

BYLAWS

EXTENSION MASTER GARDENER VOLUNTEER ASSOCIATION of BUNCOMBE COUNTY

ARTICLE 1

NAME OF THE ASSOCIATION

The name of this association shall be "Extension Master Gardener Volunteer Association of Buncombe County (the "Association" or "EMGVABC").

ARTICLE 2

PRINCIPAL OFFICE

The principal office of the Association shall be located at such place in the State of North Carolina as the Steering Committee shall from time to time designate.

ARTICLE 3

PURPOSES OF THE ASSOCIATION

The purpose of the Association is to support, teach and encourage a diverse community of gardeners using current research-based horticultural practices. In carrying out its mission, the Association will engage exclusively in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and the corresponding provisions of any future United States Internal Revenue law ("the Code") and that are permitted under the North Carolina Nonprofit Corporation Act (the "Act"). Such activities shall include, but not be limited to:

1. Enhancing, supplementing, and aiding in improving the effectiveness of its members as volunteers in the Extension Master Gardener program of Buncombe County;
2. Raising issues of concern for improvement of local and statewide Extension Master Gardener programs;
3. Facilitating communication among Association members through regular meetings, newsletters, emails, and other events;
4. Raising funds in support of the Association, state, county and multi-county, consumer horticulture, and Extension Master Gardener Volunteer ("EMGV") programs;
5. Promoting public awareness and appreciation of the horticultural services of the North Carolina Cooperative Extension with emphasis on the value and importance of education, consultation and training; and,
6. Sponsoring and co-sponsoring education and training activities for EMGVABC members and the public and in partnership with Buncombe County, North Carolina multi-county programs and the North Carolina Cooperative Extension.

Notwithstanding any other provision of these Bylaws, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by (i) an entity exempt from federal income

taxation under Section 501(c)(3) of the Code, or (ii) by an entity contributions to which are deductible under Section 170(c)(2) of the Code.

While the ultimate responsibility for the Buncombe County Extension Master Gardener Volunteer program rests with the Buncombe County's Extension Agent, Agriculture – Consumer Horticulture and staff, EMGVABC is a separate organization and vital partner, providing much-needed financial support, advocacy, and educational opportunities for volunteers and staff.

ARTICLE 4 RESTRICTIONS

The Association shall be subject to such restrictions as are imposed by the Articles of Incorporation, the Code and the Act.

ARTICLE 5 MEMBERSHIP

- 1. Membership.** There shall be two (2) classes of membership.
 - o Certified.** All Extension Master Gardener Volunteers who have successfully completed the Extension Master Gardener Training Program and are members in good standing of the Buncombe County Extension Master Gardener program in accordance with the requirements of the Extension Master Gardeners of Buncombe County Handbook ("Handbook") shall be Certified members of the Association. Extension Master Gardener Volunteers who have been awarded Emeritus status by the Buncombe County Extension Agent, Agriculture – Consumer Horticulture or who are on Leave of Absence are active Certified members. All active Certified members are eligible to vote on all matters concerning the Association. Emeritus members and EMGVs on Leave of Absence are not eligible to hold office.
 - o Students and Interns.** Individuals who are currently enrolled in or have completed the EMGV training program but have not yet achieved Certified status may attend Association meetings but are not eligible to vote on any matters concerning the Association or to hold office.
- 2. Status.** Certification and annual recertification status and requirements are determined and managed by the Buncombe County Extension Agent, Agriculture – Consumer Horticulture.
- 3. Meetings.** Meetings of the Association shall be held at either the principal office of the Association, or at such other place within or without the State of North Carolina as from time to time may be designated by the Steering Committee. A meeting of the members of the Association shall convene at least once in each calendar year for the purpose of conducting the business of the Association. Written notice of any meeting of the Association shall be provided to all members by any reasonable means, including electronic. Notice shall be delivered not less than seven (7) calendar days prior to any meeting. Any matter requiring a vote of the general membership of the Association will be approved by majority vote of the members eligible to vote in attendance at such meeting.

ARTICLE 6
STEERING COMMITTEE

- 1. Purpose.** The Steering Committee will function as a board of directors for the Association.
- 2. Number.** The Steering Committee shall have the power to fix and change the number of Steering Committee members, provided, that the Steering Committee shall consist of no less than seven (7) and no more than thirteen (13) voting members. Unless otherwise specified, all references to Steering Committee members in these Bylaws shall refer to voting members. The Buncombe County Extension Agent, Agriculture - Consumer Horticulture will serve as an advisory (nonvoting) member of the Steering Committee.
- 3. Qualification.** All Certified members in good standing, other than those with Emeritus or Leave of Absence status, are eligible for election to the Steering Committee.
- 4. Election.** To ensure continuity, approximately one-third (1/3) of the total number of Steering Committee members shall be elected by vote of Association members prior to January 1 of each calendar year. The Secretary shall provide Notice of the election to all Association members eligible to vote. Notice may be delivered via electronic communication, posting on ncsugarden.com or such other reasonable means as determined by the Steering Committee. The notice shall include the slate of candidates and the date and time specified for the receipt of all ballots. The period for submission and collection of all ballots shall be not less than fourteen (14) calendar days or more than twenty-eight (28) calendar days. The vote shall be made by electronic ballot provided to all members eligible to vote. There shall be no quorum requirement. The candidates receiving the highest number of votes cast will be elected. The Secretary shall compile and tabulate all of the ballots submitted within the specified voting period and announce the results to the membership.
- 5. Term.** Each elected member of the Steering Committee shall hold office for a term of three (3) years unless otherwise specified by resolution by the Steering Committee or these Bylaws. Elected Steering Committee members may seek re-election to unlimited consecutive terms.
- 6. Resignation.** Any Steering Committee member may resign at any time by giving written notice to the Chair. The resignation shall take effect at the time specified in the notice, and unless otherwise specified in such notice, acceptance of the resignation shall not be necessary to make it effective.
- 7. Removal.** Any Steering Committee member may be removed at any time, with or without cause, by majority vote of the other Steering Committee members.
- 8. Vacancies.** In the event of a vacancy, the Steering Committee may appoint an eligible member to fill the unexpired portion of the term, or the position may remain vacant until the next annual election, provided, that the total members of the Steering Committee shall not be less than seven (7).
- 9. Meetings.** Meetings of the Steering Committee shall be held at either the principal office of the Association, or at such other place within or without the State of North Carolina as from time to time may be designated by the Steering Committee. The Steering Committee shall convene for not less than six (6) meetings in each calendar year for the purpose of conducting the business of the Association.
 - o Notice and waiver of notice.** Written notice of any meeting of the Steering Committee shall be provided to all members by any reasonable means, including electronic. Notice shall be delivered not less than seven (7) calendar days prior to any meeting.
 - o Quorum.** Unless a greater number is required by the Act, the Articles of Incorporation of the Association, or these Bylaws, fifty percent (50%) of the membership of the Steering Committee will constitute a quorum for the purpose of conducting business.

Any reference in this proposal to a majority vote requirement means a majority vote of the Steering Committee members in attendance at a meeting at which a quorum is present.

- o **Participation by telephone or electronic means.** The members of the Steering Committee may participate in any meeting by means of telephone or any other means of communication affording all persons participating in the meeting the ability to hear one another, and participation in the meeting by means of such equipment shall constitute presence in person at the meeting.
- o **Open meeting policy.** All meetings of the Steering Committee are open to all Association members described in Article 5 of these Bylaws, who are encouraged to attend and participate.

- 10. Action without meeting.** Except as otherwise specified in these Bylaws, if a majority of all the members of the Steering Committee severally and collectively consent in writing to any action taken or to be taken by the Association, the action shall be valid as though it had been authorized at a meeting of the Steering Committee. Such written consent(s) shall be filed with the minutes of the Association.
- 11. Reimbursement.** The members of the Steering Committee shall serve without compensation for their services, but may be reimbursed for reasonable expenses actually incurred in connection with their duties.

ARTICLE 7 OFFICERS

- 1. Officers.** The principal officers of the Association shall consist of the Chair, Vice-Chair, Secretary and Treasurer.
- o **Chair.** The Chair will determine the agendas for and preside at all meetings of the Steering Committee and of the members of the Association and, in general, perform all duties incident to the office of Chair of the Steering Committee and such other duties as may be assigned by the Steering Committee.
 - o **Vice Chair.** The Vice Chair will assist the Chair in conducting the business of the Steering Committee; act as the Chair in the Chair's absence; and perform all duties incident to the office of Vice Chair and such other duties as may be assigned by the Steering Committee and the Chair.
 - o **Secretary.** The Secretary will keep the minutes of all meetings of the Steering Committee; be the custodian of the records of the Association; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; perform all duties incident to the office of Secretary and such other duties as may be assigned by the Steering Committee and the Chair.
 - o **Treasurer/Assistant Treasurer.** The Treasurer (and Assistant Treasurer, as required) will keep the books of the Association; prepare the annual budget and provide financial reports at meetings of the Steering Committee and members of the Association; account for and disburse funds in accordance with the priorities set by the Steering Committee and any applicable operating guidelines. The Treasurer may approve and disburse payment for non-budgeted expenditures of not more than \$100.00. The Treasurer and Assistant Treasurer may serve without bond.
- 2. Qualification.** All voting members of the Steering Committee are eligible for election as Chair, Vice Chair and Secretary. The foregoing notwithstanding, only a member who has served on

the Steering Committee for a minimum of one (1) year shall be eligible for election as Chair.

- 3. Election.** The Chair, Vice Chair and Secretary will be elected by majority vote of Steering Committee members eligible to vote and present at the annual organizational meeting of the Steering Committee.
- 4. Appointment.** The Treasurer and Assistant Treasurer will be appointed by majority vote of the Steering Committee. The Treasurer and Assistant Treasurer will serve as non-voting members of the Steering Committee.
- 5. Term.** All elected officers shall serve for a term of one (1) year. The Treasurer/Assistant Treasurer shall be appointed for a two (2) year term. The foregoing notwithstanding, all officers shall continue to serve until a successor is elected and assumes office. Officers may seek re-election or re-appointment for unlimited consecutive terms during their tenure on the Steering Committee.
- 6. Resignation.** Any officer may resign at any time by giving written notice to the Chair of the Steering Committee, or, in the event of the Chair's resignation, to the next-ranking officer. The resignation shall take effect at the time specified in the notice, and unless otherwise specified in such notice, acceptance of the resignation shall not be necessary to make it effective.
- 7. Removal.** Any officer may be removed at any time, with or without cause, by majority vote of the Steering Committee.
- 8. Vacancies.** Any vacancy in any office shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election to the office.
- 9. Reimbursement.** All officers shall serve without compensation for their services, but may be reimbursed for reasonable expenses actually incurred in connection with their duties.

ARTICLE 8 COMMITTEES

The Steering Committee, in its discretion, may establish standing or special committees.

The Chair may establish such standing or special committees, and appoint committee chairs and committee members as necessary or appropriate to carry out the business of the Association. With the exception of the committees identified in this Article, a committee will terminate when its purpose has been fulfilled.

- 1. Nominating Committee.** Each calendar year, the Chair shall appoint three (3) members of the Steering Committee to serve as a Nominating Committee. The Nominating Committee will recruit eligible members of the Association to run for election to the Steering Committee.
- 2. Audit Committee.** Unless otherwise directed by the Steering Committee, each calendar year the Chair shall appoint not less than two (2) Certified members of the Association to serve as an Audit Committee to review the financial and official records of the Association. No current member of the Steering Committee may serve on the Audit Committee. The Audit Committee shall conduct the audit and issue a written report of findings to the Chair and the Treasurer. The Audit Committee's report shall be reviewed at a meeting of the Steering Committee and shared with the Association members.

ARTICLE 9
INDEMNIFICATION OF
STEERING COMMITTEE MEMBERS, OFFICERS
and AGENTS

Except as otherwise provided in Article 12 of these Bylaws, the Association shall indemnify and hold harmless any member of the Steering Committee, officer, or agent of the Association and any such person's respective heirs, executors, administrators, successors and assigns, to the fullest extent required or permitted by the Act, including any amendments to or substitutions for the applicable sections of such Act that may be made from time to time.

ARTICLE 10
FISCAL YEAR and BUDGET

The fiscal year of the Association shall be the calendar year. The annual budget for the Association shall be prepared by the Treasurer for consideration by the Steering Committee based on input from Association and Buncombe County EMGV committees. The proposed budget, as approved by the Steering Committee, will be presented for approval by the Association at a general membership meeting each year. The budget will be approved by majority vote of the members eligible to vote in attendance at such meeting.

ARTICLE 11
CONFLICTS OF INTEREST

As used in these Bylaws, the term "conflict of interest" includes, without limitation, the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a member of the Steering Committee, an officer, or any other "disqualified person" (including a person or entity related to or controlled by the member of the Steering Committee, or otherwise as defined in section 4958 of the Internal Revenue Code and/or Section 55A-8-31 of the North Carolina General Statutes). In the event that there is a question whether a conflict exists, the issue shall be determined by majority vote of the Steering Committees (other than the affected member of the Steering Committee) present and voting. A matter does not involve a "conflict of interest" merely because a member of the Steering Committee serves on the board of another non-profit organization that will be giving a grant to, or receiving a grant from, the Association.

1. **Compliance.** No Steering Committee member or officer may engage in any excess benefit transaction as defined in Section 4958 of the Code. The Steering Committee shall comply with the provisions of Section 55A-8-31 of the North Carolina General Statutes, as amended, regarding "conflicting interest" transactions. The Steering Committee may adopt appropriate policies and procedures to implement this Article, and such policies and procedures may only be amended by the same vote required to amend these Bylaws.
2. **Disclosure.** Any member of the Steering Committee, voting or otherwise, for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Steering Committee.

3. **Recusal.** No member of the Steering Committee shall discuss or vote on any matter which would involve a conflict of interest. Any member of the Steering Committee for whom there may exist a conflict of interest shall refrain from discussion or vote on any such matter, and shall not be physically present in the room at the time any vote is taken thereon.
4. **Applicability.** The provisions of this Article shall apply to voting and nonvoting members of the Steering Committee.

ARTICLE 12

DISTRIBUTION AND ACTIVITIES

No part of the assets of the Association and no part of any net earnings of the Association shall be divided among or inure to the benefit of any member, officer or Steering Committee member of the Association or any private individual or be appropriated for any purposes other than the purposes of the Association as herein set forth. No substantial part of the activities of the Association shall be the carrying on of propoganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office or engage in any other activities not permitted to be carried on by (a) an entity exempt from federal income taxation under Section 501(c)(3) of the Code, or (b) an entity contributions to which are deductible under Section 170(c)(2) of the Code. The Association shall not indemnify any individual with respect to any excise tax imposed on such individual under Chapter 42 of the Code.

ARTICLE 13

DISSOLUTION

Upon dissolution of the Association, any assets that remain after the payment of any and all debts and claims against the Association and expenses of the dissolution shall be transferred or conveyed to the NC Cooperative Extension Service Foundation exclusively for the benefit of Buncombe County or in the event any such Foundation or fund is not in existence, then as the Steering Committee shall determine, to one or more charitable, scientific or educational organizations with similar goals and purposes organized and operated exclusively for educational and charitable purposes and shall, at the time of the transfer, qualify as an exempt organization(s) under Section 501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local government for a public purpose, in such proportions and for such exclusively charitable purposes as the Steering Committee of the Association may determine. Any such assets not disposed of shall be disposed of by any court of competent jurisdiction in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine.

ARTICLE 14

AMENDMENTS

These Bylaws may contain any provision for the regulation and management of the affairs of the Association not inconsistent with the Association's status as a nonstock nonprofit corporation and its Articles of Incorporation. Any amendment to these Bylaws may be proposed to the Steering Committee by any member of the Association eligible to vote. Any proposed amendment, as approved by the Steering Committee, will be presented for approval by the Association by affirmative vote of (i) a

majority of Association members eligible to vote and present any annual, regular or special meeting of the Association or (ii) a majority of Association members eligible to vote and responding to a special ballot. A copy of the proposed bylaws revision(s), together with written notice of a meeting of the Association, or special ballot to be submitted, concerning bylaws that are proposed to be adopted, amended, or repealed shall be delivered by any reasonable means, including electronic, to all Association members then eligible to vote not less than thirty (30) days prior to such meeting or special ballot submission deadline.

ARTICLE 15

MISCELLANEOUS

- 1. Anti-Discrimination.** EMGVABC is committed to the elimination of discrimination on the basis race, color, creed, national origin, religion, political beliefs, family and marital status, sex, age veteran status, sexual orientation, genetic information, or disability and will not knowingly or intentionally discriminate against any member or person.
- 2. Meeting Protocol.** EMGVABC endeavors to conduct all meetings with respect; to listen to and value varied opinions, to honor confidentiality and to work constructively to reach consensus. EMGVABC demonstrates respect for others by practicing inclusionary behavior in meetings, and working together and with the public.