

**VMGA BOARD MEETING  
LOUISA, VA, APRIL 12, 2014  
Host: Central Virginia Master Gardeners  
MEETING MINUTES**

Attending: List of attendees attached.

The meeting was called to order at 10:00 a.m. by President Tom Bolt.

Tom introduced Tina Chaleki, Central Virginia (Louisa) VMGA representative. Tina introduced Charles Rossen, the VCE Agent for Louisa County. Charles presented an overview of Louisa County, its history, economy and agriculture. Tina then introduced Jerry Giaccai, president of the CVMGA. Jerry gave a short presentation regarding the CVMGs and their projects.

Tom Bolt welcomed the attendees, who introduced themselves and their units.

Secretary's Report

Mary Ann Kincaid, Virginia Beach, Secretary, presented the minutes of the February 8, 2014, VMGA Board Meeting for approval.

The 2/8/14 minutes were approved.

Treasurer's Report

Pat Reilly, Prince William, treasurer, presented the Treasurer's Report as of March 31, 2014. The report follows these minutes.

The Treasurer's Report was accepted for audit.

President's Report

President Tom Bolt advised the group of changes to the 2015 VMGA Board Meeting locations. They are:

April 11, 2015          Franklin County

August 8, 2015  
October 10, 2015

Loudoun County  
Central Rappahannock

The other 2015 locations remain the same, as follows:

February 14                      Hanover County  
December 12                      James City County/Williamsburg

The 2015 VMGA Board Meeting locations are now established.

### Vice President's Report

David Mims, Rockbridge, vice president, reminded the VMGA Reps to send unit reports by the 20<sup>th</sup> of the month in which VMGA Board Meetings are held. Copies should be sent to the vice president ([mimsdavid2@gmail.com](mailto:mimsdavid2@gmail.com)), the VMGA Report editor ([jancwva52@gmail.com](mailto:jancwva52@gmail.com)) and the VMGA.net webmaster ([webmaster@vmga.net](mailto:webmaster@vmga.net))

Unit Reports should report significant events in a unit.

### Extension Representative Report

Dave Close, VCE, reported as follows:

Support is available from the State Coordinator's office for the license plate effort; just let our office know what we can do to help.

### MG College

1. MG College edition of In Season will be out next week.
2. Registration will begin the week of April 28 and remain open until June 6; late registration will run from June 7-15.
3. Master Food Volunteers will be joining us this year as special guests; we have scheduled four concurrent sessions specifically for them, but they are open to EMGs too. Melissa Chase, the state coordinator for the MFV program, arranged for the speakers for their sessions.

This could be the beginning of an ongoing relationship with their program.

4. New tours - Kayak trip - Bike tour
5. Land Care Stewards - Managing by Fire/Quail Introduction

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Measuring the Forest

New website in the works - Up by mid-May

Three sections

- I want to be an EMG
- I am an EMG
- I am a VCE Agent/Coordinator (password protected)

1. Toolkits

Forms – 2 pending approval

- a. Project Approval Form (a fillable pdf)
- b. VMS Contacts Collection Form (Western Tidewater)

2. Speakers lists

3. Presentations

Office Update

- Process of refilling the EMG Communications Project

Coordinator position

- Sporadic hire – Sue Edwards; working on special projects (VMS, UNM, etc.)
- Madeleine will work for us as a summer intern

UNM Program update

Support available from the state coordinators office to help Robyn P. with VMGA Ed Committee work; we have mentioned to VCE admin that VMGA will be hosting an education event at VSU; very well received and encouraged.

District-level Leadership Development Training sessions coming this summer/fall; already working on the dates.

DCR is interested in the expansion of the MG Urban Nutrient Management program across the state and, possibly, including Water Stewards in the program as well. Although the programs are different, the nutrient management goal is similar to the Water Steward goal.

A question was asked as to the correctness of having different background check forms being used by different MG units. Dave advised that this situation is being reviewed.

### Committee Reports

#### Audit Committee

The Audit Committee will be meeting soon to audit the financial records and report at the VMGA Annual Meeting at MG College.

#### Unit Support

In the absence of Frank Reilly, Prince William, chair, Tom Bolt reported as follows:

Members: Pat Reilly, Karen Sacasky, Pinky Derieux, Betty Villers and Frank Reilly and whomever else we need.

We have been getting some input into our BMPs project. Thanks to John Christman and the Goochland-Powhatan MGs for sending their long-term planning notes, and a few other items. We will get excerpts on the Unit Support site prior to the next meeting.

Given the recent VMGA attempt to reacquire 501(c)3 status, we hope to get some guidance posted about obtaining, re-obtaining, and keeping tax-exempt status.

## Communication Committee

In the absence of Frank Reilly, Prince William, chair, Tom Bolt reported as follows:

Members: David Banks, Kathryn Debnar, and Chair Frank Reilly and whomever else we can get.

Since the February regularly scheduled meeting there have been 9302 Page views, by more than 1,577 unique visitors; most are from the US, but Ukraine is second with 211. You'd think they had something better to do!

Since the February regularly scheduled meeting, the web page has been completely updated. There is a new look and feel to the site. Almost all of the board members took part, but Pat Reilly, and David Banks have crafted a fantastic new look and updated so many of the materials and so much of the content, I urge you to look as soon as you can. I also urge you to thank them for their work.

The Endowment web page had plenty of visitors, but the endowment form was downloaded 34 times. Just 5 less than the number of downloads of the membership form. Gear page is pretty popular as well, but the most popular page remains the Calendar.

81% of all our visitors come through the front page of our site. Remember that we can help you host your site for a while under certain conditions.

We need more Calendar entries. The Calendar page has undergone a major facelift. It is routinely one of the top three most visited pages on the website. Listing your activity can definitely help drive participants to your event.

Since we're in Ralph Mason's unit, we still really appreciate the look and feel of the Calendar page he designed for us. Kathryn Debnar is

running it now, but it is so much better than our old format thanks to Ralph's attention.

### Coordinator Endowment

Pat Reilly, Prince William, chair, reported as follows:

The committee consists of Michelli Booker, Tom Bolt, Dave Close, Kathryn Debnar, John Freeborn, Joe Kelly, Bill Scott, Betty Villers and Pat Reilly, Chair.

Activities of the committee since the February meeting:

- The plans for the acknowledgment of Silverbell (\$500-\$999) and Bald Cypress (\$1,000 to \$4,999) donors in conjunction with the State Coordinator's Office (Dave and John) are progressing. The donors of these levels will be acknowledged on Friday morning at Master Gardener College. As mentioned before, individuals and organizations unable to attend Master Gardener College will be acknowledged at later time and place.
- The pins have been received, and are pictured at the end of this report.
- Special thanks to Frank Reilly for his appeals for gifts. Frank regularly teaches Master Gardener training classes and uses a "shameless commercial" to explain the State Coordinator Endowment. This spring he received six gifts in the amount \$575 in cash and another \$800 in pledges.
- Thanks, too, to Maggie Hart and Julie Cochran of Prince William County. They assisted with merchandise sales at Prince William's annual recertification meeting, selling \$1,000 in merchandise and accepting five memberships and renewals.

Endowment Status as of April 1, 2014:

	Feb 1, 2014	Apr 1, 2014
Market value*	\$270,530	\$271,439
Cash gifts and pledge payments	\$210,817	\$212,319
Outstanding pledges	\$5,075	\$5,875
Deferred commitments	\$190,000	\$190,000
Interest income account	\$14,159	\$17,036
Total market value & pledged/committed	\$471,771	\$484,350

What is important is the Cash Gifts to the Endowment. The amount of cash gifts is what earns interest income. To date, the \$212,319 we have raised has been invested by The VT Foundation to earn a total of \$59,120 in interest.

Silverbell Giving Level (\$500 - \$999)



Bald Cypress Giving Level (\$1,000 - \$4,999)



A question was asked if pledges could be paid over time. Pat Reilly answered they can be spread over whatever time the donor wishes.

## MG College Scholarships

A letter with the application form will be sent out to all units shortly.

It is recommended that persons interested in receiving a scholarship should consider filling out the form themselves and forwarding it to their extension agent for review and approval.

## Education

In the absence of Robyn Puffenbarger, chair, Central Shenandoah Valley, the Education Committee report was read by Tom Bolt, as follows:

Current members of the education committee: Robyn Puffenbarger, Wanda Gerard, Betty Jo Hendrix, Pat Lust, and Gwen Pote.

We are planning an education event to focus on Permaculture. Working with Dr. Theresa Nartea at Virginia State University, we have secured a venue with up to 200 seats at the Randolph Farm site for Saturday September 27, 2014. Additionally, we have secured a keynote speaker, Dr. Will Hooker, recently retired from North Carolina State University. He is well-known in the permaculture community and we should have a title for his talk and CV soon. His wife may also attend as a speaker; we have the Project Grows group from Augusta County potentially coming, and two others from VSU at the farm and cooperative extension who might be speakers. Plans for catering will start soon, planning the program, etc.

I understand these events used to have a title like 'mini-MG College.' Is this how we want to focus marketing or is another name/title more appropriate?

We will also need significant on the ground help in the VSU area, so if unit representatives can volunteer at the April meeting – please

get their information to Robyn Puffenbarger as soon as possible ([rpuffenb@bridgewater.edu](mailto:rpuffenb@bridgewater.edu) or 540-908-7335).

If there are any other questions, ideas, or concerns, please send those to Robyn Puffenbarger as well ([rpuffenb@bridgewater.edu](mailto:rpuffenb@bridgewater.edu) or 540-908-7335).

Betty Villers provided a brochure from the last MG event at VSU. The event was called “Master Gardener Day at VSU,” not “mini MG College.”

Several people volunteered, giving their names to Wanda Gerard. All do not live in the Petersburg area, but could be on site that day.

#### Fund Raising

Pat Reilly, Prince William, temporary chair, reported as follows:

Merchandise sales continue. Total sales as of March 31, 2014 is \$3,807.35. The cost of merchandise sold is \$1,906.32, resulting in a profit of \$1,901.03. The value of the inventory on hand is \$3,728.85.

Much gratitude goes to Julie Cochran and Maggie Hart who helped with the VMGA Gear sale at the recertification training meeting for Prince William Master Gardeners held in late February. They sold \$1,000 worth of merchandise and received five annual membership payments. Thanks to Frank Reilly for assisting with container toting. Much appreciated are the efforts of Marilyn Riddle, Angela Cingale, Joe Kelly, Tina Chalecki, Yolan Williams, George Graine, Dan Nortman and others who have transported items for delivery.

Fundraising is currently conducting a spring sale. Offered until May 15 (or until items sell out) are maroon and indigo blue sweatshirts for \$15 and selected t-shirts for \$10. This is to reduce inventory of off-season merchandise and of discontinued colors of t-shirts.

Fundraising records for the past six years have been consolidated into a spreadsheet. Because there are no records for a couple years of those years, inventory numbers had to be extrapolated in some cases. While Fundraising had reliably reported the value of the inventory, we did not have the actual total cost of merchandise sales for each of the years. The total cost of merchandise sold is needed to calculate profits and to better estimate the quantities to order. The record-keeping of past Fundraising Chairs Patty Gamache, Janet Scott, Betty Villers and others was essential to this task. A chair for Fundraising is still being sought. Please contact Tom Bolt or incoming President Christy Brennan if you can support VMGA in this capacity.

Finance

Pat Waring, Bedford, advised the committee is working on the 2014-2015 budget and will have a recommendation to the Executive Committee by mid-May.

Membership

Deb Straw, chair, Hill City, reported the following:

Membership renewal requests have been sent out, 400 e-mails and the remaining 42 by USPS.

As of 4/10/14, VMGA membership is as follows:

432	Active
8	Auxiliary
6	Emeritus (Lifetime – 6, Annual – 2)
<u>161</u>	Lifetime
607	Total

Deb provided VMGA rosters, by unit, for the reps at the meeting. She asked that they check the rosters to assure that all Lifetime members are still active members locally and to remind those whose memberships are expiring 5/31 to renew.

### Newsletter

Jan Worthy, Central Shenandoah Valley, chair, reminded the group that the deadline for the next issue of VMGA Reports is 4/13/14.

She welcomes suggestions regarding content.

Betty Villers suggested each unit put the VMGA editor ([jancwva52@gmail.com](mailto:jancwva52@gmail.com)) on the distribution list for the local MG newsletter.

### Nominating

Joe Kelly, Arlington/Alexandria, chair, reported the final vote tallies for the VMGA officers elections. 599 ballots were sent out; 217 VMGA members voted.

The new officers are:

President	Christy Brennan, Hanover
Vice President	Angela Cingale, James City County/Williamsburg
Secretary	Joan Richards, Fairfax/Green Spring
Treasurer	Pat Reilly, Prince William

Joe reported that the first two electronic elections went fine. However, this year there were problems. Although the voting system reported all ballots had been sent, it turned out that was not the case. In reviewing the e-mail addresses furnished, names following e-mail addresses had to be removed, as well as extra spaces before the system worked as it should.

### Silent Auction

Pat Reilly, Prince William, reported that Fran Wall, Washington, will help with the auction.

All auction items are to be turned in at New Hall West at the time of registration. When the auction room is available in Torgesen, all items will be moved from New Hall West to Torgesen and put in place. Volunteers are needed to help with this process.

Volunteers also are needed for Saturday night to help with tallying and check out. It is planned to have several checkout lines open on a first come, first served basis.

The VaTech Foundation will do the final accounting, determining the taxable value of donated items.

VMGA members are asked to contact Pat Reilly ([pat@thereillygroup.net](mailto:pat@thereillygroup.net)) to let her know they can help with moving the items (probably sometime on Friday) and Saturday evening.

### State Fair

Christy Brennan, Hanover, chair, reported that the 2014 Fair dates are 9/26-10/5. Volunteer slots are filling up. If your unit is interested in volunteering, let Christy know ([ctb47@comcast.net](mailto:ctb47@comcast.net)).

The 2014 theme will be Soils.

### Old Business

#### VA MG Auto License Plate

Lynn Jones, Rockbridge, reported there will be a display of the proposed license plate at MG College and he will be collecting names of potential buyers as well. The legislative process for plate approval is planned for the 2015 legislative session.

#### Revise Standing Rules for Tax Exempt Status

Pat Reilly, treasurer, Prince William, advised that VMGA's Standing Rules and By-Laws must be revised to be in accordance with IRS standards for tax exempt charitable organizations (501(c)3). The advantage of VMGA being a tax exempt organization is twofold: we can accept donations (which are then charitable donations on the part of the donor) and we pay no income tax, although we do have to file annual IRS reports.

To prevent VMGA from again losing its 503(c)3 status due to failure to report, the Standing Rules are being revised to state that both the VMGA President and Vice President have a duty to make sure the report is completed and filed by the VMGA Treasurer.

In addition, the Standing Rules are being revised to explain how compensation would be handled if VMGA hired a paid director. Also, the Standing Rules are being revised to provide for a Conflict of Interest policy and form to be signed annually by VMGA's Board of Directors.

The Standing Rules now include an updated mailing list use policy.

Pat presented the changes to the Standing Rules and By-laws on screen. One minor change was suggested and incorporated.

A motion was made and seconded to approve the proposed changes to the Standing Rules. The vote to approve was unanimous. A copy of the approved revised Standing Rules follows these minutes.

The By-Laws can be revised only after a 30 days notice. Approval will be on the agenda for the June VMGA Annual Meeting. A copy of the proposed changes to the By-Laws follows these minutes.

#### Bylaws Committee revision report

The Bylaws Committee is delaying announcing any proposed changes until the currently proposed changes are voted on.

## New Business

### 2013-14 Budget

Tom Bolt, president, announced variances to the current budget recommended by the Executive Committee. These changes are recommended to better comply with the charitable goal of VMGA.

The Diane Relf Education Scholarships will number five and will value \$500 each. This amount is set to cover tuition, board/room and some travel expenses.

VMGA will match Coordinator Endowment donations from Master Gardeners dollar for dollar to a maximum of \$10,000.

A motion was made and seconded to approve these budget changes. The motion was carried unanimously.

Education will have \$1,000 added to its 2014-15 budget to cover expenses incurred in upgrading education events, such as higher priced speakers.

## Announcements

Several units announced plant sales and spring education events.

The next VMGA Board Meeting will be held Friday, June 27, at MG College, to be followed by the VMGA Annual Meeting on Saturday, June 28. Times and locations will be announced.

The meeting adjourned at 2 p.m.

Submitted:

Mary Ann Kincaid

VMGA Secretary

Treasurer's Report  
 Virginia Master Gardener Association  
 Meeting of the Board of Directors  
 April 12, 2014, Louisa, VA

A snapshot of our net value, as of March 31, 2014

**Assets**

Checking Account Balance	\$17,750.85
PayPal Balance	\$567.79
MG College Scholarship CD	\$14,485.55
Reserve CD #2	\$5,013.38
Future Dues CD	\$6,107.03
Value of Fundraising Inventory	\$3,728.85
<b>Total Assets</b>	<b>\$47,653.45</b>

**Liabilities**

Future Dues	\$6,107.03
Fundraising Proceeds to Endowment	\$1,906.32
MG College Scholarships	\$1,037.48
<b>Total Liabilities</b>	<b>\$9,050.83</b>

Available, unrestricted funds = \$38,602.62

Year-to-date operating expenses = \$757.90

Year-to-date expenses for raising funds for the Endowment = \$1,022.44

Year-to-date purchases of Fundraising merchandise = \$2,089.50

Educational/charitable contributions (Endowment, College Scholarships, College sponsorship) = \$4,555.55

Summary of Checkbook Activity

Beginning balance January 31, 2014	\$19,062.61
Deposits	\$2,265.43
Withdrawals	\$3,577.19
Ending balance March 31, 2014	\$17,750.85

**THE VIRGINIA MASTER GARDENER ASSOCIATION, INC.**  
**STANDING RULES**

(Amended April 12, 2014)

**Purpose:** To provide guidelines pertaining to the administration of the Virginia Master Gardener Association, Inc.

**Administration:** The Board of Directors will plan, organize, direct, and administer the programs and activities of the Association. The Association's Executive Committee is responsible for its daily affairs between Board meetings.

**Board Meetings:** Will take place bimonthly on the second Saturday of even numbered months, except when there is a holiday or other conflict, in which case the meeting will be rescheduled. Meetings will convene at 10:00AM. Location will be approved by the Board and published at least two months ahead of each meeting. A diligent effort will be made to have one meeting in each region during the fiscal year. An emergency telephone at the location of the meeting will be furnished the Board members prior to the meeting. The June Board meeting will be held in conjunction with Virginia Tech's Master Gardener College in Blacksburg, VA.

**Executive Committee Meetings:** Will be held when deemed necessary by the president and/or officers of the Association. The location and time is to be decided by the president taking into consideration the distance that must be traveled by each Executive Committee member.

**Annual Meeting of VMGA:** Will be held in June in conjunction with Virginia Tech's Master Gardener College in Blacksburg, VA.

**VMGA Regions:** The Commonwealth of Virginia will be divided into six regions identical to the districts used by Virginia Cooperative Extension. This map in no way prevents units and individual Master Gardeners from working across regional lines, but is to be used as a guide to spread Association Board meetings and VMGA education opportunities throughout the state.

**Financial:** The Executive Committee may authorize the commitment of Association funds for business calls, stationary, postage, etc. Additionally, VMGA may fund advances to committee Chairs and pay expenses associated with approved Association activities. Documentation must accompany any request for funds noting date, amount and committee involved. The Treasurer will pay approved expenses and will maintain appropriate records of all income and expenditures. All Officers and Committee Chairs will present to the Finance Committee, their estimated expenses for each fiscal year no later than the April Board meeting. The Finance Committee will prepare a budget and present it at the June Board meeting.

**Membership Dues:** The dues for each class of membership will be established by the Board and announced at the annual meeting.

**Officer Guidelines:** In addition to those specified in the VMGA Bylaws and Roberts Rules of Order the:

**President**

1. Will attend and chair all meetings of the Board, Executive Committee, and the VMGA as a whole.
2. Will encourage each unit to select a representative and alternative representative to VMGA.

3. Will contact chairs of all committees periodically to ensure they are running smoothly.
4. Will contact the Liaison from Virginia Tech from time to time to ensure good lines of communication are maintained.
5. Will write a column for each VMGA Report.
6. Will select locations for Board meetings and Executive Committee meetings.
7. Will write letters on behalf of the Board or the whole Association to any parties as directed by the Board or when otherwise appropriate.
8. Will provide the Finance Committee with proposed office budget by the April Board meeting.
9. Will maintain records and present them to the new President.
10. Will assure that the Treasurer submits Federal tax return (IRS Form 990/990N/990EZ as appropriate) and Virginia State Corporation Commission Annual Registration and Assessment Fee in an accurate and timely manner.
11. Will seek approval from a majority of the Executive Committee on any usage of the association's bank card. Usage is to be limited to online payment of fees or for purchases/payments when paying by check does not permit a timely transaction, and documentation of the transaction is to be sent to the Treasurer.

#### **Vice President**

1. Will assist the President in assuring that the Treasurer submits Federal tax return (IRS Form 990/990N/990EZ as appropriate) and Virginia State Corporation Commission Annual Registration and Assessment Fee in an accurate and timely manner.
2. Is responsible for seeing that all committees conduct audits and reviews as required and submit reports to the Executive Committee, and that Annual Conflict of Interest Statements are signed and submitted by each officer and chair of a Standing Committee.

#### **Secretary**

1. Will provide a copy of minutes and notice of the next regular meeting with directions to the Officers, Committee Chairs and Board Representatives thirty days prior to the next regular meeting.
2. Will keep an up-to-date list of Unit Representatives, Officers, and Committee Chairs and furnish same to the Officers and Committee Chairs.
3. Will furnish revisions and corrections to the Officers and Board on a bimonthly basis.
4. Will provide the Finance Committee with proposed office budget by the April Board meeting.

#### **Treasurer**

1. Will present copies of bimonthly reports to the Board of Directors. Reports will show expenses and income listed in Committee categories.
2. Will keep up-to-date VMGA records.
3. Will submit records to yearly audit no later than 10 days prior to the annual meeting.

4. Will provide the Finance Committee with proposed office budget by the April Board meeting.
5. Will maintain an accounting of dues paid in advance, restricting their use until the fiscal year for which they were paid.
6. Will submit the appropriate IRS Federal Tax Form prepared accurately and submitted in a timely manner. Currently, Form 990-N, the ePostcard, is used for Tax Exempt Organizations with a due date of May 15.
7. Will work with the Officers and Committees to collect and retain records that are required for maintaining tax exempt organization status, including but not limited to: cost of supplies, gross sales of goods sold and cost of those goods (Fundraising), names and amounts of individuals receiving Master Gardener College Scholarships, and any advertising/promotion expenses.
8. Will submit the Virginia State Corporation Commission Annual Registration and Assessment Fee no later than the due date of March 31.
9. Will transition all accounts and electronic accesses to the incoming Treasurer at the end of the term in office.
10. Will seek approval from a majority of the Executive Committee on any usage of the association's bank card. Usage is to be limited to online payment of fees or for purchases/payments when paying by check does not permit a timely transaction.

### **Committee Guidelines**

**Defining the Committees:** The VMGA has two categories of committees:

**Standing:** These committees are considered permanent in that they perform a continuing function, e.g. the Education Committee.

**Special:** Members of these committees are appointed to carry out a specific function or task, and may be dissolved when the function or task for which it was responsible has been accomplished, e.g. Audit Committee.

**Committee Guidelines:** All committees will fulfill any requirements specified in the Association's bylaws. Committee Chairs will submit reports for bi-monthly and annual meetings. All committees are responsible for an annual review of the VMGA web site pages with content relevant to their programs and activities and will report the results of the review to the Vice President. In addition, committees will do the following:

### **Communications**

1. Disseminate information to unit representatives and to the general membership at the direction of the President.
2. Submit timely reports for publishing in The VMGA Report.
3. Maintain committee records and deliver to the incoming chair.
4. Provide the Finance Committee with proposed committee budget by the April Board meeting.
5. Conduct an audit of the VMGA web site with the goal of having accurate and current information available for association members and the public.

## **Education**

1. Plan and conduct, with the approval of the Board, continuing education programs at an advanced level for VCE-MGs with at least two sessions in different regions each VMGA fiscal year. These educational programs will normally take place spring and fall.
2. Conduct programs at a level that will assist Master Gardeners in their ability to plan and conduct local programs for the gardening public and their units.
3. Prepare and disseminate marketing materials, i.e. notices to local associations for inclusion in local newsletters, web materials, The VMGA Report articles, flyers, listserv notices, emails, etc.
4. Handle registration for programs and answer questions and inquiries.
5. Facilitate payment of dues and new member applications received with education event fees.
6. Transfer all funds and appropriate documentation in a timely manner to the Treasury so that all income and expenditures are properly allocated.
7. An emergency telephone number at the location of the session will be furnished to registrants prior to the session.
8. Submit timely reports for publishing in The VMGA Report.
9. Maintain committee records and deliver to the incoming chair.
10. Provide the Finance Committee with proposed committee budget by the April Board meeting.

## **Finance**

1. A proposed budget will be prepared, using categories of Officers, Standing and Special Committees, for submission to the Executive Committee by the fifteenth day of May.
2. Upon review and approval by the Executive Committee, the Finance Committee will submit a proposed budget to the Board of Directors at their meeting in June
3. Final adoption of the budget will be taken by the Board not later than at their regular meeting in October.
4. Review quarterly the financial stability of investments of VMGA, Inc. for improvements in returns. Report of review will be submitted to the Executive Board once each quarter.
5. Maintain committee records and deliver to the incoming chair.

## **Membership**

1. Establish and maintain a database of association members including name, address, phone number, VCE unit, membership renewal date and committees of interest.
2. Present a current membership roster and current bylaws to the membership, no later than October of each calendar year.
3. Prepare a list of members separated into committee interests to be delivered to the President and Committee Chairs once annually after renewal, and on a continuous basis for new members.

4. Prepare a list of non-renewing members to be given to each unit representative for follow up, preferably at the first part of the fiscal year.
5. Send out renewal notices, on an annual basis, with membership cards going to those who renew.
6. If requested, send out mailing labels to the Newsletter Editor and to the Education Committee, or to requesting VCE-MG units.
7. Submit timely reports and new members not included in the current roster for publishing in The VMGA Report.
8. Develop and maintain a VMGA brochure for recruiting purposes.
9. Ensure each Master Gardener unit has a member of VMGA to annually present recruiting information at gatherings such as new VCE-MG training classes and local association meetings.
10. Maintain committee records and deliver to the incoming chair.
11. Provide the Finance Committee with proposed committee budget by the April Board meeting.

### **Unit Support**

1. Prepare and maintain a database of members and persons who are willing to share their expertise in areas of current need/interest, such as incorporation, non-profit designation, initial MG training, unit projects (with contact person), grant writing, etc.
2. Distribute the information to units requesting same.
3. Submit timely reports for publishing in the VMGA Report.
4. Maintain committee records and deliver to the incoming chair.
5. Provide the Finance Committee with proposed committee budget by the April Board meeting.

### **Newsletter**

1. The VMGA Report: VMGA will publish a bimonthly newsletter for distribution to active members of the Association, VCE-MG Coordinators, the various VCE offices, or such other individuals or agencies as approved by the Board of Directors.
2. Edit and publish a bimonthly VMGA newsletter to be distributed in January, March, May, July, September, and November.
3. Include in the newsletter reports from Committee Chairs, activities of various units, a calendar of events and a President's message, in addition to other appropriate articles and editorials.
4. Distribute the newsletter at the most cost effective rate available
5. Maintain committee records and deliver to the incoming chair.
6. Provide the Finance Committee with proposed committee budget by the April Board meeting.

### **Fundraising**

1. Ensure responsible inventory control by confirming orders received and verifying inventory at least quarterly.
2. Submit funds received from sales to the Treasurer; there is to be no co-mingling of funds. Any purchases over \$100 paid in cash will have the payee noted.
3. Seek approval from the Executive Committee for purchases of merchandise in excess of \$1,500 in any period of three consecutive months.
4. Advise the Treasurer when vendor payments are anticipated, and provide invoices, sales receipts and other documentation of funds received.
5. Annually provide the Treasurer with the number and cost of goods sold and the value of the inventory no later than 10 days after the conclusion of the fiscal year.
6. Provide records and access to the inventory for annual audit.

### **Unit Representative Guidelines:**

In addition to those specified in the VMGA Bylaws the Unit Representative will:

1. Act as the point of contact between VCE-MGs in his/her unit and VMGA, reporting to the unit the news and activities of VMGA and reporting to VMGA the activities and issues of his/her unit.
2. Serve at the pleasure of the VCE unit, being appointed by the VCE-MGs or the Extension agent.
3. Attend Board meetings (or send an alternate).
4. Provide a written unit report whether or not able to attend the Board meeting. The report should contain recent unit activities upon which news in The VMGA Report can be based. Ideally, this report would be electronically submitted to the Secretary prior to the Board meeting.
5. Request that he/she be replaced by the VCE unit when unable to minimally provide bimonthly reports to VMGA and the unit's VCE-MGs.

### **Bereavement Guidelines:**

Bereavement guidelines have been approved by the board as follows:

1. The unit will notify the VMGA President of the passing of a VMGA member. This notification will include the name, address and wishes of the family. The notification will also include the details of the service.
2. The minimum response will be a card.
3. A decision will be made by the Executive Board on the level of recognition based on the level of participation in the VMGA.
4. If a unit or family desires to honor their VMGA member through a financial contribution, they will be directed to the Treasurer of the VMGA. The Bereavement Guideline will be added to the standing rules. It is the responsibility of the unit to inform their membership.

### **Mailing List Use Policy**

Summary of Policy

- VMGA will ensure the privacy of our members

- A unit or association may request a set of mailing labels for VMGA members to advertise an event sponsored by the unit or association
  - A complete sample of the mailing must be submitted
  - VMGA will print and provide the labels
  - No electronic lists will be shared
- The unit or association may not use the label information in any other way
- A mass email from VMGA informing members about a local unit's/association's event is an option if mailing or inclusion in *The VMGA Report* is not timely.

### The Mailing List Use Policy

The VMGA Board has agreed to make member information available in support of local MG Units and MG Associations to help with marketing efforts. A strict policy has been developed to ensure the privacy of our members.

Local MG Units or MG Associations may request in writing a set of mailing labels (they can be sorted by address location) to help them advertise events that may be of interest to the members of VMGA. The local Unit or Association must be a sponsor of the event, and envelopes and any materials mailed to VMGA members must reflect that the mailing is from the local Unit or Association. Peel and stick labels will be provided to the unit requesting them. In return, the local Unit or Association will provide VMGA the opportunity to solicit memberships at the event. There will be no other charge for these labels. Electronic copies of the membership list will not be provided under any circumstances. By acceptance of the mailing labels you will automatically agree:

- to provide the Executive Committee a sample of the mailing packet, including envelope for approval prior to mailing
- to use the labels only for the purpose they were provided,
- not to provide the labels to any other entity,
- not to provide or copy the information from the labels, and
- not to sell the mailing labels.

*The VMGA Report*, the newsletter of VMGA, is also available for marketing local Unit or Association events. Should timing prevent advertising through *The VMGA Report*, the Unit Support Committee will facilitate an electronic mailing for local units. Local units desiring an electronic mailing must provide the message they wish to distribute to the VMGA webmaster who will email the members. For more information on electronic mailing please contact [webmaster@vmga.net](mailto:webmaster@vmga.net).

### **Policy for Establishing Compensation**

The Executive Committee will determine compensation based on compensation offered by similar tax exempt, volunteer-based organizations. The Board will approve the individual being hired and the compensation to be received prior to hiring and payment of any compensation. The information used to determine compensation and the terms of compensation will be recorded in the minutes of the meeting at which the Board deliberates the hiring and compensation. Each individual who decided on compensation and their decision are to be recorded in the minutes of the meeting at which approval takes place, along with each voter's name and vote. The individual being compensated will not participate in the decision or vote.

### **Conflict of Interest Policy**

## Definitions

“Interested person” is any member of the board of directors, officer, or member of a committee, who has a direct or indirect financial interest, as defined below, is an interested person.

“Financial interest” is a person has a financial interest if the person has, directly or indirectly, through business, investment, or family an ownership or investment interest in any entity with which the Association has a transaction or arrangement. A financial interest is not necessarily a conflict of interest; conflict of interest will be determined by the Board (see Procedures).

## Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person has the duty to disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.

## Procedures for Addressing a Possible Conflict of Interest

- a. Any member may present evidence of a possible conflict of interest to the Board. The person with a financial interest and possible conflict of interest will present all material facts to the Board and leave the meeting while the remaining Board members determine whether a conflict of interest exists.
- b. The Board will determine whether the conflict of interest exists. If so, they will further discuss if VMGA 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. If not, the Board will move and vote on a motion to enter into the transaction or arrangement.
- c. The minutes will include: the name of the person who was found to have a financial interest; the nature of that interest; action taken to determine if there exists a conflict of interest; the Board’s decision as to whether a conflict of interest existed; and names of voting Board members and their vote as to whether the transaction or arrangement benefits VMGA and should be entered into.

## Violations of the Conflicts of Interest Policy

If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it will inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after appropriate investigation and discussion, the Board determines the member has failed to disclose an actual or possible conflict of interest, it will take appropriate corrective action.

## Annual Conflict of Interest Statements

Each officer and Chair of a Standing Committee will annually sign a statement which affirms that he/she has received a copy of the Conflict of Interest Policy; has read and understands the policy; agrees to comply with the policy; and understands that VMGA is a charitable organization and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. It will be the responsibility of the Vice President to see that the statements are signed; a report of compliance will be recorded in the minutes of the first Board meeting following the Annual Meeting.

## Periodic Reviews

To ensure that VMGA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, reviews shall be conducted annually of any compensation for salaried staff, of any vendor arrangements, and of any

transactions, and that Annual Conflict of Interest Statements are understood, signed and recorded.



## **ADOPTION OF AND REVISIONS TO THE STANDING RULES**

Standing Rules, and Revisions to the Standing Rules, may be proposed by the Standing Rules Committee and adopted with the approval of the Association's Board of Directors. They will become effective upon approval unless otherwise noted. A standing rule can be adopted by a majority vote at any Board of Directors meeting without previous notice. Although a rule remains in effect until rescinded or amended, it does not bind future sessions if a majority of the Board desires to suspend it temporarily for the duration of a particular session.

# The Virginia Master Gardener Association, Inc.

## Bylaws

(Amended April 12, 2008)

### ARTICLE VII

#### Committees

Section 1. The Association will have Standing and Special committees, whose membership will consist of at least three members selected by the President and approved by the Board.

Section 2. The Standing Committees will be: Communications, Education, Finance, Membership, Newsletter, ~~and~~ Unit Support ~~and Fundraising~~.

(a) The Communications Committee will foster communication between individual and local groups of Master Gardeners.

(b) The Education Committee will plan and coordinate the educational activities of the Association, as approved by the Board of Directors.

(c) The Finance Committee, composed of the Treasurer and a representative of each standing and special committee, will assist the Treasurer in preparing and submitting a budget to the Board of Directors.

(d) The Membership Committee will develop plans and programs to increase membership in the Association and will assist in their implementation with the approval of the Board.

(e) The Newsletter committee will publish the Association Newsletter (The VMGA Report) as needed.

(f) The Unit Support Committee will collect, maintain, and provide data that will assist localities in establishing MG Associations, or improving existing units.

(g) The Fund-Raising Committee will seek out funding sources, ideas and activities and will pursue and coordinate these with the approval of the Board.

**RATIONALE:** The Fundraising Committee has acted like a Standing Committee for at least five years, i.e. “perform a continuing function” (Standing Rules, Committee Guidelines). It is responsible for maintaining and selling VMGA’s inventory of merchandise. The value of the inventory (around \$4,000 for the past five years) and the financial responsibilities of annual sales ranging from \$3-5,000 each year require that this position operate year-round. Given the financial oversight of this significant amount of money, the Chair should be held to the same standards of conflict of interest as the other Board Members, and likewise afforded the protections of that policy. All yellow highlighted text supports removal of the Fundraising Committee from a Special Committee and move it to the section of Standing Committees along with the formatting necessary to make that change.

Section 3. The Association’s Special Committees will include Audit, ~~Fund-Raising~~, Nomination and Election, State Fair, State Conference and such other committees as the President may appoint and the Board may approve. Special Committees will be dissolved upon completion of their assigned task

(a) The Audit Committee will consist of three (3) members, none of who are on the Board, who will be appointed by the President and approved by the Board at least ninety (90) days before the end of the fiscal year. The Audit Committee will examine the ~~Treasurer's accounts and submit a written report at the Annual Meeting.~~ financial records including the assets and liabilities of the organization and submit a written report at the Annual Meeting confirming the accuracy and integrity of these reports and records.

**RATIONALE:** The Audit Committee currently reviews only the Treasurer's records. The Fundraising inventory and sales represents a cash flow of several thousands of dollars, but no controls exist to protect VMGA or the individuals who manage merchandise sales. Broadening the responsibility of the Audit Committee to "records...including the assets and liabilities" adds a level of control as well as protection for the Fundraising Committee. It is also general enough to cover any future needs for deliberate review where funds are involved. The details of audits will appear in the Standing Rules or committee procedures.

~~(b) The Fund-Raising Committee will seek out funding sources, ideas and activities and will pursue and coordinate these with the approval of the Board.~~

**(eb)** The Nominations and Elections Committee will seek candidates for officer positions from the voting membership; will report the list of candidates to the Board of Directors at least one hundred and fifty (150) days before the date set for the annual meeting; and will prepare and distribute ballots to those members entitled to vote. It will collect and tabulate the ballots and report the election results to the Executive Committee at least ninety (90) days before the annual meeting.

**(dc)** The State Fair Committee will plan, organize, and operate a Virginia Master Gardener booth at the annual Virginia State Fair.

**(ed)** The State Conference Committee will plan and coordinate any statewide conference decided upon by the Board.

ATTENDEES\* – VMGA BOARD MEETING  
4/12/14 CENTRAL VIRGINIA MG

Appomattox	Jody Purches
Arlington/Alexandria	Joe Kelly
Bedford	Pat Waring
Central Shenandoah Valley	Jan Worthy
	Carol Kudless
Central Virginia/Louisa	Tina Chalaki
	Edna Musser
	Ralph Mason
	Linda Mundy
	Judy Hanley
	Regina Howell
	Dot Kehm
	Richard Hinde
	Jerry Giaccai
	Mary M. O'Connell
	Bobbi Lynch
	Anne Call
	Sheila Harman
Chesapeake	Kandy Keith
Fairfax	George Graine
Fairfax/Green Spring	Joan Richards
Fluvanna	Kathy Seroskie
Franklin	Nelda Purcell
Goochland/Powhatan	Sharon Smith
Halifax	Charles Stallard
	Loretta Stallard
Hanover	Christy Brennan
Hill City/Lynchburg	Elsie Morris
	Deb Straw
	Yolan Williams
James City County/Wmsbg	Marilyn Riddle
	Angela Cingale

Loudoun	Alta Jones
Norfolk	Tom Bolt
Northern Neck	Tedd Munns
Prince William	Pat Reilly
	Bill Scott
	Janet Scott
Rockbridge	David Mims
	Lynn Jones
Suffolk	Wanda Gerard
Virginia Beach	Jim Kincaid
	Mary Ann Kincaid
	Betty Villers
VT/VCE	Dave Close

\*Reflects names of those who signed in at registration table.