

BYLAWS

SOUTHEAST WISCONSIN MASTER GARDENERS, INC.

1 OFFICES AND REGISTERED AGENT

1.1 Principal Office. The principal office of SouthEast Wisconsin Master Gardeners, Inc., a nonprofit corporation incorporated under the laws of the State of Wisconsin [hereinafter referred to as the "Corporation"], shall be in the State of Wisconsin.

1.2 Registered Office and Agent. The Corporation shall have and continuously maintain a registered office in the State of Wisconsin (which may be identical with the principal office), and a registered agent whose office is identical with such registered office, as required by the State of Wisconsin Nonprofit Corporation Statutes. The registered agent shall be an individual resident of the State of Wisconsin or a corporation, whether for profit or not for profit, authorized to transact business in the State of Wisconsin. The address of the registered office may be changed from time to time by a majority vote of the Board of Directors.

1.3 Other Offices. The Corporation may have other office or offices, at such suitable place or places within or without the State of Wisconsin as the Board of Directors may from time to time determine or as the affairs of the Corporation may require from time to time.

2 PURPOSES

2.1 The Corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The purpose of this Corporation is to provide horticultural education and experiences to supplement the educational program of the University of Wisconsin Extension, guided by U. W. Extension Agents.

2.2 To further the Corporation's objectives and purposes, the Corporation shall have and shall exercise all the powers conferred by the provisions of Wisconsin Statutes.

2.3 Notwithstanding any other provisions of these Bylaws, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(3) of the Code.

3 MEMBERSHIP

3.1 Membership. The Corporation shall have two classes of membership:

3.1.1 Voting Members.

Certified Master Gardener Volunteers (MGVs)- those persons certified by UW-Extension who are in good standing. Good standing is accomplished by completing the yearly training and service requirements by UW-Extension for maintenance of certification as a Master Gardener Volunteer as determined by the Member's local association or county.

Intern Master Gardener Volunteers - those persons who have completed the UW Extension Master Gardener Training Program but have not satisfied the service requirement for certification.

3.1.2 Non-Voting Members.

Inactive Master Gardener Volunteers - those persons who have been active Master Gardener Volunteers but who have not accomplished the yearly training and service required by UW-Extension as determined by the Member's local association or county. Voting rights are suspended until UW-Extension requirements for recertification have been completed.

Student Master Gardener Volunteers - those persons currently taking Master Gardener training but who have not completed the training program.

- must work with a certified or Intern MGV on any MG project

- must not represent themselves as a UW-Extension MGV or give advice representing UW-Extension until they become Intern MGVs.

Associates - those persons who join during the period when MG training is not available but plan to comply with the standards set for Certified Master Gardener Volunteers at the next available training opportunity. An Associate Member:

- must work with a Certified or Intern MGV on any MG project
- must not represent themselves as a UW-Extension MGV or give advice representing UW-Extension until they become Intern MGVs.

Friends of Master Gardeners - those persons who wish to support the Corporation from industry, business or the community but who do not plan to take MG training.

Milwaukee and Waukesha County Horticulture Agents - considered non-voting Members of the Corporation.

3.2 Dues. The dues associated with each class and category of membership, if any, shall be determined by the Board of Directors. Effective January 1, 2008 the annual dues in the SouthEast Wisconsin Master Gardeners is ten dollars (\$10.00) of which five dollars (\$5.00) are sent to the state organization.

4 MEETINGS OF MEMBERS

4.1 Regular Meetings. There shall be a regular annual meeting each year which shall be held at a time and place to be determined by the Board of Directors.

4.2 Special Meetings. Special Meetings of the Corporation may be called by a majority vote of the Board of Directors, or upon written request of ten voting Members of the Corporation.

4.3 Meeting Notices. Notices of all meetings shall be published in the Newsletter giving the time, place, and purpose of the meeting.

4.4 Quorum. Twenty-five voting Members shall constitute a quorum for the transaction of business at any meeting.

4.5 Voting Procedures. The Board of Directors shall determine policies and procedures for voting.

4.5.1 Voting Members. The voting Members of the Corporation will be restricted to one vote per person. Voting by proxy is permitted when a completed form for that purpose is registered with the Secretary, prior to a meeting.

4.5.2 Non-Voting Members. Non-Voting Members may attend meetings and participate in discussions but shall have no voting rights and shall not have the right to make or second motions.

4.5.3 Mail or Electronic Ballot. At the discretion of the Board of Directors, any matter to be voted upon may be submitted in writing to the Voting Members for responses by mail or electronic device. Such positive and negative votes shall have the same force and effect as though the vote were cast at a regular or special meeting, wherein a quorum was present. The Secretary shall record in the minutes of the next meeting the result of such votes.

4.6 Order of Business. At the Corporation's annual meeting the following officers will present reports:

Secretary - Organization Status

Treasurer - Financial Status

Chair of the Leadership Committee -

Nominated leadership candidates

Chair of the Finance Committee - Budget

Votes will be taken for election of leadership candidates and to approve/disapprove the budget. The officer reports shall be filed with the permanent minutes of the meeting of the Corporation.

5 BOARD OF DIRECTORS

5.1 Composition and Election. The Board of Directors shall formulate, communicate, supervise and direct the objectives, policies and programs of the Corporation and consist of nine members. The Board of Directors shall be installed at the annual meeting at which they are elected and shall hold office for their respective terms until the next appropriate annual meeting or until their respective successors shall have been duly elected and qualified.

- Chair, third year of three year term
- Two-Year Director, second year of three year term
- One-Year Director, first year of three year term
- President, one year term (See Immediate Past-President)
- Vice President-President Elect, one year term, then automatically becomes President for one year
- Secretary, one year term
- Treasurer, one year term
- Director-At-Large, one year term
- Director-At-Large, one year term

The Board of Directors shall have five ex-officio (non-voting) members:

- Milwaukee County University of Wisconsin-Extension Agent
- Waukesha County University of Wisconsin-Extension Agent
- Immediate Past President of the Corporation

- Wisconsin Master Gardeners Association (WIMGA) Representative
- Assistant Treasurer

5.2 Duties

5.2.1 Chair. The Chair shall be responsible for scheduling and chairing regular and special meetings of the Board of Directors with proper advance notification (section 5.8). In the Chair's absence, the Board of Directors in attendance shall appoint one of their own members to preside. The Chair shall also chair the Finance Committee.

5.2.2 President. The President shall preside at all general business meetings of the Corporation. In the President's absence, and if the President Elect is not present, the Board of Directors in attendance shall appoint one of their own members to preside. The President shall appoint the Assistant Treasurer, the WIMGA representative and all committee chairs, except those noted in Section 8 of this document. The President shall be an ex officio member of any and all standing or special committees.

5.2.3 Vice President/President Elect. In the absence of the President or in the event of his or her inability or refusal to act, the President Elect shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The

President Elect shall be a member of the Finance and chair the Audit Committees. The President Elect shall become President the next term.

5.2.4 Secretary. Takes minutes, reads previous minutes at meeting, handles correspondence, distributes notifications of meetings and activities. The Secretary shall be responsible for recording and reporting Corporation meetings. The Secretary shall keep a membership record. The Secretary shall give notice to all Members of all meetings of the Corporation for which notice must be given as required by these Bylaws.

5.2.5 Treasurer. The Treasurer shall have, subject to such regulations as may be promulgated by the Corporation or by the Board of Directors, the care and custody of the general funds. The Treasurer shall see that all funds and securities are deposited in such banks or other depositories as the Board of Directors of the Corporation designates.

5.2.6 Immediate Past President. The Immediate Past President, a non-voting member of the Board of Director, shall chair the Leadership Committee.

5.3 Resignation. Any Director may resign at any time by giving written notice to the President of the Corporation.

5.4 Removal. Any Director may be removed from such office for cause by a three-fourths vote of the Directors at any regular or special meeting of the Board of Directors.

5.5 Vacancies. Vacancies on the Board of Directors shall be filled by the Board of Directors at any meeting of the Board of Directors provided that any such appointment shall be only to fill the unexpired term of the predecessor until the next annual election.

5.6 Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, prior to the annual meeting of the Members at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may by resolution provide for the holding of additional, regular meetings.

5.7 Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President of the Corporation or by a majority of the voting Directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

5.8 Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given not less than ten nor more than sixty days previous thereto by notice sent by mail, email, fax or telephone to each Director at his or her address as shown by the records of the Corporation. The purpose or purposes for which a

special meeting is called shall be stated in the notice thereof. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

5.9 Quorum. Fifty-one percent of the Board of Directors shall constitute a quorum. A proxy may not be used for the purpose of establishing a quorum.

5.10 Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

5.11 Telephone Meeting. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

5.12 Compensation. No Director shall receive any compensation for services rendered in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses

incurred in the performance of the duties of the Director to the extent provided by such resolution.

5.13 Authority and Responsibility. The Board of Directors shall have and shall exercise all of the powers of the Corporation, except the power to amend these Bylaws. The Board of Directors shall pursue such objectives, policies and programs as shall be in accordance with the expressed instructions of the Corporation and within the provisions of these Bylaws.

5.14 Assets Care. The Board of Directors shall have the care and custody of any and all permanently invested funds, securities and assets of the Corporation and shall be responsible for the prudent investment and reinvestment of such Corporation holdings. It shall complete all financial negotiations and transactions in accordance with plans authorized and approved by the Corporation.

5.15 Reporting to Corporation. Minutes of the Board of Directors' meetings shall be prepared and distributed or read at the next regular Directors and next business meeting of the Corporation.

5.16 Term Limits. No Director or Officer shall serve more than three consecutive years in any voting position on the Board of Directors.

6 THIS SECTION BLANK

The entire contents of this section, formerly EXECUTIVE COMMITTEE, have been moved to Section 5.

7 COMMITTEES

7.1 Committees. The President may create and appoint the Corporation's Members to any committees as the President shall from time to time deem appropriate, such committees to have the power and duties designated by the President provided that no such committee, other than the standing Finance Committee, shall have and exercise the authority of the Board of Directors in the management of the Corporation. The President has the responsibility to monitor and report on non-standing committee activities.

7.2 Term of Office. Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board of Directors, or unless such member shall cease to qualify as a member thereof.

7.3 Vacancies. Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.4 Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.5 Rules. Each committee may adopt rules for its own functions not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

8 STANDING COMMITTEES

8.1 Finance Committee. The Board of Directors is responsible for specifying financial policy for the Corporation. The Finance Committee, under specific authority delegated by the Board of Directors, has responsibility for managing financial matters of the Corporation. The Committee shall be chaired by the Chair of the Board of Directors and will include the Vice President/President Elect, two other Directors and one non-Director member-at-large appointed by the Board. The Treasurer and Assistant Treasurer shall be ex officio non-voting members. Other members may be added as deemed appropriate by either the Committee or the Board of Directors.

The Finance Committee is to be responsible for directing the operations of the Treasurer, specifying financial reporting, managing investment of funds, managing assets, insuring the Corporation, preparing tax returns, managing the Service Deposit function, developing budgets, managing non-budget expense requests and auditing (other than that specifically delegated to the Audit Committee), among other functions as delegated by the Board of Directors. Any of these functions could be performed by the Treasurer, Assistant Treasurer, other Member(s) of the Corporation or a qualified non-member as determined by the Committee, with the approval of the Board of Directors.

8.2 Leadership Committee. The Leadership Committee has responsibility for development of future leaders of the Corporation and for the annual nomination process. The

Committee shall be chaired by the Immediate Past President with two other Directors appointed by the Board of Directors as members. Other members may be added as deemed appropriate by either the Committee or the Board of Directors.

The Leadership Committee will be responsible for identifying and developing leadership candidates for all positions of the Corporation (Directors, Committee Chairs and any others), for documenting the responsibilities of leadership positions (see also 8.4 below) and for managing the nominating process (see 8.2.1 below).

8.2.1. Nominations By The Committee. The Leadership Committee shall nominate Directors to succeed those whose terms in office will next expire. The list of candidates shall be prepared and submitted to the Voting Members at the annual meeting. The slate of nominations shall reflect the entire composition of the Corporation's Voting Membership.

8.2.2 Nominations From Membership. Members of the Corporation who may desire to nominate Directors other than those proposed by the Leadership Committee may do so on the signed petition of no less than ten Voting Members, and such nominations, with the names of those signing the petition, shall be filed with the Leadership Committee and the Secretary and shall be given to the voting Members of the Corporation at the annual meeting, if such nomination is made within sufficient time. Nothing herein contained shall

prevent nominations to the Board of Directors from the floor at the time of the meeting at which the election is held. Any candidate proposed by any process must consent to serve prior to voting.

8.3 Audit Committee. The Audit Committee will conduct an annual informal audit of the Corporation's books. The Committee will be chaired by the Vice President/President Elect. Two other Directors, excluding the Treasurer and Assistant Treasurer, appointed by the Board will be members. Other members may be added as deemed appropriate by either the Committee or the Board of Directors.

The Audit Committee annually in January shall conduct an informal audit of the records and financial transactions of the corporation for the prior year and report their findings to the Board of Directors and to the Members of the Corporation at the first business meeting following completion of their audit.

8.4 Other Committees. Other committees that have been established include, but are not limited to: Hospitality, Gardening Projects, Newsletter, Youth, Fund Raising/Plant Sale, Program, Plant Health Advisors, Membership, Library and Special Events. It is the responsibility of the Leadership Committee to assure that the purpose, operation and membership of these and any other committees that might be formed from time-to-time are properly documented and disseminated to the various committees and to the membership.

9 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of it on behalf of the Corporation, and such authority may be general or confined to specific instances.

9.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by the Treasurer (or an Assistant Treasurer) and countersigned by the President or Vice President/President-Elect of the Corporation.

9.3 Deposits. All funds of the Corporation shall be deposited timely to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

9.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board will prepare a policy for receipt of marketable instruments.

9.5 Property Administration. The Corporation may receive real pr personal property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, or educational purposes, and engage in any lawful act or activity for which charitable corporations may be organized under the laws of the State of Wisconsin.

9.6 Endowment Fund. An endowment fund may be established by the Board of Directors to include bequests received by the Corporation, unless otherwise restricted by the donor.

9.7 Assets Distribution. No part of the principal of the funds gifted to the Corporation shall be distributed except pursuant to a resolution adopted by the affirmative vote of a majority of the Voting Members present at a regular or special meeting of the Corporation, provided however, that such proposed distribution is not in contravention of the terms under which the property proposed to be distributed was received by the Corporation.

9.8 Annual Budget. The Membership shall approve the annual budget at each annual meeting.

9.9 Audit. At any time that the Board of Directors may deem advisable, it shall cause the Corporation's accounts to be reviewed or audited by a certified public accountant or firm of accountants. Such accountant or firm of accountants

shall submit to the Corporation members a verified statement of the finances of the Corporation.

9.10 Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation, shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors in such sum as the Board shall prescribe.

10 CORPORATION SERVICES

10.1 Authority. The Board of Directors for the Corporation may conduct, sponsor, or contract for such services as it deems necessary and advisable in carrying out its objectives, policies, and programs, and for these reasons may employ the assistance of individuals or firms as deemed necessary and practical.

10.2 Special Services. Special services of the Corporation shall be offered, issued, or sold to the general public or others, if by so doing it furthers the objectives, policies or programs of the Corporation and is approved by the Board of Directors.

11 MISCELLANEOUS PROVISIONS

11.1 Fiscal Year. The fiscal year of the Corporation shall commence on January 1 and terminate on December 31.

11.2 Notice. Whenever under the provisions of these Bylaws, the Articles of Incorporation of the Corporation or Wisconsin statutes, notice is required to be given to a director, committee member, or officer, such notice shall be given in writing, by first-class mail, to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the United States mail. Notice may also be given by, facsimile, email or telephone, and will be deemed given when received.

11.3 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

12 INDEMNIFICATION AND INSURANCE

12.1 Indemnification. The Corporation shall indemnify each member of the Board of Directors for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these bylaws, in a manner and to the extent permitted by applicable law.

12.1.1 The Corporation shall indemnify each of its Directors, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director and acting within the scope of his or her official duties; provided that such determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose that he or she reasonably believed to be in the best interests of the Corporation and, in the case of a criminal action or proceeding, that he or she had no reasonable cause to believe that his or her conduct was unlawful.

12.1.2 Every reference herein to a member of the Board of Directors of the Corporation shall include every Director thereof and former Director thereof. This indemnification shall apply to all the judgments, fines, accounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided

shall be in addition to any and all rights to which any Director of the Corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

12.2 Insurance. The Board of Directors will make all reasonable efforts to procure liability insurance as deemed necessary for each member of the Board of Directors.

13 LIMITATION ON ACTIVITIES

13.1 The Corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

13.2 The Corporation shall use its funds to accomplish only the objectives and purposes specified in these Bylaws, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or other private individuals, or other organizations organized and operating for profit, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered.

14 INTERNAL REVENUE CODE

14.1 References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States Internal Revenue Law.

15 AMENDMENTS TO BYLAWS

15.1 These Bylaws may be amended or repealed or new bylaws adopted upon the affirmative vote of two-thirds of the Voting Members, either present in person or by proxy at any regular or special meeting of the corporation, if notice of the proposed alteration or amendment is contained in the notice of the meeting. These Bylaws also may be altered or amended by the affirmative vote by mail of two-thirds of the Voting Members casting ballots, if the alterations or amendment proposed be submitted in writing by mail to each Voting member of the Corporation, and proof of such mailing under oath, shall be filed with the permanent records of the Corporation. Such vote shall be closed and recorded not later than thirty (30) days from the date of mailing.

16 DISSOLUTION

16.1 On dissolution or final liquidation, the Board of Directors shall, after paying or making provisions for the payment of all lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more regularly organized and qualified charitable, educational, or scientific organizations to be selected by the Board of Directors. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.