

*Amended*  
Santa Fe Master Gardener Association  
Bylaws

ARTICLE I. Name

The name of this association shall be the SANTA FE MASTER GARDENER ASSOCIATION.

ARTICLE II. Mission

The Santa Fe Master Gardener Association ("SFMGA") is a non-profit, non-discriminatory, educational association that fosters the delivery to the general public of the most reliable, current, research based, safe gardening information.

SFMGA is not affiliated with, and does not endorse any commercial enterprise or products.

Article III. Offices

The principal office of the corporation in the State of New Mexico shall be located at 3229 Rodeo Rd., Santa Fe, NM 87505. The corporation may have such other offices, either within or without the State of New Mexico, as the board of directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation, required by the New Mexico Nonprofit Corporation Act to be maintained in the State of New Mexico may be, but need not be, identical with the principal office in the State of New Mexico, and the address of the registered office may be changed from time to time by the board of directors.

Article IV. Non-Profit Status

The Board shall conduct all corporate acts in accordance with the New Mexico Nonprofit Corporation Act ("Act"), as amended, and with all state and federal laws and regulations which may be necessary to obtain tax-exempt status under applicable state and federal law. The bylaws shall be filed with the New Mexico Secretary of State as required by the Act.

The Corporation shall fully comply with all applicable anti-discrimination laws, rules, and regulations. In particular, it shall not discriminate on the basis of race, color, sex, national or ethnic origin, or age in its education policies, admission policies, scholarship and loan programs, other school administered programs, or the provision of any rights or privileges to students, faculty, or employees.

In the event of the dissolution of the Corporation, distribution of assets shall be made in accordance with the provisions of the Act. In no event shall assets be directly or indirectly distributed to, or inure to the benefit of any member, former member, director, former director, officer, or former officer of the Corporation.

ARTICLE V. Membership

Section 1. During the calendar year 2019, the members of SFMGA may include the following:

- All members in good standing of Santa Fe Master Gardener Association as of December 31, 2018, who elect to continue that membership,

- Are interns who have completed training through Santa Fe Master Gardener Association and their required service hours as of December 31, 2018, who elect to continue that membership,
- All persons not included in the two previous categories, who have complied with such standards as may be established by the Board.

From calendar year 2020 and thereafter, membership in SFMGA shall be on such terms as may be established by the Board.

Section 2. Regular Meetings. A regular meeting of the members shall be held at least once annually, or at such other time as fixed by the board.

Section 3. Special Meetings. Special meetings of the members may be called by or at the request of the president or a majority of the directors.

Section 4. Notice. Notice of any meeting shall be given by e-mail.

Section 5. Quorum. No quorum shall be needed for meetings of members. A simple majority vote of those present shall be sufficient for action.

## Article VI. Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be three, or as determined by resolution of the board of directors from time to time. The directors shall hold office until the next annual meeting of directors and until their successors shall have been elected and qualified by the Board of Directors. The directors need not be residents of the State of New Mexico and need not be employees of the corporation.

Section 3. Regular Meetings. A regular meeting of the board of directors shall be held with reasonable notice to the directors at least quarterly or at such other time as fixed by the board. The board of directors may provide, by resolution, the time and place, either within or without the State of New Mexico, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or a majority of the directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the State of New Mexico, as the place for holding any special meeting of the board of directors called by them.

Section 5. Notice. Notice of any meeting shall be given at least ten days previously thereto by written notice delivered personally or mailed to each director at his business address, or by e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of directors fixed by Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if

less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. 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 of directors.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 9. Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by election by the board of directors shall continue for a term of office only until the next election of directors.

Section 10. Deadlock. In the event that an equal number of votes are cast for adoption or rejection of any proposal before the board of directors, a director who is also the president of the corporation, or such other person as may be named by the board from time to time, may cast a vote in the decision to break the tie.

## Article VII. Officers

Section 1. Number. The officers of the corporation shall be a president, a vice presidents, a secretary, and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. The three directors shall serve as President, Vice President, Treasurer and Secretary. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the board of directors shall be elected annually by the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by action of the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the board of directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or these ByLaws to some other officer or

agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all the duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. The Vice President. In the absence of the president or in the event of his death, disability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 7. The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these ByLaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation, if any; (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 8. The Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these ByLaws; and (c) in general perform all of the duties as from time to time may be assigned to him by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine.

#### Article VIII. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

#### Article IX. Waiver of Notice

Whenever any notice is required to be given to any director of the corporation under the provisions of these ByLaws or under the provisions of the Articles of Incorporation or under the provisions of the New Mexico Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### Article X. Amendments

These ByLaws may be amended or repealed by presenting the proposed language of the amendment at any meeting of the board and securing a vote recommending adoption of the change at the meeting. In that event, the President will notify the membership of the proposed language and of the Board's final decision to be made at the next meeting. At such next meeting, the Board shall consider all comments from the membership before taking a final vote to approve or disapprove the amendment. Approval shall require a two-thirds majority of all directors present at the meeting.

ATTESTED:

  
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CULLEN HALLMARK, Co-President

Date: 8/5/19

  
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JAMES PAINTER, Co-President

Date: August 5, 2019