

**CODE OF REGULATIONS OF
MASTER GARDENERS OF CUYAHOGA COUNTY, INC.**

ARTICLE I

Purpose

Section 1: Public Benefit

Master Gardeners of Cuyahoga County Inc. (hereinafter referred to as the "corporation"), is a public benefit corporation formed to engage in activities which are exclusively for charitable, scientific, literary, and educational purposes as described Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code"). Its specific purposes are stated as its mission and objectives.

Section 2: Mission

The mission of the corporation shall be to promote the teaching of environmentally sound, research based gardening practices to the citizens of Cuyahoga County under the auspices of the Ohio State University Extension Master Gardeners of Cuyahoga County.

Section 3: Objectives

The objectives of the corporation are to support the mission and objectives of the OSU Extension Master Gardener Program including increasing Master Gardeners' knowledge of research based gardening practices and striving to provide the highest quality educational programming and service to the community.

ARTICLE II

Office

Section 1

The office of the corporation shall be located in Cuyahoga County, Ohio.

ARTICLE III

Members and Directors

Section 1

The voting members of the corporation shall be the Board of Directors who shall exercise all of the powers of the corporation, as provided by R.C. 1702.14.

Section 2

The Directors of the corporation shall be the Executive Committee of the Advisory Committee of OSU Extension Master Gardeners of Cuyahoga County. The OSU Extension Executive Director and the Educator for Agriculture and Natural Resources in Cuyahoga County shall be ex-officio members of the Board of Directors, without vote.

ARTICLE IV

Meetings

Section 1

Regular meetings of the Board of Directors shall be held at least four times each year at the office of the corporation or such other convenient location as designated by the President. The dates of such meetings shall be fixed by the Directors. Meetings may be held by teleconference.

Section 2

Special meetings may be called by any member of the Board of Directors provided that notice is given in writing to the other Directors at least ten days prior to the date of the meeting. The notice shall specify the purpose of the special meeting.

Section 3

A quorum shall be three Directors.

ARTICLE V

Board of Directors

Section 1: Powers

The Board of Directors shall have all authority over the property and affairs of the corporation.

Section 2: Term of Office

The term of office of each Director, shall be the same as their terms on the Advisory Committee of OSU Extension Master Gardeners of Cuyahoga County and shall commence on January 1 of their term on the Advisory Committee. Each Director shall hold office until his or her successor is duly elected or appointed and takes office.

Section 3: Vacancy

If a vacancy occurs and it is not filled by the Advisory Committee within three months, the Board of Directors may appoint a new member preferably selected from the current members of the Advisory Committee.

Section 4: Voting Rights

Each Director shall be entitled to one vote on each matter submitted to a vote of the Board of Directors. Proxy votes are not permitted. Voting may be done by telephone or email.

Section 5: Compensation

The Board of Directors shall serve without compensation, except that expenses reasonably incurred in the business of the corporation may be reimbursed upon presentment of appropriate documentation.

ARTICLE VI

Officers

Section 1

The officers of the corporation shall be the President, Vice President, Secretary, and Treasurer and such other officers as the Board of Directors may authorize.

Section 2: President

The President, who is also the **Chairman** of the Advisory Committee, shall prepare agendas for and preside at all meetings of the Board of Directors, shall be an ex officio member of all committees, and shall perform such additional duties as are usually incident to such office and such duties as may be required by the Board of Directors. The President may appoint committees to accomplish specific objectives as defined by the Board of Directors. Committee members may include Directors as well as OSU Extension Master Gardeners.

Section 3: Vice President

The Vice President, who is also the Vice Chairman of the Advisory Committee, shall perform the duties of the President in his or her absence; assume the duties assigned by the President; assume the office of the President for the remainder of the term in the event the office is vacated; maintain contact with the committee chairpersons; and assume the office of President the following year.

Section 4: Secretary

The Secretary, who is also the Secretary of the Advisory Committee, shall send appropriate notices and agendas for all meetings of the corporation, shall act as custodian of all records and reports, and shall be responsible for the keeping and reporting of accurate records of all meetings of the corporation.

Section 5: Treasurer

The Treasurer, who is also the Treasurer of the Advisory Committee, shall have custody of all funds of the corporation. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the corporation is made and that reports of such transactions are presented to the Board of Directors. The Treasurer shall prepare an annual report of the financial status of the corporation as of the end of each fiscal year, which shall be submitted to the Board of Directors at its first meeting after the close of the fiscal year.

ARTICLE VII

Removal of Directors

Section 1

Any Director may be removed from office by the affirmative vote of a majority of the Board of Directors. Any Director proposed to be removed shall be entitled to at least ten days notice of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Notice shall be by registered mail with confirmation of receipt. The Advisory Committee of OSU Extension Master Gardeners of Cuyahoga County shall be notified of such removal.

ARTICLE VIII
Order of Business

Section 1

The order of business for Board of Director meetings shall be

- (a) Reading of the minutes of the last preceding meeting
- (b) Report of the Treasurer
- (c) Director reports and statements
- (d) Reports of Committees
- (e) Unfinished business
- (f) New business.
- (g) Adjournment.

ARTICLE IX
Indemnification

Section 1

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, to the extent and in the manner permitted by Section 1702.12(E) of the Ohio Revised Code. This authority, however, shall not be exercised to the extent that such exercise might impair or invalidate the exemption of the corporation under the federal Internal Revenue Code

ARTICLE X
Dissolution and Liquidation

Section 1

The corporation may be dissolved by the affirmative vote of a majority of the Directors of the corporation at a meeting called for such purpose. The Board of Directors shall thereupon take such action as may be necessary to end the affairs of the corporation and to effect the termination of its corporate existence. Thereafter, all of the remaining assets of the corporation shall be distributed only to an organization that conforms to the requirements of IRS Code 501(c)3. First, the assets shall be distributed to the account of the Master Gardener Program of the OSU Extension in Cuyahoga County. If that program no longer exists, the assets shall be placed in the account of a program operated by OSU Extension which promotes non-professional horticulture activities in Cuyahoga County. If no such program exists, the assets shall be placed in the Ohio State Master Gardener Endowment Fund.

ARTICLE XI

Emergency Regulations

Section 1

In the event of an “emergency” as presently defined in Section 1701.01(U) of the Ohio Revised Code, the meetings of the Board of Directors may be held and conducted as provided in Section 1701.11(F) and Section 1702.11(G) of the Ohio Revised Code, as presently enacted or hereinafter amended, and any action so taken shall be the action of the corporation. The provisions of the subsections in regard to executive and other officers shall apply. The Directors operating during an emergency shall have the authority to adopt amendments to such Code of Regulations as they deem best for the conduct of the meeting.

ARTICLE XII

Disclosure of Possible Conflicts of Interest

Section 1

Directors shall disclose to the Board of Directors any known relationships that may constitute a conflict of their or their families, friends, or associates interests with those of the corporation.

ARTICLE XIII

Parliamentary Authority

Section 1

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the Board in all cases to which they are applicable, providing they are not in conflict with this Code of Regulations.

ARTICLE XIV

Amendments

Section 1

This Code of Regulations of the corporation may be amended by a majority vote of the Directors of the corporation.

January 18, 2005, adopted
January 23, 2012, amended
February 6, 2012, amended