Virginia Master Gardeners Association

Annual Meeting

June 25, 2022

Minutes

The meeting was called to order at 4:30 p.m. by Leslie Paulson, President. VMGA members and guests were welcomed.

**Board participation:**

Present: Leslie Paulson (President), Nelda Purcell (Vice-President), Georgi Hall (Treasurer), Betsy Brown (secretary), Frank Reilly (Chair, Communications), Pat Reilly (Finance), Deb Straw (Membership), MaryAnn Kincaid (Chair, Unit Support), Joe Kelly (Chair, Fundraising), Kathleen Reed (VCE)

Absent: Wanda Gerard (Past-President), Kirk Barley (Chair, Education),

Minutes of the June 2021 annual meeting were approved.

**Treasurer’s Report (Georgi Hall):**

As of May 31, 2022, VMGA’s FY22 Financial Position includes $29,417 unrestricted assets. $4,593 of these unrestricted assets are undesignated surplus.

As of May 31, 2022,VMGA has a net loss of $1,489 for FY22. This is due to VMGA making a one-time contribution of $5,000 to the endowment fund on December 16, 2021. This contribution was in response to an approved motion made by the Finance Committee at the December 11, 2021, VMGA Bimonthly Business meeting. The May 31, 2022, financials are included in the minutes.

Sun Trust business accounts transitioned to Truist on February 21st. The bank routing and account numbers remained the same. The new treasurer will receive a Truist credit card.

VMGA’s Sun Trust Business Advantage Money Market account became Truist Business Money Market.  To avoid a monthly maintenance fee of $10 VMGA needs to maintain a $5,000 minimum daily ledger balance.  To avoid this fee, the Executive Board approved transferring $1,500 from our checking account to our Money Market account on January 18, 2022.

VMGA’s Sun Trust CD account number changed to a new Truist account number. Maturity date and interest rate remained the same.

The Retail Sales and Use Tax Certificate of Exemption was approved on April 26th and is in effect until April 26, 2027.

The Treasurer's Handbook was updated to reflect the transition of SunTrust accounts to Truist, change of membership class title of Life to Continuing, and approval of Virginia Retail Sales and Use Tax Certificate.

**Vice-President’s Report (Nelda Purcell)**

No report needed

**President’s Report (Leslie Paulson)**

It’s great to be here in person, back in Blacksburg. We have had our biennial election which means this meeting is my last official act as President. I want to thank you all who have stepped up to help in various ways for the past 2 years. We are working on new leadership for our Education Committee. Kirk Barley and his committee did a great job providing Zoom Educational classes for the past 2 years. Thank you, Kirk for your leadership. If you are a committee member and have not let us know if you will be willing to do this again this year, please let us know as well.

We have a new chair for Membership, Tonya Harper. I want to thank Deb Straw for chairing this committee for so many years. We are so lucky that we have so many wonderful, giving, volunteers to help VMGA be its best. Don’t forget to thank these Master Gardeners when you get a chance.

We had a new Scholarship chair this year, Stacy Morgan Smith. In that she will be taking a new position this year, we will need a replacement for this committee as well. Please give this some thought.

Jennifer Graham has been helping send out blasts to our membership since Tom Bolt had to step down because of his health. It would be great if we had another Master Gardener to help with this task. If you are willing to learn how to do this, please let us know.

Proposed addition to the Standing Rules for Friend of Master Gardeners Award. The proposed wording was reviewed. Frank Reilly moved that the proposal be adopted into the Standing Rules. The motion was seconded by Pat Reilly. The motion passed. The revised Standing Rules are attached to these minutes.

**Standing Committee Reports**

1. Communications (Frank Reilly)

* Frank Reilly Chair
* Established a Large Business License Agreement with ZOOM for official business, or use by local units for educational events.
* Dave Banks – Webmaster. VMGA.net
	+ 24th year of operation, consistent updates, VMGAs records repository, and more.
* Betsy Brown- Calendar (Joan Richards, Jennifer Graham)
	+ We use a Google Calendar account and can help promote your events. Provide the information (place, time, location, how to register, fees? And **CONTACT INFORMATION).** We don’t write the copy.
* Help-Needed – E-Blast/postmaster coordinator (Tom Bolt, Jennifer Graham)
	+ Use Mail Merge, 6 Newsletters and Membership Directory, plus between 6 and 10 blasts.
* Jennifer Graham – *VMGA Report*
	+ 27th year of operation, 6 issues per year, share your unit content and ideas
	+ Next deadline for submissions is Wednesday 29 June

2. Education (Leslie Paulson for the Committee)

* Kirk Barley, Chair. Marilyn Riddle, Christy Brennan, Cynthia Falcone, Erica Jones, Fern Campbell, Harriette Frost, Mary Ann Kincaid, Ron Fandetti, Tom Baughn
* Established Scholarship Program for local units to foster educational events
* Worked with Communications Committee to establish large meeting ZOOM account, available to Units for educational purposes
	+ VMGA Education Sponsorships – Virginia Master Gardener Association https://vmga.net/wordpress/vmga-educational-sponsorships/
* Established Speakers Bureau managed by Erica Jones
	+ VMGA Speakers Bureau – Virginia Master Gardener Association https://vmga.net/wordpress/vmga-speakers-bureau/

3. Finance (Pat Reilly)

* Pat Reilly, Chair, Jeanne Lamczyk, Diane Kean, and treasurer, Georgianna Hall
* Reviewed bi-monthly financial reports
	+ Agreed with Treasurer’s analysis for renewing the CD
	+ Recommended the $5,000 donation to VMGA’s Endowment to reduce cash account
* Worked with Fund Raising Committee – Merchandise on accounting
* Assisted MG College Scholarship Committee with Standing Rules revision
* Solicited input and developed FY 2023 budget

The proposed FY 2023 budget was reviewed.



* Non-profit organizations may adopt a deficit budget
* Board analyzed the Statement of Financial Position
	+ Precious years’ surpluses > $28,000
	+ Cash account is solid and can absorb the deficit
* It is a ***deliberate intention*** to adopt a deficit budget to invest in activities and programs important to VMGA and its mission
* Recovery of draw down is possible post-pandemic
	+ Membership Committee has increased possibilities for recruiting new members
	+ Education Committee has possible in-person events
* Board passed a motion to recommend that the membership approve the FY 23 budget

Pat Reilly made a motion that the membership approve the FY 23 Budget. The motion was seconded by Barry Hall. The motion passed.

4. Membership (Deb Straw)

|  |  |  |  |
| --- | --- | --- | --- |
|  | 5/31/2022 | 5/31/2021 | 5/31/2020 |
| Active | 262(inc. 1 VCE Emeritus) | 313(inc. 2 VCE Emeritus) | 335(inc. 1 VCE Emeritus) |
| Auxiliary | 6(plus 1 unclear) | 7 | 5 |
| Continuing | 228(inc. 20 VCE Emeritus) | 217(inc. 16 VCE Emeritus) | 207(inc. 18 VCE Emeritus) |
| TOTAL | 497 | 537 | 547 |

As of 6/24/2022 the membership total is 497 current members.

Deb Straw reported 236 renewal notices were sent out on March 10th, 148 renewals were sent out April 10th and 105 renewals were sent out May 9th.

Since the beginning of this years’ renewal process (March 10, 2022) we had 236 members that needed to renew. We had 159 Active members renew, of which 10 renewed as Continuing members. We had 1 renew their Auxiliary membership and 2 Active members renewed for 2 years. Seven members asked to be removed and we lost 1 Continuing member by death. We added 17 new members and 2 emails were returned. This leaves us with 69 members to renew or be dropped.

When comparing to June of last year where we sent out 266 renewals, we ended up with 86 members needing to renew.

Deb informed the membership that if they were to join or renew as Life members then they would no longer receive renewal notices from the Membership Chair.

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. Since the renewal notices were sent out in March, Deb has received at least 30 renewals without a form. This delays the renewal process.

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.

Deb thanked the membership for their cooperation and support during her 12 years as Membership Chairman and she asked for everyone to do the same for our new Membership Chairman, Tonya Harper.

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.

Over the past 12 months, the Unit Support Committee has received requests as follows:

 -Financial record keeping

 -Incorporation pros and cons

 -By law revisions

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

6. Fundraising (Joe Kelly)

The Fundraising Committee functions to monetarily support the State Master Gardener Coordinator Endowment and is separate from the VMGA operating budget. We do so by soliciting gifts and pledges to the Endowment as well as through the sale of merchandise and occasional sponsorship of other activities from which the profits are given to the Endowment.

The Endowment was established to ensure that the State MG Coordinator Office and its direction of the EMG program could continue to operate should state or university funding be lessened. Happily, in recent years, budgetary support has been in place. That has allowed the Endowment to grow and provide the Coordinator Office the use of interest income to produce program materials benefitting all Virginia EMGs.

The Endowment reached a significant milestone this past year when the sum of its cash value and the outstanding pledges exceeded the original $1million goal. That, of course, does not mean we will cease solicitation of gifts and other activities to further its growth.

The status of the Endowment as of May 31,2022, is as follows:

 Fund Balance/Market Value - $568,495.06

 Total Gifts/Pledge Payments - $445,102.96

 Deferred Commitments - $433,386.00

 Available Income - $22,681.81

 Gifts (April-May) - $5570 from 6 donors

Merchandise sales for the year were lower than in normal years. This, of course, is due in great part to our not having many in-person gatherings. Retooling of the on-line sales process and some other issues also figured into this. We were, however, able to make gross sales of $1127, with a potential Endowment gift of $356.36.

Special Committee Reports

1. Scholarships for MGC (Stacey Morgan Smith)

The 2022 Master Gardener College Scholarship Committee met by email during the first week in May to choose the Diane Relf Extension Master Gardener College Scholarship recipients.Using the criteria chosen by the committee, its members scored each application, and the chair tallied the results. Because we lost one of our members, the committee chair abstained from voting in case of a tie.

On May 12th, the committee e-mailed the selected recipients and their nominators to announce the recipients. All recipients acknowledged the email and confirmed their registration at this year’s College, though one has since withdrawn due to illness.

We’d like to recognize the volunteers who served on this year’s committee:

* Cynthia Falconer, Loudoun
* Erica Jones, New River Valley
* Ted Munns, Northern Neck
* Jim Revell, Bedford
* Marilyn Riddle, James City/Williamsburg
* Joanne Royaltey, Northern Shenandoah Valley
* Joyce Skidmore, Southwest Virginia

We’d also like to express our appreciation for those VCE Agents and EMG Coordinators who nominated volunteers in their units.

This year’s recipients of $400 scholarships are:

* Peggy Agnor - Rockbridge
* Joan Dozier - Wise
* Jennifer Flitton Adams - Northern Shenandoah Valley
* Jimmie Jones - Prince William
* Karen Lyons - Rockbridge
* Jere Mollen - Chesterfield
* Victoria Rockwell - James City County/Williamsburg

2. Audit Committee (Leslie Paulson for Phil Peck)

The Audit Review Team (ART) included Karen Ehrhard, Tonya Harper, Pat Waring, Tom Sparks, and chair – Phil Peck. The ART was given access to Dropbox and all data was downloaded by the Treasurer, Georgianna Hall. The ART met only virtually. The focus was to review the financial records for accuracy and compliance with internal controls and accepted financial practices.

All financial records were found to be in good order. Procedures and internal controls support the Treasurer’s efforts, and the records follow sound accounting practices. Most membership renewals were completed through PayPal. The Balance sheets and Treasurer’s reports accurately documented income and disbursements. The minutes of the Association reflected the income and disbursements.

 Without exception all Federal and State legal and tax documents were accurately and timely filed and paid. The Federal 990N, State Corporation Commission Annual Registration, and the VA Retail Sales tax exemption were completed and documented. State Sales Tax quarterly filing and payment were accurate and timely.

The ART conducted a physical count of the merchandise inventory in May 2022. Related to Covid issues the last previous merchandise inventory had been completed in September 2020. All deposits were made in a timely manner and all withdrawals were documented with receipts. All PayPal and Credit Card transactions were documented, A copy of the Auxiliary Enterprise activity for the fiscal year is attached.

 The Treasurer’s Handbook accurately reflects all policy and procedures relating to the financial operation of VMGA The Handbook was reviewed for completeness and compliance. Georgianna Hall has updated the document, to reflect current changes in operations and practices. Updates are highlighted in the May Treasurer’s Report.

We commend the Treasurer, Georgianna Hall, for her ongoing effort, dedication, and countless hours of work, assuring the current and ongoing financial operations of the organization.

3. State Fair (Leslie Paulson for Christy Brennan)

* Christy Brennan, Chair
* The State Fair Committee arranges with the Virginia State Fair for a Virginia Master Gardener booth. The committee creates relevant activities and schedules MG units to cover shifts during the Fair. The objective is to raise awareness about Virginia’s Master Gardener program and to extend horticultural or environmental education to the Fair attendees. This activity reaches tens of thousands of Virginians every year.
* Master Gardeners reported 2386 contacts for the 2021 Fair of Virginia and we had a great time. Not too bad for a re-start from a worldwide pandemic, complete quarantine, and cancellation of the 2020 State Fair.
* Participating units: Hanover, Henrico, Chesterfield, Green Spring, Goochland/Powhatan, Northern Neck, James City County / Williamsburg, Master Gardeners Central Rappahannock Region Association (Spotsylvania, Caroline, Stafford and King George counties), Louisa, Dinwiddie, and Central Shenandoah Valley.
* Units should coordinate with Christy to arrange shifts to work at the Fair.
	+ state-fair@vmga.net
* Hold the dates SEPT 23 - OCT 2, 2022,
	+ 90 days until the State Fair!

**VCE Representative Report (Kathleen Reed)**

* The new Master Gardener Handbook rework is well underway, with a soft launch this fall and final early next year. She commended Devon Johnson for efforts on this.
* Dave Close’s position will be advertised shortly.
* Milestone awards will be mailed to Extension offices for recipients who did not attend.
* Kathleen will be making a presentation at the National Extension Master Gardener Coordinators Conference in August.
* Leadership training sessions are being planned for later this fall, with details to be provided later.

**New Business:**

Introduction of New Board Members:

* President – Georgiana Hall
* Vice-President – Nelda Purcell
* Treasurer – Stacey Morgan-Smith
* Secretary - Deb Straw

**Upcoming Bimonthly Board Meetings**

August – by Zoom

October – James City/Williamsburg

The meeting was adjourned at 5:22 p.m.

Meeting Attendance











**FINANCIAL POSITION**

**AS OF 5/31/2022**



**FINANCIAL ACTIVITIES**

**AS OF 5/31/2022**



**AUXILIARY ENTERPRISES**

**AS OF 5/31/2022**



**FINANCIAL ACTIVITES TO BUDGET**

**AS OF 5/31/2022**



**STANDING RULES AS APPROVED ON 6/25/2022**

**THE VIRGINIA MASTER GARDENER ASSOCIATION, INC.**

**STANDING RULES**

Amended June 25, 2022

**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. Emergency telephone numbers will be furnished to the Board members prior to the meeting, and when possible, the VMGA website will provide updates of meeting information. 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 are 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.

**Electronic Meetings**

1. Meeting host. The Communications Committee will assist the presiding officer of the meeting with hosting responsibilities but will in no way interfere with the duties of the presiding officer.
2. Information needed to access the meeting. The Communications Committee will send by email the date and time of the meeting and any URL, phone number and/or codes to each member of the Association at least one week before the meeting. Members will be able to join the meeting up to 15 minutes before the start of the meeting.
3. Quorum. **For Board of Director meetings**, a quorum will be confirmed by audible roll call of the directors at the beginning of the meeting. Meeting attendees will maintain Internet / audio access during the meeting. Following a verbal vote, any director may challenge the existence of a quorum. Consequently, an audible roll call will determine the presence of a quorum. **For meetings of the Association**, the Internet / audio service must have the capability to report unique users attending and also show the number of members participating at any time. The list of unique users will be attached to the minutes. The presiding officer will confirm a quorum from the number of members participating. Meeting attendees will maintain their Internet / audio access during the meeting Following a vote, any member may challenge the existence of a quorum. The presiding officer will determine a quorum by counting the number participating as shown by the meeting service provider and will respond with an audible roll call, continue with the meeting but table any votes, or may adjourn the meeting if there is no quorum.
4. Technical requirements and malfunctions. Each member is responsible for his or her audio and Internet connections. No action shall be invalidated on the grounds that the loss of, or poor quality of a member’s individual connection prevented their participation in the meeting.
5. Obtaining the floor. A member wishing to speak must seek permission from the presiding officer to address the meeting verbally or through similar functions including request to unmute, chat, or raise hand.
6. Motions submitted prior to the meeting. Members may make motions orally which the Secretary will record for viewing by those accessing the meeting with video. Members may submit motions in writing at least one week before the meeting to the Secretary, who will send any such pre-submitted motions by email to all members in advance of the meeting.
7. Voting methods. Members will vote by voice and/or the electronic method available from the third-party service used for the electronic meetings.

**VMGA Regions**: The Commonwealth of Virginia will be divided into 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**

1. 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.
2. Deposits and expenditures
	* 1. Documentation must accompany any deposits or requests for disbursement of funds noting date, amount, committee and activity involved. The Treasurer will pay approved expenses and will maintain appropriate records of all income and expenditures.
		2. If committee or officer expenditures are expected to exceed approved budget amounts, the committee or officer must seek approval from the Executive Committee before committing or expending funds. Expenses in excess of budgeted amounts will be recorded in financial statements for consideration in future budget cycles.
3. 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. Final adoption of the budget will be taken by the Board not later than at their regular meeting in October.
4. Deposits will be made in a timely manner.
	1. Payments are to be delivered to the Treasurer at Board meetings. At other times, all payments are delivered to the Treasurer within 14 days of receipt.
	2. For committees that process cash and checks on a regular basis, deposit slips and endorsement stamps will be provided to the committee chair for deposit at a local branch. Local deposit will be limited to when there are less than 10 payments totaling less than $150 and are to be made within five days of receipt. Copies and documentation of date of deposit, payee, total amount of payment and categories to which payment is to be ascribed will be provided to the Treasurer within three days of deposit. Current non-profit accounting practices suggest that, when practical, the committee member that receives the funds and creates the documentation has a second EMG volunteer verify the deposit and sign documentation.
	3. Cash will be processed within three to five days. Cash in amounts less than $250 can be "purchased” by the person who received it and a personal check forwarded to the Treasurer to replace the cash received. A second committee member will sign off on any cash payments.
5. Mileage Reimbursement
6. Education event speaker’s mileage can be reimbursed at the current federal per mile business rate when the speaker is driving his or her own vehicle. Reimbursement mileage is to reflect actual miles driven. One of the online mapping sites can be used to calculate or verify miles, if the speaker agrees to this. VMGA may cover rental car expenses instead of mileage reimbursements.
7. Requests for mileage reimbursements must be made after travel is complete. By way of documentation for the disbursement, an email or signed paper copy noting the miles traveled must be recorded with the request. The starting and ending locations are to be noted. The Treasurer will verify that the miles to be reimbursed are appropriate before issuing the disbursement.
8. The federal per mile business rate can be found on the IRS website at [www.irs.gov.](http://www.irs.gov/)
9. Donations to VMGA Master Gardener College Scholarships fund shall be added annually to the VMGA budgeted MG College Scholarship fund. Voluntary donations are to be kept in a separate temporarily restricted account for scholarships. An amount of the donated funds, with Board approval, will be allocated to the VMGA scholarship fund. Unused amounts will be carried forward to the next fiscal year.
10. VMGA Membership Dues
	* 1. The dues for each class of membership will be established by the Board and announced at the annual meeting.
		2. All membership dues received are in the form of cash (cash, checks or electronic) and therefore are deposited to the cash account. This applies to continuing memberships as well as regular memberships.
11. Petty Cash Policy
	* 1. VMGA’s petty cash is to be used for making change when merchandise payment is made with cash. It is not to be used for purchases. The circumstances that may require petty cash include merchandise sales and the silent auction.
		2. A Petty Cash Log will be used to record and verify amounts provided as petty cash and returned to the Treasurer. Each person will verify amounts received and returned. Specific procedures and a template for a Petty Cash Log will be kept in the Treasurer’s Handbook.

**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 Representative from Virginia Cooperative Extension 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 President’s 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 credit 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.
12. Is responsible for seeing that local unit/association newsletters, unit reports or other news is received by *The VMGA Report* editor.

**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, VCE Representative and Unit Representatives thirty days prior to the next regular meeting.
2. When changes are made to Bylaws or Standing Rules, both the full version before the change as well as the full document after the change will be appended to the minutes of the meeting in which the changes were adopted.
3. Will keep an up-to-date list of Unit Representatives, Officers, and Committee Chairs and furnish same to the Officers, VCE Representative and Committee Chairs.
4. Will furnish revisions and corrections to the Officers and Board on a bimonthly basis.
5. Will provide the Finance Committee with proposed Secretary’s budget by the April Board meeting.
6. Will follow and update procedures in the *Secretary’s Handbook*.

**Treasurer**

1. Is responsible for following and updating the procedures in the *VMGA Treasurer’s Handbook*.
2. Will keep current all financial transactions of the organization and present financial reports to the Board of Directors bimonthly. Reports will use generally accepted accounting practices for non-profit organizations. The bimonthly reports are to be sent to the Finance Committee for review in advance of the Board meetings. At least annually, the financial books are to be closed and reconciliation documentation completed.
3. Will submit records to yearly audit within five days after the close of the fiscal year.
4. Will provide the Finance Committee a proposed Treasurer’s budget by the April Board meeting, and as a member of the Finance Committee will participate in preparation of the annual budget.
5. Will submit the appropriate IRS Federal Tax Form prepared accurately and submitted no later than the due date.
6. Will work with the Officers and Committees to collect and retain records that are required for maintaining tax exempt organization status.
7. Will submit the Virginia State Corporation Commission Annual Registration and Assessment Fee no later than the due date.
8. Will seek approval from a majority of the Executive Committee on any usage of the association’s credit 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.
9. Will transition all accounts, access information and electronic and paper files to the incoming Treasurer at the end of the term in office.

**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.

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. The Chairs of all committees will provide the Finance Committee with a proposed committee budget by the April Board meeting. All committees will conduct association business in the most cost-effective way possible, specifically electronic delivery of communications of any type and document sharing.

In addition, committees will do the following:

**Communications**

1. The Communications Committee will include a newsletter editor, a webmaster, and other members needed to accomplish the duties outlined below.
2. Publish *The VMGA Report,* the bimonthly newsletter
	1. Distribute 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. The newsletter will be distributed in January, March, May, July, September, and November.
	2. 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.
3. Disseminate information to unit representatives and to the general membership at the direction of the President.
4. Maintain VMGA’s website, regularly updating for current content
	1. Conduct an audit of the VMGA web site with the goal of having accurate and current information available for association members and the public.
	2. Ensure secure web storage of association documents and webpage content, managing access to documents and editor permissions as directed by the president.
5. Submit timely reports for publication in *The VMGA Report*.
6. Maintain committee records and deliver to the incoming chair.

**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. Set registration fees for continuing education programs at a reasonable rate, with discounts for VMGA members. While it is fiscally responsible to make all efforts to cover event costs with registration fees, VMGA is an organization with educational and charitable purposes so covering costs is not a requirement.
4. All paid coordinators and VCE agents may attend VMGA educational events and will qualify for the VMGA member discount.
5. Prepare and disseminate marketing materials, i.e., notices to local associations for inclusion in local newsletters, web materials, *The VMGA Report* articles, fliers, list serve notices, emails, etc.
6. Handle registration for programs and answer questions and inquiries.
7. Facilitate payment of dues and new member applications received with education event fees.
8. Transfer all funds and appropriate documentation in a timely manner to the Treasury so that all income and expenditures are properly allocated.
9. An emergency telephone number at the location of the session will be furnished to registrants prior to the session.
10. Submit timely reports for publication in *The VMGA Report*.
11. Maintain committee records and deliver to the incoming chair.

**Finance**

1. A proposed budget will be prepared, using categories consistent with VMGA’s financial statements, 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. A review of investments and cash flows should be completed as part of the annual budget process. The report of the review will be submitted to the Executive Committee.
4. Assist the Treasurer with the creation and updating of financial policies and procedures.
5. Maintain committee records and deliver to the incoming chair.

**Membership**

1. Establish and maintain a database of association members including name, address, email, phone number, VCE unit, membership renewal date, year joined or changed membership status, committees of interest and other information as directed by the Board. Provide member information to the board and committee chairs as updates are received.
2. State on the Membership Form that the member is responsible for identifying an email address to which communications can be sent, and that the member is responsible for updating their contact information with VMGA.
3. Acknowledge each new membership.
4. Present a current membership roster and current bylaws to the membership, no later than October of each calendar year.
5. 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.
6. Send out renewal notices on an annual basis, with acknowledgement to those who renew. Contact Continuing members, requesting updates on any information and providing acknowledgment of receipt. Those members with VCE Emeritus status are to be contacted for updates and to determine if they wish to remain affiliated with VMGA.
7. If requested, provide contact information to the Communications or Education Committees. When email/mail is returned, make reasonable attempts to contact the member for corrections (phone call or contacting the Unit Rep or coordinator). Request assistance from the Executive Committee when follow up is needed.
8. Submit timely reports and new members not included in the current roster for publication in *The VMGA Report*.
9. Develop and maintain a VMGA brochure for recruiting purposes.
10. 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.
11. Maintain committee records and deliver to the incoming chair.

**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 publication in *The VMGA Report*.
4. Maintain committee records and deliver to the incoming chair.

**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. Review current vendor prices and research new vendors to ensure best prices are paid for current inventory and new inventory items.
5. Advise the Treasurer when vendor payments are anticipated, and provide invoices, sales receipts and other documentation of funds received.
6. Provide the Treasurer with the number and cost of goods sold and the value of the inventory for inclusion in the December treasurer’s report and no later than 10 days after the conclusion of the fiscal year.
7. Provide records and access to the inventory for annual audit.
8. Is responsible for following and updating the procedures in the *VMGA Fundraising Committee’s Handbook*.

**Master Gardener College Scholarship Committee**

1. The composition of the committee will be no less than five members, some of whom have received the award.
2. The committee will be appointed no later than January for the Master Gardener College to be held that calendar year, and will announce the recipients no later than 30 days before Master Gardener College. Because the committee members may live far apart, the committee may conduct business using electronic means.
3. Funds available for scholarships:
	1. The committee will obtain from the State Coordinator’s Office the estimated cost of registration, room and board, and any other costs that may be covered. They will determine the number of scholarships that may be awarded. The total amount will be submitted to the Finance Committee no later than April for inclusion in the budget process.
	2. The amount disbursed will be as close as possible to the budgeted amount approved by the Board. The committee may request additional funds either through budget negotiation or by Board action after budget approval.
	3. Donations made to the scholarship fund from April 1 of the previous fiscal year through March 31 of the current fiscal year will be added to the amount approved by the Board in the budget.
4. Awards will be presented at the annual meeting of VMGA at Master Gardener College
5. . The committee may determine the ranking/weight of selection criteria, but selection criteria will include demonstration of leadership, diversity and contributions that meet the needs of VCE. VMGA members may be given preference, but membership must never be an eligibility requirement.
6. A final report of the committee’s activities will be presented to the Board at the first regularly scheduled meeting after Master Gardener College.

**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. VMGA will request that the Unit Representative be replaced by the VCE unit when the Representative is unable to provide minimum reports to VMGA.

**Friend of Master Gardeners Award**

Infrequently, VMGA may decide to honor individuals that have provided exceptional and long-term support or service to VMGA or to furthering the purposes of VMGA, Inc. or the Master Gardener program.  This is not intended to be an annual or even periodic award, but is reserved for exceptional service.

1. VMGA, Inc. has established the “Friend of Master Gardeners Award.”
2. The board will receive a nomination and vote to make this award at a time and place appropriate to honor the award recipient.  The award should be presented along with an address describing the extraordinary services being recognized.
3. The award shall consist of a proclamation to be signed by the President and suitable for presentation to the Friend of Master Gardeners recipient.
4. The award may also be accompanied by a monetary or other physical gift of a value to be determined by the Board and approved at a meeting of the Board.
5. Recipients of the Friend of Master Gardeners Award will be memorialized in an appropriate place (e.g., the Association website).

**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 Committee 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. It is the responsibility of the unit to inform their membership.

**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

1. 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.
2. 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.
3. 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.