

Virginia Master Gardener Association
Bimonthly Meeting of Board of Directors
April 11, 2015 Rocky Mount, VA

The meeting was called to order at 10:18 am by Vice President Angela Cingale, JCC/Williamsburg. She introduced Nelda Purcell, Franklin County MGA Unit Representative and Master Gardener Coordinator. Nelda welcomed the group to the historic Depot and introduced Mary Thurman, Franklin County MGA President. She welcomed everyone and discussed the gardens they take responsibility for as MGs. Sean Duff, ANR Agent welcomed everyone to Franklin County.

Angela announced that the President had been delayed in traffic. All present then introduced themselves with their units. The Unit Representative List was passed around for checks and additions.

President's Comments

The President sent word that she has been delayed due to traffic at Appomattox.

Vice President's Report

Angela requested units to continue to send her their newsletters. She will peruse them and send on to the newsletter editor pertinent articles and information.

Secretary's Report

Joan Richards, Secretary, Green Spring, reminded unit reps that the minutes of the February 14 meeting were distributed electronically. A motion was made, second, and approved to accept the report as distributed.

Treasurer's Report

Pat Reilly, Treasurer, Prince William, presented the Treasurer's Report. A copy of the report is attached to the minutes.

Standing Committees

Communication

Members are David Banks, James CC/Williamsburg; Kathryn Debnar, Roanoke; and Frank Reilly, Chair, Prince William.

Eighty-one per cent of all visitors come through the front page of our site. Remember that we can help you host your site for awhile 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 bring participants to your event.

Frank Reilly, Chair

Education

Current members of the Education Committee: Robyn Puffenbarger, Central Shenandoah Valley; Wanda Gerard, Suffolk; and Betty Jo Hendrix, Isle of Wight.

What has been going on? Joel Kocci has saved Sept. 19th for us at Virginia State University – he was not available either weekend of the state fair since he has to be at the state fair! So, we have the

Wilder Building Saturday Sept. 19th. Theme – native plants, designing like nature, and native pollinators. If you have a good idea for a title, please send it along. Speakers and costs listed below will be presented to VMGA Board tomorrow and see if we are a go to get these folks to present:

Bryce Lane, Horticulture Professor Emeritus from NC State, \$600 plus mileage and hotel, topic on garden design that is pollinator friendly.

Anita Tuttle, Master Gardener and Virginia Native Plant Society member on native plants, mileage plus possible hotel plus \$100

Karl Shank, owner of the Natural Garden, on "Designing Living Landscapes" – mileage, hotel and \$250

We had a lead on an insect/pollinator person but do not have that topic lined up yet. If you know a good speaker on insects, need help.

2016 – Great idea from Wanda at Hanover meeting – themed gardens. I got emails from Lewis Ginter and Maymont representatives. We are looking at a planning meeting, maybe in May or June 2015, for a Sept. 2016 event at their sites! So, the 2016 symposia would be at Lewis Ginter and Maymont with tours and talks at their sites. Hope we can get it all to work out. As we set dates to meet, will stay in touch to see if anyone else from the committee can join in.

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

Robyn Puffenbarger, Chair

Discussion followed about a person with knowledge of insects for the symposium. Several suggestions were given to Robyn. She also asked for approval for financial expenditures for speakers. Approval was given.

Finance

Pat Waring Chair, Bedford, spoke for the committee. He asked that the board look at CD#3 from the Treasurer's Report. The CD matures on May 9 with just over \$6,000. He suggested that we redeem the CD and place the funds into the checking account. A motion was made, seconded and approved following discussion.

Membership

Date	Active	Auxiliary	Life	Total
4/11/2015	392	6	157	552
2/14/2015	374	6	154	537
12/13/14	351	6	154	511

As a reminder, dues paid after January 1, 2015 are good until May 31, 2016. There is no need to wait until the end of May to renew your active membership. Sending your dues now will help the Membership Committee process your applications in a timely manner.

Of the 157 Life Members who were asked to update their Information, 94 have not done so. Five of the six Auxiliary Members have not updated their membership and 260 of the 392 Active Members have not renewed.

Deb Straw, Chair, Hill City

Unit Support

Members are Pat Reilly, Prince William; Karen Sacasky, James CC/Williamsburg; Pinky Derieux, Virginia Beach; Betty Villers, Virginia Beach; and Frank Reilly, Prince William. Pat has helped a unit prepare and successfully obtain their 501(c) 3 status. There were several required changes in organization to support that application.

A Unit has asked about becoming an affiliate of VMGA. VMGA is not organized in such a way as to have local affiliates. Membership in a Unit Association does not confer membership in VMGA and vice versa. VMGA has a close operational relationship with Units through the Unit's chosen representative. Given the recent Unit attempts to acquire or reacquire 501(c)3 status, we hope to have some guidance posted about obtaining, re-obtaining and keeping tax-exempt status.

Frank Reilly, Chair

Newsletter

Items for the newsletter should be sent to Editor Jan Worthy by April 20.

Fund Raising Report

State Master Gardener Coordinator Endowment Fund

Balance as of April \$307,684.00. We would like to issue a challenge for matching donation funds for the State Endowment Fund; we have a CD for about \$6000 maturing. We will match any donations that are made by members.

Kathryn Debnar, Roanole, unfortunately will not be able to continue as leader for the Endowment Fund. We are hoping that someone will take over this position; there is already an established committee.

Merchandise Sales

Proceeds from merchandise sales going to the State Coordinator Endowment have totaled \$1,345.45. As a result of recent purchases of t-shirts and hooded sweatshirts, the inventory value is \$3, 573.81. Forest green zip hoodies and light blue unisex t-shirts have been added to the inventory. Lanyards are not yet available. Unfortunately, Pat Reilly has resigned from the merchandise sales team after many years, so we need a new team member to work with Jody Purches, Appomattox. Responsibilities include ordering and storing items, processing and mailing orders received through Pay Pal, keeping records of sales and inventory in Excel, reporting to Fund Raising chair and Treasurer, and sending updates to the webmaster. All these tasks take about 6-8 hrs a month and a trip to the VMGA board meetings every other month. This position might be more easily shared by two MG buddies.

Silent Auction

We are still looking for someone to lead and perhaps two or three people to assist in the Silent Auction at MG College. Basic tasks include handling solicitations and appeals before College (previous adaptable

appeals provided), handle emails when donors submit forms, add items to the spreadsheet (spreadsheet provided) and arrange for staffing at registration at MG College to receive items Wednesday afternoon and Thursday. Volunteer will lead a team to set up items and fill in Bidding Sheets; this includes additions to the spread sheet. Finally, be in charge of the close-out team.

Tina Chaleki, Chair, Louisa

Discussion followed regarding the use of matching funds to increase the amount submitted for the Endowment. Previously \$10,000 had been offered as a matching fee and the entire amount had been matched. A motion was made, seconded and approved to use the funds from CD#3 as the source for matching funds for endowment donations from May 1 through August 30.

Special Committees

Bylaws Revision

The committee consisted of Bill McCaleb, Halifax; George Graine, Fairfax; Karen Sacasky, James CC/Williamsburg; and Pat Reilly, Prince William.

Bill read through the Bylaws discussing proposed changes. The proposed changes will be voted on by the membership at the Annual Meeting at MG College. Discussion of the changes followed and a comment was made that most of these proposed changes put us in accord with Robert Rules. The Bylaws with proposed changes are attached to these minutes.

VMGA Recruiting Kits

Pat Reilly reported changes are currently being made to the unit recruiting brochures at Tech. This was followed with discussion of the display boards. Motion was made, seconded and approved to purchase five of the display boards, one for each VCE District and one for the Education Committee to ensure visibility at the Educational Events sponsored by VMGA.

VCE Extension Representative Report

1. Winner of iBook Publication Contest has been selected and has been notified. There will be an official announcement in the Spring In-Season Newsletter. The topic was international vegetables that can be grown in Virginia. The publication will discuss cultivation, harvest, and preparation of those vegetables. A second place entry will be on hobby winemaking, which made the decision close at the end.
2. Our second WebEx was on March 19. This session covered what is a MG Association, what the benefits of a MG Association are, and how they fit in to the overall EMG program. Both of these WebEx sessions are posted on the website in the MG Coordinator's section along with the PowerPoints. Our next WebEx session will be on May 14.
3. Winter Conference. Our poster created by Riley Sixta won second place in the poster competition. This poster, titled Exploring the Enhanced EMG Program, showed the growth of the program over the past 12 years and highlighted a number of the new communications products that have been developed in the past 24 months.
4. The first week of May is the National Extension Conference on Volunteerism in Maine. Dave Close and Jeremy Johnson will both be attending this conference and Dave is presenting while there. Dave's topic will be Barriers to Volunteer Leadership.

5. The statewide urban nutrient management program is ready to be rolled out. It is called Virginia Healthy Lawns and has taken into account materials and procedures from 8 different EMG lawn care programs across the state. We have received funding from DCR for development of this program and DCR will be reporting the acres of turf that are enrolled in this program to the EPA.

6. MG College Update. All speakers, workshops, and tours have been confirmed. Registration is set to go live the last week of April (or maybe the first week of May), and the group who handles registration for us is currently building the registration website. One totally new event for this year is the trip to the Floyd County Jamboree on Friday night.

7. Milestones. We have had over 800 milestones submitted. These will go back out for verification next week.

John Freeborn, Assistant State Coordinator

New Business

Christy Brennan, President, Hanover, apologized for her late arrival due to the influx of traffic around Appomattox due to the 150th Anniversary of the surrender ending the Civil War,

She stated that we would like to support the printing of a Master Gardener Coordinator Handbook which would be made available to each Unit of master gardeners in Virginia. Discussion followed on the cost and reasons for a printed copy when it is available online. As coordinators change in units, a copy of the printed manual would greatly benefit units undergoing changes as well as the hands on availability. A motion was made, seconded and approved to pay the cost of printing, which is expected to be about \$500.00.

We are setting locations for VMGA Meetings for 2016

The schedule for 2016:

February – open

April – Virginia Beach

June – Master Gardener College

August – Green Spring

October – Central Shenandoah Valley

December – open

Unit Representatives were asked to check with their units regarding the possibility of hosting the VMGA bimonthly meetings.

The members of the Audit Review Team were appointed. They are Barbara Bailey, Loudoun; Karen Ehrhard, Central Rappahannock, and Mary Ann Kincaid, Virginia Beach. They will be working with the Treasurer to complete the Audit before MG College.

President's Question

Each unit representative present discussed their community and/or demonstrations gardens, how they are used and what responsibility the unit has for the gardens. All reps were asked to send this information electronically to the secretary who will collect the data and send it on to Dave and John for their use.

Announcements

The next Bimonthly Board Meeting will be held at MG College at VA Tech.

The meeting was adjourned at 2:04pm with door prize drawing following.

Respectfully submitted,

Joan Richards, Green Spring

VMGA Secretary

Treasurer's Report to the VMGA Board, April 11, 2015

Statement of Position (Balance Sheet)

Assets	as of 4/3/2015	
Cash	\$	8,261.41
PayPal Balance	\$	596.23
Petty Cash Fund	\$	50.00
CD #1 Balance	\$	14,497.74
CD #2 Balance	\$	5,023.42
CD #3 Balance	\$	6,112.67
Fundraising Inventory	\$	3,573.81
Total Assets	\$	38,115.28
Liabilities		
Unearned Income – Future Dues	\$	3,627.62
Coordinator Endowment Funds Payable	\$	1,345.45
Restricted Gifts for MG College Scholarships	\$	517.53
Restricted Gift for MG College	\$	500.00
Restricted Pass-through for Coord. Endowment	\$	97.60
Total Liabilities	\$	5,990.60
Net Assets		
Unrestricted (Current FY Dues, Merchandise Sales)	\$	5,238.31
Temporarily Restricted (MG College Scholarships, Future Dues, Reserve CDs)	\$	26,886.37
Total Net Assets	\$	32,124.68
Total Liabilities and Net Assets	\$	38,115.28

Statement of Activities (Income Statement)

Revenue	Unrestricted	Restricted	Total
Contributions (Scholarships+ Endowment)		\$ 588.35	\$ 588.35
Fundraising (Net of Expenses)	\$ -	\$1,345.45	\$ 1,345.45
Interest Income	\$ 15.98	\$ -	\$ 15.98
Membership Dues	\$ 2,015.68	\$ 1,787.83	\$ 3,803.51
Programs	\$ 1,252.33	\$ -	\$ 1,252.33
Total Revenue	\$ 3,283.99	\$ 3,133.28	\$ 7,005.62
Expenses			
Program Services	\$ 5,776.25	\$ 97.60	\$ 5,873.85
General (Administrative)	\$ 1,151.13	\$ -	\$ 1,151.13
Fundraising	\$ 180.31	\$ -	\$ 180.31
Total Expenses	\$ 7,107.69	\$ 97.60	\$ 7,205.29
Change in Net Assets (Net Income)	\$ (3,823.70)	\$ 3,035.68	\$ (199.67)
Net Assets, Beginning of Year	\$ 25,912.59		
Net Assets, Year to Date	\$ 32,124.68		

FY 2015 Income and Expenses to Budget

June 1, 2014 – April 3, 2015

INCOME		FY 2015	FY 15 YTD	% of Budget
Admin	Membership Dues FY2015	\$ 4,524.00	\$ 2,015.68	45%
	Membership Dues FY2016 – FY2024	\$ 1,440.00	\$ 1,787.83	124%
Fund Raising	Fundraising (Merchandise Sales)	\$ 2,000.00	\$ 3,222.63	161%
	MG College Scholarship Donations	\$ -	\$ 517.53	n/a
	State Coordinator Endowment Donations	\$ -	\$ 97.60	n/a
Programs	Education Events	\$ 4,500.00	\$ 1,252.33	28%
Total Income		\$12,464.00	\$ 8,893.60	71%
EXPENSES				
Administration	President	\$ 250.00	\$ 274.30	110%
	Vice President	\$ 25.00	\$ -	0%
	Secretary	\$ 75.00	\$ 25.44	34%
	Treasurer	\$ 100.00	\$ 35.32	35%
	Professional and Legal Fees	\$ -	\$ 435.00	n/a
	Membership	\$ 1,000.00	\$ 381.07	38%
	Subtotal Expenses-Admin	\$ 1,450.00	\$ 1,151.13	79%
Fund Raising				
	State Coordinator Endowment	\$ 1,200.00	\$ 76.62	6%
	Silent Auction	\$ -	\$ 103.69	n/a
	Subtotal Expenses-Fundraising	\$ 1,200.00	\$ 180.31	15%
Programs	State Fair	\$ 500.00	\$ 565.85	113%
	Education	\$ 4,500.00	\$ 1,952.47	43%
	MG College Scholarships	\$ 2,500.00	\$ 2,500.00	100%
	MG College Sponsorship	\$ 500.00	\$ 500.00	100%
	Merchandise Profits to VT Foundation	\$ 1,200.00	\$ -	0%
	Newsletter	\$ 100.00	\$ 115.13	115%
	Communications	\$ 250.00	\$ 142.80	57%
	Gifts (State Coordinator Endowment)	\$ -	\$ 97.60	n/a
	Subtotal Expenses-Programs	\$ 9,550.00	\$ 5,873.85	62%
Total Expenses		\$12,200.00	\$ 7,205.29	59%
Program Services Cash Reserve				
	Fundraising (Merchandise Purchase)	\$ 3,000.00	\$ 2,413.47	80%
	Education Supplemental Speaker Fund	\$ 1,000.00		

Attendees at the Bimonthly Meeting in Rocky Mount, VA, April 11, 2015

Amherst, Campbell and City of Lynchburg	Deb Straw, Elsie Morris
Arlington/Alexandra	Joe Kelly
Augusta, Rockingham, cities of Staunton, Harrisonburg and Waynesboro	Robyn Puffenbarger
Bedford	Pat Waring
Chesapeake	Kandy Keith
Franklin	Nelda Purcell, Jenny Oegler
Fauquier	Anne Erricker
Green Spring	Joan Richards, Don Richards
Halifax	Bill McCaleb
Hanover	Christy Brennan
James City-County/Williamsburg	Jeanne Millin, Angela Cingale, Raymond Cingale
Louisa	Tina Chaleki, Edna Musser
Prince George	Cheryl Sebera
Prince William	Pat Reilly, Frank Reilly
Rockbridge, Bath	Jim Davis
VCE	John Freeborn
Virginia Beach	Betty Villers, Mary Ann Kincaid, Jim Kincaid
Wythe, Bland	Tammie Lowry

The Virginia Master Gardener Association, Inc.

Bylaws

(Proposed to be Amended June 27, 2015)

ARTICLE I

Name

The name of this association is “The Virginia Master Gardener Association, Inc.” (Hereinafter referred to as “the Association”).

ARTICLE II

Purpose

To foster communication, education, and fellowship among those involved in the Virginia Cooperative Extension Master Gardener Program (hereinafter referred to as “the Program”) and to support and promote the Program.

ARTICLE III

Membership

Section 1. The four classes of membership are Active, Lifetime, Auxiliary and Sustaining. Active Members & **and Lifetime** Members are eligible to vote and hold office.

~~(a) Active. Active membership is limited to individuals who are “Master Gardener Trainees”/Interns (are taking or have completed the classroom portion of the Master Gardener training program, may have successfully completed the final exam or other written requirement, and are working to complete the volunteer hours required as payback.); or “Master Gardeners” (have completed the classroom portion of the Master Gardener training program, successfully completed the final exam or other written requirement, fulfilled the initial volunteer payback requirement, and have annually fulfilled the local coordinator’s requirement for hours of continuing education and payback hours in order to maintain active status); or employees of Virginia Cooperative Extension.~~

(a) Active. Active membership is limited to individuals who are Master Gardeners, Master Gardener Interns, Master Gardener Trainees or employees of Virginia Cooperative Extension.

(Reason: This much detail does not need to be included in the bylaws. The qualifications are set by VCE)

(b) Lifetime. A Lifetime member is an Active member in good standing who expects to remain a member of the Association indefinitely. Lifetime members

must pay a one-time fee as set by the Board of Directors (hereinafter referred to as “the Board”).

(c) Auxiliary. Auxiliary membership is open to those who have been active Master Gardeners and who maintain an interest in ~~Virginia Master Gardening~~ **the Program**. Auxiliary members will not be eligible to vote or hold office. ~~Auxiliary members will be required to pay dues as set by the Board.~~ *(Reason: Covered in Section 2. below)*

(d) Sustaining. Sustaining membership is open to individuals or corporations with an interest in advancing the work of ~~Virginia Master Gardening~~ **the Program**. Sustaining members will not be eligible to vote or hold office.

Section 2. Dues for each class of membership will be established by the Board and announced at the Annual Meeting. Annual membership dues are due and payable no later than June 1, the beginning of the Association’s fiscal year.

ARTICLE IV

Officers

Section 1. The officers of the Association are a President, Vice President, Secretary, and Treasurer. The Treasurer will serve without bond. The Officers will perform the duties prescribed by Robert’s Rules of Order, current edition.

Where the duties outlined in the reference conflict with these bylaws, the bylaws will prevail.

Section 2. Election of Officers. ~~Officers will be elected by a majority vote of the membership responding to a ballot distributed to each member eligible to vote at least one hundred (100) days prior to the annual meeting.~~ **Officers will be nominated by Nominations and Elections Committee which will follow Article VIII, Section 3. (b). Election will be by ballot that permits "write-in" candidates. Candidates receiving a majority of votes will be installed.**

(Reason: To comply with Robert's in location of how officers are elected; detail under Committees)

Section 3. Terms of Office. Officers will serve for two years or until their successors are installed. The term of all officers will begin at the close of the annual meeting at which they are installed. ~~No officer will serve two consecutive terms in the same office, provided that if the nominating committee is unable to find a candidate, an incumbent may continue to serve with the Board’s approval.~~

No officer will serve for more than two consecutive terms in the same office. If the Nominations and Elections Committee is unable to find a candidate, an incumbent may be nominated to continue to serve with the Board's approval. Any

vacancies that may occur among the officers will be filled by the Board, subject to approval by the voting membership at the next annual meeting.

(Reason: To add that the incumbent is nominated)

Section 4. The President, Vice-President, Secretary, Treasurer, and Immediate Past President will constitute the Association's Executive Committee and will be responsible for its daily affairs between Board meetings.

Section 5. Subject to approval by the Board, the Executive Committee may hire a salaried staff head, to be called the Executive Director, who will be responsible for the daily administration and management.

ARTICLE V

Board of Directors

Section 1. The Board of Directors will consist of the President, Vice-President, Secretary, Treasurer, the Chairpersons of the Standing Committees, the Immediate Past President, and the Extension Representative.

Section 2. The Board will fix the date, time and place of meetings, determine the Association's Standing Rules, and perform such other duties as are listed in these bylaws or prescribed by the membership. **The Board shall be subject to the orders of the Association and none of its acts shall conflict with the action taken by the membership.**

(Reason: Robert's appropriate wording for defining the Board's powers so that the society's assembly will retain full control.)

Section 3. The Board will meet at least four times a year. Any Association member may attend these meetings. Special meetings of the Board may be called by the President and will also be called upon written request of at least twenty five (25%) of the Board.

Section 4. ~~Twenty Five (25%)~~ **Fifty percent (50%)** of the Board will constitute a quorum at all Board meetings. *(Reason: 50% is a more acceptable percentage for a board of our size; this low figure is leftover from the time Unit Reps were part of the Board)*

ARTICLE VI

Executive Committee

Section 1. The President, Vice-President, Secretary, Treasurer, and Immediate Past President will constitute the Association's Executive Committee.

Section 2. The Executive Committee will have general supervision of the affairs of the Association between Board meetings. The Executive Committee shall be subject to the orders of the Association and none of its acts shall conflict with the action taken by the Association.

Section 3. Subject to approval by the Board, the Executive Committee may hire a salaried staff head, to be called the Executive Director, who will be responsible for the daily administration and management of the Association.

(Reason: Although referred to in Section 4, Officers, the Committee has never been defined in the bylaws)

ARTICLE ~~VI~~ VII

Representatives

Section 1. Master Gardeners from each Virginia Cooperative Extension unit which offers the Program or which cooperates with other units in offering the Program are entitled to have one Representative to the Board of the Association.

Section 2. The Representative from each Extension unit will be selected by the VCE-MGs in that unit or by the local county Extension Agent. Alternate Representative(s) may be designated to attend Board meetings.

Section 3. The Unit Representative must be a member of the Association.

Section 4. The duty of the Representative is to serve as a liaison between the local Master Gardener Program and the Virginia Master Gardener Association.

Section 5. If a Representative fails to communicate with the Board for four consecutive months, the President will request the unit appoint another Representative who is able to fulfill the duties of Unit Representative.

ARTICLE ~~VII~~ VIII

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. *(Reason: To allow the number on committees to be fluid)*

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

(a) The Communications Committee will foster communication ~~between~~ **among the Association**, individuals and ~~local groups of Master Gardeners~~ **Master Gardener units**.

(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, **will be** composed of the Treasurer and a ~~representative of each standing and special committee,~~ **three other active members, one of whom is the chairperson of the Committee.** The Committee will assist the Treasurer in preparing and submitting a budget to the Board ~~of Directors~~ **after receiving budget needs from each of the Standing and Special Committees.**

(Reason: To decrease the Committee to a manageable size, but retain the Standing and Special Committees' input)

(d) The Membership Committee will **receive dues and maintain membership contact information.** The committee will also 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.~~ *(Reason: To place the newsletter under Communications where it once resided)*

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

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

Section 3. The Association's Special Committees will include Audit, Nomination and Election, State Fair, State Conference, **Master Gardener College Scholarships** 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 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.

(b) 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.

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

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

(Reason: We have not used this committee in 20+ years)

(d) The Master Gardener College Scholarships Committee will solicit nominations and award scholarships to deserving Master Gardeners.

(Reason: The Scholarship committee has been in place for a number of years)

ARTICLE ~~VIII~~ IX

Meetings of the Association

Section 1. The Annual Meeting. The Association will hold an annual meeting each year, at a date, time and place to be determined by the Board. The membership will install officers and/or transact such other business as may properly come before the annual meeting. Notice of annual meetings will be mailed at least thirty (30) days before the meeting.

Section 2. Special Meetings. A special meeting may be called by the President, a majority of the Board, or by a petition of not less than twenty-five percent (25%) of the voting membership. Special meetings will be held at a time and place to be determined by the Board and within forty-five (45) days of the date that they are called. Notice of any special meeting will distributed to each member at least thirty (30) days before the meeting, and will include a statement of the purpose or purposes for which the meeting is being called.

Section 3. Quorum. Ten percent (10%) of the voting membership will constitute a quorum at Association meetings.

ARTICLE ~~IX~~ X

Extension Representative

Section 1. The Association will request that Virginia Cooperative Extension appoint a representative **with responsibility for the Master Gardener Program and an alternate** to serve as a member of the Board and as a liaison to the Association.

(Reason: To define the VCE representative's responsibility)

Section 2. The Extension Representative will perform the duties of the Association's registered agent. *(Reason: We use the State Coordinator as the Registered Agent because the office is a stable address to accept services of notices, tax and other legal documents on behalf of our corporation)*

ARTICLE ~~X~~ XI

Fiscal Year

The Association fiscal year will be from June 1 to May 31.

ARTICLE ~~XI~~ XII

Parliamentary Authority

Section 1. The parliamentary Rules contained in Robert's Rules of Order, current edition, will govern the Association in all cases in which they are applicable and in which they are consistent with these bylaws and any special rules of order the Association may adopt.

Section 2. The president will select a parliamentarian.

ARTICLE ~~XII~~ XIII

Amendment of By-laws

These by-laws may be amended at any meeting of the Association by a two-thirds majority vote of the Active and Life members present and voting, provided that notice of the proposed amendment(s) has been given to the membership at least thirty days prior to the meeting where they are to be voted upon.

ARTICLE ~~XIII~~ XIV

Miscellaneous

~~Section 1. This Association is organized and will be operated exclusively for educational, scientific, or charitable purposes. No part of its net earnings will inure to the benefit of private individuals. No substantial part of the Association's activities will consist of carrying on political propaganda or otherwise attempting to influence legislation. It will not participate in any political campaign for public office.~~

~~Section 2. In the event of the Association's dissolution, its assets will be permanently dedicated to a purpose consistent with 26 USC, Section 501 (IRS code section 501).~~

(Reason: This information is included in the Articles of Incorporation and does not need to be repeated in the bylaws)

~~Section 3.~~ This Association will not discriminate on the basis of age, color, disability, gender, ~~national origin, political affiliation, race, religion, or veteran status~~ gender identity, gender expression, national origin, political affiliation, race, religion, sexual orientation, genetic information, veteran status, or any other basis protected by law.

(Reason: To match the VCE non-discrimination statement. This statement was lifted directly from the VCE website.)