

The Virginia Master Gardener Association, Inc.

Bylaws

(Amended June 28, 2014)

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 Life 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.

(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. Auxiliary members will not be eligible to vote or hold office. Auxiliary members will be required to pay dues as set by the Board.

(d) Sustaining. Sustaining membership is open to individuals or corporations with an interest in advancing the work of Virginia Master Gardening. 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.

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. 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.

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.

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%) of the Board will constitute a quorum at all Board meetings.

ARTICLE VI

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

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, Unit Support and Fund Raising.

(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.

Section 3. The Association's Special Committees will include Audit, 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 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.

ARTICLE VIII

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 be 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

Extension Representative

The Association will request that Virginia Cooperative Extension appoint a representative to serve as a member of the Board and as a liaison to the Association.

ARTICLE X

Fiscal Year

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

ARTICLE XI

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

Amendment of Bylaws

These bylaws 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

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).

Section 3. This Association will not discriminate on the basis of age, color, disability, gender, national origin, political affiliation, race, religion, or veteran status.