

# **The Virginia Master Gardener Association, Inc.**

## **Bylaws**

(Amended April 12, 2008)

### **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 & Life Members are eligible to vote and hold office.

(a) Active. Active membership is limited to individuals who are “Master Gardener Trainees”/Interns (are taking or have completed the classroom portion of the Master Gardener training program, may have successfully completed the final exam or other written requirement, and are working to complete the volunteer hours required as payback.); or “Master Gardeners” (have completed the classroom portion of the Master Gardener training program, successfully completed the final exam or other written requirement, fulfilled the initial volunteer payback requirement, and have annually fulfilled the local coordinator’s requirement for hours of continuing education and payback hours in order to maintain active status); 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 Virginia Master Gardening. Auxiliary members will not be eligible to vote or hold office. Auxiliary members will be required to pay dues as set by the Board.

(d) Sustaining. Sustaining membership is open to individuals or corporations with an interest in advancing the work of Virginia Master Gardening. 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 elected by a majority vote of the membership responding to a ballot distributed to each member eligible to vote at least one hundred (100) days prior to the annual meeting.

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 two consecutive terms in the same office, provided that if the nominating committee is unable to find a candidate, an incumbent may 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.

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. Twenty Five (25%) of the Board will constitute a quorum at all Board meetings.

## ARTICLE VI

### 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 VII

### Committees

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

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

(a) The Communications Committee will foster communication between individual and local groups of Master Gardeners.

(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, composed of the Treasurer and a representative of each standing and special committee, will assist the Treasurer in preparing and submitting a budget to the Board of Directors.

(d) The Membership Committee will develop plans and programs to increase membership in the Association and will assist in their implementation with the approval of the Board.

(e) The Newsletter committee will publish the Association Newsletter (The VMG A Report) as needed.

(f) The Unit Support Committee will collect, maintain, and provide data that will assist localities in establishing MG Associations, or improving existing units.

Section 3. The Association's Special Committees will include Audit, Fund Raising, Nomination and Election, State Fair, State Conference 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 Treasurer's accounts and submit a written report at the Annual Meeting

(b) The Fund-Raising Committee will seek out funding sources, ideas and activities and will pursue and coordinate these with the approval of the Board.

(c) 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.

(d) The State Fair Committee will plan, organize, and operate a Virginia Master Gardener booth at the annual Virginia State Fair.

(e) The State Conference Committee will plan and coordinate any statewide conference decided upon by the Board.

## ARTICLE VIII

### 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 IX

### Extension Representative

The Association will request that Virginia Cooperative Extension appoint a representative to serve as a member of the Board and as a liaison to the Association.

## ARTICLE X

### Fiscal Year

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

## ARTICLE XI

### 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 XII

### 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 XIII

### Miscellaneous

Section 1. This Association is organized and will be operated exclusively for educational, scientific, or charitable purposes. No part of its net earnings will inure to the benefit of private individuals. No substantial part of the Association's activities will consist of carrying on political propaganda or otherwise attempting to influence legislation. It will not participate in any political campaign for public office.

Section 2. In the event of the Association's dissolution, its assets will be permanently dedicated to a purpose consistent with 26 USC, Section 501 (IRS code section 501).

Section 3. This Association will not discriminate on the basis of age, color, disability, gender, national origin, political affiliation, race, religion, or veteran status.

# VIRGINIA MASTER GARDENER ASSOCIATION, INC.

## STANDING RULES

Revised: April 12, 2008

**Purpose:** To provide guidelines pertaining to the administration of the Virginia Master Gardener Association, Inc.

**Administration:** The Board of Directors will plan, organize, direct, and administer the programs and activities of the Association. The Association's Executive Committee is responsible for its daily affairs between Board meetings.

**Board Meetings:** Will take place bimonthly on the second Saturday of even numbered months, except when there is a holiday or other conflict, in which case the meeting will be rescheduled. Meetings will convene at 10:00AM. Location will be approved by the Board and published at least two months ahead of each meeting. A diligent effort will be made to have one meeting in each region during the fiscal year. An emergency telephone at the location of the meeting will be furnished the Board members prior to the meeting. The June Board meeting will be held in conjunction with Virginia Tech's Master Gardener College in Blacksburg, VA.

**Executive Committee Meetings:** Will be held when deemed necessary by the president and/or officers of the Association. The location and time is to be decided by the president taking into consideration the distance that must be traveled by each Executive Committee member.

**Annual Meeting of VMGA:** Will be held in June in conjunction with Virginia Tech's Master Gardener College in Blacksburg, VA.

**VMGA Regions:** The Commonwealth of Virginia will be divided into six regions identical to the districts used by Virginia Cooperative Extension. This map in no way prevents units and individual Master Gardeners from working across regional lines, but is to be used as a guide to spread Association Board meetings and VMGA education opportunities throughout the state.

**Financial:** The Executive Committee may authorize the commitment of Association funds for business calls, stationary, postage, etc. Additionally, VMGA may fund advances to committee Chairs and pay expenses associated with approved Association activities. Documentation must accompany any request for funds noting date, amount and committee involved. The Treasurer will pay approved expenses and will maintain appropriate records of all income and expenditures. All Officers and Committee Chairs will present to the Finance Committee, their estimated expenses for each fiscal year no later than the April Board meeting. The Finance Committee will prepare a budget and present it at the June Board meeting.

**Membership Dues:** The dues for each class of membership will be established by the Board and announced at the annual meeting.

**Officer Guidelines:** In addition to those specified in the VMGA Bylaws and Roberts Rules of Order the:

## **President**

1. Will attend and chair all meetings of the Board, Executive Committee, and the VMGA as a whole.
2. Will encourage each unit to select a representative and alternative representative to VMGA.
3. Will contact chairs of all committees periodically to ensure they are running smoothly.
4. Will contact the Liaison from Virginia Tech from time to time to ensure good lines of communication are maintained.
5. Will write a column for each VMGA Report.
6. Will select locations for Board meetings and Executive Committee meetings.
7. Will write letters on behalf of the Board or the whole Association to any parties as directed by the Board or when otherwise appropriate.
8. Will provide the Finance Committee with proposed office budget by the April Board meeting.
9. Will maintain records and present them to the new President.

## **Secretary**

1. Will provide a copy of minutes and notice of the next regular meeting with directions to the Officers, Committee Chairs and Board Representatives thirty days prior to the next regular meeting.
2. Will keep an up-to-date list of Unit Representatives, Officers, and Committee Chairs and furnish same to the Officers and Committee Chairs.
3. Will furnish revisions and corrections to the Officers and Board on a bimonthly basis.
4. Will provide the Finance Committee with proposed office budget by the April Board meeting.

## **Treasurer**

1. Will present copies of bimonthly reports to the Board of Directors. Reports will show expenses and income listed in Committee categories.
2. Will keep up-to-date VMGA records.
3. Will submit records to yearly audit no later than 10 days prior to the annual meeting.
4. Will provide the Finance Committee with proposed office budget by the April Board meeting.

## **Committee Guidelines**

**Defining the Committees:** The VMGA has two categories of committees:

**Standing:** These committees are considered permanent in that they perform a continuing function, e.g. the Education Committee.

**Special:** Members of these committees are appointed to carry out a specific function or task, and may be dissolved when the function or task for which it was responsible has been accomplished, e.g. Audit Committee.

**Committee Guidelines:** In addition to those specified in the Association's bylaws, the Standing Committees will do the following:

### **Communications**

1. Disseminate information to unit representatives and to the general membership at the direction of the President.
2. Submit timely reports for publishing in The VMGA Report.
3. Maintain committee records and deliver to the incoming chair.
4. Provide the Finance Committee with proposed committee budget by the April Board meeting.

### **Education**

1. Plan and conduct, with the approval of the Board, continuing education programs at an advanced level for VCE-MGs with at least two sessions in different regions each VMGA fiscal year. These educational programs will normally take place spring and fall.
2. Conduct programs at a level that will assist Master Gardeners in their ability to plan and conduct local programs for the gardening public and their units.
3. Prepare and disseminate marketing materials, i.e. notices to local associations for inclusion in local newsletters, web materials, The VMGA Report articles, flyers, listserve notices, emails, etc.
4. Handle registration for programs and answer questions and inquiries.
5. Facilitate payment of dues and new member applications received with education event fees.
6. Transfer all funds and appropriate documentation in a timely manner to the Treasury so that all income and expenditures are properly allocated.
7. An emergency telephone number at the location of the session will be furnished to registrants prior to the session.
8. Submit timely reports for publishing in The VMGA Report.
9. Maintain committee records and deliver to the incoming chair.
10. Provide the Finance Committee with proposed committee budget by the April Board meeting.

### **Finance**

1. A proposed budget will be prepared, using categories of Officers, Standing and Special Committees, for submission to the Executive Committee by the fifteenth day of May.

2. Upon review and approval by the Executive Committee, the Finance Committee will submit a proposed budget to the Board of Directors at their meeting in June
3. Final adoption of the budget will be taken by the Board not later than at their regular meeting in October.
4. Review quarterly the financial stability of investments of VMGA, Inc. for improvements in returns. Report of review will be submitted to the Executive Board once each quarter.
5. Maintain committee records and deliver to the incoming chair.

### **Membership**

1. Establish and maintain a database of association members including name, address, phone number, VCE unit, membership renewal date and committees of interest.
2. Present a current membership roster and current bylaws to the membership, no later than October of each calendar year.
3. Prepare a list of members separated into committee interests to be delivered to the President and Committee Chairs once annually after renewal, and on a continuous basis for new members.
4. Prepare a list of non-renewing members to be given to each unit representative for follow up, preferably at the first part of the fiscal year.
5. Send out renewal notices, on an annual basis, with membership cards going to those who renew.
6. If requested, send out mailing labels to the Newsletter Editor and to the Education Committee, or to requesting VCE-MG units.
7. Submit timely reports and new members not included in the current roster for publishing in The VMGA Report.
8. Develop and maintain a VMGA brochure for recruiting purposes.
9. Ensure each Master Gardener unit has a member of VMGA to annually present recruiting information at gatherings such as new VCE-MG training classes and local association meetings.
10. Maintain committee records and deliver to the incoming chair.
11. Provide the Finance Committee with proposed committee budget by the April Board meeting.

### **Unit Support**

1. Prepare and maintain a database of members and persons who are willing to share their expertise in areas of current need/interest, such as incorporation, non-profit designation, initial MG training, unit projects (with contact person), grant writing, etc.
2. Distribute the information to units requesting same.
3. Submit timely reports for publishing in the VMGA Report.

4. Maintain committee records and deliver to the incoming chair.
5. Provide the Finance Committee with proposed committee budget by the April Board meeting.

### **Newsletter**

The VMGA Report: VMGA will publish a bimonthly newsletter for distribution to active members of the Association, VCE-MG Coordinators, the various VCE offices, or such other individuals or agencies as approved by the Board of Directors.

1. Edit and publish a bimonthly VMGA newsletter to 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. Distribute the newsletter at the most cost effective rate available
4. Maintain committee records and deliver to the incoming chair.
5. Provide the Finance Committee with proposed committee budget by the April Board meeting.

### **Unit Representative Guidelines:**

In addition to those specified in the VMGA Bylaws the Unit Representative will:

1. Act as the point of contact between VCE-MGs in his/her unit and VMGA, reporting to the unit the news and activities of VMGA and reporting to VMGA the activities and issues of his/her unit.
2. Serve at the pleasure of the VCE unit, being appointed by the VCE-MGs or the Extension agent.
3. Attend Board meetings (or send an alternate).
4. Provide a written unit report whether or not able to attend the Board meeting. The report should contain recent unit activities upon which news in The VMGA Report can be based. Ideally, this report would be electronically submitted to the Secretary prior to the Board meeting.
5. Request that he/she be replaced by the VCE unit when unable to minimally provide bimonthly reports to VMGA and the unit's VCE-MGs.

### **Bereavement Guidelines:**

Bereavement guidelines have been approved by the board as follows:

1. The unit will notify the VMGA President of the passing of a VMGA member. This notification will include the name, address and wishes of the family. The notification will also include the details of the service.
2. The minimum response will be a card.

3. A decision will be made by the Executive Board on the level of recognition based on the level of participation in the VMGA.
4. If a unit or family desires to honor their VMGA member through a financial contribution, they will be directed to the Treasurer of the VMGA. The Bereavement Guideline will be added to the standing rules. It is the responsibility of the unit to inform their membership.

### **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.