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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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By people

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NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Master Gardener Foundation of Rhode Island
2. The period of its duration is (if perpetual, so state) Perpetual
3. The specific purpose or purposes for which the corporation is organized are:
To attract, raise, and when requested, manage funds to support the programs and objectives of the
URI Master Gardener Program in concert with the URI Cooperative Extension Education Center and the
URI Master Gardener Association.
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:
See attached Master Gardener Foundation of Rhode Island By-laws.

5. The address of the initial registered office of the corporation is 3 Alumni Avenue
(Street Address, not P O Box)

Kingston, RI 02881, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Rudolph A. Hempe
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 7
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
<u>Rudolph A. Hempe</u>	<u>20 Foddering Farm Road Narragansett RI 02882</u>
<u>EARLE R. PERKINS</u>	<u>170 HUNT AVE WAKEFIELD RI 02879</u>
<u>CATHERINE DESOURDY</u>	<u>87 LAURIER AVE SOUTH BORO, MA 02703</u>
<u>ELAINE POWERS</u>	<u>661 SHEPPEETOWN RD., EAST GREENWICH, RI 02818</u>
<u>LOU Cadwell</u>	<u>PO Box 328/47 Saw Mill Rd, Harmony RI 02918</u>
<u>Jules A Cohen</u>	<u>85 Scrabbletown Road North Kingstown, RI 02852</u>
<u>ROBERT AUSON, JR.</u>	<u>53 WATER ST. PORTSMOUTH, RI 02871</u>

7. The name and address of each incorporator is:

Name	Address
<u>Rudolph A. Hempe</u>	<u>20 Foddering Farm Road Narragansett RI 02882</u>
<u>EARLE R. PERKINS</u>	<u>170 HUNT AVE WAKEFIELD RI 02879</u>
<u>CATHERINE DESOURDY</u>	<u>87 LAURIER AVE SOUTH BORO, MA 02703</u>
<u>ELAINE POWERS</u>	<u>661 SHEPPEETOWN RD., EAST GREENWICH, RI 02818</u>
<u>LOU Cadwell</u>	<u>PO Box 328/47 Saw Mill Rd, Harmony RI 02819</u>
<u>Jules A Cohen</u>	<u>85 Scrabbletown Road North Kingstown, RI 02852</u>
<u>ROBERT AUSON, JR.</u>	<u>53 WATER ST. PORTSMOUTH, RI 02871</u>

8. Date when corporate existence is to begin Nov 20, 2002
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: Nov 20, 2002

Rudolph A. Hempe
Earle Perkins
Catherine Desourdy
Elaine Powers
Lou Cadwell
Jules Cohen
Robert Auson
Signature of each Incorporator

**Constitution and Bylaws
Of the
Master Gardener Foundation of Rhode Island Inc.**

(Adopted Oct. 3, 2002)

ARTICLE I: Name

The name of this corporation shall be the "Master Gardener Foundation of Rhode Island, Inc., hereafter called the Foundation.

ARTICLE II: Mission

The sole mission of the Foundation shall be to attract, raise, and, when requested, manage funds to support the programs and objectives of the URI Master Gardener Program in concert with the URI Cooperative Extension Education Center (hereafter known as the URI/CEEC) and the URI Master Gardener Association (hereafter known as the URI/MGA).

ARTICLE III: Exempt Status

The Foundation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501©(3) of the Internal Code of 1986, as amended, or the corresponding provision of any future United State Internal Revenue law. No part of the net earnings of the Foundation shall be provided to the benefit of or be distributable to any for profit member, trustees, officers, or any other person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the Foundation.

ARTICLE IV: Board of Trustees

The Foundation shall be managed by a Board of Trustees (hereafter called the Board) numbering no fewer than five and no more than 15. With the exception of those serving on the initial Board Trustees shall be elected to three-year terms. Trustees on the initial Board shall be elected on a staggered-term basis with approximately one third elected for one year, approximately one third elected for two years and approximately one third elected for three years. There shall be no limit on the number of times a member can be reelected. Ex-officio to the Board with full voting privileges shall be the Director of the URI Cooperative Extension, the Director of the Cooperative Extension Education Center and the president of the URI Master Gardener Association, who shall serve as official liaisons to their respective organizations

ARTICLE V: Officers

Section 1. Makeup of Board.

The Board shall have four officers, Chairperson, Vice Chairperson, Secretary and Treasurer elected to two-year terms. The Board may elect or appoint such other officers, as it may seem necessary or convenient. Any two or more offices may be held by the same person for an interim period.

2. **Nominating Committee:** The Board shall create a Nominating Committee consisting of seven persons, each of whom shall serve three-year terms on a staggered basis to afford some continuity. The makeup of the committee shall be: two persons from the URI Master Gardener Board of Directors and two persons from the URI Master Gardener Membership, all appointed by the MGA Board of Directors, two persons from the Foundation Board of Trustees, plus the director of the Cooperative Extension Education Center or his or her designee.
3. **Other committees:** The Board can create as many committees as it deems necessary in order to properly carry out its mission. Committees can be standing or ad hoc. Membership on committees is not limited to those serving on the Board.
4. Committee chairs are designated by the Board Chairperson

ARTICLE VII: Meetings

1. **Annual meetings:** The annual meeting shall be held in January for the purpose of electing Trustees and officers, for receiving written reports and for considering any other suitable business.
2. **Board meetings:** The Board shall meet not less than four times a year (including the annual meeting) at a place and time determined by the Board. A majority of the total membership on the Board shall constitute a quorum.
3. **Notices of the annual meeting and Board meetings** shall be given at least 10 days prior to the meeting date.
4. **Special meetings** can be called by the Chairperson as the need arises.

ARTICLE VIII: Elections

The election procedure for officers and Trustees shall begin with the appointment of a nominating committee at least two months prior to the annual meeting. The nominating committee shall present its report in writing to the Board at least two weeks prior to the annual meeting. The nomination committee's report shall be presented at the annual meeting along with a call for any other nominations from the floor. Those attending the annual meeting shall decide the voting procedure, voice, raised hands or secret ballot.

ARTICLE IX: Vacancies

The Board can fill vacancies on the Board at any time between annual meetings. Such elections must take into consideration: 1) Un-expired terms in cases of replacing Trustees who have left the board prior to completing their term and 2) Keeping intact the principles of the staggered-term policy.

ARTICLE X: Removal from office

Any officer or Trustee may be removed from office by the affirmative vote of two-thirds of the Trustees at any regular or special meeting called for that purpose for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the mission of the Foundation, or for refusal to render reasonable assistance in carrying out the mission. Any officer or Trustee proposed to be removed shall be entitled to at least five days' notice in writing by

ARTICLE XII: Procedural rules

All meetings of the Foundation shall be conducted in accordance with Robert's Rules of Order, newly revised.

ARTICLE XIII: Amendments

This Constitution and Bylaws may be amended by two-thirds of the Board at any annual or special meeting duly called, provided, however notice of the proposed amendment shall be recorded at a previous Board meeting and a majority of those present at said meeting have voted to submit said amendment at the next annual or special Board meeting. Due and sufficient notice of the meeting, and a copy of the proposed amendment shall have been sent to every board member at least seven (7) days before the date of the meeting.

ARTICLE XIV: Conflicts of Interest

Section 1: Definition

A conflict of interest is considered to exist in any instance wherein the actions or activities of a member of the Board results directly or indirectly in personal gain, personal advantage or where the interests of the Foundation are subjected to other obligations (e.g. to another board or agency), excluding those obligations to the URI/CEEC or the URI/MGA.

Section 2: Disclosure and Abstention

Any conflict of interest on the part of any member of the Board shall be immediately disclosed to the Board and made a matter of record. Any member of the Board with such a conflict shall not use his or her personal influence regarding such a matter. This shall include, but not be limited to abstaining from all motions, discussions and subsequent votes.

Article XV: Dissolution of Foundation

Section 1: Procedure

A motion for cessation of the Foundation signed by a majority of the Board must be made in writing and delivered to the Chairperson. Upon receipt of same, the Chairperson will place the motion on the agenda at the next Board meeting to be held no sooner than two weeks after receipt of the motion of cessation. At the same time, the Secretary shall give written notice of the motion for cessation and the time and place of the Board meeting when the motion will be heard to the Board of Directors of the URI Master Gardener Association and the director of the Cooperative Extension Education Center. At the Board meeting called to hear the motion for cessation, all interested parties shall be afforded reasonable opportunity to be heard in verbal or written form. A motion for cessation will require a vote of two-thirds of the Foundation Board.

Section 2: Assignment of Physical and Monetary Assets

After all legal debts and expenses of the Foundation are addressed, all assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3). All physical assets owned by the Foundation will be turned over to the URI Master Gardener Program and all monetary assets will be assigned to a newly created University of Rhode Island Foundation account that has co-signers representing the URI/MGA and the URI/CEEC.