

Virginia Master Gardener Association

December 12, 2020
Virtual Meeting via Zoom
Minutes

The meeting, held via Zoom, was called to order at 10:05 a.m. by Leslie Paulson, President. Participants were in contact via video and telephone.

Vote for Amendment of Association Bylaws: The proposed changes to the Bylaws were approved by a vote of 86 members, with no dissenting votes. There were 100 members present. The newly amended and the previously approved and Bylaws are attached to the minutes of this meeting (see attachments 1 and 2, respectively).

Brief Presentation by Danville: Pat Morgan provided an overview of the activities of the Danville association over the past year, including the many adjustments needed for COVID-19 restrictions. She also noted that the association completed significant revisions to their Bylaws to bring them up to current needs.

Minutes of the August 2020 meeting were approved.

Treasurer's Report (Georgi Hall):

As of November 30, 2020, VMGA has total assets of \$34,950.85. \$7,933.48 of these assets are undesignated surplus. The November 30, 2020 financials are included in the minutes.

President's Report (Leslie Paulson): Leslie identified that a Merchandise person is needed to assist the Fundraising committee. Other opportunities to participate in committees exist; contact Leslie if interested.

Vice-President's Report (Nelda Purcell): There is no report.

Approval of New Committee Chair: A motion was made by Nelda Purcell and seconded by Wanda Gerard to approve Maryanne Sparks as the chair for the Fundraising Committee. The motion passed by voice vote of the Board of Directors.

Standing Committee Reports:

1. Communications (Frank Reilly)
 - VMGA.net is still a popular website. This year marks our 21st year of operation. Dave Banks is the webmaster.
 - As a reminder, Committee Chairs that have web pages are responsible for the content on those pages. Many pages are out of date and have broken links.
 - We need more Calendar entries. The Calendar is routinely one of the top three most visited pages on the website. Listing your activity can definitely help drive participants to your event. Joan Richards has volunteered to handle the calendar page.
 - Peggy Fox released a VMGA Newsletter. Tom Bolt blasted it to all the members. This year marks our 26th year of operation. We are soliciting help to help produce our Newsletter. Peggy Fox sends her thanks to all who have contributed articles for the newsletter. Members and Unit Representatives can send their edited and proofread articles and reports to Peggy for inclusion. The deadline for submissions for the next issue is December 28.

- Tellers Report from today's By-Laws change proposal was 82 electronic votes, and 1 email vote and 3 verbal (telephone access votes) total 86 votes FOR the proposition and no votes against.

2. Education (Kirk Barley)

We are focused on providing Extension Master Gardeners (EMGs) advanced continuing education using three methods: Share, Subsidize and Produce.

Share

Dave Banks and Erica Jones have published the Speaker's Bureau topic list on VMGA.NET. There have been errors by individuals reaching and sharing this site. Please ensure your link includes VMGA.NET/Wordpress/ trying to reach the speaker's topic list.

Subsidize

The Education Committee has approved two Unit applications for sponsorship and have another application from the Roanoke Master Gardeners to considered later this month. We approved \$100 for Master Gardener Association of Fauquier & Rappahannock Counties and \$175 for Master Gardeners of Prince William continuing education programs.

Produce

After the December VMGA Meeting, the Education Committee is considering a spring-summer series titled How to Grow Your Own Food. It is in the planning stages, and may involve multiple EMG units.

Plan

We have completed an analysis of the EMG Educational Needs Survey; summary tables follow for Technical and Association Skills. At the February 2021 VMGA meeting we hope to present for approval a multi-year plan to satisfy the needs the responses to this survey establish.

Technical Skills ranked by Unit Usefulness

(Information Not Yet Released by Extension for the Public)

Association Skills Ranked by Unit Usefulness

(Information Not Yet Released by Extension for the Public)

Meetings

We held a committee meeting on 17 November. The meeting recording failed. We have a meeting scheduled for 10 December to consider a sponsorship application and the How to Grow Your Own Food proposal. Our next regular committee meeting is scheduled for 14 January and will review our draft multi-year advanced continuing education plan.

3. Finance (Pat Reilly) –

The committee consists of Pat Reilly, Chair and Linda Klein, both with the Central Rappahannock Master Gardener unit. Georgi Hall, Treasurer, participates on the committee. In this reporting period, the committee met twice, reviewed the treasurer's reports, and discussed the maturing CD.

- a. The maturing CD: Options were researched by Georgi and discussed by the committee. Interest rates are not good, so the committee recommends that the CD be renewed for one year. It is hoped that other options present themselves in a year.
- b. An online meeting was held to fine-tune financial reports. We sought to present VMGA's funds to the board in a sound and as simple as possible while still meeting Generally Accepted

Accounting Practices as established by the Financial Accounting Standards Board. As a tax-exempt organization, VMGA must follow FASB guidance. While none of us are experts, we strive to present VMGA's finances accurately.

- c. A second meeting was held to review VMGA's financial standing so that a recommendation can be made on the proposed sponsorship for the International Master Gardener Conference 2021 in Norfolk. The IMGC will be virtual and Dave Close and Kathleen Reed have reduced the amount requested of VCE and VMGA to \$5,000. The Finance Committee finds that funds are available and recommends that, should the board approve a motion to sponsor IMGC at the \$5,000 level, money be taken from the checking account. VCE has said that \$5000 will be donated to the endowment fund after IMGC if there are sufficient unused funds from the meeting.

A motion was made by Wanda Gerard and seconded by Deb Straw that the CD be maintained for another year. The motion passed by voice vote of the Board of Directors.

A motion was made by Nelda Purcell and seconded by Frank Reilly that VMGA give \$5000 in sponsorship of the IMGC. The motion passed by voice vote of the Board of Directors. It was noted that VMGA will received the following: 1 full registration, the opportunity to provide promotional items mailed to all participants, name displayed in conference platform and on conference website, and acknowledgement in the post-conference thank-you email to all participants.

4. Membership (Deb Straw)

As of 12/12/2020 the membership total is 487 current members.

The final copy of the 2020-2021 Membership Directory, compiled by Tom Bolt, was sent to all current members October 19th. We have received several corrections after the final draft and these corrections will be made to the spreadsheet but a new version will not be sent out.

The chairman shared that folks that wait till after January 1st, 2021 will not need to renew until May 31st, 2022.

The committee thanks those who have renewed their membership and who have encouraged new members to join. An application must accompany your dues in order for the committee to process your membership.

Please remember that all correspondence is done electronically. Therefore, members have the responsibility to update the Membership Chair of any contact information changes. We want to be able to keep our membership informed.

Deb Straw reminded everyone that the VMGA Representative must also be a member of VMGA. She also has VMGA Brochures and Tri-fold Boards for use to inform their unit members about the benefits of joining VMGA.

5. Unit Support (Mary Ann Kincaid)

The Unit Support Committee is available to assist MG units throughout the state on issues that can benefit from the diverse experience of the Committee members – from dealing without an agent to 501C3 organization and others.

Since the October report, the Unit Support Committee has had no requests.

Unit Reps, please make sure your officers are aware of the Unit Support Committee and how it can help your Unit.

6. Fundraising (Maryanne Sparks): Written report provided by VT, VCE Development Administrator, Crystal Graham.

Below is information for the VMGA Endowment through November 30, 2020.

Fund Balance/Market Value – \$ 449,664.19

Total Cash Gifts and Pledge Payments – \$404,955.82

Deferred Commitments – \$ 433,386.00

Available Income – \$21,738.64 (Estimated income of \$4901.85 will post in December)

Gifts from October 1 – November 30 - \$1100 – 4 gifts

The annual e-solicitation will be sent around December 16 and Giving Day will begin on February 24.

Special Committee Reports:

1. IMGC Scholarships (Tonya Harper): The Committee recommended that scholarships to IMGC be provided in the amount of \$150 each, which is expected to be the full registration cost, up to a total of \$3000. That would result in up to 20 scholarships, with the once per lifetime limitation still in effect. Applications for scholarships must be submitted by the agent/coordinator.

A motion was made by Frank Reilly and seconded by Nelda Purcell to approve up to \$3000 for scholarships to IMGC. The motion passed by voice vote of the Board of Directors.

VCE Report (Kathleen Reed)

1. IMGC registration will open April 5. There will be a limit of 2500 registrations for this conference. She asked that any unit with a virtual tour contact her; the plan is to provide a virtual tour of VA to conference participants.
2. Continuing Education Update: The VT diagnostic labs each will be doing a webinar in late January/February to explain what they do and how to get samples in. This likely will be in Canvas.
3. VMS will be replaced by a system called “Better Impact.” The new system is still being set up, and volunteer and administrator training sessions are planned early next year. The new system should be in place February 1, 2021. Units need to be aware that no documents will transfer; another approach will be needed for units to maintain those items. The new system will capture volunteer hours and have signup capability.
4. The VT giving day has been scheduled for February 24, 2021 starting at 12 noon, until February 25 at 12 noon.

Old Business

1. Changes on VMGA.net: Significant changes to the VMGA website have been made. Be sure to refresh your link to show vmga.net/wordpress to see the updated website.

New Business

Proposed change to Standing Rules:

Deb Straw identified that there is a lack of clarity in the Standing Rules regarding lifetime members who become inactive. She requested that changes be considered to provide clarification.

The Board of Directors recommended a special committee be set up to review and propose any changes. By voice vote, Mary Ann Kincaid was approved as chairman. Committee members include Leslie Paulson, Pat Reilly, Wanda Gerard, and Deb Straw.

Announcements:

1. A summary of unit responses on the President's focus topics will be sent out to all unit reps. Any input for the December topic should be sent by December 15.

Focus Topic for February 2021 meeting: How Units can Use Social Media, etc. to promote IMGC?

Unit Host for February: James City Williamsburg

Meeting Adjourned at 11:40 a.m.

Attendance as Reported by Participants

Unit Name	Given Name	Family Name
Bedford	Betsy	Brown
Central Rappahannock MGA	Linda	Dunn
Central Rappahannock MGA	Linda	Kline
Central Rappahannock MGA	Karen	Margensey
Central Rappahannock	Pat	Reilly
Central Rappahannock	Frank	Reilly
Central Shenandoah Valley MGA	Kirk	Barley
Chesapeake	Mary	Hammel
Chesapeake	Patricia	Oconnor
Chesapeake MG	Kandy	Keith
Chesapeake MG	Amy	Weber
Danville	Judith	Hodnett
Eastern Shore	Christine	Williams
Fairfax	George	Graine
Fauquier	Tom	Baughn
Fauquier County MGA	Maryanne	Sparks
Fluvanna	Jo	McDowell
Franklin Co MGA	Nelda	Purcell
Gloucester	Bonnie	Bernard
Green Spring MG	Karen	Keefer
Green Spring MG	Joan	Richards
Hill City	Douglas	Pugh
Hill City MGA	Deb	Straw
James City - Williamsburg	Dave	Banks
James City - Williamsburg	Skip	Gee
James City - Williamsburg	Ruth	Huber
James City - Williamsburg	Marilyn	Riddle
James City-Williamsburg	Joanne	Sheffield

Unit Name	Given Name	Family Name
Loudon Co. MGA	Cynthia	Falconer
Loudoun	Diane	Bayless
Loudoun	Georgi	Hall
Loudoun	Patty	Neiss
Loudoun	Ellen	Paquette
Louisa	Tina	Chaleki
Nelson	Ron	Fandetti
New River Valley MGA	Erica	Jones
Norfolk	Anna	Dalton
Norfolk	Susan	Dudley
Norfolk	Kate	Melhuish
Norfolk	Mary Jo	Rothgery
Norfolk	Sheila	Tjeder
Norfolk	Barb	Wilson
Norfolk	Karen	Wilson
Northern Neck MGA	Ted	Munns
Northern Shenandoah Valley	Stacey	Smith
Piedmont MG	Pat	Chadwick
Prince George	Irlene	Hogg
Prince William	Jannell	Bryant
Prince William	Jeanne	Lamczyk
Prince William	Leslie	Paulson
Roanoke MG	Tonya	Harper
Southside MG	Sherry	Stover
Southside MGA	Bill	McCaleb
Suffolk	Wanda	Gerard
Suffolk	Barbara	Hanson
Suffolk	Sandra	Rields
VCE	Kathleen	Reed
Virginia Beach	Maureen	Altizer
Virginia Beach	Mary Ann	Kincaid
Virginia Beach	Michele	Wadsworth
Virginia Beach	Betty	Villers

**FINANCIAL POSITION
AS OF 11/30/2020**

Assets		
Current Assets		
Cash	\$	21,627.05
Petty Cash Fund		40.00
Money Market Savings Account		3,041.17
Fundraising Inventory		2,649.24
Long Term Assets		
CD 001 Balance		7,593.39
	Total Assets	\$ 34,950.85
Liabilities		
	Total Liabilities	\$ -
Net Assets		
Unrestricted:		
Undesignated Surplus	\$	7,933.48
Membership Dues a/		12,159.09
Money Market Savings Account		3,041.17
CD 001 Balance		7,593.39
	Total Unrestricted	\$ 30,727.13
Temporarily Restricted:		
Donor Restricted		
Merchandise Sales Net	\$	313.88
IMGC Scholarship Donations b/		191.00
Board Designated		
Withdrawn funds from cert# 002 designated for IMGC 2021 scholarships		
		3,718.84
	Total Temporarily Restricted	\$ 4,223.72
	Total Net Assets	\$ 34,950.85
	Total Liabilities and Net Assets	\$ 34,950.85
a/ FY21 Membership Dues amortized & collected FY13 - FY21		
b/ IMG College Scholarship Donations 4/1/2020 - 11/30/2020		

**FINANCIAL ACTIVITIES
AS OF 11/30/2020**

Revenue:	Unrestricted	Temp Restricted	Total
Contributions (Scholarships+ Endowment)	\$ -	\$ 346.03	\$ 346.03
Membership Dues	1,312.37		1,312.37
Interest Income		56.79	56.79
Programs (Education Events)			-
Total Revenue	\$ 1,312.37	\$ 402.82	\$ 1,715.19
Expenses:			
Administration	\$ 99.98	\$ -	\$ 99.98
Fund Raising:			
State Coordinator Endowment (incl. auction)	-		-
Program Support:			
State Fair	-		-
Education Events			
Education Sponsorships	100.00		100.00
Communications	-		-
Donation Expenses (Endowment, Scholarships and Sponsorships)	-		-
Total Expenses	\$ 199.98	\$ -	\$ 199.98
Net Income			\$ 1,515.21

**AUXILIARY ENTERPRISES
AS OF 11/30/2020**

		Unrestricted	Temp Restricted	Total
Revenue	Gross Sales	\$ -	\$ 799.95	\$ 799.95
Less:	Cost of Goods Sold a/	486.07		486.07
	Net Proceeds	\$ (486.07)	\$ 799.95	\$ 313.88
	a/ Includes:			
	Cost of Merchandise Sold	\$285.06		
	VA Retail Sales Taxes	42.02		
	PayPal Service Fees	24.04		
	Cost of Shipping	134.95		
	Total Cost of Goods Sold	\$486.07		

**FINANCIAL ACTIVITES TO BUDGET
AS OF 11/30/2020**

REVENUE		FY21 Budget	FY21 YTD	% of Budget
	REVENUE			
	Temporarily Restricted			
	IMG College Scholarship Donations FY22 a/	\$ n/a	\$ 32.15	n/a
	Merchandise Sales Net	1,200.00	313.88	26%
	Interest Income	n/a	56.79	n/a
	Total Temporarily Restricted	\$ 1,200.00	\$ 402.82	34%
	Unrestricted			
	Membership Dues Total b/	\$ 5,880.00	1,312.37	22%
	Programs (Education Events)	2,000.00		0%
	Total Unrestricted	\$ 7,880.00	\$ 1,312.37	17%
Total Revenue		\$ 9,080.00	\$ 1,715.19	19%
		FY21 Budget	FY21 YTD	% of Budget
EXPENSES	EXPENSES			
Administration	Office Supplies, Software, Misc	\$ 350.00	\$ 99.98	29%
	Professional and Legal Fees	25.00		0%
	Membership	150.00		0%
	Subtotal Expenses-Administration	\$ 525.00	\$ 99.98	19%
Fund Raising	State Coordinator Endowment (incl. auction)	\$ 1,000.00		0%
Program Support	State Fair	\$ 500.00		0%
	Merch Profits to VT Foundation-Coord Endowmnt	1,200.00		0%
	Education Events	2,000.00		0%
	Education Sponsorships	1,000.00	100.00	10%
	Communications	230.00		0%
	Subtotal Expenses-Program Support	\$ 4,930.00	\$ 100.00	2%
Total Expenses		\$ 6,455.00	\$ 199.98	3%
	a/ Includes PayPal service fees for IMG C Scholarship Donations		\$ (0.85)	
	b/ Includes:	Life	Annual	Total
	Membership Dues	\$ 720.00	\$ 624.00	
	Less PayPal Service fees	11.76	19.87	
	Total Net Membership Dues	\$ 708.24	\$ 604.13	\$ 1,312.37
	FY21 Budget	1,680.00	4,200.00	\$ 5,880.00

**ATTACHMENT 1:
VMGA BYLAWS AS
AMENDED ON 12/12/2020**

The Virginia Master Gardener Association, Inc. Bylaws

Amended December 12, 2020

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 Gardeners, Master Gardener Interns, Master Gardener Trainees 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 the Program. Auxiliary members will not be eligible to vote or hold office.
- d) Sustaining. Sustaining membership is open to individuals or corporations with an interest in advancing the work of 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 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.

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 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.

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.

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. Board members who are not present in person will have the right to participate by telephone or electronically. The Board may meet electronically as in Article IX, Section 4.

Section 4. Fifty percent (50%) of the Board will constitute a quorum at all Board meetings.

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.

ARTICLE 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 VIII Committees

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

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

- a) The Communications Committee will foster communication among the Association, individuals and 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 at least 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 after receiving budget needs from each of the Standing and Special Committees.
- 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 Unit Support Committee will collect, maintain, and provide data that will assist localities in establishing Master Gardener associations or improving existing units.
- 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 Master Gardener College Scholarships Committee will solicit nominations and award scholarships to deserving Master Gardeners.

ARTICLE 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, approve the budget 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.

Section 4. Meetings Held Electronically. Meetings of the Association may be conducted through use of Internet meeting services that support voting, visible displays identifying those participating, identifying those seeking recognition to speak, showing text of pending motions and showing the results of votes. Electronic meetings may be held when so directed by the Board or, in the case of special meetings, when so directed by those calling the special meeting.

Electronic meetings will be subject to rules adopted by the Board that specifically govern this format. Such rules, as adopted by the Board, will supersede any conflicting rules in the parliamentary authority and may not conflict with or alter any rule or decision of the Association.

ARTICLE 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.

Section 2. The Extension Representative will perform the duties of the Association's registered agent.

ARTICLE XI

Fiscal Year

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

ARTICLE 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 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 XIV

Miscellaneous

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

ATTACHMENT 2: VMGA BYLAWS PREVIOUS VERSION

DRAFT

The Virginia Master Gardener Association, Inc.

Bylaws

Amended September 21, 2019

ARTICLE I

Name

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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 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.

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.

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. Fifty percent (50%) of the Board will constitute a quorum at all Board meetings.

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.

ARTICLE 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 VIII

Committees

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

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

- a) The Communications Committee will foster communication among the Association, individuals and 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 at least 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 after receiving budget needs from each of the Standing and Special Committees.
- 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 Unit Support Committee will collect, maintain, and provide data that will assist localities in establishing Master Gardener associations or improving existing units.
- 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 Master Gardener College Scholarships Committee will solicit nominations and award scholarships to deserving Master Gardeners.

ARTICLE 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 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.

Section 2. The Extension Representative will perform the duties of the Association's registered agent.

ARTICLE XI

Fiscal Year

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

ARTICLE 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 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 XIV

Miscellaneous

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