

**Bylaws of the
Cumberland County Master Gardeners, Inc.
10/3/2023**

Article I, Name:

The name of the Corporation shall be Cumberland County Master Gardeners

Article II, Purpose:

The Corporation is founded as and shall operate as a Tennessee Nonprofit corporation. Its purpose shall be to support and engage in education, projects and activities that are related to horticulture for the benefit of the residents of Cumberland County, Tennessee. All such education, projects and activities shall be under the supervision of UT Extension and in cooperation with the Tennessee Master Gardener Program.

Article III, Membership:

- A. There are two classes of membership: Members and Auxiliary Members.
- B. Membership of the Corporation shall be open to all persons who have completed the required course of study and have had the title of Certified Master Gardener conferred upon them by UT Extension (or the equivalent status by the extension service of any other state in the United States or by a participating Province of Canada), and who also pay the current Cumberland County Master Gardeners corporation annual membership fee.
- C. Members: After becoming a Certified Master Gardener, annual re-certification, following current Tennessee state Master Gardener guidelines, is required to qualify to be a Member. Members are eligible to vote.
- D. Auxiliary Members: In the event that a Member does not complete their annual Master Gardener re-certification, they may elect to be an Auxiliary Member. Auxiliary Members are not eligible to vote or serve as an Officer or Director.

Article IV, Elections:

A nominating committee will be appointed by the president by September 1 of each year or earlier. The chairman of that Committee will present the candidates to the general membership at the October general membership meeting. The election of officers will be held at the November general membership meeting after nominations from the floor of other qualified members have been closed. The one-year term of office for newly elected officers will begin the first day of the following January.

Vacancies among the officers and committee chairs shall be filled by the president for the remainder of the unexpired term, with approval of the Executive Board.

No officer may serve more than 2 (two) consecutive terms in the same office, unless there is not a qualified candidate for an office at the November meeting. In that event, an incumbent office holder may be approved as a candidate for the same office by a nomination from the floor.

Article V. Management of the Corporation:

The Executive Board (hereinafter referred to as the “Board”) shall manage the Corporation and shall consist of the elected officers and directors of the Corporation (Article VI) with the President acting as the chairperson. The current Board may recommend directors other than as provided in Article VI hereof from among Corporation members to this Board as directors and will require the approval of the membership at a general membership meeting. The current Board may also appoint other Corporation members as non-voting advisory Board members as deemed necessary to complete its assigned responsibilities. The appointment of non-voting advisory members will be made by the President without the need for membership approval. The Board shall be responsible for investigating and evaluating all organizational matters.

The Board shall develop an annual budget and submit it to the membership at a general membership meeting for approval. The approved budget shall be the authority for the Board to conduct all business matters that are within the approved budget. Changes to the budget must be approved by the Board and if those changes increase total budgeted corporate planned expenditures by ten percent or more, be approved by the membership at a general membership meeting. The Board will be responsible for reviewing the corporation’s finances at each Board meeting and, at least once a year, report the Corporation’s financial status to the general membership.

The Board may implement Board policies for the conduct of business and related organizational matters. Such policies must be recorded in Board meeting minutes and the Secretary shall be responsible for maintenance of a policy record book. Such policies must be reviewed by the Board in the first meeting of the year and either accepted, modified or rejected for the subsequent organizational year.

Public statements reflecting the official position, views, or opinion of the Corporation must be pre-approved by the Board of the Corporation.

Article VI. The Officers and Directors of the Corporation and their Duties:

The officers and directors of the Corporation shall be as follows:

A. President. The president shall be the presiding officer at membership meetings and Board meetings. The president shall appoint the chairperson of all standing committees and shall establish additional committees at the direction of a majority of the Board members.

B. President-Elect. The president-elect shall be responsible for coordinating all active projects and shall assist project leaders as necessary. The president-elect shall serve on the

Executive Board as a Director and shall become the nominating committee's candidate for president at the next election of officers.

C. Vice-President. The vice-president will assist the president as needed, shall perform the duties of the president in his or her absence, and shall become president upon loss of the president due to death, incompetence or resignation. The vice-president has the responsibility for planning programs for the membership meetings.

D. Secretary. The secretary shall be responsible for taking the minutes of all meetings, keeping current and historical records and a current membership list, and for any correspondence as directed by the Board. The secretary is responsible for finding a replacement for any meetings he or she cannot attend.

E. Treasurer: The treasurer shall be responsible for the collection, receiving, holding, depositing and the expenditure and record keeping of moneys of and for the Corporation. The treasurer shall pay all legitimate obligations for the Corporation in a timely manner. The treasurer will maintain a checking account with three signers on the account, two of whom will be required on each check. The signatures shall be those of the president, vice-president and treasurer. Reports by the treasurer will be made to the membership at general membership meetings and to the Board.

F. Directors: The President Elect shall serve as Director of the Corporation (without approval being required by the membership) in addition to any others as may be approved by the membership in accordance with Article V hereof.

Article VII :General Membership Meetings:

A. The Board shall determine the time and place of general membership meetings.

B. A quorum shall consist of 25 percent of the paid membership of the Corporation and no business of the Corporation shall be conducted at membership meetings without a quorum present.

C. Robert's Rules of Order (newly revised) shall govern the conduct of all official business at all meetings of the Corporation where business is conducted except where they are inconsistent with these bylaws or Board policy.

Article VIII: Amendments to the bylaws

Proposed amendments to the bylaws of the Corporation shall be brought to the Board of Directors for review. After approval by the Board, these bylaws may be amended at any regular membership meeting of the Corporation by a majority vote of those members attending, provided that the amendment has been submitted in writing at the previous regular membership meeting.

Article IX: Years Defined:

The fiscal, membership and organizational years of the Corporation shall end on December 31.

[END]

Approved by the CCMGI Board January 23, 2020

Amended by the membership 9/1/2020

Amended by the membership 10/4/2022

Amended by the membership 10/03/2023