

**BY-LAWS
OF
THE NORTHWEST LOUISIANA MASTER GARDENERS ASSOCIATION,
INC.**

**ARTICLE I
LOCATION OF OFFICES**

The principal office of the Corporation shall be located at 3101 Fairfield Ave., Shreveport, LA 71104, where the Corporation's registered agent shall be located. The Corporation may also have offices or agencies at such other place or places, within the State of Louisiana, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

**ARTICLE II
MEETING OF MEMBERS**

Section 1. The annual meeting of the members entitled to vote shall be held at the registered office of the Corporation, or at a place designated by the Board of Directors, in June of each year at the hour named in the notice or waiver of notice of such meeting, for the election of Directors, the election of new officers, the presentation of annual reports, and for the transaction of such other business as may properly come before the meeting. Notice of the annual meeting shall be provided at least fifteen (15) days before the annual meeting and may be given by any means reasonably expected to provide notice, including, but not limited to, facsimile or e-mail or similar electronic means.

Section 2. At the May meeting each year a nominating committee of 3-5 members, chaired by the Vice President, appointed by the president and approved by the Board shall present its slate of nominations for new officers and Directors. Said committee will reconvene at the annual meeting to conduct voting procedures, count votes and announce new officers and directors.

Section 3. Monthly meetings of the members shall be held at the registered office of the Corporation on the second Wednesday of each month at 12:00 p.m. until such time as the President or Secretary notices the members of a change in location, time, or day for monthly meetings. Such notification shall be given as provided in Article II, Section 4 and must be provided ten (10) days in advance of a scheduled meeting, except in the case of an emergency, in which case notice of the change in location, meeting time, or meeting day shall be given as soon as practicable after the change is known. Severe weather, medical emergencies, or other occurrences beyond the Executive Committee's control shall be considered an emergency. This Section 2 shall be considered notice of the regular monthly meetings and no further notice of the monthly meetings shall be required except as provided herein.

Section 4. Special meetings of members, other than those required by statute, may be called at any time by the President, over one-half of the Executive Committee, or by members having one-tenth of the total voting power, and may be held at any place within or without the State of Louisiana. It shall be the duty of the Secretary to call such meetings whenever requested in writing to do so by members holding together at least one-tenth of the total voting power of the Corporation and entitled to vote at such meeting.

Section 5. Except as otherwise provided by statute or these by-laws, notice of each special meeting of members shall be given at least ten days before the day on which the meeting is to be held to each member of record entitled to vote at such meeting, by delivering a written, printed, or electronic notice (including, but not limited to, facsimile or email) thereof to him personally, electronically or by mailing such notice in a postage prepaid envelope addressed to him at his post office or other address as it appears on the books of the Corporation. Every such notice shall state the time and place and purpose or purposes of the meeting. Except where expressly required by law, no publication of notice of a meeting of members shall be required. Notice of any adjourned meeting of members entitled to vote shall not be required to be given, except when expressly required by law.

Section 6. At each meeting of the members, thirty five members in good standing must be present in person or by Proxy and entitled to vote to constitute a quorum. If, for any reason such quorum shall not be represented at any meeting, the meeting may be adjourned from time to time by the members represented at such meeting. The adjourned meeting may be reconvened should a quorum subsequently become represented and any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. At every meeting of the members, each member in good standing, present in person or by Proxy, shall be entitled to one vote. Except as otherwise required by law, the Certificate of Incorporation or these by-laws, all matters which properly come before any meeting of members shall be decided by the vote of a majority of the members entitled to vote thereat, if a quorum is present. Voting shall be by voice for the election of Directors, and whenever expressly required by law or whenever any qualified voter shall demand that any vote be by ballot.

Section 8. At every meeting of members, the President, or in his/her absence any one of the Officers, shall call the meeting to order and shall act as Chairman of the meeting. The Board of Directors may appoint any member to act as Chairman of any meeting in the absence of the President and any Vice President.

The Secretary of the corporation shall act as secretary of each meeting of the members; but in the absence of the Secretary at any meeting of the members, the Chairman of such meeting may appoint as assistant Secretary or, if none is present, some other person to act as Secretary of the meeting.

Section 9. At the monthly meetings of members, the order of business shall be as follows:

- (a) call the meeting to order;
- (b) read and vote on the minutes of the last meeting;
- (c) report of the officers;
- (d) reports of committees;
- (e) old business;
- (f) new business.

Section 10. The Directors of the Corporation shall be up to twelve. The officers; President, Vice-President, Secretary, Treasurer, and Parliamentarian/Historian are directors who will serve one year terms concurrent with their terms as officers. Each graduating class will elect a board member who will also serve for one year. All other directors will serve a three year term and will be elected at the annual meeting of members. This is subject to the right of the Board of Directors to provide by-law amendment for a different number of board members. Any vacancy on the Board caused by an amendment of these by-laws shall be filled by election by the Board.

Section 11. Notice of any annual meeting or special meeting of members may be waived in writing by, and will be waived by the attendance thereat, in person or by Proxy, of any member. Any member so waiving shall be bound by the proceedings of any such meeting in all respects as if due notice of such meeting had been given.

ARTICLE III DIRECTORS

Section 1. The Board of Directors shall have all the powers of the Corporation, and all the management of its business, unless otherwise proved by law. They shall appoint and remove the executive directors. They may have the power to appoint and remove all other officers, agents and employees of the Corporation, except as hereinafter stated, and require, when deemed advisable, security for their faithful service. They may make rules and regulations not inconsistent with law and these by-laws for the guidance of the Corporation's officers and agents. They shall make a report and render an account to the annual meeting of the members showing, in detail, the condition of the property and the financial affairs of the Corporation, and generally possess all the powers and perform all the duties usually exercised by or imposed upon directors or trustees of similar corporations.

Section 2. The officers shall constitute the Executive Committee of the Corporation. The Executive Committee shall also include the Master Gardener Program Coordinator for the Northwest Region or other suitable LSU AgCenter Extension advisor.

Section 3. A majority of the Executive Committee is necessary to constitute a quorum. A quorum shall be necessary for the Executive Committee to transact business.

Section 4. Regular meeting of the Board shall be held at such times and places within or without the State of Louisiana, as the Board may determine.

Section 5. Reasonable notice of the time and place of each special meeting shall be given to each director personally or at his residence or usual place of business by letter or electronic means. Any director may waive notice in writing, including electronic or facsimile writings, either before or after the meeting.

Section 6. Directors are expected to attend board meetings. An unexcused absence shall be an absence where a Director fails to give any Board or Executive Committee member prior notice of a valid reason for his absence from the meeting. If a Director has two consecutive unexcused absences, the Board, in its discretion, shall have the right to notify that Director, in writing, that another unexcused absence will be cause for immediate dismissal of the Director from the Board without further notice. Three (3) consecutive unexcused absences of any one Director shall, at the Board's discretion, constitute a vacancy in the Board as described in Article III, Section 6, herein.

Section 7. A majority of the directors in office shall constitute a quorum for the transaction of business, but less than a quorum may adjourn the meeting from time to time and from place to place. All questions shall be decided by the vote of a majority of Directors represented. Any action may be authorized or approved by a majority of the Directors, in any appropriate manner, even though they shall not be actually present at a meeting. The Directors shall act only as a Board and the individual Directors shall have no power as such.

The ayes and nays shall be taken and recorded on demand of any Director present unless the Board orders otherwise; provided, however, that each Director shall always have the right to have his own vote recorded.

Section 8. Vacancies in the Board of Directors occurring by death, resignation, failure to accept the office, inability to discharge the duties thereof, or otherwise, before the expiration of a term, and newly created Directorships may in each case be filled by a vote of the majority of the Directors then in office, though less than a quorum, and the Director so chosen shall hold office for the remainder of the term of the person whose vacancy he shall be chosen to fill.

Section 9. An annual meeting of the Board of Directors shall be held as soon as practicable after each annual election of Directors, unless otherwise determined by the Board, for the purpose of organization, the election of officers and for the transaction of such other business as may be required by statute or by these by-laws, or as may be determined by such Board.

Section 10. The Board of Directors may appoint a Finance Committee, and other committees as the Board may determine. The Executive Committee may exercise all of the powers of the Board of Directors between meetings of the Board, and The Finance Committee and other committees may have such duties as shall be determined by the Board of Directors

Section 11. No part of the funds, earnings or property of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or members of their immediate families or to any individuals if the receipt of such funds, earnings or property may inure directly or indirectly to the benefit of such members, directors or officers. The Corporation, however, shall be authorized and empowered to pay reasonable compensation for services rendered by officers, to reimburse such person for expenses incurred on behalf of the Corporation and to make payments in furtherance of the purposes set forth in Article IX hereof. Should any funds, earnings or property of the Corporation inure to the benefit of, or be distributed to, either directly or indirectly, an officer of the Corporation, the fact that he or such individual is so interested shall be disclosed in writing and fully accounted to the Board of Directors, or a majority thereof, as well as any public provider of funds to the Corporation. No member, director or officer, either directly or indirectly, shall be entitled to share in the distribution of any of the corporate assets upon dissolution.

Section 12. Each Director as such, and as a member of any committee of the Board, and subject to approval of the Board of Directors, may be entitled to reimbursement by the Corporation for his reasonable expenses incurred in attending meetings or otherwise in connection with his attention to the affairs of the Corporation.

Section 13. Each Director or Officer of the Corporation and each Director or Officer of any other corporation serving as such at the request of this Corporation shall be indemnified by the Corporation against all cost and expenses which may be imposed upon or reasonably incurred by him in connection with any action, suit or proceeding of whatever nature (whether the same proceed to judgment or be settled, discontinued or otherwise terminated) in which he may be or become

involved or to which he may be made a party by reason of being or having been such Director or Officer, or by reason of any action alleged to have been taken or omitted by him in either such capacity, proved that the indemnification provided for herein shall not apply with respect to any matter as to which such Director or Officer shall be finally adjudged in such action, suit or proceeding to have been individually guilty of negligence or misconduct in the performance of his duty as such Director or Officer. The foregoing right of indemnification shall inure to each such Director and Officer, whether or not he is such Director or Officer at the time such cost or expenses are imposed or incurred, and whether or not the claim asserted against him is based on matters which antedate the adoption of this by-law, and in the event of his death shall extend to his legal representatives. Such right of indemnification shall not be exclusive of any other rights to which such Director or Officer may be entitled as a matter of law.

ARTICLE IV OFFICERS

Section 1. The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and a Parliamentarian/Historian and/or such additional or substitute Officers as may be elected or appointed by the Board or the Executive Committee, who shall all be Directors.

Section 2. Officers of the Corporation may be elected from time to time by the Board of Directors, and each of said officers, unless removed from office, shall hold office for as many consecutive terms as desired if approved by the membership and shall hold office until the next annual meeting of the Directors and until his successor is chosen and qualified.

Section 3. Every officer, agent or employee of the Corporation shall be subject to removal by a majority vote of the Directors, with the exception of the LSU AgCenter Extension Advisor.

Section 4. The President shall have such powers and duties as may be prescribed from time to time by the Board of Directors; and he shall have the executive management of the Corporation. The President shall preside at all meetings of the Board of Directors and of the members. The President shall, if available, preside at all meetings of the members, appoint chairpersons of standing committees and make other appointments as needed. The President, in addition to duties appointed to him by the members of Directors, shall see that all orders and resolutions of the Board of Directors are carried into effect, and may execute all contracts, deeds, certificates, bonds or other obligations authorized by the Board.

Section 5. The Vice President shall conduct the meetings and business of the Corporation during the absence or disability of the President in accordance with the duties set forth in Section 4.

Section 6. The Secretary shall attend such meetings of the Board of Directors and members as shall be required and shall record or cause to be recorded the minutes of all meetings in books provided for that purpose. He shall attend to the giving and serving of all notices of the Corporation. He shall be the custodian of all papers brought before the Board or Executive Committee for action or ordered on file; and of all written contracts, deeds, insurance policies, leases, records and evidence of title to real estate and other property (except money and securities) owned, held or controlled by the Corporation. He shall have the custody of the corporate seal, and shall affix and attest the same when authorized by the President, the Board of Directors or a committee thereof. He shall maintain a complete record of all members and their contact information which shall be updated yearly. He shall perform such other duties as may be assigned to him by the Board of directors or the President.

Section 7. The Treasurer shall cause to be made full and accurate entries of all receipts and disbursements in the books of the Corporation, and he shall cause to be deposited all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall have authority to receive and give receipts for all monies due and payable to the Corporation from any source whatsoever and to give full discharge for the same and to endorse for deposit on behalf of the Corporation all checks, drafts, notes, warrants, orders and other papers requiring endorsement. He shall cause to be disbursed the money of the Corporation, by checks, under the direction of the Board of Directors or a two-thirds vote of the total voting power. He shall perform such other duties as may be conferred upon him by the Board of Directors. No part of the earnings of the Corporation shall, in whole or in part, benefit or be distributed to any officer, member, or individual except that which is authorized by the Board of

Directors to pay reasonable compensation for services rendered or reimbursement for reasonable expenses incurred in its behalf.

The Treasurer shall also be the principal officer in charge of the accounts of the Corporation. He shall have charge, under the Board of Directors and the President, of all books and accounts relating to revenues and expenditures. The Treasurer shall, in person or by his appointee when he is unavailable, present a summary of the Corporation's current financial status at each monthly and annual meeting of the members or at such other times as required by the Directors.

Section 8. The Historian shall keep records of all projects and events, including pictures and news accounts.

Section 9. The Parliamentarian shall have knowledge of Robert's Rules of Order and shall cause the Board of Directors Meeting and General Membership Meetings to be conducted in accordance with said rules.

Section 10. A majority of the Executive Committee is necessary to constitute a quorum. A quorum shall be necessary for the Executive Committee to transact business.

ARTICLE V MEMBERSHIP

Section 1. The voting membership of the Corporation comprises its active members.

Section 2. Active Members Any person shall be eligible to be an Active Member of The Northwest Louisiana Master Gardeners Association if he or she meets the following requirements:

- (1) Possesses a current Master Gardener certification as defined in the by-laws for the corporation; and
- (2) Had paid regular annual dues by the deadline set forth in the by-laws of this corporation.
- (3) Has performed and is performing volunteer time as set forth in the by-laws of this corporation.

Active Members shall have the right to vote (i) for the election of directors, (ii) on disposition of all or substantially all of the assets of The Northwest Louisiana Master Gardeners Association, (iii) on any merger involving The Northwest Louisiana Master Gardeners Association, (iv) on the dissolution of The Northwest Louisiana Master Gardeners Association, and (v) for any other matter required or allowed by the Louisiana Nonprofit Corporation Law.

Section 3. Inactive Members A person shall be eligible to be an Inactive Member if he/she holds Master Gardener certification, has completed the previous year in good standing and has paid timely non-voting dues.

Section 4. Honorary Members A person shall be eligible to be an Honorary Member of The Northwest Louisiana Master Gardeners Association if the executive committee confers honorary membership thereto.

It is expected that honorary memberships shall be conferred on family members or spouses of the Active Members who have devoted a significant amount of time to the success, programs and functions of The Northwest Louisiana Master Gardeners Association. Honorary members shall have no obligation to pay dues.

Section 5. The Board of Directors, by resolution or by amendment to these by-laws, may establish additional classes of membership in the Corporation.

ARTICLE VI CHECKS, NOTES AND DRAFTS

All checks, notes, drafts, trade acceptances, warrants or orders for the payment of money, and all contracts, shall be signed and/or countersigned by such persons as the Board of Directors may from time to time designate for that purpose.

ARTICLE VII SEAL

The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the year of its incorporation. No officer, director, or member shall use the seal for any purpose except for officially designated activities. The seal shall not be used for personal promotion, employment, or profit.

**ARTICLE VIII
WAIVER OF NOTICE**

Whenever, under the provisions of these by-laws or of any statute or law, the members or Directors are authorized to hold any meeting or to take any action after notice or after the lapse of any prescribed period of time, such meeting may be held and such action may be taken without notice, and without lapse of time, upon a written waiver thereof signed by every person entitled to notice; and any consent or action of or by the members or Directors required to give such consent or take such action

**ARTICE IX
MISSION STATEMENT**

The Northwest Master Gardeners' Association, Inc., exists for the following reasons:

- A. To enhance and supplement the Louisiana Cooperative Extension Service Master Gardener Program (the "Program");
- B. To assume responsibility for performing special tasks and engaging in continuous activities related to the Program;
- C. To promote the wide dissemination to Louisiana citizens of gardening information available as a result of university study and experimentation;
- D. To foster promote and disseminate gardening information to Louisiana citizens;
- E. To stimulate the knowledge and love of gardening; and
- F. In general, to promote and carry on any other purposes and activities for which corporations may be organized under the Nonprofit Corporation Law of the State of Louisiana (La. R.S. 12:201 et seq.) which are appropriate and permissible to organizations described in section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and exempted from federal income taxation by the provisions of section 501 (a) thereof.

**ARTICLE X
STANDING COMMITTEES**

The Standing Committees of the Corporation shall be as follows until such time as they are amended by the Executive Committee or a vote of the Membership:

- Executive Committee
- Programs Committee
- Project Committee
- Public Relation/Communication Committee

Each Standing Committee shall present a summary of the business discussed, pending, or recommended at each monthly meeting of the total membership. Each committee shall submit an annual report summarizing its activities for the year at the annual meeting of the Corporation. Funding for any committee project shall not be provided by the Treasurer until such project is approved by the Directors or the membership.

**ARTICLE XI
VOLUNTEER HOURS**

The LSU AgCenter Extension Service Master Gardener Coordinator, or an Extension Agent may approve the projects which may be considered as applicable to the volunteer obligation for all active members of the Corporation. All projects must be approved in advance to be considered as part of said volunteer hours required for active membership.

**ARTICLE XII
FUND RAISING**

The Corporation may conduct fund-raising activities as approved by the Executive Committee and Board of Directors, who shall decide whether such activities are consistent with the objectives of the Corporation. After approval of the Executive Committee and Board of Directors, members shall vote to determine whether to pursue the fundraiser.

ARTICLE XIII

AMENDMENT OF BY-LAWS

The general membership shall have the power to make, alter or repeal the by-laws of the NWLA Master Gardeners Association, Inc. by general membership present at any regular scheduled meeting thereof where notice of such proposed action has been announced in advance in the notice of the meeting.

ARTICLE XIV

LOBBYING

The Corporation shall not act to influence or attempt to influence legislation by propaganda, lobbying, or any other means. The Corporation shall not directly or indirectly participate or intervene on any political campaign on behalf or in opposition to any candidate for public office. Indirect participation shall include, but shall not be limited to, the publication or distribution of statements. Such prohibition shall not preclude the officers, board members or members from participating campaigns as individuals provided that the Corporation's name and/or mission is not included in such participation.

ARTICLE XV

DISSOLUTION

In the event of the dissolution and liquidation of this Corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to one or more organizations, corporations, funds or foundations, organized and operating exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501 (c) (3) which are exempt from Federal income tax under section 501(a) of the Internal Revenue Code of 1986, as amended, and its Regulations. In any such event, none of the assets are to be distributed to the corporation's organizers, or to those who have contributed thereto, or to persons related to or groups controlled directly or indirectly by such organizers or contributors. In the event that any assets are not disposed of in accordance with the provisions of these Articles of Incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these Articles of Incorporation, the District Court for Caddo Parish, Louisiana, shall upon the application of one or more interested persons, determine the distributions and distributees under and in accordance with the provisions and restrictions contained in these Articles of Incorporation.

Adopted by the Board of Directors at a meeting held the 21st day of June, 2000.

Amended August 13, 2003 by vote of general membership

Amended May 10, 2006 by vote of general membership