

Lakelands Master Gardeners, Inc.

A SOUTH CAROLINA NONPROFIT PUBLIC BENEFIT CORPORATION

BYLAWS

Table of Contents

ARTICLE I: NAME AND PLACE OF BUSINESS.....	4
1.1 Name	4
1.2 Principal Office.....	4
ARTICLE II: PURPOSE AND POWERS.....	4
2.1 Purpose.....	4
2.2 Powers	4
2.3 Nonprofit Status and Exempt Activities Limitation	4
a. Nonprofit Legal Status	5
b. Exempt Activities Limitation	5
c. Distribution Upon Dissolution.....	5
ARTICLE III: MEMBERSHIP.....	6
3.1 Membership Classes	6
a. Active Member	7
b. Intern.....	7
c. Alumni Member	7
d. Student.....	7
3.2 Rights of Members.....	7
3.3 Non-voting Affiliates	8
3.4 Resignation [§33-31-620]	8
3.5 Termination, expulsion, and suspension [§33-31-621].....	8
3.6 Meetings of Members	9
a. Annual Meetings	9
b. Regular Meetings	9
c. Special Meetings [§33-31-702].....	9
d. Notice of Meetings [§33-31-705]	10
e. Waiver of Notice of Meetings [§33-31-706].....	11
f. Record Date [§33-31-707]	11
g. Voting [§33-31-720]	11

h. Voting entitlement generally	12
i. Quorum requirements	12
j. Voting requirements.....	12
k. Proxies [§33-31-724]	12
l. Means of voting.....	13
ARTICLE IV: BOARD OF DIRECTORS.....	13
4.1 Number of Directors	13
4.2 Powers	13
4.3 Terms	13
4.4 Qualifications and Election of Directors	14
4.5 Vacancies	14
a. Unexpected Vacancies.....	14
4.6 Removal of Directors	14
4.7 Board of Directors Meetings.....	14
a. Regular Meetings	15
b. Special Meetings	15
c. Waiver of Notice.....	15
d. Means of Communication	15
e. Action Without a Meeting – Unanimous Written Consent [§33-31-821].....	15
4.8 Manner of Acting	16
a. Quorum	16
b. Majority Vote	16
c. Tied Board Decisions	16
d. Participation	16
4.9 Compensation for Board Service	16
4.10 Compensation for Professional Services by Directors	17
4.11 Loans or Guarantees for Directors and Officers.....	17
ARTICLE V: COMMITTEES.....	17
5.1 Committees	17
5.2 Executive Committee	18
5.3 Finance Committee.....	18
5.4 Nominating Committee.	18
5.5 Meetings and Action of Committees	18
ARTICLE VI: OFFICERS	19
6.1 Officers	19
6.2 Term of Office	19

a. President	19
b. Past President.....	19
c. Vice-President	19
d. Treasurer	20
e. Secretary	20
6.3 Removal and Resignation [§33-31-843].....	20
6.4 Non-Director Officers.....	20
ARTICLE VII: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS	21
7.1 Contracts and other Writings	21
7.2 Checks, Drafts	21
7.3 Deposits	21
7.4 Loans.....	21
7.5 Indemnification.....	21
a. Mandatory Indemnification.....	21
b. Permissible Indemnification	21
c. Advance for Expenses.....	21
d. Indemnification of Officers, Agents and Employees.....	22
ARTICLE VIII: FINANCES	22
8.1 Fiscal Year	22
8.2 Dues.....	22
ARTICLE IX: MISCELLANEOUS	22
9.1 Books and Records.....	22
9.2 Conflict of Interest	22
ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION.....	22
10.1 Amendment.....	23
ARTICLE XI: AMENDMENT OF THE BYLAWS.....	23
11.1 Amendment.....	23
CERTIFICATE OF ADOPTION OF BYLAWS.....	23

Lakelands Master Gardeners, Inc.

A SOUTH CAROLINA NONPROFIT PUBLIC BENEFIT CORPORATION

BYLAWS¹

ARTICLE I: NAME AND PLACE OF BUSINESS

1.1 Name

The name of this corporation shall be Lakelands Master Gardeners, Inc. (sometimes hereafter referred to as “LMG”, “Lakelands Master Gardeners”, “Master Gardeners” or “Corporation”). The business of the Corporation may be conducted as Lakelands Master Gardeners, Inc. or Lakelands Master Gardeners.

1.2 Principal Office

The principal office of this Corporation shall be in the County of Greenwood, South Carolina and/or in such other place as may be approved by the Board of Directors (“Board”).

ARTICLE II: PURPOSE AND POWERS

2.1 Purpose

Lakelands Master Gardeners is organized exclusively for educational and charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2.2 Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the educational and charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.3 Nonprofit Status and Exempt Activities Limitation

¹ All bracketed numbers [xx-xx-xxx] refer to sections of the South Carolina Nonprofit Corporation Act, South Carolina Code of Laws, Title 33, Chapter 31.

a. Nonprofit Legal Status

LMG is a South Carolina nonprofit public benefit corporation, making application as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

b. Exempt Activities Limitation

- i. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Corporation 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 the Articles of Incorporation and these Bylaws.
- ii. No part of the activities of the Corporation shall be for the purpose of political activity or for the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation 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, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

c. Distribution Upon Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, in the following order:

- i. Upon termination or dissolution of Corporation, any assets lawfully available for distribution shall be distributed to Clemson University Cooperative Extension Service, Greenwood County Extension office, an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) for the furtherance of its public service work for the State of South Carolina, Clemson University Cooperative Extension Service and/or the United States Department of Agriculture. In the event distribution to Clemson University Cooperative Extension

Service, Greenwood County Extension office cannot be made, then any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have an educational and charitable purpose which, at least generally, includes a purpose similar to the LMG.

- ii. In the event that distribution to Clemson University Cooperative Extension Service, Greenwood County Extension office cannot be made, then the organization to receive the assets of the LMG hereunder shall be selected in the discretion of a majority of the voting membership of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition filed in a court of proper jurisdiction against the LMG, by one (1) or more of its members which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of South Carolina.
- iii. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the LMG, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of South Carolina to be added to the general fund.

ARTICLE III: MEMBERSHIP

3.1 Membership Classes

A **Master Gardener** is an individual who has been certified by the Clemson University Cooperative Extension Service as having successfully completed the prescribed course in gardening and plant problem solving and volunteer service to Clemson University **Cooperative Extension Service**. All members of LMG must have completed the prescribed course or any other official Master Gardener training program recognized by the Clemson University Extension Service. All members are required to complete 40 hours of volunteer service during the first year following completion of training. In fulfilling that requirement in the Master Gardeners, Interns (see within) shall complete a minimum of 40 volunteer hours in one or more of the following areas: (1) as a volunteer at the Clemson **University Cooperative Extension Service** office located in Greenwood, South Carolina, (2) on LMG committees, and (3) in community projects approved by either the Board or by Greenwood's Clemson **Cooperative Extension Service** agent. Hours may be carried over to the next year if circumstances prevent

fulfilling the requirement in one year. A Master Gardener is defined as a member who has completed both an official Master Gardener training program as set forth above **and** 40 hours of volunteer service as set forth above. **LMG volunteers in any of the following membership classes are trained and representative of Clemson University Cooperative Extension Service and must pass a required background check.**

a. Active Member

An **Active Member** is a Master Gardener who has completed the Master Gardener training **class** and internship and is current in payment of dues **or is a current Life Member (a former membership class now no longer available)**. Active Members are encouraged to attend the monthly LMG meetings and are expected to participate in a variety of volunteer activities sponsored by the Corporation. After completion of the internship program, Active Members must volunteer a minimum of 20 hours a year to support the purposes of the LMG. Master Gardeners who are disabled and unable to complete their annual volunteer hours remain Active Members. Active Members have the right to vote.

b. Intern

An **Intern** is an individual who has successfully completed the prescribed Clemson University Cooperative Extension Service course in gardening and plant problem solving or an official Master Gardener training **class**, either in South Carolina or elsewhere, and is engaged in the performance of the 40 volunteer hours as set forth above. An intern is **encouraged** to serve on a committee in **their** first year and to attend the LMG meetings. Dues are excused for the first year of membership. **Interns have the right to vote.**

c. Alumni Member

Except as otherwise provided herein, an **Alumni Member** is a Master Gardener who has completed the Master Gardener training **class** and is current in payment of dues, but has not completed the required minimum of 20 volunteer hours a year to LMG sponsored projects. An **Alumni Member** is not entitled to vote if he/she does not complete the required volunteer hours for the year. An **Alumni Member** is restored to the status of Active Member in any calendar year in which the **Alumni Member** fully performs the duties of an Active Member.

d. Student

A **Student** is an individual who is currently enrolled in the Master Gardener Training **class** provided by Clemson University **Cooperative Extension Service**. Students are encouraged to attend meetings and to participate in volunteer projects.

3.2 **Rights of Members**

- a. Each Active Member **and Intern** shall have the right to vote at LMG meetings and in LMG elections.

- b. Members of every class are entitled to receive informational and educational materials from Clemson University **Cooperative Extension Service** and to receive LMG sponsored materials such as a monthly newsletter.

3.3 Non-voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the purpose of the Corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Corporation website, if any. Affiliates have no voting rights, and are not members of the Corporation.

3.4 Resignation [§33-31-620]

- a. A member may resign at any time.
- b. The resignation of a member does not relieve the member from any obligations the member may have to the corporation as a result of obligations incurred or commitments made before resignation.

3.5 Termination, expulsion, and suspension [§33-31-621]

- a. A member may be expelled or suspended, and membership or memberships in LMG may be terminated or suspended for good and just cause as the board may determine, including but not limited to, violation of LMG's Code of Ethics, misappropriation or embezzlement of LMG's property or funds, the commission of any act which negatively reflects against LMG, pursuant to the following procedure that is carried out in good faith.
 - i. service of written notice of the expulsion, suspension, or termination and the reasons therefore not less than fifteen days prior to the expulsion, suspension, or termination; and
 - ii. an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by a person or persons authorized to decide that the proposed expulsion, termination, or suspension not take place; or
 - iii. it is fair and reasonable taking into consideration all of the relevant facts and circumstances.

- b. Any written notice given by mail must be given by first class or certified mail sent to the last address of the member shown on the corporation's records.
- c. A proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension, or termination.
- d. A member who has been expelled or suspended may be liable to the corporation for dues, assessments, or fees as a result of obligations incurred or commitments made before expulsion or suspension.

3.6 Meetings of Members

The membership may participate in an annual, regular, or special meeting through the use of any means of communication by which all members participating may hear each other simultaneously during the meeting.

a. Annual Meetings

An annual meeting of the members shall take place on the second Thursday in the month of February, the specific time and location of which will be designated by the chair. At the annual meeting the president and treasurer shall report on the activities and financial condition of the corporation, the members shall elect directors and officers, and determine the direction of the corporation for the current year. **[\$33-31-701]**

b. Regular Meetings

Regular meetings of the members shall be held no less than quarterly, at a time and place designated by the chair. At regular meetings, the members shall consider and act upon matters as raised consistent with provisions of the Articles of Incorporation or these Bylaws and, in addition, with the notice requirements of the South Carolina Nonprofit Corporation Act of 1994. The annual meeting may be combined with a regular meeting. **[\$33-31-701]**

c. Special Meetings **[\$33-31-702]**

i. Special meetings may be called as follows:

- (1) By the chair or the Executive Committee, or a simple majority of the board of directors; or
- (2) By one or more written demands describing the purpose or purposes for which a special meeting is to be held, signed by five percent of Active Members or Interns, and dated and delivered to any officer.

ii. The record date for the purpose of determining whether the five percent requirement of subsection (2) has been met is the close of business on the thirtieth day before delivery of the demand or demands for a special meeting to any corporate officer.

- iii. If a notice for a special meeting demanded under subsection (i)(2) is not given within thirty days after the date the written demand or demands are delivered to an officer, a person signing the demand or demands may set the time and place of the meeting and give notice as set forth in subsection(d) following.
 - iv. Special meetings of members may be held in or out of this State at the place stated in or fixed in accordance with these bylaws. If no place is stated or fixed in accordance with these bylaws, special meetings must be held at the corporation's principal office.
 - v. Only those matters that are within the purpose or purposes described in the meeting notice required by subsection (i) (2) above may be conducted at a special meeting of members.
- d. Notice of Meetings [**§33-31-705**]
- i. The members shall be notified of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten, or if notice is mailed by other than first class or registered mail, thirty, nor more than sixty days before the meeting date;
 - ii. Notice of an annual or regular meeting shall include a description of any matter that must be approved by the members; and
 - iii. Notice of a special meeting shall include a description of the matter for which the meeting is called.
 - iv. If an annual, regular, or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed however, notice of the adjourned meeting must be given to the members of record as of the new record date.
 - v. The notice of an annual, regular, or special meeting of members, shall contain any matter a member intends to raise at the meeting if:
 - (1) requested in writing to do so by a person entitled to call a special meeting; and
 - (2) the request is received by the secretary or president at least ten days before the corporation gives notice of the meeting.
 - vi. In the event the Nominating Committee proposes a slate of candidates for election to the board or office, the list of candidates and their qualifications shall be included in any notice of an annual, regular or special meeting of members.

e. Waiver of Notice of Meetings **[§33-31-706]**

- i. A member may waive any notice required by the articles or these bylaws before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records.
- ii. A member's attendance at a meeting:
 - (1) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting;
 - (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects to considering the matter when it is presented.

f. Record Date **[§33-31-707]**

- i. The record date for determining the members entitled to notice of the annual meeting of members is fixed as December 31 of the year prior to the annual meeting.
- ii. The record date for determining the members entitled to notice of regular and special meetings shall be fixed by the board, but in no event shall the record date be more than seventy days before the meeting or action requiring a determination of members occurs.
- iii. A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the board fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than one hundred twenty days after the record date for determining members entitled to notice of the original meeting.

g. Voting **[§33-31-720]**

- i. After fixing a record date for a notice of a meeting, the Secretary shall prepare, **or cause to be prepared**, an alphabetical list of the names of all its members who are entitled to notice of the meeting and shall list the members by classification of membership, if any. The list must show the address of each member who is entitled to vote at the meeting. The Secretary shall prepare, **or cause to be prepared**, on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting but not entitled to notice of the meeting. This list must be prepared on the same basis and be part of the list of members.

- ii. The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning the day after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A member, a member's agent, or member's attorney is entitled on written demand to inspect and to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection.
- iii. The corporation shall make the list of members available at the meeting, and any member, a member's agent, or member's attorney is entitled to inspect the list at any time during the meeting or any adjournment.
- iv. A member may inspect and copy the membership list only if (1) a demand is made in good faith and for a proper purpose; (2) a description is provided with reasonable particularity for the purpose; and (3) the list is directly connected with the purpose.

h. Voting entitlement generally

Each **Active Member and Intern** is entitled to one vote on each matter voted on by the members. **[§33-31-721]**

i. Quorum requirements

Ten percent of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter. **[§33-31-722]**

j. Voting requirements

If a quorum is present, the affirmative vote of the votes represented and voting, which affirmative votes also constitute a majority of the required quorum, is the act of the members. **[§33-31-723]**

k. Proxies **[§33-31-724]**

- i. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact.
- ii. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for the one meeting for which it is given. A proxy is effective for any adjournment of the meeting unless the meeting is adjourned to a date more than one hundred twenty days after the original meeting.
- iii. An appointment of a proxy is revocable by the member.

- iv. The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.
- v. Appointment of a proxy is revoked by the person appointing the proxy:
 - (1) attending any meeting and voting in person; or
 - (2) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

I. Means of voting

Voting may be in person, through electronic technology or a combination of in person and electronic technology by which all members eligible to vote can do so easily and securely.

ARTICLE IV: BOARD OF DIRECTORS

4.1 Number of Directors

Lakelands Master Gardeners shall have a board of directors consisting of at least 5 and no more than 15 directors. Within these limits, the membership may increase, decrease and/or stagger the terms of directors. The following officers are *ex officio* members of the board of directors and may constitute any of the directors required by this paragraph: President, Past President, Vice President, Treasurer and Secretary. The County Extension Agent serving as the liaison between the LMG and the Clemson Cooperative Extension Service Office will be an advisor to the LMG board and a non-voting member.

4.2 Powers

All corporate powers shall be exercised by or under the authority of the board, and the affairs of the Lakelands Master Gardeners shall be managed under the direction of the board, except as otherwise provided by law.

4.3 Terms

- a. Directors who are officers of this Corporation shall serve terms which are concurrent to the terms they serve as officers. All other directors shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.
- b. Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year. The Treasurer will serve

beginning in even numbered years. The Secretary will serve beginning in odd numbered years.

- c. Directors may serve terms in succession.
- d. The term of office shall be considered to begin March 1 and end on the last day of February of the final year in office, unless the term is extended until such time as a successor has been elected.

4.4 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an Active Member or Intern of the LMG. The election of directors to replace those who have fulfilled their term of office shall take place at the annual meeting of each year. Directors will be elected by a simple majority of the Active Members or Interns present at the annual meeting or at a special meeting called specifically to hold elections. Directors may be nominated by the Nominating Committee or by any Active Member or Intern at the annual meeting, or at any regular or special meeting in which a vacancy on the board is to be filled.

4.5 Vacancies

The membership may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws at any regular or specially called meeting of the membership.

- a. Unexpected Vacancies

Vacancies in the board of directors due to resignation, death, or removal shall be filled by the membership at the first available regular meeting of members for the balance of the term of the director being replaced.

4.6 Removal of Directors

A director may be removed by two-thirds vote of the membership, if:

- a. the director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board chair is empowered to excuse directors from attendance for a reason deemed adequate by the board chair. The chair shall not have the power to excuse themselves from the board meeting attendance and in that case, the board vice chair shall excuse the chair. Or:
- b. for cause or no cause, if before any meeting of the membership at which a vote on removal will be made the director in question is given electronic or written notification of the Corporation's intention to discuss their case and is given the opportunity to be heard at a meeting of the membership.

4.7 Board of Directors Meetings.

a. Regular Meetings

The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board; **all regular meetings are open to all members**. Board meetings shall be held upon ten (10) day notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hour notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

b. Special Meetings

Special meetings of the board may be called by the president, past president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least two (2) day notice to each director of the date, time, and place, but not the purpose, of the meeting.

c. Waiver of Notice

Any director may waive notice of any meeting, in accordance with South Carolina law. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these bylaws, objects to lack of notice and does not thereafter vote for or assent to the objected to action. **[§33-31-823]**

d. Means of Communication

The board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of, any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. **[§33-31-820]**

e. Action Without a Meeting – Unanimous Written Consent **[§33-31-821]**

- i. Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.
- ii. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.
- iii. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

4.8 Manner of Acting.

a. Quorum

A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present. In no event may a quorum consist of fewer than the greater of one-third of the number of directors in office or two directors. **[\$33-31-824]**

b. Majority Vote

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board. **[\$33-31-824 (b)]** A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is considered to have assented to the action taken unless:

- i. the director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting;
- ii. the director votes against the action and the vote is entered in the minutes of the meeting;
- iii. the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- iv. the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action. **[\$33-31-824 (c)]**

c. Tied Board Decisions

In the event that directors of the board are unable to make a decision based on a tied number of votes, the matter before the board will be considered as not passed.

d. Participation

Directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call. **[\$33-31-820]**

4.9 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law. **The decision shall be approved by the Board and documented in the minutes.**

4.11 Loans or Guarantees for Directors and Officers

LMG shall not directly or indirectly lend money to or guarantee the obligation of a director or officer of the corporation. **[§33-31-832]**

ARTICLE V: COMMITTEES

5.1 Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the board. The board chair appoints all committee chairs. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- a. take any final action on matters which also requires board members' approval or approval of a majority of all members;
- b. select, appoint, or remove directors or fill vacancies on the board or on any of its committees **[§33-31-825 (e) (3)]**;
- c. adopt, amend or repeal Bylaws or the Articles of Incorporation **[§33-31-825 (e)(4)]**;
- d. amend or repeal any resolution of the board of directors;
- e. appoint any other committees of the board of directors or the members of these committees;
- f. authorize distributions **[§33-31-825 (e) (1)]**;
- g. approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets **[§33-31-825 (e) (2)]**; or
- h. approve any transaction to which the corporation is a party and one or more directors have a direct or indirect interest. For purposes of this section, a director of the corporation has an indirect interest in a transaction if:

- i. another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or
- ii. another entity of which the director is a director, officer, or trustee is a party to the transaction. **[§33-31-831 (d)**

5.2 Executive Committee

The five officers serve as the members of the Executive Committee. The Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

5.3 Finance Committee.

The treasurer is the chair of the Finance Committee, which includes board chair and such other members of the board as the chair may from time to time appoint. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

5.4 Nominating Committee.

The purpose of the Nominating Committee is to nominate candidates for office from within the membership of the LMG. Members of the Nominating Committee will be the President, the Past President, the Treasurer, the Secretary, and three Active Members from the general membership. The Nominating Committee shall meet prior to the annual membership meeting, or in the event of a vacancy, to solicit nominees from the entire membership for vice-president and either the treasurer or secretary, depending upon the term that is expiring. Members of the Nominating Committee shall become familiar with the Corporation's Bylaws and policies regarding the recruiting and nominating of new board members. The Past President will serve as the liaison to the board and chairperson for the committee. The Nominating Committee will meet as needed to accomplish these goals.

5.5 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of **the Executive, Finance and Nominating** committees shall also be given to **all**

members eligible to vote, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

ARTICLE VI: OFFICERS

6.1 Officers

The officers of the corporation shall be a president, past president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the membership. The president shall also chair the board of directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of the membership. The membership may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the membership may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.2 Term of Office

a. President

The **President** will serve a 2-year term, with the first year as President and the second year as Past President. The president shall be the chief volunteer officer of the corporation. The president shall serve as chairperson of the board of directors and shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors and will ensure that committees are established to conduct the business of the Corporation.

b. Past President

The **Past President** will serve a 1-year term. The Past President provides continuity to the Board and supports the efforts and activities of the Corporation.

c. Vice-President

The **Vice-President** will serve a 3-year term, with the first year as Vice President, the second year as President, and the third year as Past President. In the absence or disability of the president, the vice-president shall perform the duties of the president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the president. The vice-

president shall normally accede to the office of president upon the completion of the president's term of office.

d. Treasurer

The **Treasurer** will serve a 2-year term. The treasurer shall have oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the president. The treasurer may appoint, with approval of the board a qualified fiscal agent or **Active Member** to assist in performance of all or part of the duties of the treasurer.

e. Secretary

The **Secretary** will serve a 2-year term. The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of membership, meetings of directors and committees as required by the Bylaws. The secretary shall have the responsibility of authenticating the records of the corporation. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary. **[\$33-31-840(b)]**

6.3 Removal and Resignation [§33-31-843]

The board may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.4 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.1 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.2 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.3 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

7.4 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.5 Indemnification

a. Mandatory Indemnification

The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which **they were** a party because **they are or were** a director of the corporation against reasonable expenses incurred by **them** in connection with the proceedings.

b. Permissible Indemnification

The corporation shall indemnify a director or former director made a party to a proceeding because **they are or were** a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

c. Advance for Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of **their** good faith belief that **they are** entitled to

indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

d. Indemnification of Officers, Agents and Employees

An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with South Carolina law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VIII: FINANCES

8.1 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.2 Dues

The amount of annual dues for members shall be determined by the Board of Directors and approved by a vote of the members at any meeting of the members.

ARTICLE IX: MISCELLANEOUS

9.1 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

9.2 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION

10.1 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the membership.

ARTICLE XI: AMENDMENT OF THE BYLAWS

11.1 Amendment

- a. The board may propose amendments to the bylaws for submission to the members.
- b. For an amendment proposed by the board to be adopted, the board must recommend the amendment to the members unless the board determines that because of conflict of interest or other special circumstances it should make no recommendation and communicates the basis of its determination to the members with the amendment; and
- c. The board may condition on any basis its submission of an amendment that it proposes.
- d. The board shall submit the proposed amendment(s) to the members at the next possible annual meeting.
- e. The Secretary shall notify each member (as set forth in Article III), whether or not entitled to vote, of the meeting. The notice of meeting must state also that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment(s) and contain or be accompanied by a copy or summary of the amendment.
- f. To be adopted, the amendment(s) must be approved by written ballot of two-thirds of the quorum votes entitled to be cast on the amendment (as set forth in Article III).
- g. The vote count shall be recorded in the minutes.
- h. These Amended Bylaws may be amended, at a regular or special meeting of the members, or by written ballot, by approval of a majority of members of the Corporation.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Lakelands Master Gardeners were approved by the sole incorporator of the Corporation on (Day) _____, (Date) _____ and constitute a complete copy of the Bylaws of the corporation.

Incorporator:

Date:
