

# 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.

Virginia Master Gardener Association  
Officer and Board of Director Annual Conflict of Interest Statement

Name: \_\_\_\_\_ Date: \_\_\_\_\_

Position: \_\_\_\_\_

I affirm the following:

I have received a copy of VMGA's Conflict of Interest Policy. \_\_\_\_\_ (initial)

I have read and understand the policy. \_\_\_\_\_ (initial)

I agree to comply with the policy. \_\_\_\_\_ (initial)

I understand that VMGA is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of our tax-exempt purposes of charitable, scientific and educational purposes. \_\_\_\_\_ (initial)

Disclosure:

Do you currently have a financial interest, or have you had a financial interest in the past, with any vendor with which VMGA does business, or a salaried staff person?

Yes No

If yes, please describe it:

\_\_\_\_\_  
Signature of director

Date: \_\_\_\_\_

Date of Review by Executive Committee: \_\_\_\_\_

v. 1 3/15/2014

## **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.