

ARTICLES OF ORGANIZATION
AND
BY-LAWS

SALT LAKE MASTER GARDENER ASSOCIATION

Articles of Organization of The Salt Lake Master Gardener Association

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit corporation under the Non-Profit Corporation Law of Utah, do hereby certify:

First, The name of the Association shall be The Salt Lake Master Gardener Association.

Second, The place in the State of Utah where the principal office of the Association is to be located is c/o USU Cooperative Extension, 2001 South State Street, Salt Lake City, Utah 84190.

Third, The purpose of this organization is exclusively for horticultural education to supplement the effort of the Utah State University Extension Program and thereby provide education and information on horticulture to the residents of Salt Lake County without the inclusion of any purpose or intention of carrying on any business, trade, evocation, or profession for profit. The USU Extension agent with horticulture responsibilities will advise and help direct the focus of the organization in keeping with the objectives of USU Extension. The educational purposes are to remain within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth, The names and addresses of the persons who are the current trustees of the association are as follows:

Traci Rich Dahle, 1499 West Stern Drive, Murray, Utah 84123

Catherine B. Miller, 8819 Blue Jay Lane, Salt Lake City, Utah 84121

Fifth, No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third thereof. No substantial part of the activities of the association shall be the carrying on of propaganda, 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sixth, Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this _____ day of _____ 2006.

Traci Rich Dahle, Board of Directors _____

Catherine B. Miller, Board of Directors _____

BYLAWS OF THE SALT LAKE MASTER GARDENER ASSOCIATION

ARTICLE I Name and Location

The name of the organization shall be “The Salt Lake Master Gardener Association”, (hereinafter “Association”) and its location and chief place of business shall be in the State of Utah.

ARTICLE II Purposes

The purposes of the Association shall be exclusively for horticultural education (such educational purposes to be within the meaning of Section 501 (c) (3) of the Internal Revenue Code) and to supplement the effort of the Utah State University Extension Program (USU Extension):

- A. To enhance and supplement USU Extension’s Consumer Horticulture through teaching and research;
- B. To extend Master Gardeners’ knowledge of and interests in horticulture and related activities;
- C. To disseminate to Salt Lake County citizens information on horticultural practices and techniques in accordance with standards approved by the Cooperative Extension Services of Utah State University without the inclusion of any purpose or intention of carrying on any business, trade, evocation, or profession for profit.
- D. And to provide opportunities for its members to meet and learn from others who have similar horticultural interests.

ARTICLE III Membership

Section 1 Classification.

There shall be four classes of membership:

- A. Active members. Those persons who have successfully completed the Utah State University Cooperative Extension Master Gardener Training program (hereinafter "the Program"), and have satisfied the Program's service and continuing education requirements.
- B. Provisional members. Those persons who have successfully completed the Program but have not satisfied the Program’s service and continuing education requirements.
- C. Associate members. Employees of USU Extension who help instruct, teach, or further the purposes of the Association.
- D. Honorary Membership. A one year, honorary membership may be bestowed by the Board (hereinafter “the Board”) to any individual who has rendered outstanding contributions to the Program.

Section 2 Voting

Active Members are eligible to vote and shall be entitled to cast one vote at any election or on any subject at any regular, annual, or special meeting of the members and such votes may be cast in person or by written proxy limited to the meeting designated in the proxy.

Section 3 Dues

Annual dues for each class of membership shall be established each year by the Board at the October meeting and shall be payable on or before the first of each calendar year. Those whose dues are not paid by March 1st may be automatically dropped from

membership in the Association. Membership will be reinstated upon receipt of annual dues.

Section 4 Eligibility

Active members are eligible for nomination and election as Officers.

ARTICLE IV Officers

Section 1 Officers and Duties

The officers of the Association shall be a President, Vice President, Secretary, Historian and Treasurer. The Treasurer shall serve without bond. These officers shall perform the duties prescribed by parliamentary authority adopted by the Association, where that authority is not in conflict with these bylaws.

Section 2. Election of Officers

- A. Officers shall be elected by a majority vote of the membership in October of even years.
- B. Nomination of candidates shall take place at the August meeting of the association. The secretary shall cause to be published in the August issue of the "Garden Patch" newsletter a notice of open nominations. Nomination of candidates for office shall be taken from the floor. Self-nomination is permissible.
- C. Any office for which there is only one (1) nominee shall by the President of the association be declared elected by acclamation and no election for that office will be necessary.
- D. At the close of nominations, an election committee comprised of three (3) members will be selected. The President shall appoint (1) member as chairperson, the other members (2) shall be elected from the floor. The election committee shall attempt to recruit candidates for those offices for which there is no nominee. If no nomination for an office is made the incumbent shall continue to serve at the discretion of the board.
- E. In the September issue of the "Garden Patch" newsletter, a short biographical sketch of each candidate shall be published.
- F. Balloting will be conducted by mail and in person at the October meeting. Ballots and instructions for completion and return will be attached to the September issue of the "Garden Patch". Ballots must be received not later than 5:00 p.m. on the date of the October meeting. Ballots may also be cast in person during the first ½ hour of the October meeting. Verification and counting shall proceed immediately thereafter. The election committee chairperson shall announce results of the election at the meeting.
- G. No Officer or Salt Lake County Extension Horticulture Agent shall have Ex-Officio standing on the Election Committee.

Section 3 Term of Office

Officers shall serve for two years or until their successors are installed. The term of all officers shall begin on January 1 following the October meeting at which they are elected. Officers shall serve one (1) term in the same office. If the Election Committee is unable to find a candidate for an office, an incumbent may continue to serve with the Board's approval.

Section 4 Office-Holding Limitation

No member shall hold more than one office at a time.

Section 5 Vacancies

An officer who wishes to resign before the end of the term of office is to make a written request to the President. The request must be accepted by the Board. The Board shall appoint a member to fill any vacancies that may occur among the officers, subject to approval by the voting membership at the next meeting.

Section 6 Executive Committee

The President, Vice President, Secretary, Historian, Treasurer and Immediate Past President shall constitute the Association's Executive Committee and shall be responsible for its daily affairs. The Immediate Past President shall vote only in the case of a tie.

Section 7 USU Extension Agent

A Salt Lake County Extension Horticulture Agent shall sit on the Board and the Association's Executive Committee in the role of advisor and liaison between the Association and USU Extension. The Agent shall have no vote.

ARTICLE V Member Meetings

Section 1 Monthly Meetings

The Association shall meet the third Thursday of each month or such other date as determined by the Board.

Section 2 Special Meetings

Special meetings may be called by the President, a majority of the Board, or a petition of not less than 25 percent of the voting membership. Special meetings shall be held at a time and place to be determined by the Board and within 45 days of the date called. Notice of any special meeting shall be mailed to the membership at least 30 days before the meeting, and shall include a statement of the purpose or purposes for which the meeting is being called.

Section 3 Quorum.

Ten (10) percent of the voting membership shall constitute a quorum.

ARTICLE VI Board of Directors

Section 1 Duties

The Board shall consist of the Officers, the Chairpersons of the Standing Committees, the immediate Past President and the Extension Advisor. The Board shall fix the date, time and place of meetings, determine the Association's Rules of Operations, recommend and approve member dues and operating budgets and perform such other duties as are listed in these bylaws or as are prescribed by the membership.

Section 2 Meetings

The Board will meet during the week preceding the Association's monthly meeting, or such other date as determined by the Board. Board meetings are open to Association members. Special meetings of the Board may be called by the President or may be called upon written request of not less than 25 percent of the Board.

ARTICLE VII Committees

Section 1 Standing Committees

The Association's Standing Committees shall be Program Committee and Volunteer Coordinator Committee. The Program Committee shall plan and coordinate the educational and social activities of the Association in accordance with the purposes of the Association and the interests of the membership. The Volunteer Coordinator Committee

shall organize the resources of the Association to meet the demand of educational and volunteer service projects.

Section 2 Auditing Committee

An Auditing Committee of three (3) members, none of whom are on the Board, shall be appointed by the President and approved by the Board before the end of the fiscal year. The Auditing Committee shall examine the Treasurer's accounts of the fiscal year and submit a report in writing and signed by all members of the committee. The President shall have no ex-officio status on the Auditing Committee.

Section 3 Election Committee

An election committee shall be selected subject to Article IV, Section 2, Paragraph D of these bylaws.

Section 4 Committee Members

The Standing Committees shall be filled at the discretion of the President.

Section 5 Special Committees

The President shall appoint all special committees as are deemed necessary by these bylaws, The Association, or the Board.

Section 6 Ex-Officio Status

Except as otherwise directed within these bylaws, the President shall be ex-officio member of all committees of the Association.

ARTICLE VIII Finances

Section 1 Funds

Funds may be solicited for the purposes previously approved by the Board. The Board shall approve only such purposes as are not in conflict with the stated purpose of the Association. Expenses for the accounting year shall not exceed funds available to pay them that year. The accounting year shall run from January 1st to December 31st.

Section 2 Dissolution

Upon the dissolution of this Association the Board shall, after paying or making provisions for the payment of all of the liabilities of this Association, dispose of all of its assets exclusively for the purposes of this Association to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law) as the Board shall determine.

Section 3 Recording of Financial Transactions

All contributions are to be deposited with the Treasurer; and the Treasurer shall record all contributions and disbursements from the Association.

Section 4 Budgets

The Treasurer shall, prior to the end of each accounting year, prepare an itemized statement of the proposed operating expenses and budget for all proposed receipts and disbursements for the following accounting year.

Section 5. Audit

An audit report of the finances of the Association shall be made annually by the audit committee at the end of each accounting year and at such time as any of the Board shall direct.

ARTICLE IX Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these bylaws and special rules of order the Association may adopt.

ARTICLE X Amendments

These bylaws may be amended at any meeting of the Association by a two-thirds majority vote of members present and voting, provided that notice of the proposed amendment(s) shall have been given to the membership at least 30 days prior to such meeting.

ARTICLE XI Proxy Voting

Voting by proxy is permitted to the extent permitted by the laws of the State of Utah, subject to such rules and restrictions, if any, as may be imposed by the Board.

ARTICLE XII Legislative or Political Activities

No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIII Operational Limitations

Notwithstanding any other provisions of the Articles of Organization, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII Misrepresentation of Association

Members are not permitted to use the Association's name, the title "Master Gardener" or any of the Association's member lists for monetary gain. At the direction of the Board, offending members will be notified of their violations in writing. Their membership may be revoked and dues may not be refunded. The Board will publish a statement annually in March reminding members that they are not to use the association name, the title of Master Gardener, or the membership list for commercial purposes or other monetary gain". USU Extension will notify those persons enrolled in the Master Gardener Program classes of the policy.