

WABASH VALLEY MASTER GARDENER ASSOCIATION, INC.

BYLAWS

Approved September 15, 2026 and superseding any previous version

ARTICLE I – PURPOSE

The Wabash Valley Master Gardener Association, Inc. (WVMGA) supports and promotes the mission of the Purdue Extension Master Gardener Program by:

1. Providing research-based, unbiased horticultural information.
2. Encouraging volunteer service and educational outreach.
3. Participating in and improving the quality of life in our community through gardening and horticultural education.
4. Conducting all activities without endorsing commercial products, businesses, political candidates, or political causes.

ARTICLE II – CODE OF CONDUCT

WVMGA members shall conduct themselves in a respectful, courteous, and professional manner at all times and shall serve as positive representatives of the association by following the Purdue Extension Master Gardener Program policies and guidelines.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility.

Membership is open to any individual, regardless of sex, national origin, racial origin, religious preference, or disability, who has successfully completed the Purdue Extension Master Gardener training or equivalent training approved by the Purdue Extension Educator.

Any person convicted of a major felony as listed in the Indiana statutes may be denied membership.

Section 2. Membership Categories.

- (a) **Interns.** Individuals who have completed Master Gardener training but have not completed certification requirements as outlined by the Purdue Extension Master Gardener program. Interns are encouraged to attend WVMGA membership meetings and volunteer for projects but cannot vote until certification is completed.
- (b) **Certified Master Gardeners.** Individuals who have completed the Master Gardener training course and have been certified as having completed the required community volunteer/service hours as defined by the Purdue Extension Master Gardener Program.
- (c) **Advanced Master Gardeners.** Members who have completed the required continuing education and additional community volunteer/service hours.

(d) Forever Master Gardeners. A deceased member of the WVMGA who has served at least five years of voluntary activity or attained the Purdue Extension Master Gardener bronze service level will be honored as a forever master gardener. A plaque will be placed on the memorial fence, currently located in the flower garden at Riverside Road and Oak Street. The deceased member's name and dates of service (from certification to death) will be listed.

(e) Alumni Master Gardener. A Master Gardener who has completed 10 or more years of active volunteer service and achieved at least the Purdue Extension Master Gardener silver service level but is no longer able to actively participate in volunteer service is eligible to apply to be an alumni master gardener. Application is made through the extension educator.

(f) Honorary Member. Individuals who are not members may be recognized for exceptional support of the WVMGA. Honorary members do not vote and are not required to meet certification requirements. Nominations shall first be approved by the Board of Directors and then submitted for a vote by the membership.

Section 3. Membership Requirements.

To maintain active membership, members must meet annual volunteer and continuing education requirements established by the Purdue Extension Master Gardener Program and pay the annual dues.

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

Section 4. Membership Rights.

All certified WVMGA members in good standing shall have voting rights and may serve as an Officer or Board Member.

ARTICLE IV – MEMBERSHIP ROSTER

The Secretary shall maintain an accurate membership roster, which will include each member's name, mailing address, telephone number, and email address.

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

Member information shall be used solely for association business and shall not be sold, shared, or released without the express consent of the individuals listed. Any member may request that all information except their name be deleted from any published roster.

ARTICLE V – RESIGNATION OR TERMINATION OF MEMBERSHIP

Section 1. Resignation. A member may resign at any time by notifying in writing the WVMGA Secretary.

Section 2. Suspension or Termination. Any suspension or termination of membership requires approval by the Board of Directors and ratification by majority vote of members present at a regular meeting.

Membership may be suspended or terminated for:

- (a)** Violation of these bylaws.
- (b)** Violation of Purdue Extension Master Gardener policies.
- (c)** Conduct determined to be detrimental to the association.
- (d)** Misuse of member information.

ARTICLE VI – MEMBERSHIP MEETINGS

Section 1. Regular Meetings. The association shall hold a minimum of six regular membership meetings each year. The dates and times of the meetings for the following year shall be determined by the Board of Directors and announced each December.

Section 2. Annual Meeting. The first meeting of each calendar year shall serve as an annual meeting and include:

- (a) Presentation of the annual financial report.
- (b) Approval of the annual budget.
- (c) Other business as necessary.

Section 3. Quorum, Procedure and Proxy Votes

Three (3) members and two Officers shall constitute a quorum for conducting any business meeting.

Meetings shall be conducted according to generally accepted parliamentary procedures.

A member may appoint any other member as a proxy to vote on that member's behalf at a designated meeting. Any member may not cast more than one vote by proxy in addition to that member's own vote. Any proxy must be in writing and submitted to the Secretary before the meeting starts.

ARTICLE VII – BOARD OF DIRECTORS

The Board of Directors shall consist of the elected Officers and three (3) Directors at large elected by the membership, with one Director a former Officer to provide continuity.

The elected officers of the association shall be:

- 1. President.
- 2. Vice President.
- 3. Secretary.
- 4. Treasurer.

ARTICLE VIII – BOARD OF DIRECTORS ELECTION

Section 1. Election and Terms.

Officers and members at large of the Board of Directors are elected for a term of one year at the October meeting, assuming office the first day of January. Only those persons who have been certified members of the WVMGA for a minimum of three months (90 days) are eligible for nomination.

Section 2. Nominating/Election Committee.

The President shall appoint a Nominating/Election Committee consisting of three members who shall prepare a slate of candidates for all elected offices. Any member of the WVMGA may recommend a candidate for nomination or be nominated.

Section 3. Announcement of Nominees.

The slate of nominees shall be made available to the general membership no later than September 30.

Section 4. Absentee Voting.

Any member who cannot attend the election meeting may request an absentee ballot from the current Secretary. Completed absentee ballots must be received by the Secretary at least two (2) calendar days before the meeting for certification.

Section 5. Election Process.

The Nominating/Election Committee shall conduct the election by secret ballot at the October membership meeting. The current Secretary shall certify that only eligible voters receive a ballot and shall provide the committee with certified absentee ballots received.

A simple majority of votes cast shall determine the individual elected for each Officer or Director position.

ARTICLE IX – DUTIES OF ELECTED OFFICERS

Section 1. President.

The President shall:

- (a) Preside over all membership and Board of Directors meetings.
- (b) Provide general oversight of the association.
- (c) Serve as an ex-officio member of all committees except the Nominating Committee.
- (d) Be bonded if required by the Board.

Section 2. Vice President.

The Vice President shall:

- (a) Perform the duties of the President when the President is absent.
- (b) Obtain speakers/programs for the educational component of the membership meetings.
- (c) Perform other duties assigned by the Board.

Section 3. Secretary.

The Secretary shall:

- (a) Keep the official records, reports and attendance records of the association.
- (b) Record minutes of all membership and Board meetings
- (c) Maintain the membership roster.
- (d) Manage the association's correspondence.
- (e) Send notices of meetings and special events.

Section 4. Treasurer.

The Treasurer shall:

- (a) Receive, deposit, and safeguard all association funds.
- (b) Maintain accurate financial records.
- (c) Prepare required financial reports and tax filings, and maintain historical financial records as required by the Indiana State Board of Accounts.
- (d) Present a financial report at each membership meeting.
- (e) Pay approved expenses.

- (f) Be authorized to co-sign checks.
- (g) Be bonded if required by the Board.
- (h) Collect membership dues.
- (i) Provide financial records for the annual financial audit.

An Assistant Treasurer may be appointed by the Board and approved by the membership. The Assistant Treasurer shall perform the Treasurer's duties when necessary.

Section 5. Indiana Law.

Officers shall perform their duties in accordance with applicable Indiana nonprofit laws.

ARTICLE X – DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall:

1. Govern the affairs of the association.
2. Assist Officers in carrying out association business.
3. Chair special committees when appointed by the President.
4. Ensure the association operates in accordance with its bylaws and Indiana law.
5. Appoint temporary Officers when necessary to conduct business
6. Oversee special one-time events, ongoing projects, and new initiatives.

ARTICLE XI - BOARD OF DIRECTORS MEETINGS

Section 1. Schedule.

The Board of Directors will meet a minimum of six times per year. All scheduled meetings will be made known to the general membership and will be conducted as open sessions.

Section 2. Quorum for board meetings.

A majority of board members constitutes a quorum to conduct business.

Section 3. Executive sessions.

Only those meetings being conducted dealing with the personal affairs of a member of this association, 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 4. Electronic Board actions.

Electronic meetings or votes may occur as determined by the board president. Unless the votes take place during an electronic meeting, all votes must be cast by email within a time period set by the president, and the results of the voting must be recorded by the Secretary.

An individual trustee may attend a meeting electronically and be counted toward the quorum.

ARTICLE XII – RESIGNATION OR REMOVAL OF ELECTED OFFICERS AND DIRECTORS

Section 1. Resignation.

Any Officer or Director may resign by submitting written notice to the President. If the President resigns, written notice shall be submitted to the remaining board members.

Section 2. Removal for Failure to Perform Duties.

An Officer or Director may be removed by majority vote of the Board for failure to perform assigned duties. Removal becomes effective upon approval by the membership.

Section 3. Absence from Meetings.

An Officer or Director who misses three consecutive meetings without notice may be suspended. Exceptions may be made for illness, family emergencies, or employment obligations. Continued absence may result in removal by majority vote of the membership.

Section 4. Suspension for Misconduct or Risk.

An Officer or Director may be suspended for misconduct, negligence, or actions that place the association at financial or legal risk.

Section 5. Failure to Follow Bylaws.

Failure to follow or enforce these bylaws may result in suspension or removal.

Section 6. Continuing Obligations.

Leaving office does not remove any personal obligations or liabilities previously incurred.

Section 7. Vacancies.

Board vacancies shall be filled by appointment of the Board, subject to approval by the membership.

ARTICLE XIII – CONFLICT OF INTEREST REQUIREMENT

Members of the Board of Directors shall sign a conflict of interest statement at the beginning of each calendar year. If any board member perceives a conflict of interest, that member must discuss the conflict with the Board President and abstain from voting on any issue that involves that conflict. If the conflict of interest is determined to be irreconcilable with the mission of the WVMGA, then the board member must resign from the board.

ARTICLE XIV – COMMITTEES

Committees may be established by the Board as needed. Committee chairs shall be appointed by the Board of Directors and report regularly to the Board and membership.

Standing committees include:

1. Audit Committee. The Audit Committee shall review financial records annually and report its findings to the membership.
2. Education and Program Committee. The Education Committee shall coordinate educational programs and member training.
3. Finance Committee. The Finance Committee shall assist the Treasurer with budgeting, financial oversight, and the annual financial review.
4. Other standing or special committees approved by the Board.

ARTICLE XV – PROJECTS

Section 1. Annual Project Goals.

Each year the association shall strive to:

- (a) Complete at least one major service project.
- (b) Provide at least three educational programs.
- (c) Conduct at least one fundraising event.

Section 2. New Project Proposals.

Members may propose projects that support the Purdue Extension Master Gardener Program mission.

Project proposals shall be submitted to the Board and include:

- (a) Purpose
- (b) Start date
- (c) Estimated completion date
- (d) Number of volunteers needed
- (e) Budget
- (f) Funding source

Section 3. New Project Reports.

Project leaders shall provide progress reports during membership meetings.

Section 4. New Project Final Reports.

Upon completion, the project leader shall submit a final report including:

- (a) Project summary
- (b) Volunteer hours
- (c) Financial information
- (d) Lessons learned
- (e) Recommendations for future projects.

Section 3. Ongoing Projects

The chairs of ongoing projects shall report to the board and membership.

ARTICLE XVI – SOURCES OF FUNDING

General operating funds shall be used to support the mission and routine operations of the association.

The WVMGA may receive funds through the following sources::

Section 1. Membership dues.

To maintain good standing, each certified Master Gardener shall pay annual dues to the Treasurer by the last day of February. The Board may waive dues in cases of financial hardship.

Any increase in annual dues shall be established by the membership.

Interns are not required to pay membership dues until the calendar year following becoming certified Master Gardeners.

Section 2. Fundraising events.

Fundraising activities shall support the association's mission.

Section 3. Sponsorships and Donations

The WVMGA may accept monetary or in-kind donations, and may decline donations or sponsorships that conflict with its mission, ethics, or legal requirements. Donors may designate gifts for specific projects when appropriate.

Section 4. Grants

Grant funds shall be used only for the purposes specified by the grant agreement.

Project leaders and association Officers are responsible for ensuring compliance with all grant requirements.

ARTICLE XVII – FINANCIAL CONTROLS

The calendar year shall serve as the fiscal year for the WVMGA.

WVMGA checks require two signatures. Any two of the four Officers are authorized to sign checks on behalf of the WVMGA. Only the president and one other Officer, preferably the treasurer, are authorized to sign contracts, open and close bank accounts or investments.

ARTICLE XVIII – LIABILITY

Section 1. Members' Responsibility.

Members are not personally responsible for the debts or obligations of the association solely because of their membership. However, members remain responsible for obligations they personally authorize or incur.

Resignation, suspension, or termination does not release a member from obligations made before leaving the association.

Section 2. Restrictions.

No Officer, Director, committee, or member may enter into contracts or financial agreements on behalf of the association without prior approval of the Board or membership as required by these bylaws.

Anyone who authorizes an unapproved financial obligation will be personally responsible for that obligation and may be subject to membership termination.

These restrictions do not apply to grant funds or contributions that are restricted for specific approved purposes.

ARTICLE XIX – DISSOLUTION

Section 1. Grounds for Dissolution.

The WVMGA may be dissolved under any of the following circumstances:

- (a) The members vote to dissolve the association.
- (b) No membership meetings are held for six (6) consecutive months because a quorum cannot be achieved, as defined in Article VI, Section 3.
- (c) The association becomes insolvent or is required to dissolve due to financial hardship or bankruptcy.
- (d) Nonprofit status is revoked by either the Internal Revenue Service (IRS) or the State of Indiana.
- (e) A state or federal court orders the dissolution.

Section 2. Dissolution Procedures.

Any dissolution shall be conducted in accordance with Article III of the Constitution and the applicable provisions of the Indiana Nonprofit Corporation Act.

ARTICLE XX – RECORDS AND REPORTS

The association shall maintain the records, meeting minutes, and reports necessary to support its operations and comply with legal and association requirements.

ARTICLE XXI – OFFICE OF RECORD

The principal office of the WVMGA shall be located with the Purdue Vigo County Extension Office, 275 Ohio Street, Terre Haute, Indiana 47807.

Copies of the bylaws and the annual financial report shall be available for inspection during normal business hours.

Questions regarding Purdue Extension policies or the Master Gardener Program may be directed to the Purdue Vigo County Extension Educator or the Purdue State Master Gardener Coordinator.

ARTICLE XXII – DUTIES OF THE EXTENSION EDUCATOR

The Purdue Vigo County Extension Educator serves as the association's primary horticultural advisor and is an ex officio member of both the association and its Board of Directors.

The Extension Educator shall:

1. Provide leadership and guidance regarding Purdue Extension policies and the Master Gardener Program.
2. Coordinate implementation of the Purdue Extension Master Gardener Program.
3. Determine eligibility for and award Master Gardener certification.

4. Review association actions to ensure they are consistent with Purdue Extension policies and county, state, regional, and national Master Gardener Program standards.

If an association policy or action conflicts with Purdue Extension policies or program requirements, the Extension Educator may require that the action be reconsidered or modified.

ARTICLE XXIII – AMENDMENTS

These bylaws are intended to comply with all applicable federal and Indiana nonprofit laws.

If changes in law or association needs require revisions, these bylaws may be amended by:

1. Presentation to the membership at a regular business meeting.
2. Voting on the proposed amendment(s) at the next regular business meeting.
3. Approval by a two-thirds (2/3) vote of the members present and eligible to vote.

ARTICLE XXIV –DIGITAL ACCOUNTS

Section 1. Digital Assets.

All digital assets, including the website domain, official email accounts, multimedia accounts (such as Facebook, Instagram, or photo drives) are sole property of Wabash Valley Master Gardeners Association, Inc. No Officer, committee chair, or member holds personal ownership or intellectual property rights over these accounts, even if they originally created or funded them.

The Association's official digital platforms must only be used to promote Master Gardener activities, authorized community events, and educational content.

Section 2. Access Management and Security.

Two Officers shall maintain a master inventory of all digital accounts, including usernames, current administrators, and associated recovery methods.

All accounts must use an official WVMGA email address for recovery purposes.

Passwords must be updated annually, or immediately upon any change in the Officer or member who holds administrative access.

Section 3. Mandatory Transfer Procedure

Outgoing Officers must surrender all administrative credentials, backup codes, and physical access to incoming Officers within five (5) business days of assuming office. The outgoing and incoming Officers must conduct a synchronized digital handoff to verify that the new Officer has full administrative control and that the previous Officer's/member's personal recovery links are removed.

If an Officer/member is removed or resigns, their access privileges terminate immediately, and the remaining Board members shall change all relevant passwords within 24 hours.

INDEX TO WVMGA, INC. BYLAWS

PAGE - ARTICLE NUMBER AND TITLE

1. ARTICLE I - PURPOSE
1. ARTICLE II - CODE OF CONDUCT
1. ARTICLE III – MEMBERSHIP
2. ARTICLE IV – MEMBERSHIP ROSTER
2. ARTICLE V – RESIGNATION OR TERMINATION OF MEMBERSHIP
3. ARTICLE VI – MEMBERSHP MEETINGS
3. ARTICLE VII – BOARD OF DIRECTORS
3. ARTICLE VIII – BOARD OF DIRECTORS ELECTION
4. ARTICLE IX – DUTIES OF ELECTED OFFICERS
5. ARTICLE X – DUTIES OF THE BOARD OF DIRECTORS
5. ARTICLE XI – BOARD OF DIRECTORS MEETINGS
5. ARTICLE XII – RESIGNATION OR REMOVAL OF ELECTED OFFICERS and DIRECTORS
6. ARTICLE XIII – CONFLICT OF INTEREST REQUIREMENT
6. ARTICLE XIV – COMMITTEES
7. ARTICLE XV – PROJECTS
7. ARTICLE XVI – SOURCES OF FUNDING
8. ARTICLE XVII – FINANCIAL CONTROLS
8. ARTICLE XVIII – LIABIILITY
8. ARTICLE XIX – DISSOLUTION
9. ARTICLE XX – RECORDS AND REPORTS
9. ARTICLE XXI – OFFICE OF RECORD
9. ARTICLE XXII – DUTIES OF EXTENSION EDUCATOR
10. ARTICLE XIII – AMENDMENTS
10. ARTICLE XXIV – DIGITAL ACCOUNTS