

BYLAWS OF THE WEST VIRGINIA MASTER GARDENER ASSOCIATION

Article I – Name

The name of the organization shall be the West Virginia Master Gardener Association, hereinafter referred to as the Association.

Article II – Purpose

The purposes for which the Association is organized shall be:

to enhance and supplement the consumer horticulture programs of the West Virginia University Extension Service, hereinafter referred to as the WVU Extension Service or the Extension Service;

to provide information on horticultural practices and techniques to educational and community groups;

to improve Master Gardeners' knowledge and interest in horticulture and related activities;

to provide opportunities for Master Gardeners to meet and associate with others with similar interests;

to undertake horticulture-based projects that support the mission of the WVU Extension Service, which is to form learning partnerships with the people of West Virginia to enable them to improve their lives and communities;

to facilitate and promote individual county or combined county Master Gardener programs within West Virginia;

to facilitate and promote regional and international Master Gardener programs and events.

Article III – Basic Policies

Section 1: The Association shall be nonprofit, nonsectarian, and nonpartisan.

Section 2: Nondiscrimination. The Association shall not discriminate on the basis of race, gender, age, handicap, veteran status, religion, sexual orientation, color or national origin in its programs and activities.

Section 3: Local Chapters. The Association shall encourage and authorize the formation and inclusion of local chapters, either on a county or multi-county basis, in the Association. Each chapter may provide up to two Representatives to the Board of Directors, hereinafter referred to as the Board.

Article IV – Membership

Section 1: Classes of Membership.

Provisional: Provisional, nonvoting membership is automatically granted to anyone graduating from the Master Gardener training. Membership is for up to one calendar year from graduation, during which time the member must accrue hours of volunteer service equal to the hours of education received.

Active: Active, voting membership is granted to all who have successfully completed their Master Gardener training and have fulfilled their annual volunteer service and recertification requirements.

Associate: Associate, nonvoting membership is granted to all employees of the WVU Extension Service and individuals who provide exceptional service to the Association and the Master Gardener Program as determined by the Board.

Honorary: Honorary membership is approved by the Board and granted to individuals for their teaching and leadership commitment to the Master Gardener Program. Honorary members may attain active membership status at any time by fulfilling their annual volunteer and recertification requirements.

Section 2: Annual Dues. Annual dues for active members may be established by the Board.

Article V – Officers

Section 1. Officers and General Duties. The officers of the Association shall be President, Vice-president, Secretary and Treasurer. The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 2: Election of Officers. Elections shall be held in odd-numbered years at the annual meeting of the Association. Officers shall be elected from candidates chosen from the active membership. In addition to the candidates presented by the Nominating Committee, candidates may be nominated from the floor before the election. Election shall be by voice vote. If more than one candidate has been nominated for an office, the vote for that office shall be by secret ballot. Candidates shall be elected by a majority of active members voting at the meeting.

Section 3. Term of Office. An officer shall serve for two years or until his or her successor is elected. The term of office shall begin at the close of the annual meeting at which the officer is elected. No officer shall serve more than two consecutive terms in the same office.

Section 4. Specific Duties.

President: The President shall preside over all Association meetings, Board meetings, and Executive Committee meetings. As the chief executive officer, the President shall direct the activities of the Association in such a manner as to achieve the stated purposes.

Vice-President: The Vice-president shall become the presiding officer in the absence of the President and shall chair the State Conference Committee. The Vice-president shall perform such additional functions as directed by the President.

Secretary: The Secretary shall make and keep an accurate and complete written record of the activities of the Board and shall take and publish the minutes of the annual meeting, special meetings, Board meetings, and Executive Committee meetings. The Secretary shall chair the Public Relations & Communication Committee and perform such additional functions as directed by the President.

Treasurer: The Treasurer shall have charge of all funds of the Association, shall keep accurate and complete records of all income and expenditures, and shall disburse funds only for such purposes as approved by the Association. The Treasurer shall chair the Fiscal Planning Committee and perform such additional functions as directed by the President.

Section 5. Replacement of Officers. If an Association officer shall leave office for any reason, the Board shall appoint a successor to fulfill the remaining term of that officer.

Article VI – Meetings

Section 1. Annual Meeting. The Association shall hold an annual meeting in conjunction with the State Conference at a date, time and place to be approved by the Board. The membership shall elect officers and transact such other business as may properly come before the annual meeting. Notice of the annual meeting shall be made to all active members at least 60 days before the meeting in accordance with the West Virginia Nonprofit Corporation Act, Section 31E-1-151.

Section 2. Special Meetings. Special meetings may be called by the President with the approval of the Executive Committee. Special meetings shall be called by the President upon receipt of a written request from 10% of the members who are active as of January 1 of the year the request is made. Notice of a special meeting, containing a statement of the purpose of the meeting shall be made to each County Program Coordinator, hereinafter referred to as the Program Coordinator, at least 45 days before the meeting. It shall be the responsibility of the Program Coordinator to give notice to all active members in the local Master Gardener program, hereinafter referred to as the local program, at least 30 before the meeting.

Section 3. Quorum. A quorum at an annual meeting and special meetings shall consist of active members present and voting.

Article VII – Board of Directors

Section 1. General Powers. The business of the Association shall be managed by the Board constituted as described in Section 2.

Section 2. Members. The Board shall consist of the President, Vice-president, Secretary, Treasurer, Immediate Past President, chairpersons of standing committees, State Master Gardener Program Coordinator, County Extension Agents, and Master Gardener Representatives. The State Master Gardener Program Coordinator and County Extension Agents shall serve as advisory, nonvoting members.

Section 3. Duties. The Board shall fix the date, time, and place of the annual meeting, special meetings, Board meetings, the State Conference, and any other state-wide conferences, determined the Association's standing rules, and perform such other duties as are listed in these bylaws or prescribed by the membership.

Section 4. Meetings. The Board shall 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 shall also be called upon written request of at least 25% of the voting members of the Board.

Section 5. Quorum. A quorum at any Board meeting shall be 25% of the voting members of the Board.

Section 6. Compensation. There shall be no compensation to members of the Board for discharge of their duties.

Article VIII – West Virginia Master Gardener Representatives to the Board

Section 1. Number of Representatives. Master Gardeners from each local program may provide up to two Representatives to the Board. These Representatives shall be in addition to any other member of the local program who is a Board member by virtue of being an Association officer, the Immediate Past President, or the chairperson of a standing committee.

Section 2. Qualifications. Representatives and Alternate Representatives shall be current active members of the Association. Each Program Coordinator or an active member authorized by the Program Coordinator shall be responsible for keeping accurate membership records for the local program.

Section 3. Selection, Term of Service, and Notification. Representatives and Alternative Representatives from each local program shall be selected by the members in the local program or by the Program Coordinator for a two-year term. Representatives and Alternative Representatives may serve more than one term. It shall be the responsibility of the Program Coordinator to notify the Secretary of the Association of the name and contact information for each Representative and Alternative Representative.

Section 4. Duties and Responsibilities. Once a local program has decided to participate on the Board by sending one or more Representatives, each Representative is expected to fulfill the following duties and responsibilities and meet the attendance requirements in Section 6.

- a. Serve on a state-wide Standing Committee, participate in Board meetings and keep the Association informed about activities at the local program;
- b. Serve as a link to the local program, and keep the Master Gardeners in the local program informed about the activities of the Association;
- c. Provide the Nominating Committee with a list of candidates for officer nominations;
- d. Identify qualified members for the Association's standing and special committees;
- e. Notify the Secretary of the Association if he or she is not able to attend a Board meeting and provide the name of the Alternate Representative who will attend the meeting in his or her place.

Section 5. Vacancy Due to Election as Officer. If a Representative is elected to an office in the Association, his or her Board position will be vacant and a new Representative shall be selected by the Association members or Program Coordinator in that local program to fill the remainder of the term.

Section 6. Attendance at Board Meetings. If a Representative or Alternate Representative fails to attend three consecutive scheduled meetings of the Board, the Executive Committee shall request that the local program select another Representative who is able to attend meetings.

Article IX – Committees

Section 1: Committee Meetings. The committee chair shall ensure that the committee fulfills the purposes stated in the bylaws or set by the Board. The time and place of meetings shall be determined by the majority of the committee. A quorum shall consist of the members present. Committee meetings may be waived with prior approval of the Executive Committee.

Section 2. Standing Committees.

Executive Committee: Membership shall consist of the officers of the Association, the Immediate Past President, and four Representatives selected by the Board to serve as members at large. The President shall chair the Executive Committee. The Executive Committee shall oversee the direction of the Association, develop policy, review and monitor progress in meeting goals established in the Five Year Plan. It shall be the responsibility of the Executive Committee to assign special committees as needed. The Executive Committee shall be able to authorize expenditures up to \$250.00 without prior approval of the Board.

State Conference Committee: Membership shall consist of the Treasurer and other members as determined by the Board. The Vice-president shall chair the committee. The State Conference Committee shall plan and coordinate any statewide conferences scheduled by the Board.

Public Relations and Communications Committee: Membership consisting of three, five or seven members shall include Board Representatives, alternates and/or volunteers from the general membership. The Secretary shall chair the committee. The function of the Public Relations and Communications Committee shall be to promote communication throughout the organization and to promote the objectives of the Association by publishing the activities of the Association

Fiscal Planning Committee: Membership consisting of three, five or seven members shall include Board Representatives, alternates and/or volunteers from the general membership. The Treasurer shall chair the committee. The Fiscal Planning Committee shall oversee the collection of monies and expenditures made in the name of the Association. It shall also develop an annual budget and recommend financial policies and procedures as needed.

Activities and Projects Committee: Membership consisting of three, five or seven members shall include Board Representatives, alternates and/or volunteers from the general membership. A Member-at-Large of the Executive Committee shall chair the committee. The Activities and Projects shall oversee all state-level projects, and explore and recommend additional projects. Each state-level project will have a Master Gardener as a Project Coordinator and this Coordinator will report to the chair of the Activities and Projects Committee.

Awards Committee: Membership consisting of three, five or seven members shall include Board Representatives, alternates and/or volunteers from the general membership and one or more Extension Faculty who volunteer to work with the Committee in a nonvoting, advisory capacity. A Member-at-Large of the Executive Committee shall chair the committee. The Awards Committee shall be responsible for the development of individual and group project awards. These Association awards shall be presented at the annual conference.

Membership Retention Committee: Membership consisting of three, five or seven members shall include Board Representatives, alternates and/or three, five, or seven volunteers from the general membership. A Member-at-Large of the Executive Committee shall chair the committee. The function of the Membership Retention Committee shall be to review roles and responsibilities of Board Representatives and alternates, develop and implement an orientation for Board Representatives and alternates, develop a standardized method tracking membership gains and losses at the local program level, develop and promote strategies to improve membership retention rates, and identify and collect best practices from local programs.

Education and Continuing Education Committee: Membership consisting of three, five, or seven members shall include Board Representatives, alternates and/or volunteers from the general membership. A Member-at-large of the Executive Committee shall chair the committee. The function of the Education and Continuing Education Committee shall be to review curriculum and provide input regarding the basic Master Gardener training program and advanced training to West Virginia University Extension and to collaborate with West Virginia University Extension to offer training at the state level that meets the needs of Master Gardeners at all levels.

Section 3. Special Committees.

Nominating Committee. The President shall not serve on the Nominating Committee. The Executive Committee shall select three, five, or seven individuals from the active membership to serve on the Nominating Committee. The Board shall approve the selections, and the Nominating Committee members shall select the chair of the committee. At the first Board meeting of the calendar year, the Nominating Committee shall present the Board with the name of one active member of the Association as a candidate for each office. Upon approval by the Board, the slate of candidates shall be included in the notice of the annual meeting (Article VI, Section 1).

Project Committees. The Project Coordinator for each project may create project committees. Individual Project Coordinators shall report their activities to the Voluntary Activities Committee.

Article X – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Article XI – Fiscal Year

A fiscal year is defined as a calendar year.

Article XII – Amendment Process

Changes to these bylaws shall be approved by a two-thirds vote at an annual meeting or at a special meeting. Notice of the meeting and copies of the proposed revision to these bylaws shall be mailed to each Program Coordinator at least 45 days before the meeting. It shall be the responsibility of the Program Coordinator to distribute the notice and copies of the revision to all active members in the local program at least 30 days before the meeting.

Article XIII – Dissolution of Organization

Upon dissolution of the Association, a majority vote of the active membership shall distribute the assets (1) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, (2) to the federal government, (3) to a state or local government, or (4) for public purposes. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XIV – Disbursement of Income

Section 1. The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

Section 2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II – Purpose. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

These bylaws were duly approved.

Polly Reynolds, President

Willa Izzo, Vice-president

Diana Higginbotham, Secretary

Jan Hargate, Treasurer

Date: _____