

**AMENDED ARTICLES OF INCORPORATION
OF
MASTER GARDENER FOUNDATION OF CLARK COUNTY**

December 2, 2014

**ARTICLE I
NAME AND LOCATION**

Section 1 The name of the Corporation shall be the MASTER GARDENER FOUNDATION OF CLARK COUNTY. The location and chief place of business of the Corporation shall be Clark County in the State of Washington.

**ARTICLE II
DURATION**

Section 1 The period of duration of this corporation shall be in perpetuity.

**ARTICLE III
PURPOSES**

Section 1 The purposes for which this organization is formed are solely educational and charitable, including but not limited to the primary purpose of furtherance of the Master Gardener Program in the State of Washington. Without limitation to generality of the foregoing, the following purposes are specifically stated:

- 1 To enhance and supplement the effort of the Washington State University Master Gardener Program and thereby to provide education and information on horticulture to the citizens of Clark County in the state of Washington.
- 2 To raise funds to be used to supplement and enhance the Master Gardener Program of the Washington State University Extension Program in Clark County.
- 3 To raise funds to be used for horticulture education related projects and programs in Clark County, to be distributed by awarding grants to qualified applicants.
- 4 To facilitate an exchange of ideas and information concerning horticulture between individuals of the Foundation and the community through periodic training classes, seminars and newsletters.

Section 2 This Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 3 Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV **MEMBERSHIP**

Section 1 Membership of this Foundation shall be open to individuals supporting the goals and purposes as set forth in Article III of these Articles of Incorporation.

ARTICLE V **STOCK**

Section 1 The Foundation shall have no capital stock.

ARTICLE VI **OFFICERS**

Section 1 The officers of the Foundation shall be President, Vice President, Secretary and Treasurer.

Section 2 The duties of the President, Vice President, Secretary and Treasurer shall be such as are usually imposed upon such officials of a not-for-profit organization, and as are required by law, and any applicable regulation, and such as may be assigned to them respectively by the Board of Directors as defined in the Foundation bylaws.

Section 3 The officers shall be elected as per the bylaws.

Section 4 Other officers, chairpersons, agents and employees may be appointed, their duties assigned, and their compensation fixed by the Board of Directors.

Section 5 The elected officers shall constitute the Executive Committee. The Executive Committee shall have and exercise such authority as may be necessary for the day-to-day management of the affairs of the Foundation.

Section 6 Officers shall be indemnified (refers to liability issues) by the Foundation for their conduct as Officers, except for acts or omissions that involve intentional misconduct or knowing violation of law by an Officer or any transaction from which the Officer will personally receive a benefit in money, property or services to which the Officer is not legally entitled.

ARTICLE VII
BOARD OF DIRECTORS

Section 1 The Board of Directors shall consist of nine members of the Master Gardener Foundation of Clark County. Four of the nine members shall serve as Foundation Officers.

Section 2 Each Director shall be elected to a term of three years.

Section 3 The Board of Directors of the Foundation shall have all the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the Foundation, consistent with those specifically granted by the Foundation bylaws and Articles of Incorporation.

Section 4 The Board of Directors shall meet and organize for business according to the bylaws.

Section 5 Regular meetings of the Board of Directors shall be held in Clark County, Washington. There shall be no less than seven meetings per year.

Section 6 The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Foundation.

Section 7 The Board of Directors shall have power to sell or dispose of the whole or any part of the property, either real or personal, which the Foundation may own, and to acquire other property. The Board, by resolution entered in its minutes, may classify portions of the assets as held for investment, endowment, or annuity purposes. Where so classified, such assets may be disposed of at the discretion of the Board and in such manner as the Board deems in the best interest of the purposes for which the Foundation is formed.

Section 8 Board members shall be indemnified (refers to liability issues) by the Foundation for their conduct as Board members, except for acts or omissions that involve intentional misconduct or knowing violation of law by a Board member or any transaction from which the Board member will personally receive a benefit in money, property or services to which the Board member is not legally entitled.

ARTICLE VIII
ANNUAL MEETING OF MEMBERS

Section 1 The annual meeting of the members of the Foundation shall be held during the month of October at a time and place established by the Board of Directors. Members shall be notified by mail or email at least fifteen (15) days in advance.

ARTICLE IX
COMMITTEES

Section 1 The following standing committees shall be maintained: Development, Public Relations, Audit, and Nominating.

Section 2 Temporary committees may be appointed at the discretion of the President or upon request of the Board of Directors.

ARTICLE X
FINANCES

Section 1 Funds may be solicited for purposes approved by the Board. The Board shall approve only such purposes as are not in conflict with the stated purposes of the Foundation as defined in Article III of these Articles of Incorporation.

ARTICLE XI
BYLAWS

Section 1 The Board of Directors shall establish and maintain the bylaws of the Foundation, under the direction of the members.

Section 2 The bylaws of the Foundation shall provide for the administration and operating procedures of the Foundation, the duties of Officers and Committees, and any other such matters as the Board may prescribe.

ARTICLE XII
QUORUM

Section 1 A majority of the Board members, with at least one officer present, shall constitute a quorum for the transaction of business, and a majority of the votes of such a quorum shall be sufficient to pass any measure coming before the Board except the special requirements for approval and/or revision of the budget, as provided in the bylaws.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

Section 1 Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all meetings of the Foundation except when they are inconsistent with the bylaws and any special rules of order the Foundation may adopt.

ARTICLE XIV
AMENDMENTS

Section 1 The bylaws and/or Articles of Incorporation may be altered, amended, or repealed, and new bylaws and/or Articles of Incorporation may be adopted by two-thirds majority of the members voting in person or by absentee ballot at a duly held general, annual, or special meeting of the members called for the purpose, if at least thirty (30) days advanced, written notice is given to all members regarding the intention to alter, amend or repeal, or to adopt new bylaws and/or Articles of Incorporation at such a meeting.

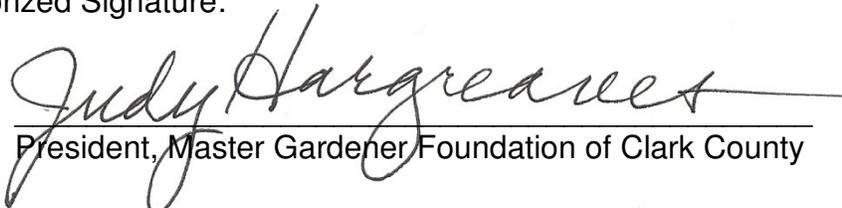
ARTICLE XV
DISSOLUTION

Section 1 Dissolution of the Foundation requires a two-thirds majority of the members present at a duly held general, annual, or special meeting of the members called for that purpose, if at least thirty (30) days advance written notice is given to all members regarding the intention to dissolve the Foundation.

Section 2 Upon dissolution of the Foundation or the concluding of its affairs, the assets of the Foundation shall be distributed to the Clark County Master Gardener Endowment. If the Clark County Master Gardener Endowment is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of the Foundation shall be distributed to the Washington State University Master Gardener Program, Pullman, Washington. However, if both of the named recipients are not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Foundation shall be distributed to such nonprofit scientific, or educational horticultural organizations as the Board of Directors may select, which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

The amended Articles of Incorporation were presented to the general membership on December 2, 2014. The amended Articles were adopted. A quorum was present at the meeting, and the amendment received at least two-thirds of the votes, which members were entitled to cast.

Authorized Signature:



President, Master Gardener Foundation of Clark County

12-02-2014
Date