

WABASH VALLEY
MASTER GARDENERS
ASSOCIATION
INC.

CONSTITUTION
AND
BYLAWS

INDEX
FOR THE
CONSTITUTION AND BYLAWS
OF THE
WABASH VALLEY MASTER GARDENERS ASSOCIATION, INC

CONSTITUTION

<u>PAGE</u>	<u>ARTICLE NUMBER & TITLE</u>
-1	ARTICLES OF INCORORATION
-1	ARTICLE I - NAME
-1	ARTICLE II - NONPROFIT STATUS
-1	ARTICLE III - PURPOSE
-2	SIGNATURE AND DATE SIGNED
-3	AMENDMENT ARTICLE II, SECTION V

BYLAWS

<u>PAGE</u>	<u>ARTICLE NUMBER & TITLE</u>
-1	ARTICLE I - POLICY GUIDELINES OF PURPOSE
-1	ARTILCE II - CODE OF ETHICS
-1	ARTICLE III – MEMBERSHIP
-2	ARTICLE IV - MEMBERSHIP ROSTER
-2	ARTICLE V - RESIGNATION &/OR TERMINATION OF MEMBESHIP
-2	ARTICLE VI – MEETINGS (AS AMENDED)
-2	ARTICLE VII - VOTING PRIVIGLES
-2	ARTICLE VIII – OFFICERS
-3	ARTICLE IX - BOARD OF DIRECTORS
-3	ARTICLE X - ELECTION OF OFFICERS AND DIRECTORS (AS AMENDED)
-3	ARTICLE XI - DUTIES OF ELECTED OFFICERS (AS AMENDED)
-4	ARTICLE XII - DUTIES OF DIRECTORS (AS AMENDED)
-4	ARTICLE XIII – BOARD OF DIRECTORS MEETINGS
-4	ARTICLE XIV - RESIGNATION OF OFFICERS AND DIRECTORS
-5	ARTICLE XV – LIABILITIES
-5	ARTICLE XVI - LIABILITY RESTRICTIONS
-5	ARTICLE XVII - PROJECTS
-5	ARTICLE XVIII – COMMITTEES
-6	ARTICLE XIX – SOURCES OF FUNDINGS
-7	ARTICLE XX – DISSOLUTIONS of ORGANIZATION
-7	ARTICLE XXI – RECORDS AND REPORTS
-7	ARTICLE XXII – OFFICE OF RECORD
-7	ARTICLE XXIII - DUTIES OF EXTENTION EDUCATOR
-8	ARTICLE XXIV – AMENDMENTS

ATTACHMENT#1 – BASIC ROBERT’S RULES OF ORDER
(MEETING GUIDELINES)

ATTACHMENT#2 – RECORD AND REPORT FORMS

ATTACHMENT#3 – ORGANIZATIONAL RECORDS TO BE RETAINED

ATTACHMENT#4– AMENDMENTS; ARTICLE VI-SECTION I,
ARTICLE X-SECTION I,
ARTICLE XI-SECTION V,
ARICLE XII

CONSTITUTION
of the
WABASH VALLEY MASTER GARDENERS ASSOCIATION, INCORPORATED

ARTICLES OF INCORPORATION of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of 501(C)(3), do hereby Certify:

ARTICLE I – NAME

The name of this organization will be "*Wabash Valley Master Gardeners Association, Incorporated*" herein after referred to as *WVMGA, Inc.* The place in this state of Indiana where the principal office of the Corporation is to be located is in the City of Terre Haute, Vigo County.

ARTICLE II – NONPROFIT STATUS

Section I The *WVMGA, Inc.*, is organized exclusively as a public benefit corporation for educational purposes per section 501(c)(3) of the Internal Revenue Code and the Indiana Nonprofit Corporation Act of 1991, IC 23-17.

Section II No part of any net earnings of the corporation shall inure to the benefit of, or be distributed to any member, officer, trustee or other private person, except that the corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth herein.

Section III No substantial part of the activities of the corporation shall be to the carrying on of propaganda, or otherwise attempt to influence legislation, or intervene in (including the distribution or publishing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section IV Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purpose of this corporation.

Section V Upon dissolution of the organization, assets shall be distributed for one or more exempt purpose 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. Any such assets not disposed, of shall be disposed of by a Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE III – PURPOSE

The *WVMGA, Inc* is formed as nonprofit organization to provide education on good horticultural practices, in cooperation with the Cooperative Extension Service of Vigo County, Indiana, and Purdue University and to abide by the Purdue Master Gardener guidelines. The method of attaining this objective may include, but is not limited to, providing information useful to the individual and of benefit to the community, on good home horticultural practices and techniques via educational news articles, lectures and seminar presentation at schools and other community groups, and at other public forums.

In witness whereof, we have hereunto subscribed our names this 83rd day of 2004:

President, Verna Gaskin Verna Gaskin
Vice-President, John Hilderbrand John Hilderbrand
Treasurer, Angie Holloway Angie Holloway
Recording Secretary, Susan Laitas Susan Laitas
Corresponding Secretary, Steve Hoffland Steve Hoffland
Service Coordinator, Charles Secret Charles Secret

State of Indiana
Office of the Secretary of State

CERTIFICATE OF AMENDMENT

of

WABASH VALLEY MASTER GARDENERS ASSOCIATION, INC.

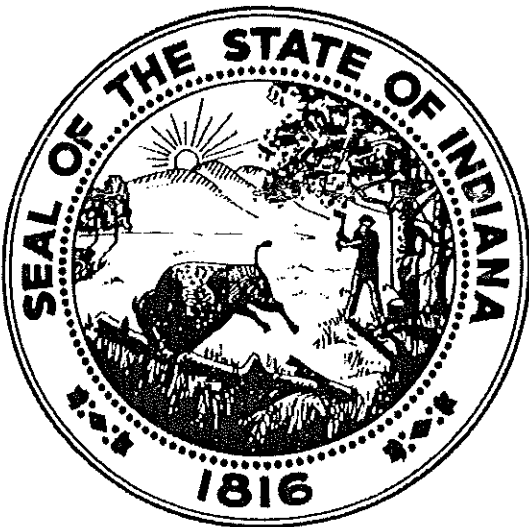
I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

II, SECTION V, OF THE CONSTITUTION

The exact text of Article(s) _____ of the Articles of Incorporation is now as follows.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, August 06, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 6, 2004.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

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BYLAWS
Of the
WABASH VALLEY MASTER GARDENERS ASSOCIATION, INCORPORATED

ARTICLE I – POLICY GUIDELINES OF PURPOSE

Section I - All Wabash Valley Master Gardeners will adhere to the principles set forth by the Purdue Master Gardener Program Policies Guideline in only providing non-biased information for use in the area of home horticulture. No endorsement or implied endorsement of any specific commercial product, company, services or political agenda is to be made.

Section II - All Wabash Valley Master Gardeners will foster the continuation of the Master Gardener program. Through their volunteer/service program, of the installation and the supervision and educational instruction on installation of home and community horticultural projects, attempt to enhance the quality of life of both the individual and the community.

Section III - All individual members will conduct themselves in an adult manner, courteous and respectful, with dignity and pride, by being a role model for the citizens of the community and Indiana.

ARTICLE II – CODE OF ETHICS

All members of this organization will be expected to abide by the Policy Guideline as stated in Article I of the Bylaws, and to behave in an adult manner, friendly courteous, and respectful, when dealing with other members of the organization. These policies will be held especially true when dealing with other members of the community in any situation where the member has been identified by introduction or while wearing any article that would identify membership in the Wabash Valley Master Gardener Association, Inc.

ARTICLE III - MEMBERSHIP

Section I – Eligibility Any person, regardless of sex, national origin, racial origin, religious preference, or disability, upon completion of the Master Gardener education requirements is eligible for membership in the WVMGA, Inc. Any person who has completed the Master Gardener Training in a state other than Indiana or a county other than Vigo is eligible for membership after providing proof of course completion. Qualifications are subject to approval by the Extension Educator, who may also determine the need for supplemental training.

Section II – Class of members

A - Master Gardener Interns-persons in the first year of membership who have completed the Master Gardener Training Course, but who have not yet completed the certification process, as determine by the Extension Educator. One-hour community volunteer/service for every hour of class instruction is required for certification. Membership is automatically extended to interns, upon their successful completion of their training course, for the balance of the calendar year when training was completed.

B - Certified Master Gardeners-persons who have completed the Master Gardener Training Course, and have been certified as to have completed the required community volunteer/service hours

C - Advanced Master Gardeners-persons who have completed the requirement of continuing education and additional community/volunteer service hours

D –All classes of members will have the same rights and obligation as set forth in the Corporate Constitution and Bylaws. To retain membership, twelve (12) hours of community volunteer/service and six (6) hours educational training will be required for recertification each calendar year.

E - Honorary membership may be extended to any individual, not a member of this organization, in recognition of their contributions to the WVMGA, Inc., and/or their dedication and support of the ideals of the WBVMGA, Inc. This does not confer any of the privileges, responsibilities, or obligations extended to membership.

Section III - New Membership Application for new membership must be submitted to the Secretary. Membership will granted after the applicant has satisfied the membership requirements as set forth in Article III, Sections I

Section IV Restrictions

A - A member may not transfer membership or any rights arising from membership, to another person.

B - Any person convicted of a major felony as described by the Indiana Judicial Code or laws enacted by the Indiana Legislature may be denied membership.

ARTICLE IV MEMBERSHIP ROSTER

Section I The Recording Secretary will be responsible for maintaining the membership roster, which will include the members name, mailing address, telephone number, and e-mail addresses, and indicate the members special expertise and interest.

Section II It is the responsibility of the individual member to ensure that the information contained in the roster is correct and timely.

Section III The membership roster is wholly owned by the corporation. The information contained in the roster is to be consisted personal information, made available only to members of this corporation, and cannot be released without the expressed consent of all the individuals listed. Any member may request that all information except their name be deleted from any published roster.

Section IV. The release or selling of any information contained in the roster will be considered a violation of the privacy of all individuals listed. Disciplinary action will result in the termination of membership.

ARTICLE V - RESIGNATION &/ OR TERMINATION OF MEMBERSHIP

Section I - A member may resign at any time.

Section II - Membership may be suspended or terminated, for failure to adhere to the policy guidelines as per Article II and Article III of the Constitution and Articles I, Article II, Article III Section V, and Article IV Section IV of the Bylaws. Also, any other actions that have been determined to be a deterrent to the organization may force a disciplinary procedural decision by the Board of directors, which will have to be ratified by a majority vote of the general membership.

Section III - Refer to Indiana Code 23-17-8 for resignation and termination of members, and IC 23-17-8-1 for reference to liability.

ARTICLE VI - MEETINGS

Section I - There will be a minimum of six-business meeting per year, with the dates and time of the meetings for the calendar year decided by the members present at the first meeting of the year. The first meeting of the year will also be considered the annual meeting for, (1) the presentation of the annual financial report, (2) approval of the proposed projects budget expenditure for the current year.

Section II - Three (3) members and a majority of officers will constitute a quorum for the conducting of any announced and published business meeting

Section III - An informal observation of Roberts Rules of Order will be followed at all meetings to cover questions not provided for in these bylaws. Attachment #1, lists the order of business followed at all meetings.

ARTICLE VII - VOTING PRIVILEGES

Any person, upon meeting the membership requirements per Article III of the By-Laws and upon payment of any required assessments as provided in the By-Laws will be entitled to vote at any business meeting.

ARTICLE VIII - OFFICERS

This organization will be governed by six (6) elected officers, namely **President, Vice-President, Recording Secretary, Correspondence Secretary, Treasurer, and Service Coordinator.**

ARTICLE IX – BOARD OF DIRECTORS

The Board Directors for this organization will consist of the six (6) elected officers. Three (3) additional persons, two (2) of whom have served as past officers, and one (1) from the membership at large, will be elected as **DIRECTORS** by the general membership.

ARTICLE X - ELECTION OF OFFICERS AND DIRECTORS

Section I - Officers and members of the board of directors will be elected for a term of one year at the September meeting, assuming office the first day of October. Only those persons that are a members of the corporation for a minimum of three months (90 days), will be considered for nomination

Section II - A Nominating/Election Committee, consisting of three members, appointed by the incumbent President, will prepare a slate of nominees for the elected offices set forth in ARTICLE VIII and IX of the By-Laws. Any member of the organization that meets the requirements set for in ARTICLE III of the By-Laws may recommendations for nominations or be nominated for election as an officer of the corporation.

Section III - The slate of nominees will be made available to the general membership, in the form of a newsletter, during the month prior to the election date.

Section IV - Any member, that expects to be unable to attend the annual meeting, may request an absentee ballot from the incumbent Secretary. The absentee ballot must be returned, and received by the Secretary for certification, seven (7) calendar days prior to the business meeting.

Section V - The Nominating/Election Committee will conduct the election, at a time and place as announced in the newsletter, by the use of secret ballot.

Section VI - The incumbent Secretary will certify that only those persons entitled to vote receive a ballot and present the committee with the certified absentee ballots received

Section VII - A simple majority of the votes cast will determine the individual elected for each position as an Officer or Director.

ARTICLE XI –DUTIES OF ELECTED OFFICERS

Section I – The **PRESIDENT** will preside at all the meetings of the corporation, and the Board of Directors. The President will be charged with the general supervision of the corporate affairs. The President will be a member ex-officio of all committees, except the Nominating Committee The President will be bonded and have the power to co-sign checks.

Section II – The **VICE PRESIDENT** will perform the duties of the President in the absence of that officer, and will chair the Program/Education committee.

Section III – The **RECORDING SECRETARY'S** primary duty will be to keep the records of the corporation. The Secretary will prepare the minutes of all the general meetings and of the Board of Directors. The Secretary will provide the Service Coordinator with a roster of members attending those meetings. The Secretary will also be responsible for maintaining the membership roster, and maintain a file of all report forms

Section IV – The **CORRESPONDENCE SECRETARY** will maintain and conduct the corporation's general correspondence and the mailing of notices of meetings and special events. The Secretary will also have responsible for the publishing of a monthly newsletter. The Secretary will chair the Publicity Committee.

Section V – The **TREASURER** will receive and keep safe all corporate monies. The Treasurer will prepare all state and federal financial forms and reports as needed. The Treasure will provide a financial report at each general meeting. The Treasurer will ensure timely payments of all corporate liabilities incurred that meet the standards set forth in Article XV, and Article XVI of the Bylaws. Payment for other liabilities must be approved by a majority vote of the general membership during a monthly meeting. The Treasurer will be bonded and authorized to co-sign any check. During such a period that a membership assessment is in effect, the Treasurer will be responsible for the collection of the assessment, and notify members who are delinquent. Upon nonpayment of the assessment by a member the Treasurer will inform the Service Coordinator. The Treasurer will conduct an annual audit with the assistance of the Financial and Audit Committees. An assistant Treasurer may be appointed by the Board of Directors with the approval of the general membership, who will in the absence of the Treasurer shall assume the duties of the Treasure to include the authority to co-sign checks.

Section VI – The **SERVICE COORDINATOR** will maintain a record of the volunteer hours performed as provided by the member or by the Extension Educator, will advise members periodically, at least once each quarter of the fiscal year, of hours accumulated to fulfill the requirements of completion of the

required volunteer hours. The Service Coordinator will advise members of potential tasks and community projects via telephone the newsletter or E-mail. The Service Coordinator will notify the member, the Board of Directors, and the Extension Educator when volunteer service commitments have been fulfilled. This person will be responsible for contacting those members that are delinquent on any unpaid assessments. Section VII – Refer to Indiana Code 23-17-14 (Officers), and IC 23-17-13 (Standards of Conduct)

Article XII -DUTIES OF DIRECTORS

The duties of the Board of Directors will be to advise and assist in conducting the affairs of the Corporation and to service as chairperson of any special committees formed at the direction of the President. The presiding officer, at any monthly meeting, may assign any of the elected Directors to temporarily fill any position, due to the absence of any officer, for the purpose of establishing a quorum. Refer Indiana Code 23-17-12 (Directors), and IC 23-17-13 (Standards of Conduct).

ARTICLE XIII - BOARD OF DIRECTORS MEETINGS

Section I - All scheduled meetings will be made known to the general membership and will be conducted as open sessions.

Section II - Only those meetings being conducted dealing with the personal affairs of a member of this organization, may at the request of the person affected, be conducted in closed session. Any release of the purpose of, discussion held, and decisions made at this type of meeting, may be made public knowledge only with the express written consent of the person requesting this type of meeting.

Section III – Refer to Indiana Code 23-17-15 (Meetings and Actions of Board of Directors), and IC 23-17-10 (Meeting and Actions Without Meetings)

Article XIV – RESIGNATION &/or TERMINATION OF ELECTED OFFICERS& DIRECTORS

Section I – Any elected Officer or member of the Board of Directors may resign at any time. The extent of obligation and liability will be limited per Article XV, and XVI of the Bylaws.

Section II – Any officer or Director that fails to perform the duties of the positions as described in the appropriate section of Articles XI, XII, and XIII may be removed from office by a majority vote of the other members of the Board of Directors. Removal effect the date of majority ratification vote by the general membership.

Section III – Failure to attend three (3) consecutive meetings without notification to other members of the Board of Directors will result in immediate suspension from office. With notification that absences are the result of unexpected problems (the only acceptable reasons being: personal health, health of spouse, children or parents and employment), the period may be extended to five (5) consecutive months. As of the fifth (5th) general meeting, any member may make the motion to suspend the elected individual from office. A majority vote of those members present will determine the vacating of the office.

Section IV – Mismanagement of office, through actions or lack of action, that result in any unwarranted liability being levied against the corporation, as determined by majority vote of the other members of the Board of Directors, will result in suspension of office. Membership may be suspended by direction of the Board of Directors pending a vote at the next general meeting on termination of membership.

Section V – Failure to adhere to the Policy guideline per Article II and III of the Constitution, and/or Article I and II of the Bylaws, and failure to enforce these same articles will result in suspension of office, by vote of the Board of Directors, as ratified by the general membership.

Section VI –Termination from office does not relieve the individual from those obligations or liabilities assumed or authorized by that individual by reason of the position held, other than those set forth per Articles XV and XVI of the Bylaws.

Section VII - Vacancies in any of the positions of any of the elected officers or other directors, which occur during the year, will be filled by appointment by the remaining members of the Board of Directors, subject to approval of the general membership present, at the next scheduled meeting.

Section VIII Refer to Indiana Code (IC) 23-17-12, (Directors) IC 23-17-14, (Officers) and IC 23-17-14 (Standards of Conduct for Directors), for details regarding resignation, suspensions and terminations and liability of officers and directors.

ARTICLE XV – LIABILITY

A member of the corporation will not be held personally liable for the acts or debts of the corporation. However, the member may become personally liable because of the members own acts or conduct. The resignation, suspension, or expulsion, of a member does not relieve the member from any obligation the member may have to the corporation as a result of obligations incurred or commitments made before the resignation, suspension, or expulsion. Refer Indiana Code 23-17-7-6.

ARTICLE XVI – LIABILITY RESTRICTIONS

No individual member or group of members, including the elected Officers and Directors, may enter into any agreements that would create a liability to the Corporation without the expressed consent, obtained by a majority vote, of the general membership. This restriction would apply to entering into any agreement to rent, lease, or purchase of properties, insurances, or equipment with value greater than \$25.00. Any member that violates this article will be held personally liable for any expense that they have incurred, and, and will be subject to membership termination. This restriction will not apply to any funds received from contributions or grants that specify a condition for a specific purchase or lease.

ARTICLE XVII – PROJECTS

Section I – The organization will plan and execute on an annual basis a minimum of one (1) major group installation project per year, a minimum of three (3) of educational programs that would be of benefit to the community, and a minimum of one (1) fund raising event.

Section II – Any member or group of member may develop a project with support of the organization that meet the criteria of Article II and III of the Constitution, and Article XVI of the Bylaws.

Section III – A written proposal must be submitted to the Board of Directors stating the purposes and how a perceived need can be met. The proposal must also include as a minimum, (1) the expected start date, (2) the length of time for completion, (3) the number of persons to be involved, (4) the expected expense and source of expected funding

Section IV – A verbal in-progress report will be made at each of the general monthly meeting until completion.

Section V – Upon completion of the project, a written report must be submitted to the Board of Directors, with the names of what members were involved and the number of hours each member volunteered. Also needed, will be the information to complete a financial report. Any specific information on the problems or lack of problems and any feedback from the recipient on the service provided, that would be of assistance of like future projects, should also be included.

Section VI – Refer to Attachment #2 (Records and Reports) for proper forms to be used. Preprinted forms for each report are available from the Secretary

ARTICLE XVIII – COMMITTEES

Committees will consist of volunteers, or the appointment of those persons with special expertise, to serve as the committee chairperson or to assist the chairperson. It may be necessary to coordinate the activities of two or more committees in the establishment and completion of a project. A member may volunteer or be requested to function on more than one committee

Section I – AUDIT COMMITTEE This committee will work with the Treasurer to insure that all accounts and records are correct. A member of this committee cannot also be a member of the Financial Committee. Any errors discovered will be corrected immediately, and the necessary State and Federal agencies informed. Any unresolved discrepancies will be reported to the corporate President, and the Indiana State Board of Accounts will be contacted requesting a state audit of the corporate financial accounts.

Section II – EDUCATION/PROGRAM COMMITTEE This committee, chaired by the Vice President, will have the responsibility of identifying the additional educational needs of the other members of this organization, by soliciting information for the individual members, and/or through input from the Service Coordinator and the Extension Educator This committee will be responsible for setting up programs, or identify a source outside the organization, and if need be, coordinate with the Financial and/or the Ways and Means Committees for sources of funds to meet this need.

Section III – FINANCIAL COMMITTEE This committee, chaired by the Treasurer, will assist in keeping the financial records, and assist in keeping all monies safe, and the preparation of all financial

reports required of the Corporation. This committee will also have oversight of all monies spent, to ensure that the expenditures are within the guideline of corporate policies.

Section IV – PUBLICITY This committee, chaired by the Correspondence Secretary, will present items of importance to the members of this organization through the newsletter published at least quarterly. This committee will also prepare press releases, and make arrangements to notify the television and radio stations in the area, of the activities or events in which this organization, either as individuals or as a group may engage,

Section V – SPECIAL PROJECTS COMMITTEE This committee, chaired by an individual appointed by the President, will have responsibility for the development of new projects, and oversight of special, one time events.

Section VI –WAYS AND MEANS This committee, chaired by an individual appointed by the Board of Directors. will have the responsibility of developing new sources of funding for the organization. This committee will also assist other members in the correct procedures to be followed in filling out the forms needed when applying for contributions or grants.

ARTICLE XIX – SOURCES OF FUNDINGS

Funding for operations related to fulfillment of the purpose of this organization will be only generated by one of the following methods, membership assessments, fund raising events, contributions, sponsorship, or grants. The general fund will be generated from the membership assessments, fund raising events or by contributors that have not specified the contribution for specific projects. The general fund will be used in part to offset the daily operational expense, i.e., the purchase of general supplies, materials needed to conduct educational classes, the cost of publicizing via radio, television, newspapers the dates and time, and type of seminars and events to be conducted at no expense to those attending.

A – MEMBERSHIP ASSESSEMENTS

Section I – Until such time as the corporate general fund is at a level, to meet the expenses that will be incurred to fulfill the purposes of the organization, a membership assessment will be imposed. Initially the assessment will be \$10.00 per fiscal year, and may not be pro-rated. The annual assessments are non-transferable and will be payable to the Treasurer at the first meeting of the annual year, or in advance of the first meeting when a member is unable to attend the first meeting. Membership assessment fees will be waived for Interns the first fiscal year in which the Intern completed their initial educational requirements.

Section II – Any member may request, in writing, relief from this assessment if they feel this would create a financial burden affecting their families The Board of Directors will meet in closed session, with the requesting person present. Any release of information regarding the reason for the session, discussion conducted during the meeting, and the decisions reached, without the express written consent of the person involved will be considered a breach of privacy,

Section III - Membership assessments can be only used to conduct corporate business and activities related to the educational practices as set forth-in Article III of the Constitution. At such point the board of directors feel that funding for proposed and future projects can be meet from the general fund, membership assessment requirements will be rescinded

B. – FUND RAISING EVENTS

Events at which the members of this organization, members of other Master Gardener groups, and the general public, may expect to receive a service (lectures, seminars, etc.) or a material return (plants, trees, etc), for an admission fee. Prior to the event, it must be determined, and the purpose publicized, to which funds generated by this events are to be used, to support a specific project, or as a source of revenue for the general fund.

C. – CONTRIBUTIONS/SPONSORSHIPS

Section I - Contributions in the form of cash or in the form of a material or manufactured product are acceptable. A reasonable fair-market value for the material or product, as determined by the contributor, must be determined prior to acceptance of this form of contribution. The contributor may determine the use their contribution may take, to be used on a specific project, or as part of the general fund.

Section II – Sponsorship may be in either of two categories.

A. - General sponsorship may be designed for use as part of the general fund or as partial support of a project.

B. – Specific Sponsorship will be designated for use on a specific event or project.

Section III – Contributors and Sponsors may request recognition, as the sole or partial contributor/sponsor of an event or project, in the form of plaque or other material form placed at the event/project site. If this is

not a condition of the sponsorship/contribution this, organization will request use of their name to prepare an appropriated recognition.

Section IV – No contribution or sponsorship will be accepted if it will require a specific or implied acknowledgement that would be in violation of the spirit of the governing policy of this organization. Nor would any contribution/sponsorship be acceptable from any individual or group that has been deemed prejudicial to the welfare or security of the community, state or nation.

Section V – All contributors/sponsors will be acknowledged via a letter of appreciations. All contributions or sponsorship with a value of \$250.00 or more will also be sent the appropriate tax forms.

Section VI - See Attachment #2 for the reports to be used. Preprinted forms are available from the Secretary. The Treasurer must verify dollar amount figures before the reports are sent.

D – GRANTS

In the course of a project development, any individual or the project chairperson may request the Ways and Means Committee to assistance in identifying possible sources of grants, and help with the preparation of the forms needed. All monies received from any grant, state or federal agency or private foundation, will only be used for the express propose for which the grant was received. It will be responsibility of the specific requesting individual or assigned Project Chairperson, and all organizational Officers and Directors, to insure that no violation by intent or through oversight occurs.

ARTICLE XX – DISSOLUTION OF ORGANIZATION

Section I – This organization can be disbanded in one of the three (3) following methods.

- (1) At such time the membership votes to disband the organization.
- (2) At any time within a six (6) month period when no meetings are held due to a lack of quorum as per Article VI, Section II.
- (3) - Due to mismanagement that results in this organization declaring bankruptcy.

Section II – If for any reason either the Internal Revenue Service or the State of Indiana withdraws recognitions of this organization as a Nonprofit Corporation.

Section III – If so ordered by decree by any local, state or federal court

Section IV - The dissolution process will be per terms set in Article III of the Constitution and per the directives of the Indiana Code 23-17-22, 23-17-23, and 23-17-24.

ARTICLE XXI - RECORDS AND REPORTS

The Master Gardeners motto is “helping others grow” but this does not include paperwork. In order to spend more time “playing in the dirt”, a number of reports will be formalized to reduce the amount of time necessary for completion. Attachment #2 lists the forms, records, and reports to be used, and who is responsible for preparing, and when they are to be completed. A file copy of each completed form, report, and record will be maintained in a file by the Recording Secretary.

ARTICLE XXII - OFFICE OF RECORD

The principal office of this organization is co-located with the Purdue-Vigo County Extension Service at 275 Ohio St., Terre Haute, Indiana. Copies of the Constitution, Bylaws, and the Annual Financial Report will be available for on-site inspection, Monday through Friday during the hour's 9:00am through 4:00pm. A written request must be made, if it is requested or required that an organizational Officer or other members be available to answer any questions. This request must include a name and telephone number of the person making the request, so that a mutually agreeable time (within 15 days of request being received) to meet may be made. If so desired, information regarding the Policy Guidelines governing this organization may be addressed to the Purdue Vigo County Extension Educator located in Terre Haute or the Purdue- State Master Gardener Coordinator located on the campus of Purdue University, Lafayette, In.

ARTICLE XXIII - DUTIES OF EXTENSION EDUCATOR

The Purdue Vigo County Extension Educator is the primary educator and authority on matter related to horticultural subjects. The Extension Educator is an ex-officio member of the organization and the Board of Directors. This person will be responsible for coordinating the Policy Guideline Program, and will be the final authority on matters dealing with this program. This person will also be the authority for determine and awarding certification to the different classes of Master Gardeners. The Extension Educator will have

the right and power to veto any decision of policy of the WVMGA, Inc. that is in conflict with the values and beliefs of the Purdue Cooperative Extension Service with respect to the County, State, Regional; or National Master Gardener Program.

ARTICLE XXIV – AMENDMENTS

It is the intent to adhere to the regulation governing nonprofit corporation as established by the Federal Internal Revenue Service, and the State of Indiana. Any questions regarding the operations of this organization will be interpreted per the IRS Code, Publication #557 and 1024, and the Indiana Nonprofit Corporate Act of 1991, IC 23-17. Any errors discovered will be corrected as needed by amendments of the appropriate article or section of the Constitution or Bylaws. Other amendments to the Constitution and By-Laws regarding policy or procedures may be made by two-thirds (2/3) vote of the members present at a business meeting. Amendments will be presented at one meeting and voted upon at the next scheduled business meeting.

Attachment #1

**Basic Robert's Rules of Order
Order of business to be used
At all meeting**

The presiding elected official will call the meeting to order.

(1st) Reading and approval of minutes of previous meeting

(2nd) Treasurers Report

*Motion to accept or amend report.

(3rd) Report of Officers

*Motion to accept or amend reports

(4th) Report of Committees

*Motion to accept or amend report

(5th) Old Business

*Is there any Old Business?

*Any amendments

(6th) New Business

*Is there any New Business to discuss?

Discussions as needed

(7th) Roll Call or Signing of Attendance Roster

(8th) Program conducted

(Final) Motion for Adjournment

*Motions to accept reports, to amend reports, to change existing levels of funding, to authorize new projects, to authorize new expenditures of funds, etc., must be authorized by a plurality of members present to vote.

Attachment #2

RECORD AND REPORT FORMS

INITIAL PROJECT DEVELOPMENT

To be completed by the individual or group, when a new project is first proposed. There is no time limit on when this report is to be completed, but it must be approved before any other work on this project is initiated.

PROJECT IN-PROGRESS

To be completed by individual or project chairperson responsible for project. To be completed as needed to meet the terms of a contributor, sponsor or grant requirements, or as requested by the Board of Directors. Otherwise this will be a verbal report presented at the monthly general meeting.

PROJECT COMPLETION

To be completed at the termination of a project, by the responsible individual or project chairmen. Before presentation, must be approved by Service Coordinator. Unless the contributor, sponsor, or grant foundation has other requirements this is the form that will be sent, along with photographs, to document completion of the project.

LETTER OF APPRECIATIONS

Any contributions or sponsorship will be acknowledged regardless of amount. This letter will be prepared by the Correspondence Secretary and signed by the President.

LETTER OF ACKNOWLEDGEMENT

A report of acknowledgement, for contributions of \$250. 00 or more, needed by the contributor for tax purposes. This letter will be prepared by the Correspondence Secretary, and signed by the President and Treasurer.

A copy of each completed record or report will be retained by the initiating persons, and a copy will be attached to the monthly minutes of the general meetings by the Recording Secretary, and copy will be retained with the appropriate project file.

Blank copies of these forms are available from the Secretary.

WVMGA ORGANIZATION RECORDS TO BE RETAINED

BY RECORDING SECRETARY:

CONSTITUTION AND BYLAWS SIGNED MARCH 23, 2004
AMENDMENT TO CONSTITUTION DATED AUGUST 6, 2004.
AMENDMENT TO BYLAWS DATED AUGUST 24, 2004.

ARTICLES OF INCORPORATION CERTIFICATE DATED APRIL 26, 2004

APPLICATION FOR RECOGNITION OF EXEMPTION UNDER
SECTION 501 (C) (3) OF THE INTERNAL REVENUE SERVICE
FORM 1023, FORM 872-C, FORM 8717.

DEPARTMENT OF THE TREASURY, INTERNAL REVENUE SERVICE
ADVANCED RULING LETTER OF RECOGNITION AS A NOT-FOR PROFIT
ORGANIZATION, DATED AUGUST 24, 2004. LETTER FORM 1045 (DO/CG).

INDIANA SALES TAX EXEMPTION CERTIFICATE DATED OCTOBER 6, 2004.
TAXPAYER IDENTIFICATION #0119548984 000 4.

EMPLOYER IDENTIFICATION FORM SS-4 DATED JUNE 13, 2000.
EMPLOYER IDENTIFICATION NUMBER: 35-2108995

AT OFFICE OF RECORD, AVAILABLE FOR PUBLIC INSPECTION:

SAME AS ABOVE

BY TREASURER:

(INFORMATION NEEDED TO COMPLETE TAX RECORDS)

ARTICLES OF INCORPORATION CERTIFICATE DATED APRIL 26, 2004

ADVANCED RULING LETTER OF RECOGNITION AS A NOT FOR PROFIT
ORGANIZATION, DATED AUGUST 24, 2004. LETTER FORM 1045 (DO/CG).

INDIANA SALES TAX EXEMPTION CERTIFICATE DATED OCTOBER 6, 2004.
TAXPAYER IDENTIFICATION NUMBER: 119548984 000 4.

EMPLOYER IDENTIFICATION FORM SS-4 DATED JUNE 13, 2000.
EMPLOYER IDENTIFICATION NUMBER: 35-2108995.

CHARLES SECREST
REGISTERED AGENT
OCTOBER 12, 2004

AMENDMENT
TO
WABASH VALLEY MASTER GARDENERS ASSOCIATION, INC
CONSTITUTION AND BYLAWS

Amended Bylaws to read:

ARTICLE VI-MEETINGS

Section I-There will be a minimum of six-business meetings per year, with the dates and time of the meetings for the calendar year decided by the members present at the first meeting of the year. The first meeting of the year will also be considered the annual meeting for, (1) the presentation of the annual financial report, (2) approval of the proposed projects budget expenditure from the general fund for the current year. (Deleted the phrase "the election of officers for the coming year" and added the phrase "from the general fund").

ARTICLE X-ELECTION OF OFFICERS AND DIRECTORS

Section I-Officers and members of the board of directors will be elected for a term of one year at the September meeting, assuming office the first day of October. Only those persons who are a member of the corporation for a minimum of three months(90 days), will be considered for nomination. (Changed the phrase reading "at the annual meeting". Also changed the word "that" to "who").

ARTICLE XI-DUTIES OF ELECTED OFFICERS

Section V-TREASURER

(Added phrase): An assistant Treasurer may be appointed by the Board of Directors, with approval by the general membership, who in the absence of the Treasurer shall assume the duties of the Treasurer to include the authority to co-sign checks.

ARTICLE XII-DUTIES OF DIRECTORS

The duties of the Board of Directors will be to advise and assist in conducting the affairs of the Corporation and to serve as chairperson of any special committees formed at the direction of the President. The presiding officer, at any monthly meeting may assign the elected Directors, to temporarily fill any position due to officers' absence for the purpose of establishing a quorum. Refer to Indiana Code 23-17-12(Directors), and IC 23-17-13(Standards of Conduct).

(Added phrase)

Approved by majority vote of those members present AWG. 24, 2004.

Verna Gaskin, President Verna Gaskin

Susan Laitas, Recording Secretary Susan A. Laitas

PURDUE

UNIVERSITY

VIGO COUNTY

Date: 8/31/06

Dear Friend:

This information is provided by your Purdue University Cooperative Extension Service. Extension's primary purpose is to help people identify problems and find solutions to improve their homes, families, farms, businesses, and communities. If we can be of further assistance, please contact us.

John T. Hancewicz
John T. Hancewicz, CED
Extension Educator
Economic and Community Development

Lana Frazier
Lana Frazier
Extension Educator
4-H Youth Development

Deanna Franklin
Deanna Franklin
Extension Educator
Consumer and Family Sciences

Diane K. Stouffer
Diane K. Stouffer
Extension Educator
4-H Youth Development

Lindy Miller
Lindy Miller
Extension Educator
Agriculture/NR

www.ces.purdue.edu/vigo

275 OHIO STREET, TERRE HAUTE, IN 47807-3495 (812) 462-3371 - FAX (812) 238-9980
PURDUE UNIVERSITY, INDIANA COUNTIES AND U.S. DEPARTMENT OF AGRICULTURE COOPERATING
AN AFFIRMATIVE ACTION/EQUAL OPPORTUNITY INSTITUTION

Attachment #5

AMENDMENT
To
WABASH VALLEY MASTER GARDENERS ASSOCIATION, INC.
CONSTITUTION AND BYLAWS

Amend Bylaws to read:

ARTICLE III – MEMBERSHIP

Section II – Class of members

D – All classes of members will have the same rights and obligations as set forth in the Corporate Constitution and Bylaws. To retain membership each individual must meet or exceed the published Purdue Master Gardener Program Policies Active Status requirements.

Approved by majority vote of those present _____

Robert Rosch, President _____

Susan Laitas, Recording Secretary _____