

LOWCOUNTRY MASTER GARDENER ASSOCIATION BYLAWS

ARTICLE I – NAME

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

ARTICLE II – PURPOSE AND OBJECTIVES

Section 1. Purpose

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 Service.

Section 2. Objectives

- a. Support the mission and objectives of the South Carolina 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:

a. Non-voting Membership

- i. Master Gardener Intern – trainees who have successfully completed the Master Gardener Training Course but have not completed their volunteer hours.
- ii. Associate Member – Certified Master Gardeners from other states, residing in Beaufort, Jasper, and Colleton Counties, who are not South Carolina Master Gardeners.
- iii. Honorary Member -- Extended to any individual recommended by a majority of the Board of Directors.

b. Voting Membership

- i. Residents of Beaufort, Jasper, and Colleton Counties who have received the title of South Carolina Master Gardener by completing the Clemson Extension Master Gardener Training Course, fulfilling their volunteer obligations, and who are in good standing.

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- ii. South Carolina Master Gardeners from other SC counties with documentation who have requested to transfer membership to the Association and are in good standing in the LMGA.

Section 2. Annual Dues

- a. Annual dues amount shall be established and adjusted by the Board of Directors. Adjustment may not exceed 20% annually without membership approval.
- b. The Association membership year shall begin on the 1st day of January and end on December 31 of each year. Annual dues shall be payable no later than January 31, unless otherwise specified by the Board. Membership will lapse if dues are not paid by February 15. Membership may be reinstated by payment of full annual dues for the current year.
- c. Members who have paid their annual dues are said to be in good standing.

ARTICLE IV – OFFICERS

Section 1. Officers

Officers of the LMGA shall consist of the following elected officers: President, Vice-President, Recording Secretary, Communications/Correspondence Secretary, and Treasurer. Officers must be certified South Carolina Master Gardeners in good standing.

Section 2. Duties of the Officers

- 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 except the Nominating Committee. He/she shall give active direction and have control of the business and affairs of the Association. The President 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 by the Board of Directors. The President will direct an annual audit of the treasury records and a review of the Bylaws and Conflict of Interest Policy every three years.
- 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 duties of the Communications/Correspondence Secretary shall be to maintain and update the membership roster and the LMGA website, be responsible for dues and meeting notices, send via email notices of interest to

the membership provided they pertain to horticulture and the mission statement of the LMGA, or such other communications as directed by the Board.

- 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 may be assigned to him/her by the Board of Directors. Specific duties include the following:
 - i. collect all funds due to 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 any two of the Treasurer, the President, or Vice-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. assist in the annual audit as needed;
 - vii. maintain adequate liability insurance for LMGA functions as directed by the President;
 - viii. make copies of the budget available to the membership annually.

Section 3. 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. Association Management

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

Section 2. Board of Directors

- a. The Board of Directors shall consist of 14 to 16 members: President, Vice-President, Recording Secretary, Communications/Correspondence Secretary, Treasurer, Area Coordinators, Immediate Past President, Members at Large,

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and a representative for the Rent-a-Master-Gardener program. The Beaufort County Clemson Extension Agent will be an ex-officio non-voting member and will count as one of the 14-16 members.

- b. The County Extension Agent is advisor to the LMGA. As the Clemson University Extension Service representative in Beaufort, Jasper, and Colleton Counties, he/she is the final authority of its Master Gardener program. However, to facilitate everyday management, the organizational directives set forth in these Bylaws will provide a functioning set of guidelines.

Section 3. Officer Elections

- a. The Board of Directors shall appoint a Nominating Committee of three members to present a slate of candidates for election for President, Vice-President, Recording Secretary, Communications/Correspondence Secretary, and Treasurer.
- b. The Nominating Committee shall consist of two members of the Board of Directors and one active member not on the Board.
- c. The Nominating Committee shall name at least one candidate per office.
- d. In the event that any vacancies occur among the Board members, the President shall appoint replacements to serve the remainder of the term, subject to Board approval.

Section 4. Other Board Member Appointments

Area Coordinators, Members at Large, and the Rent-a-Master-Gardener representative shall be appointed by the President, subject to Board approval.

Section 5. Terms of Service

- a. Terms of service for all Board Members shall be two (2) years, beginning January 1 of odd numbered years and ending December 31 of the following even numbered years.
- b. No member of the Board shall serve more than three (3) consecutive terms in the same position.

Section 6. Board Voting Rights

Each Board member is entitled to one vote. If two people share a position, that position is entitled to one vote.

Section 7. Removal of Board Member

Any Board member may be removed, with or without cause, by a vote of the members of the Board. The Board member shall be given at least 15 days' notice of termination by certified mail of the termination and the reason for the termination. The member shall be given the opportunity to be heard by the Board. The decision of the Board is final.

ARTICLE VI – COMMITTEES

The Board may create standing, ad hoc, or other committees to undertake studies, make recommendations, and perform functions for the purpose of efficiently accomplishing the purpose and objectives of the Association. Committee chairpersons will be appointed by the President and report to the Board.

ARTICLE VII – MEETINGS

Section 1. Membership Meetings

Membership meetings shall be held, in person or virtually, no less than two (2) times per year. Notice of meetings will be given to members of the Association in a timely fashion. Items of business requiring membership voting may be considered in these meetings.

Section 2. Annual Business Meeting

The Annual Business Meeting is one of the membership meetings and shall be held in the fall. The Annual Business Meeting will include on its agenda in even numbered years the presentation of and voting for a new slate of Officer candidates.

Section 3. Quorum for Membership Meetings

A quorum shall consist of 30 voting members present at the membership meeting.

Section 4. Board of Directors Meetings

The Board of Directors shall meet, in person or virtually, at least five (5) times per year.

Section 5. Quorum for Board Meetings

A majority of the voting 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 virtually.

ARTICLE VIII – INDEMNIFICATION

- a. Unless otherwise prohibited by law, the Association may, at its discretion, indemnify any director or officer or any former director or officer, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Board Member or volunteer. 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 negligence in the performance of a duty to the Association.
- b. The Board of Directors shall direct the Treasurer to purchase liability insurance on behalf of the members of the Board of Directors, committees, and volunteers participating in approved projects.

ARTICLE IX – GRIEVANCES AND CORRECTIVE ACTION

Section 1. Grievances

- a. Grievances should be addressed and solved on a local level. A Master Gardener with a grievance should first take the grievance to the appropriate project director or committee chair relative to the circumstances of the grievance.
- b. 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 the Master Gardener Program.

Section 2. Corrective Action

As representatives of Clemson University Extension, LMGA volunteers should abide by Clemson policies and expectations. If a volunteer's behavior is not acceptable or in the best interest of Clemson Extension, the LMGA program, or program clientele, he/she may be reprimanded, instructed to cease participating in certain Association activities, or asked to leave the Association.

ARTICLE X – DISSOLUTION

In the event of dissolution or disbandment of the LMGA, all Association funds shall be donated to the Clemson University Foundation, and designated for the College of Agriculture, Forestry, and Life Sciences.

ARTICLE XI – AMENDMENTS

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

ARTICLE XII – CONFLICT OF INTEREST POLICY

The Board of Directors shall develop and approve a Conflict of Interest Policy and publish that as an appendix to these Bylaws.

ARTICLE XIII -- COMPENSATION DETERMINATIONS

Section 1. Members

Members are not compensated for their activities taken on behalf of the LMGA. Members may be reimbursed for expenses undertaken in relation to approved projects within the limits of the approved budget, unless a larger amount is approved by the Board.

Section 2. Consultants and Contractors

- a. The Board of Directors may elect to hire consultants or contractors for special requirements for which members are not available or willing to perform. Examples include website design and tax filing. The level of compensation shall be determined by agreement between the Board and the consultant/contractor and shall be provided as information to the membership.
- b. Officers or members who have a conflict of interest shall not participate in, attempt to influence, or vote on matters pertaining to compensation. Directors will use their best efforts to avoid situations that would create an actual or potential conflict of interest situation.

ARTICLE XIV-- PERIODIC REVIEW PROCEDURES

Section 1. Reviews of Projects and Activities of the Association

The Board shall conduct periodic reviews of the activities of the LMGA to ensure it is operating consistent with its Purpose and Objectives. Issues of special concern are:

- i. whether compensation arrangements and benefits are reasonable and are the result of appropriate negotiations; and
- ii. 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 LMGA and do not result in impermissible private benefit.

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Section 2. Periodic Reviews of the Bylaws and Conflict of Interest Policy

These Bylaws and the Conflict of Interest Policy shall be reviewed for accuracy and completeness at least every three years.

ARTICLE XV -- PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern this Association in all instances in which they are applicable and not inconsistent with these Bylaws.

Amended 9/24/11 by vote of Membership

Amended 9/13/12 by vote of Board

Amended 5/6/13 by vote of Board

Amended 05/03/21 by vote of the Board

APPENDIX

CONFLICT OF INTEREST AND COMPENSATION POLICY¹

ARTICLE I - OVERVIEW

1. Purpose

The purpose of this Conflict of Interest and Compensation Policy (the “Policy”) is to protect the interests of the Lowcountry Master Gardener Association (hereafter LMGA or Association) when it is considering taking an action or entering into a transaction that might benefit the private interests of a director, officer, or key person², result in the payment of excessive compensation to a director, officer, or key person; or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

2. Why is a policy necessary?

As a nonprofit, charitable organization, the LMGA is accountable to both government agencies and members of the public for responsible and proper use of its resources. Directors, officers, and employees have a duty to act in the Association’s best interests and may not use their positions for their own financial or personal benefit.

Conflicts of interest must be taken very seriously since they can damage the Association’s reputation and expose both the Association and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support for the Association.

3. To whom does the policy apply?

This policy applies to all directors, officers, and key persons.

4. What is a conflict of interest?

¹ Based on Sample Conflict of Interest Policy provided by the National Council of Nonprofits, <https://www.councilofnonprofits.org/tools-resources/conflicts-of-interest>

² Key person means a person, other than a director or officer, whether or not an employee of the Association, who:

- a) has responsibilities, or exercises powers or influence over the Association as a whole similar to the responsibilities, powers, or influence of directors and officers;
- b) manages the Association, or a segment of the Association that represents a substantial portion of the activities, assets, income, or expenses of the Association; or
- c) alone or with others controls or determines a substantial portion of the Association’s capital expenditures or operating budget.

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A potential conflict of interest arises when a director, officer, or key person, or that person's relative³ or business (a) stands to gain a financial benefit from an action the Association takes or a transaction into which the Association enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, officer, or key person in discharging their duties to the Association.

5. What are some examples of potential conflicts of interest?

It is impossible to list all the possible circumstances that could present conflicts of interest. Potential conflicts of interest include situations in which a director, officer, or key person or that person's relative or business:

- a. has an ownership or investment interest in any third party that the Association deals with or is considering dealing with;
 - b. serves on the Board of Directors, participates in the management of, or is otherwise employed by or volunteers with any third party that the Association deals with or is considering dealing with;
 - c. receives or may receive compensation or other benefits in connection with a transaction into which the Association enters;
 - d. receives or may receive personal gifts or loans from third parties dealing with the Association;
 - e. serves on the Board of Directors of another nonprofit organization that is competing with the Association for a grant or contract;
 - f. has a close personal or business relationship with a participant in a transaction being considered by the Association;
 - g. would like to pursue a transaction being considered by the Association for their personal benefit.
6. In situations where you are uncertain, err on the side of caution and disclose the potential conflict as set forth in Section III of this policy.
7. A potential conflict is not necessarily a conflict of interest. A person has a conflict of interest only if the Board decides that a conflict of interest exists.

ARTICLE II - DISCLOSING POTENTIAL CONFLICTS OF INTEREST

You must disclose to the best of your knowledge all potential conflicts of interest as soon as you become aware of them and always before any actions involving the potential conflict are

³ Relative means a person's spouse or domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren, and great-grandchildren.

taken. Submit a signed, written statement disclosing all the material facts to the President who will submit it to the Board of Directors.

ARTICLE III - DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

1. After there has been disclosure of a potential conflict and after gathering any relevant information from the concerned director, officer or key person, the Board of Directors shall determine whether there is a conflict of interest. The director, officer, or key person shall not be present for deliberation or vote on the matter and must not attempt to influence improperly the determination of whether a conflict of interest exists.
2. In determining whether a conflict of interest exists, the Board shall consider whether the potential conflict of interest would cause a transaction entered into by the Association to raise questions of bias, inappropriate use of the Association's assets, or any other impropriety.
3. A conflict always exists in the case of a related party transaction – a transaction, agreement, or other arrangement in which a related party⁴ has a financial interest and in which the Association or any affiliate of the Association is a participant.⁵
4. If the Board determines that there is a conflict of interest, it shall act to resolve the conflict.

⁴ A related party is:

1. a director, officer or key person of the Association or any affiliate of the Association, or
2. a relative of any individual described in (1), or
3. an entity in which any individual described in (1) or (2) has an ownership or beneficial interest of 35% or more, or in the case of a partnership or professional Association, a direct or indirect ownership interest exceeding 5%.

⁵ A transaction is not a related party transaction if:

1. the transaction, or the related party's financial interest in the transaction, is so minor as to not warrant concern;
2. the transaction would not customarily be reviewed by the board or the boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms;
3. the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the Association intends to benefit as part of the accomplishment of its mission (and that benefit is available to all similarly situated members of the same class on the same terms);
4. contemporaneously document in writing the basis for its approval, including its consideration of any alternative transactions.

ARTICLE IV - PROCEDURES FOR ADDRESSING A CONFLICT OF INTEREST

1. When a matter involving a conflict of interest comes before the Board, the Board may seek information from the director, officer, or key person with the conflict prior to beginning deliberation and reaching a decision on the matter. However, a conflicted person shall not be present during the discussion or vote on the matter and must not attempt to influence improperly the deliberation or vote.
2. Additional Procedures for Addressing Related Party Transactions
 - a. The Association may not enter into a related party transaction unless, after good faith disclosure of the material facts by the director, officer, or key person, the Board or a committee authorized by the Board determines that the transaction is fair, reasonable, and in the Association's best interest at the time of such determination.
 - b. If the related party has a substantial financial interest, the Board or authorized committee shall:
 - i. prior to entering into the transaction, consider alternative transactions to the extent available; and
 - ii. approve the transaction by a vote of not less than a majority of the Directors present at the meeting.

ARTICLE V - MINUTES AND DOCUMENTATION

The minutes of any Board meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:

1. the name of the interested party and the nature of the interest;
2. the decision as to whether the interest presented a conflict of interest;
3. any alternatives to a proposed contract or transaction considered by the Board; and
4. if the transaction was approved, the basis for the approval.

ARTICLE VI - PROHIBITED ACTS

The Association shall not make a loan to any director or officer.

ARTICLE VII - PROCEDURES FOR DETERMINING COMPENSATION

1. No persons shall be present for or participate in Board or committee discussion or vote pertaining to:
 - a. their own compensation;

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- b. the compensation of their relative;
 - c. the compensation of any persons who are in a position to direct or control them in an employment relationship;
 - d. the compensation of any person who is in a position to directly affect their financial interests; or
 - e. any other compensation decision from which the person stands to benefit.
2. In the case of compensation of key persons, the following additional procedures apply:
- a. The Board or a committee authorized by the Board shall approve compensation before it is paid.
 - b. The Board or authorized committee shall base approval of compensation on appropriate data, including compensation paid by comparable organizations for functionally similar positions, availability of similar services in the geographic area of the Association, and compensation surveys compiled by independent firms.
 - c. The Board or authorized committee shall contemporaneously document:
 - i. the terms of compensation and date of determination;
 - ii. the members of the Board or committee who were present and those who voted for it;
 - iii. the comparability data relied on and how it was obtained;
 - iv. if the compensation is higher or lower than the range of comparable data, the basis for the determination; and
 - v. any actions with respect to consideration of the compensation by anyone on the Board or committee who had a conflict of interest with respect to the matter.