

The Virginia Master Gardener Association, Inc.

Bylaws

Amended June 12, 2021

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, Continuing, Auxiliary and Sustaining. Active Members and Continuing 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, VCE Emeritus, or employees of Virginia Cooperative Extension.
- b) Continuing. A Continuing member is an active volunteer in good standing who expects to remain a member of the Association indefinitely. Continuing 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 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 Continuing 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.