

**BYLAWS
OF
MADISON AREA MASTER GARDENERS
ASSOCIATION, INC**

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ARTICLE I Identification

Section 1.01. Name. The corporation's name is Madison Area Master Gardeners Association, Inc. (the "corporation").

Section 1.02. Principal and Business Offices. The corporation may have such principal and other business offices, either within or outside the state of Wisconsin, as the Board of Directors may designate or as the corporation's business may require from time to time.

Section 1.03. Registered Agent and Office. The corporation's registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of the corporation's registered office may be changed from time to time by or under the authority of the Board of Directors, or by the registered agent. The business office of the corporation's registered agent shall be identical to the registered office. The corporation's registered office may be, but need not be, identical with the corporation's principal office in the state of Wisconsin.

Section 1.04. Place of Keeping Corporate Records. The records and documents required by law to be kept by the corporation permanently shall be kept at the corporation's principal office.

ARTICLE II Members

Section 2.01. Membership. Persons who are enrolled in or have completed one or more years of Extension Master Gardener training courses and who wish to continue professional improvement and service to the community shall be eligible for membership.

Section 2.02. Dues. Members shall pay annual dues, which shall be due at the time of applying for membership, and thereafter by January 1 of each year. The annual dues amount shall be set by vote of the membership at its Annual Meeting in February each year. Members whose dues are not paid by January 1 shall be dropped from membership in the Corporation until payment of annual dues.

Section 2.03. Honorary Members. Upon the motion of one member, seconded by another member and by a majority vote by ballot at the Annual Meeting, honorary one-year membership may be conferred upon a nonmember who has rendered notable service to the Corporation. An honorary member shall have none of the obligations of membership in the Corporation, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office.

Section 2.04. Ex Officio Member. The Dane County Horticultural Agent shall be invited to be an ex officio, nonvoting, member and to serve as horticultural advisor.

ARTICLE III

Meetings

Section 3.01. Annual Meetings. The members shall have an Annual Meeting on the second Tuesday of February each year, unless otherwise ordered by the Board of Directors. The Annual Meeting shall be for the purpose of electing officers, receiving reports of officers and committees, and any other business that may arise.

Section 3.02. Special Meetings. Special meetings may be called by the President or by the Board of Directors and shall be called upon the written request of ten members of the corporation. The purpose of the meeting shall be stated in the call. Except in the case of emergency, at least three days' notice shall be given.

Section 3.03. Quorum. Twelve members of the Corporation shall constitute a quorum.

ARTICLE IV

Board of Directors

Section 4.01. Number and Tenure. The Board of Directors shall consist of the four (4) officers, six (6) directors, and one alternate director. The regular terms of the Board of Directors shall be two (2) years. Each director may serve until his or her successor shall have been appointed in accordance with these bylaws or until his or her prior death, resignation, or removal. The terms of directors shall be staggered so that one-half (1/2) of the Board of Directors is elected each year.

Section 4.02. General Powers. The corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its Board of Directors, subject to any limitation set forth in the articles of incorporation. The Board of Directors shall have general supervision of the affairs of the corporation between its Annual Meetings and shall perform such other duties as are specified in these bylaws.

Section 4.03. Nomination Procedures and Election. At the regular Board of Directors meeting held in September, the Board of Directors shall elect a nominating committee of three members. It shall be the duty of this committee to nominate members as candidates for the board positions to be filled at the Annual Meeting in February. The nominating committee shall report at the Board of Directors meeting in November, and shall notify members of the slate of candidates at least one month prior to the Annual Meeting. Before the election at the Annual Meeting in February, additional nominations from the floor shall be permitted. Directors shall be elected by a majority of the member votes cast in an election at the Annual Meeting at which a quorum of the corporation is present, as referenced in Section 3.03.

Section 4.04. Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy created by an increase in the number of directors, shall be filled by the elected alternate director. The alternate director shall serve for the remainder of the unexpired term, or if the vacancy is created by an increase in the size of the board, the director shall serve the term designated by the Board of Directors. Additional vacancies shall be filled by the Board

of Directors electing members for the unexpired terms of the vacancies. Directors shall be elected by the majority vote of the remaining Board of Directors.

Section 4.05. Removal; Resignations. The majority of the Board of Directors may remove any director from office by a vote of the directors taken at any Board of Directors meeting called for that purpose, provided that a quorum of the board is present (see section 4.10). A board member may resign at any time by delivering to the President his or her written resignation that complies with the provisions of Wisconsin Statutes Chapter 181.

Section 4.06. Regular Meetings. A regular meeting of the Board of Directors shall be held during the months of January, March, May, July, September, and November, unless otherwise ordered by the Board of Directors. The Board of Directors may designate any place, either within or outside the State of Wisconsin, as the place for any regular or special meeting of the Board of Directors or any adjourned meeting. If no designation is made, the place of the meeting shall be the corporation's principal office. The Board of Directors may provide, by resolution, the time and place, either within or outside the State of Wisconsin, for the holding of additional regular meetings.

Section 4.07. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors of the Board of Directors. The person or persons authorized to call special Board of Directors meetings may fix any place, either within or outside the State of Wisconsin, as the place for holding any special board meeting called by them, and if no other place is fixed, the meeting place shall be the corporations' principal office. Any such meeting may be adjourned to reconvene at any place designated by vote of a majority of the directors in attendance at the meeting.

Section 4.08. Meetings by Electronic Means of Communication. To the extent provided in these bylaws, the Board of Directors, or any committee of the board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating directors may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 4.09. Notice of Meetings; Waiver of Notice. Notice of each Board of Directors meeting shall be delivered to each director at his or her business address or at such other address as the director shall have designated in writing and filed with the secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, other form of wire or wireless communication, private carrier, or in any other manner provided by Wisconsin Statutes Chapter 181. Notice shall be given not less than forty-eight (48) hours before the meeting being noticed, or seventy-two (72) hours before the meeting being noticed if the notice is given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A director may

waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the director, and retained in the corporate record book. The director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board of Directors meeting need be specified in the notice or waiver of notice of the meeting.

Section 4.10. Quorum Requirement. Except as otherwise provided by Wisconsin Statutes Chapter 181, the articles of incorporation, or these bylaws, a majority of the number of directors as required in Section 4.01 of these bylaws shall constitute a quorum for the transaction of business at any Board of Directors meeting.

Section 4.11. Voting Requirement. The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. This provision shall not, however, apply in the event the affirmative vote of a greater number of directors is required by Wisconsin Statutes Chapter 181, the articles of incorporation, or any other provision of these bylaws.

Section 4.12. Conduct of Meetings. The president, and in the absence of the president, a vice president, and in the absence the vice president, any director chosen by the directors present, shall call Board of Directors meetings to order and shall act as chairperson of the meeting. The corporation's Secretary shall act as secretary of all Board of Directors meetings, but in the Secretary's absence, the presiding officer may appoint a director or other person present to act as secretary of the meeting. The chairperson of the meeting shall determine if minutes of the meeting are to be prepared, and if minutes are to be prepared, shall assign a person to do so.

Section 4.13. Compensation and Expenses. The directors shall serve as such without salary, but the board may authorize the payment by the corporation of the reasonable expenses incurred by the directors in the performance of their duties.

Section 4.14. Director's Assent. A director of the corporation who is present and is announced as present at a meeting of the Board of Directors or of a committee of the board of which he or she is a member, at which meeting action on any corporate matter is taken, shall be deemed to have assented to the action unless (1) the director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the meeting; (2) the director dissents or abstains from an action taken and minutes of the meeting are prepared that show the director's dissent to or abstention from the action taken; (3) the director delivers written notice that complies with the provisions of Wisconsin Statutes Chapter 181 of his or her dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the corporation immediately after the adjournment; or (4) the director dissents or abstains from an action taken, minutes of the meeting are prepared that fail to show the directors dissent or abstention, and the director delivers to the corporation a written notice that failure that complies with the provisions of Wisconsin Statutes Chapter 181 promptly after receiving the minutes. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.15. Action Without a Meeting. Any action required or permitted by the articles of incorporation, these bylaws, or any provision of Wisconsin Statutes Chapter 181 to be taken by the Board of Directors at a board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last director signs the consent or upon other such effective date as is specified in the consent.

ARTICLE V Standing Committees of the Board

Section 5.01. Standing Committees. The corporation shall have the following standing committees:

Section 5.02. Budget and Finance Committee. The Budget and Finance Committee shall be composed of the Treasurer, one or more directors who shall be appointed by the President promptly after the Annual Meeting, and other members of the corporation. The committee is responsible for general oversight of fiscal operations and the development and recommendations of guidelines to the Board of Directors for fiscal procedures including bookkeeping, the annual budget of income and expenses, and an investment strategy.

Section 5.03. Community Services Committee. The Community Services Committee shall be composed of two or more directors and other members of the corporation, all appointed by the President promptly after the Annual Meeting. The committee is responsible for identifying and developing ways in which the corporation can share its expertise and resources with the community and recruiting members for such projects.

Section 5.04. Membership Committee. The Membership Committee shall be composed of two or more directors and other members of the corporation, all appointed by the President promptly after the Annual Meeting. This committee receives and maintains membership records, reports members' volunteer service and education hours, and develops members' benefits.

Section 5.05. Program and Education Committee. This committee shall be composed of two or more directors and other members of the corporation, all appointed by the President promptly after the Annual Meeting. This committee is responsible for providing the corporation's continuing education programs for members while promoting the exchange of gardening related ideas.

Section 5.06. Other Committees. The Board of Directors may create and appoint members to one or more committees by the affirmative vote of the majority of the Board of Directors present at a meeting at which a quorum is present. Each committee shall consist of two or more directors and shall, unless otherwise provided by the Board of Directors, serve at the pleasure of the Board of Directors. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of the committee, upon the request of the President or of the chairperson of the committee. Each committee shall fix its own rules governing the conduct of its

activities and shall make such report of its activities to the Board of Directors as the board may request. The President shall be ex officio member of all committees except the Nominating Committee.

ARTICLE VI Officers

Section 6.01. Number and Titles. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 6.02. Powers, Authority, and Duties. Officers of the corporation shall have the powers and authority conferred and the duties prescribed by these bylaws and by the parliamentary authority adopted by the Corporation.

Section 6.03. Election, Term of Office, and Compensation. The officers shall be directors elected by the Board of Directors to serve a one-year term. No officer shall hold more than one office at a time. Each officer shall hold office until his or her successor shall have been duly appointed or until the officer's prior death, resignation, or removal. Officers shall not receive separate compensation in exchange for serving as an officer.

Section 6.04. Additional Assistants, Agents, etc. In addition to the officers referred to in Section 6.01 of these bylaws, the corporation may have such other managers, assistants to officers, and agents as the Board of Directors may deem necessary and may appoint. Each such person shall act under his or her appointment for such period, have such authority, and perform such duties as may be provided in these bylaws, or as the board may from time to time determine.

Section 6.05. Removal. The majority of the Board of Directors may remove any officer or agent, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights.

Section 6.06. Resignations. Any officer may resign at any time by giving written notice to the president. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 6.07. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled in the manner prescribed for regular appointments to the office. A vacancy in any office shall be filled for the remainder of the term.

Section 6.08. The President. The president shall be the corporation's chief executive officer and, subject to the Board of Directors' control, shall:

- (a) Preside at all meetings of the corporation
- (b) Appoint members to serve on committees

- (c) Generally supervise all activities of the corporation
- (d) Have authority to sign, execute, and deliver in the corporation's name all instruments either when specifically authorized by the Board of Directors or when required or deemed necessary or advisable by the president in the ordinary conduct of the corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these bylaws or by the board to some other officer(s) or agent(s) of the corporation or shall be required by law or otherwise to be signed or executed by some other officer or agent.

Section 6.09. The Vice-President. In the President's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the Vice-President 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 Vice-President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors.

Section 6.10. The Secretary. The Secretary shall:

- (a) Keep any minutes of the member meetings and of the Board of Directors meetings;
- (b) See that all notices are duly given in accordance with these bylaws or as required by law;
- (c) Be custodian of the corporation's corporate records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed;
- (d) In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

Section 6.11. The Treasurer. The treasurer shall:

- (a) Have charge and custody of, and be responsible for, all of the corporation's funds and securities; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the corporation's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of Section 7.04 of these bylaws; cause such funds to be disbursed by checks or drafts on the corporation's authorized depositories, signed as the Board of Directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed;
- (b) Have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the corporation's financial transactions from the officers, employees, or agents transacting the same;

(c) Keep or cause to be kept, at the corporation's principal office or such other office or offices as the Board of Directors shall from time to time designate, correct records of the corporation's funds, business, and transactions, and exhibit those records to any director or the corporation upon request at that office;

(d) Deliver to the Board of Directors or the president whenever requested an account of the corporation's financial condition and of all his or her transactions as treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the board a like report for that fiscal year;

(e) Serve on the Budget and Finance Committee

(f) In general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to or her by the Board of Directors or the President.

If required by the Board of Directors, the treasurer shall furnish a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board shall determine.

ARTICLE VII

Contracts, Loans, Checks, and Deposits

Section 7.01. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the corporation's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers, or agent or agents.

Section 7.02. Loans. No indebtedness for borrowed money shall be contracted on the corporation's behalf and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. The authorization may be general or confined to specific instances.

Section 7.03. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the corporation's name, shall be signed by such officer or officers, or agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 7.04. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the corporation's credit in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE VIII

Indemnification

The corporation shall, to the fullest extent authorized by Wisconsin Statutes Chapter 181, indemnify any director or officer of the corporation against reasonable expenses and against liability incurred by a director or officer in a proceeding in which he or she was a party because he or she was a director or officer of the corporation. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled. The corporation shall, to the fullest extent authorized by Wisconsin Statutes Chapter 181, indemnify any employee who is not a director or officer of the corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceedings if the employee was a party because he or she was an employee of the corporation. The corporation may, to the fullest extent authorized by Wisconsin Statutes Chapter 181, indemnify, reimburse, or advance expenses of directors or officers.

ARTICLE IX Amendments

These bylaws may be amended at any Annual Meeting of the corporation by a two-thirds vote of members eligible to vote, provided that previous notice of the action has been delivered to corporation members and copies of the proposed amendment are available to members prior to the Annual Meeting.

ARTICLE X Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws, Wisconsin Statutes Chapter 181, and any special rules of order the Corporation may adopt.

ARTICLE XI Seal

The corporation shall not have a corporate seal, and all formal corporate documents shall carry the designation "No Seal" along with the signature of the corporation's officer or officers.