

BY-LAWS
OF
LOWCOUNTRY MASTER GARDENERS ASSOCIATION

ARTICLE I – NAME

The name of this organization shall be “Lowcountry Master Gardeners Association” (hereafter referred to as the LMGA or Association).

ARTICLE II – PURPOSES AND OBJECTIVES

Section 1. Purposes:

- a. The purpose of the LMGA, a not-for-profit organization, shall be to promote and teach environmentally sound, research-based gardening practices to the citizens of Beaufort, Jasper and Colleton Counties under the auspices of Clemson University Cooperative Extension.

Section 2. Objectives:

- a. Support the mission and objectives of the Clemson Extension Master Gardener program
- b. Increase members’ knowledge of research-based gardening practices
- c. Strive to provide the highest quality educational programming and service to the community

ARTICLE III – MEMBERSHIP

Section 1. Voting and Non-voting membership in the LMGA will be as follows:

Non-voting Membership

- a. Master Gardener Trainee - individuals presently enrolled in Master Gardener Training.
- b. Master Gardener Intern – trainees who have successfully completed their training, but have not completed their volunteer hours.
- c. Honorary membership - extended to any individual recommended by a majority of the Board of Directors.

Voting Membership

- a. Active membership - Cooperative Extension trained Master Gardeners who have fulfilled volunteer obligations, received Master Gardener certificate, and are in good standing (annual dues paid).

Section 2. Annual dues

Annual dues amount shall be established and adjusted by the Board of Directors. Adjustment may not exceed 20% annually without membership approval.

The Association membership year shall begin September 1st and end August 31st. Annual dues are payable in August of each year, unless otherwise specified by the Board. The name of a member who fails to pay annual dues by October 31 shall be purged from the Association rolls.

ARTICLE IV – OFFICERS

Section 1.

Officers of the LMGA shall consist of the following elected officers: President, Vice-President, Recording Secretary, Communications Secretary, and Treasurer. Officers must be certified Master Gardeners.

Section 2.

The term of office for all Officers shall be two years commencing on January 1st. Any Officer may be re-elected. Officers shall be elected by a majority of members present at the September annual meeting.

Section 3.

Duties of the Officers shall be as follows:

- a. The President shall preside over the meetings of the LMGA and the Board of Directors. The President shall be an ex-officio member of all committees. He/she shall give active direction and have control of the business and affairs of the Association. He/she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair/President as may be prescribed the Board of Directors.
- b. The Vice-President, in the absence of the President, shall perform such duties as pertain to the office of the President and shall also serve as the program chairperson.
- c. The Recording Secretary shall keep the minutes of the meetings of the membership and the Board of Directors and keep association records.
- d. The Communications Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws, and in general perform all duties incident to the office of Communications Secretary and such other duties as may be assigned by the Board of Directors.
- e. The Treasurer shall be responsible for and oversee all financial administration of the Association. The Treasurer shall 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 him/her by the Board of Directors.
 - i. Collect all funds due the organization and place them in the depositories designated by the Board of Directors.
 - ii. Disburse funds according to the annual budget approved by the Board of Directors, or as otherwise directed by the Board of Directors. Checks of \$500.00 or more must be signed by both the Treasurer and the President of the LMGA.

- iii. Maintain a full and accurate account of receipts and disbursements.
- iv. Submit a financial report in writing at all meetings of the Board of Directors.
- v. Upon request, make the checkbook and bank statements available to the Board of Directors.
- vi. Maintain adequate liability insurance for LMGA functions.

Section 4. Bonding

If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Association shall furnish, at the expense of the Association, a fidelity bond, approved by the Board of Directors.

ARTICLE V – THE BOARD OF DIRECTORS

Section 1.

The Board of Directors is responsible for directing and managing the overall operations of the Association

Section 2.

The Board of Directors shall consist of 13 members...the Officers, three (3) Area Coordinators, immediate Past President, three (3) Members at Large. The Beaufort County Clemson Extension Agent will be an ex-officio member. Area Coordinators and Members at Large will be appointed/selected by the President and will serve concurrent terms.

Section 3.

- a. The President of the LMGA shall appoint a nominating committee of three members to present a slate of candidates for election.
- b. The candidates nominated shall be for President, Vice-President, Recording Secretary, Communications Secretary, and Treasurer.
- c. The nominating committee shall name at least one candidate per office.
- d. Interim members of the Board of Directors will be appointed by the President to fill vacancies occurring during the term of office.

ARTICLE VI – COMMITTEES

Section 1. Special Committees

Special Committees will be created to manage and/or conduct special activities that are one-time events of short duration, or have a specific task to accomplish.

- a. Special committee chairpersons will be appointed by the President.
- b. The term of service of any special committee will continue until the activity or task for which it was appointed has been completed and/or terminated.

ARTICLE VII – MEETINGS

Section 1.

Membership meetings shall be held no less than two (2) times per year. Notice of meetings will be given to members of the Association in a timely fashion.

Section 2.

The Annual Meeting will be held in September and will include on its agenda, the presentation of and voting on the coming year's slate of candidates, presentation of the budget, and voting on any other business required.

Section 3.

A quorum shall consist of those members present at the membership meeting.

Section 4.

Robert's Rules of Order shall govern all meetings of the Association where business is conducted. New business shall be brought on the floor at regular membership meetings.

Section 5.

The Board of Directors shall meet at least five (5) times per year.

Section 6.

A majority of the members of the Board of Directors shall constitute a quorum for Board Meetings. No business of the Board shall be conducted without a quorum present. A Board of Directors meeting may be conducted electronically.

ARTICLE VIII – INDEMNIFICATION

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

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

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent,

whether or not the Association would have the power to indemnify the person against that liability under law.

ARTICLE IX – GRIEVANCES AND DISMISSAL

Section 1. Grievances

Grievances should be addressed and solved on a local level. A Master Gardener with a grievance should first take the grievance to the appropriate committee chairperson relative to the circumstances of the grievance.

If the grievance is not resolved to the Master Gardener's satisfaction, the grievance procedure shall follow this sequence: grievance addressed to (1) the Board of Directors, followed by (2) the Beaufort County Extension Agent, and finally, (3) the Clemson supervisor of Extension Agents.

Section 2. Dismissal

Disregard for any policies and guidelines of the Clemson Extension Master Gardener Program may lead to loss of the Master Gardener's right to participate in certain activities, possible loss of membership in the LMGA, and/or dismissal from the program.

ARTICLE X – DISSOLUTION

In the event of dissolution or disbandment of the LMGA, all Association funds shall be donated to the Clemson University Foundation, designated for the college.

ARTICLE XI – AMENDMENTS

Amendments of these by-laws may be made by a two-thirds majority vote of a quorum of the Board of Directors.

ARTICLE XII – CONFLICT OF INTEREST POLICY

11.1 Purpose of Conflict of Interest Policy

- a. To protect the interests of Lowcountry Master Gardeners Association when it is contemplating entering into a transaction or arrangement that has the potential for benefiting the private interests of a Director, an officer, committee member or other "Interested Person," as defined below.
- b. To assure that all individuals who, by virtue of their position, can influence decisions affecting the business, operations, ethical, and/or competitive position of the Lowcountry Master Gardeners Association, perform their duties in an impartial manner free from any bias created by personal interests of any kind.
- c. To clarify the duties and obligations of Interested Persons in the context of potential conflicts of interest and, further, to provide such Interested Person with a method for disclosing potential conflicts of interest.
- d. To supplement (not replace) any applicable State laws governing conflicts of interest applicable to charitable, non-profit Associations. To the extent that other Federal or State laws may impose more restrictive conflict-of-interest standards (including more extensive disclosures of actual or potential conflicts of interest), the Board of Directors of the Lowcountry

Master Gardeners Association shall modify the substantive and procedural terms of this Policy to assure compliance with such additional standards.

11.2 IRS Requirements

This policy is intended to meet the Internal Revenue Service's expectations for charitable, tax-exempt organizations, and it is primarily, but not exclusively, focused on financial transactions. When a conflict meets the description in the policy an individual and applicable Board or Committee is expected to follow the procedures described to resolve the conflict. Following the policy and explanation is the annual conflict of interest statement all Directors and certain officers (and others as requested) must complete and return to the Secretary of the Board of Directors of the Lowcountry Master Gardeners Association.

11.3 Directors' Duties

Each Director subject to this Conflict of Interest Policy shall promptly and fully disclose (in the manner provided in this policy) any actual, apparent or potential Conflict of Interest. The Lowcountry Master Gardeners Association will not engage in any contract, transaction, or arrangement involving a Conflict of Interest unless the disinterested Directors acting at a duly constituted meeting of the appropriate Board or Committee and with the advice of legal counsel determine by a majority vote that appropriate safeguards to protect the charitable mission of the Lowcountry Master Gardeners Association have been implemented. Each Director shall exercise the utmost good faith in all transactions touching upon his or her duties to the Lowcountry Master Gardeners Association. Directors shall not use their positions, or knowledge gained there from, so that a conflict might arise between the interests of the Lowcountry Master Gardeners Association and those of the individual.

11.4 Definitions for Conflict of Interest Policy

A Director shall be deemed to have a "financial or influential interest" if the Director has, direction or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Lowcountry Master Gardeners Association has a transaction or arrangement, or
- b. A compensation arrangement with the Lowcountry Master Gardeners Association or with an entity or individual with which the Lowcountry Master Gardeners Association has a transaction or arrangement, or
- c. Potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Lowcountry Master Gardeners Association is negotiating a transaction or arrangement.

11.5 Full Disclosure

Any Director having a financial interest shall make a prompt, full and written disclosure of his or her financial interest to the Lowcountry Master Gardeners Association President. This disclosure shall be annually reported by the President to the Board of Directors of the Lowcountry Master Gardeners Association or prior to the Lowcountry Master Gardeners Association acting on such transaction or arrangement.

11.6 Standards and Procedures

The Board of Directors or a Committee shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists.

- a. The Board of Directors or Committee may requests the person to provide information regarding the potential conflict and proposed arrangement.
- b. The interested person shall leave the meeting while the determination of conflict of interest is discussed and voted upon. A majority of the remaining Directors shall determine if a conflict exists.
- c. If a conflict of interest is deemed to exist, the interested person may make a presentation, but then leave the meeting during the discussion of, and the vote on, the conflicted transaction.
- d. In order to approve the transaction or arrangement, the Board of Directors or Committee must find, by a majority vote without counting the vote of an interested Director, that:
 1. The proposed transaction is in the best interest of the Lowcountry Master Gardeners Association; and
 2. The proposed transaction is fair and reasonable to the Lowcountry Master Gardeners Association; and
 3. The Board of Directors or Committee has determined that the Lowcountry Master Gardeners Association cannot obtain a more advantageous transaction.
- e. The minutes of the meeting of the Board of Directors or Committee shall document this conflict and the process of review.

11.7 Directors Statement

Upon taking office, the Directors shall complete and return to the Recording Secretary a statement that each of them: has received a copy of the By-Law's conflict of interest policy; has read and understands the policy; agrees to comply with this policy; understands that the policy applies to all committees; and understands that the Lowcountry Master Gardeners Association is a not-for-profit organization and must continuously engage primarily in activities that accomplish one or more of its tax-exempt purposes.

11.8 Compensation Determinations

Any committee charged with determining compensation shall follow these additional guidelines:

- a. Officers, employees or other "insiders" who receive, directly or indirectly, compensation from the Lowcountry Master Gardeners Association for services shall not serve as members of such Committee for purposes of determining compensation nor attempt to influence the committee to the benefit of such member; and
- b. A voting member of such a Committee who has a conflict of interest shall not participate in, attempt to influence, or vote on matters pertaining to that member's compensation.

11.9 Periodic Review Procedures

The board shall conduct periodic reviews of the activities of the Lowcountry Master Gardeners Association to determine that it is operating consistent with its charitable purposes. Issues of special concern are:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length negotiations;
- b. Whether partnership or joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payment for goods and services, further the charitable purposes of the Lowcountry Master Gardeners Association and do not result in impermissible private benefit.

11.10 Best Efforts to Avoid Conflicts

All Directors will use their best efforts to avoid situations that would create an actual or potential conflict of interest situation.

11.11 Corrective and Disciplinary Action

The Lowcountry Master Gardeners Association Board of Directors may take appropriate disciplinary action with respect to an interested person who violates the conflict of interest policy. If the Board of Directors or a Committee has reason to believe that an interested person has failed to comply with the disclosure obligations of this Policy, the Board or Committee shall inform that person of the basis for its belief and provide that person an opportunity to address the alleged failure to disclose. After hearing the response of the person and conducting any further investigation as may be warranted under the circumstances, the Board of Directors shall determine whether the person has, in fact, violated the disclosure requirements of this conflicts of interest policy. If the Board determines that there has been a violation, it shall take appropriate disciplinary and corrective action that may include removal of the Interested Person as a Board or Committee member. If the Interested Person is an employee he or she may be subject to termination.

11.12 Reporting Possible Conflicts of Others

Depending on the circumstances and who is the source of a possible conflict, an individual may report a conflict of another to the Recording Secretary or the President of Lowcountry Master Gardeners Association.

11.13 Disclosure Form

A disclosure form is attached to the Lowcountry Master Gardeners Association By-Laws as "Attachment A."

