

NAME: Outagamie County Master Gardeners Association  
FEIN: 39-2009258

Part V. Line 5a. Conflict of Interest Policy.

The conflict of interest policy was adopted by the Board of Directors on October 21, 2011.

## CONFLICT OF INTEREST POLICY

The purpose of the Conflict of Interest Policy is to protect Outagamie County Master Gardener Association, a tax-exempt organization's (the "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

2.1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

2.2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement or;

2.3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

4. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

5. Procedures for Addressing the Conflict of Interest.

5.1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

5.2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

5.3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

5.4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## 6. Violations of the Conflicts of Interest Policy.

6.1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

6.2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

7. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

7.1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

7.2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## 8. Compensation.

8.1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

8.2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

8.3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8.4. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

9. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

9.1. Has received a copy of the conflicts of interest policy;

9.2. Has read and understands the policy;

9.3. Has agreed to comply with the policy; and

9.4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

10. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

10.1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

10.2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

11. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Dated and effective: February 2, 2012

**UNANIMOUS CONSENT OF DIRECTORS  
OF  
OUTAGAMIE COUNTY MASTER GARDENER ASSOCIATION**

The undersigned, being all of the directors of Outagamie County Master Gardener Association, a Wisconsin unincorporated nonprofit association (the "Association"), do hereby consent to and approve the adoption of the following with the same effect as though adopted by unanimous vote at a meeting of said Association duly called and held.

WHEREAS, the Association has been acting as an unincorporated nonprofit association under Wisconsin Statutes Chapter 184 since November 18, 1999. The directors desire that the Association apply for tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and as such, hereby formalize a number of matters, including execution of Articles of Association documenting the Association's existence.

NOW, THEREFORE, IT IS RESOLVED that

1. Articles of Association. The Articles of Association dated February 2, 2012 are hereby approved and adopted. Formalizes the formation of the Association which began on November 18, 1999.
2. Bylaws. The Association's Bylaws are hereby ratified and approved.
3. Adoption of Conflict of Interest Policy. The Conflict of Interest Policy attached hereto is hereby approved and adopted.
4. Filing of Documents. The Secretary is directed to insert the Articles of Association in the Association's record book.
5. Directors. The following individuals shall serve as the directors of the Association as set forth in the Association's Bylaws and until their respective successors are elected:

Kevin Jarek  
Jessica Wickland  
Mary Learman  
Gail Clearwater  
Anne Van Handel  
Chris Schaefer  
Katie Langner  
Sonnet Uhlenbrauck  
Steve Schultz  
Tom Wentzel  
Kathy Baum  
Coleen Reed  
Judy Peters

6. Election of Officers. The following individuals shall serve as the officers of this Association as set forth in the Association's Bylaws, and until their respective successors are elected:

President  
Vice President  
Secretary  
Treasurer  
Advisory  
Coordinator

Mary Learman  
Gail Clearwater  
Anne Van Handel  
Chris Schaefer  
Kevin Jarek  
Jessica Wickland

7. Execution of Tax-Exempt Application. The President is hereby authorized and directed to execute and deliver the Form 1023, the 2848 Power of Attorney and any other documents necessary for purposes of applying for tax-exempt status with the Internal Revenue Service. The Association shall pay any and all legal and other expenses incurred in connection with such application.

*{Signature page to follow}*

Dated: 2-2-12

Mary Learman  
Mary Learman

Jessica Wickland  
Jessica Wickland

Gail Clearwater  
Gail Clearwater

Anne Van Handel  
Anne Van Handel

Chris Schaefer  
Chris Schaefer

Kevin Jarek  
Kevin Jarek

Katie Langner  
Katie Langner

Sonnet Uhlenbrauck  
Sonnet Uhlenbrauck

Steve Schultz  
Steve Schultz

Tom Wentzel  
Tom Wentzel

Kathy Baum  
Kathy Baum

Coleen Reed  
Coleen Reed

Judy Peters  
Judy Peters

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Part VI. Line 1a. and Line 1b.

Our services are provided to individuals and to organizations, as our purpose is to help the community understand horticulture and its significance to the environment. The organization offers educational programs and opportunities. The organization and its Members also donate time to improvement of community gardens and projects such as the Community Gardens, Habitat for Humanity, and the Gardens of the Fox Cities.

See the information attached throughout.



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Part VIII. Line 4a. Description of fundraising programs.

Three main fundraisers are as follows:

Spring: Gardens Expectations seminar. See information attached to narrative.

May: Plant sale

Summer: Garden Walk and charge entry fees

Part VIII, Line 4d. States and Local Jurisdictions where fundraising is conducted.

Fundraising will be conducted primarily in Outagamie County.



Contact us

- About us
- Volunteer opportunities
- Program meetings
- Garden photos
- Sanctioned projects

Education

- Be a Master Gardener
- Classes & Seminars
- TV & radio programs
- Scholarships
- Education opportunities

Resources

- Newsletters
- Calendar
- Wisconsin MG Program
- Local UW-Ext. office
- Forms
- Library
- Helpful links

Who we are



Peter Kirs photo

**Welcome to the Outagamie County Master Gardener Association.** We're one of 52 chapters of the Wisconsin Master Gardener Program. Master Gardeners Volunteers are trained volunteers who assist staff at the University of Wisconsin-Extension by helping the community understand horticulture and its significance to the environment. Master Gardener Volunteers are involved in a variety of community activities, including youth and adult education projects. [Read more.](#) Above: Jen and Corey Peterson's Garden, 2555 Teakwood Street, Appleton, was one of eight gardens included in our June 18, 2011 Garden Discoveries educational tour. Jen's favorite plants—hostas—include more than four hundred named varieties.



Become a fan of the Outagamie County Cooperative Extension Horticulture Division



What's new?

**Garden Expectations Conference March 24**  
[Read more.](#)



**On the Road with Master Gardener Volunteers**



Free monthly educational programs. [Read more.](#)



Ask the Experts

Experts in 16 areas offer answers to consumers on a variety of topics at [eXtension.org](http://eXtension.org), which is affiliated with the Cooperative Extension. To navigate the site, follow this link:

[www.EXTENSION.org](http://www.EXTENSION.org)

MISSION STATEMENT

The mission of the Outagamie County Master Gardener Association is to educate and serve the community, utilizing university and research-based horticultural information.