

**BYLAWS OF
CHEROKEE COUNTY MASTER GARDENERS, INC.**

Revised November 21, 2017

ARTICLE I – NAME

1.1: The name of this Georgia organization is the Cherokee County Master Gardeners, Inc. (hereinafter "CCMG"). CCMG is a not-for-profit service and educational organization and its operations will not result in financial gain to the organization or to any member.

1.2: The CCMG year shall run from January 1 of each year through the ensuing December 31.

ARTICLE II – PURPOSES

2.1: The CCMG is organized exclusively for not-for-profit service and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law, provided, however, none of the rights and power afforded to CCMG shall include the right to operate a business for profit.

2.2: The mission of CCMG is to share voluntarily with our community in Cherokee County information about horticultural practices and techniques using the research and recommendations of the University of Georgia Extension Service and to provide opportunities for CCMG members to share information, knowledge and expertise with others who have similar horticultural interests.

2.3: The CCMGs may work cooperatively with University of Georgia Cooperative Extension as well as other public and private agencies and institutions.

ARTICLE III – NONPROFIT STATUS

3.1: CCMG shall be operated exclusively for the promotion of charitable, educational, and scientific purposes and no part of its net earnings shall inure to the benefit of or be distributed to its Board of Directors (referred to hereinafter as the Board), staff, other private individuals or organizations organized and operating for profit, except that CCMG shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein and in its Articles of Incorporation.

3.2: CCMG shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office while wearing CCMG hat or badge. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law for non-profit tax-exempt corporations.

3.3: Notwithstanding any provision in these bylaws or in CCMG's Articles of Incorporation, CCMG shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(a) of the Internal Revenue Code of 1954 as an organization described in Section 501(c)(3) of such Code (or the corresponding provisions of any future United States Internal Revenue laws) and the Georgia Nonprofit Corporation Code.

ARTICLE IV – MEMBERSHIP

4.1: Membership Definitions

4.1.1: Active Member: A Certified Master Gardener is a person who has completed the classroom training and satisfactorily fulfilled his or her volunteer service as required by the Georgia Master Gardener Program and is certified by the Cooperative Extension Agent (hereinafter "CEA"). The completion of annual certification requirements shall be necessary on an ongoing basis and the submission of the annual Recommitment Form is required. Only an Active Master Gardener is eligible to vote and wear the official University of Georgia (hereinafter "UGA") name badge.

4.1.2: Associate Member: An Associate Master Gardener has completed the Georgia Master Gardener Program but does not fulfill the CEA annual requirements. He or she may participate in CCMG projects and activities under certain restrictions outlined in the Policies and Procedures Manual. No hours may be awarded, and associate members are ineligible to vote.

4.1.3: Trainee Member: A Master Gardener Trainee is a resident who is in the process of becoming certified as a Master Gardener by the service of required volunteer hours and is ineligible to vote. A trainee may only be a member for one year as a trainee. After certification, a trainee is eligible for membership in CCMG as an active master gardener as stated in 4.1.1 above.

4.1.4: Inactive Member: An Inactive Master Gardener has completed the Georgia Master Gardener Program but no longer participates in the CCMG projects and activities. He or she is ineligible to vote. An inactive member may become an active member by completing the annual Recommitment Form, taking the Risk Management Test and fulfilling other CEA requirements.

4.1.5: CEAs are ineligible to vote but serve as educational advisors.

4.1.6: Friends of CCMG who wish to support CCMG with gifts of time or funds are ineligible to vote.

4.1.7: Alumni: A Master Gardener who has completed the classroom training and satisfactorily fulfilled his or her volunteer service as required by the Georgia Master Gardener Program and due to extenuating circumstances can no longer volunteer. No annual membership form is required. Alumni are ineligible to vote.

4.1.8: An annual Recommitment Form is due by December 15 and shall be filed with the secretary of CCMG by all active members and trainees who wish to remain active in the upcoming year.

4.2: Membership Dues

4.2.1: Dues shall be assessed only by a two-third (2/3) vote of active members.

4.2.2: Membership in CCMG shall be based upon a calendar year.

ARTICLE V – OFFICERS AND DIRECTORS

5.1: The board of directors shall consist of the president, president-elect, treasurer, secretary, immediate past president and two (2) to four (4) members-at-large. The board of directors shall have an odd number of members.

5.2: The current officers (president, president-elect, secretary, treasurer and immediate past president) of the corporation shall serve as officers of the board.

5.3: Vacancies occurring in any elective office shall be appointed by the board to fulfill that term of office. Resignation from the board must be written or electronically transmitted and received by the president.

5.4: The management and primary decision-making of the CCMG shall be vested in the board, which shall have the power to do anything necessary and proper for the accomplishment of any of the purposes of the CCMG herein before set forth or of any proper and lawful objectives of the CCMG.

5.5: Business of the CCMG shall be conducted by the board at scheduled meetings.

5.5.1: The board of directors shall meet at least quarterly. A special meeting of the board may be called by the president or upon request of five (5) members of the board.

5.5.2: A majority of the members of the board must be present to conduct business.

5.5.3: Proxy voting is allowed to conduct business of the board. Any such proxies must be executed as detailed in the Georgia Nonprofit Corporation Code.

5.6: The minutes of the board of directors shall be communicated to the membership within thirty (30) days of the meeting.

5.7: TERMS OF OFFICE

5.7.1: The president shall serve one (1) CCMG year.

5.7.2: The president-elect shall serve three (3) years, with the first year as president-elect, the second year as president, and the third year as immediate past president.

5.7.3: The secretary and treasurer shall each serve one year and are eligible for re-election.

5.7.4: Members-at-large shall be elected for two-year (2) year terms. Fifty (50) percent of the members-at-large shall be elected each odd-numbered year and fifty-percent shall be elected each even-numbered year. They are to be elected by a majority vote of the membership present and voting at the November meeting. Members-at-large are eligible for re-election.

ARTICLE VI - DUTIES OF OFFICERS AND BOARD

6.1: The duties of the president shall be to:

6.1.1: Preside at meetings of CCMGs.

6.1.2: Coordinate with the officers and committee chairs all activities of CCMG and shall be an ex-officio member of all committees.

6.2: The duties of the president-elect shall be to:

6.2.1: Assist the president in the operations of his or her duties.

6.2.2: Preside at meetings in the absence of the president.

6.2.3: Plan, arrange and prepare for programs in advance of regular monthly meeting.

6.3: The duties of the secretary shall be to:

6.3.1: Record minutes of all CCMG meetings and communicate said minutes to the membership.

6.3.2: Have custody of bylaws and other important documents and records.

6.3.3: Handle the general correspondence of CCMG.

6.3.4: Maintain a current membership roster.

6.4: The duties of the treasurer shall be to:

6.4.1: Collect all monies, pay all bills and accurately maintain detailed financial records.

6.4.2: Serve as chair of the finance and budget committee.

6.5: The immediate past president shall be the most recent president whose term as president has been completed. He or she shall assist and advise the president in all regards.

6.6: The duties of the members-at-large shall be to:

6.6.1: Represent the general membership at the board meetings.

6.6.2: Serve as chair, member, or liaison of various standing and ad hoc committees.

ARTICLE VII - MEETINGS AND VOTING

7.1: CCMG shall conduct regular membership meetings. Members shall be notified of the meetings ten (10) days in advance.

7.2: The secretary shall certify the voting status of the members.

7.3: Voting on items brought before the membership, with the exception of the amendments to the bylaws (12.2) and dues (4.2.1) and items in 7.6 shall require a majority of the votes cast.

7.4: A quorum shall be a majority of voting members at a regularly scheduled meeting.

7.5: Election of all officers as provided in Article IX is to be by a show of hands or by voice vote during a regularly scheduled meeting. Only active members in good standing vote and the president will certify the results of the election.

7.6: Two-thirds (2/3) vote will be required to suspend or change a rule already adopted, to close or limit debate on a motion, to prevent the consideration of a motion and to close nominations.

ARTICLE VIII - FINANCES

8.1: The funds of the CCMG shall be expended according to the budget as approved by the membership.

8.2: No member may incur any indebtedness in the name of the corporation without the approval and authorization of the budget and finance committee.

8.3: All officers and committee members shall serve without compensation. However, the budget and finance committee may authorize payment of such necessary incidental expenses as may be properly incurred by officers or committee members in the transaction of the business of the corporation.

ARTICLE IX - COMMITTEES

9.1: Standing Committees The following standing committees, but not limited to those mentioned, may be considered and appointed by the president and board as necessary in carrying out the objectives of the CCMG.

9.1.1: Nominating Committee

9.1.1.1: The nominating committee shall consist of five (5) members, two (2) of whom shall be appointed from the board. One (1) of those appointed by the board shall be designated as chair. Three (3) members of the nominating committee will be elected by the membership at the regular August meeting.

9.1.1.2: The nominating committee shall meet prior to October 1 of each year in order to consider a slate of candidates, whose names shall be presented at the November meeting.

9.1.1.3: Nominees for officers and for directorships who are chosen by the nominating committee must agree to their nomination before being presented to the general membership.

9.1.1.4: As the final order of business at the Annual Meeting of CCMG in November, the chair of the nominating committee will present its recommendations to the membership at said meeting.

9.1.1.5: Further nominations will be accepted from the floor at the November meeting with the nominees' permission before being voted on by the membership.

9.1.1.6: The president will conduct the election. If there are no nominations from the floor, the slate presented by the nominating committee shall be accepted by acclamation. If there is more than one (1) nominee for the same office, the candidate with the largest number of votes cast for the said office shall be elected to that office.

9.1.2: Finance and Budget

9.1.2.1: The finance and budget committee will assist the treasurer in the preparation of an itemized budget and will make recommendations as to the collection and disbursement of funds.

9.1.2.2: The members of the finance and budget committee shall be president, president-elect, treasurer, and two (2) members elected by the membership at the annual meeting.

9.1.3: Bylaws Committee

9.1.3.1: The bylaws committee shall consist of at least three (3) members. The committee will consider amendments to the bylaws as necessary.

9.2: New Committees

9.2.1: New committees may be formed as needed. Committees whose function extend beyond the current CCMG year shall be reinstated by the newly elected president and board.

ARTICLE X - LIABILITY

10.1: Meetings, field trips and other activities attended by members, guests or the general public are at their sole discretion and the CCMG assumes no responsibility for personal injury or liability.

ARTICLE XI - PARLIAMENTARY PROCEDURE

11.1: The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the Cherokee County Master Gardeners, Inc. unless otherwise specified by the bylaws or amendments to the bylaws.

XII - AMENDMENTS

12.1: These bylaws or a restatement of these bylaws may be amended at any regular monthly meeting of the corporation by a two-thirds (2/3) vote of voting members present, provided that the amendment has been submitted in writing at the previous regular

meeting. Results of the vote shall be certified by the president and then published as an attachment with the meeting minutes.

12.2: Any member who would like to propose an amendment or change to the bylaws shall submit the change in writing to the bylaws committee for review. The bylaws committee will be responsible for presenting the proposed changes to the board for review prior to membership voting.

ARTICLE XIII - DISSOLUTION

13.1: In the event of the dissolution of the corporation distribution of the corporation assets shall be as outlined in Article XII of the Articles of Incorporation of the CCMG, Inc.

Upon motion duly made and recorded, these bylaws were adopted at the November 21, 2017 regular membership meeting of the Cherokee County Master Gardeners, Inc.

 President  Secretary

Appendix A

Articles of Incorporation