylaws may be amended, altered or repealed in whole or in part at any regular or special meeting of the Board of Directors at which a quorum is present by a two-thirds (⅔) vote of the Board of Directors; provided that if such amendment is made at a special meeting, the call therefore shall be to set forth the proposed amendment. If an amendment is made that pertains to the purpose of the corporation, membership status or voting, or would cause a significant change in governance, a review period of no less than ten (10) days will be opened to the membership, after which a regular or specially called meeting will be held to discuss the amendment and allow members to ratify the amendments made by the Board of Directors. A one-tenth quorum of the current Active Membership will be required to ratify, and a simple majority of members present will ratify. If the members do not ratify, any member or Director may move to make a secondary motion allowable under the latest edition of Robert's Rules of Order as necessary to progress, amend or table the original motion. Minor changes to the bylaws made by the Board of Directors, such as grammatical, formatting, or clarification of procedures that do not create a significant change in governance do not require members to ratify.

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