

**The Northern Shenandoah Valley Master Gardener Association
Bylaws
(As amended November 20, 2011)**

Article 1

Name

The name of this Association shall be “The Northern Shenandoah Valley Master Gardener Association” (hereinafter referred to as “the Association”).

Article II

Governance

The Association and its activities shall be in accord with these Bylaws and with such Guidelines as may be adopted pursuant to Article VI, Section 2 below.

Article III

Objectives

The objectives of the Association shall be:

1. To enhance and supplement the Consumer Horticulture programs of Virginia Polytechnic Institute and State University (VT), and Virginia State University (VSU) and Virginia Cooperative Extension (VCE);
2. To disseminate to Virginia’s citizens information on horticultural practices and techniques in accordance with standards approved by the Cooperative Extension Services of VT and VSU;
3. To extend Master Gardeners’ knowledge of and interest in horticulture and related activities;
4. And to provide opportunities for its members to meet and associate with others who have similar horticultural interests.
5. Said organization is organized exclusively for charitable, 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 federal tax code.

Article IV

Membership

Section 1. There shall be seven (7) classes of membership: Active, Intern, Adjunct, Emeritus, Associate, Patron, and Honorary Member.

Section 2. Active membership: Individuals who have successfully completed the VCE Master Gardeners Training Program, who have fulfilled the Program’s volunteer service requirement including those for annual recertification, and who apply for membership or renewal of membership by payment of Association dues.

Section 3. Intern membership: granted to those who have completed the formal class portion of Program. Upon completion of the Program’s volunteer service requirement to include a minimum of six (6) project hours at a Master Gardener helpline or such other similar activity as the appropriate County Coordinator may designate, Intern membership terminates, and the individual becomes an Active member. Interns who have not completed the Program’s volunteer

service requirement within twelve (12) months of the date in which they began their classroom training are no longer eligible for the privileges of Intern membership. Interns may petition the Board for a six (6) month extension for the completion of their required hours. Approval of the petition requires a majority vote of the Board.

Section 4. Adjunct membership: granted to those who have completed the formal class portion of the Program, but who did not complete the required internship or those who have not maintained re-certification status as defined by VCE who apply for membership or renewal of membership by payment of Association dues.

Section 5. Emeritus membership: Conferred upon those Master Gardeners who “retire” due to health, age or other reasons after having earned three hundred (300) hours of service or as determined by the Volunteer Coordinator. It is a high honor and is reserved specifically for those who can no longer complete the requirements for remaining in active status but who have earned continuing affiliation with the Program.

Section 6. Associate membership: Employees of VT, VSU, or VCE who are working with an office that offers the Master Gardener Program or an office which cooperates with other offices in offering that Program. Also eligible are those individuals working with offices described above who plan to start a Program within the year. Individuals who wish to become Associate members must make application to the Association by making a request for such status to a member of the Board.

Section 7. Patron membership: Conferred upon any person, organization or business deemed by the Board of Directors to have made a significant contribution, either financial or service-related to the Program, but who are otherwise not eligible for membership.

Section 8. Honorary membership: One-year membership conferred by the Board of Directors on any individual who has rendered outstanding contributions to the Association.

Section 9. Only Active members and Intern members are eligible to vote. Only Active members who meet the criteria in Article V section 2 (D) are eligible to hold office in the Association.

Section 10. The Board of Directors shall establish annual dues for each class of membership each year at the first meeting of the calendar year. Dues will then be due and payable by February 28 of each year. If dues are not received by March 31 of each year, those in delinquency will be notified by the Treasurer and given 30 days from the date of the notice to pay dues. Members delinquent beyond the thirty (30) day grace period will be removed from the membership rolls of the Association.

Section 11. Members requesting reinstatement to the rolls of the Association may do so, and upon Board approval, annual Association dues are paid to the Treasurer.

Article V

Officers

Section 1. The officers of the Association shall be a President, Vice-President, Secretary, Treasurer, and Past President. The Treasurer shall serve without bond. Officers shall perform the duties prescribed by Robert’s Rules of Order, the most current edition, and the Guidelines of the Association. Where the duties prescribed are in conflict with these Bylaws, the Bylaws shall prevail.

Section 2. Election of officers:

- A) Officers shall be elected by a majority of the Active and Intern members in attendance at the meeting designated for such election, provided there is a quorum. A slate of nominations from the Nominating Committee shall be circulated by the Secretary thirty (30) days prior to that meeting.
- B) The Nominating Committee shall be composed of at least four (4) members: two (2) non-Board officers to be appointed by the Board of Directors, one (1) from the Association's officers, and the Association's Volunteer Coordinator.
- C) Names for potential nominees may be submitted to the Nominating Committee by any Active member prior to the meeting of that Committee. In addition, nominations may be made from the floor by any Active or Intern member at the meeting designated for election of officers.
- D) Nominees for any office shall have completed a minimum of one hundred (100) Master Gardener project hours, exclusive of continuing education and travel hours. Any exceptions to the project hours requirement for a proposed nominee must be made by a majority vote of the Board prior to the final report of the Nominating Committee to the Board.

Section 3. Elected officers shall serve a term of one (1) year or until successors are installed. The term of office shall begin at the close of the meeting at which officers are installed. The President and Vice-President serve a one (1) year term and may be elected to serve one additional consecutive term in the same office, provided that if the Nominating Committee is unable to find a candidate or no one is nominated from the floor, an incumbent may continue to serve past two (2) years. Past Presidents and past Vice-Presidents may serve additional terms in the same office, provided there is at least a one (1) year lapse between consecutive terms. Those elected to the offices of Secretary or Treasurer may be re-elected to unlimited consecutive terms. A vacancy in the office of President shall be filled by the current Vice-President and any other vacancies that occur among the officers shall be filled by the Board and approved by those Active and Intern members in attendance at the Association meeting immediately following such appointment, provided there is a quorum. Such appointees shall serve only until the next meeting designated for elections, provided that if an appointee serves for one (1) year or less, the appointee may be nominated for that office and may serve two (2) consecutive terms if elected.

Section 4.

- A) Any officer of the Association may be removed from office through the following procedures.
- B) A proposal for removal of an officer may be made by any active member of the Association.
- C) Such proposal shall be presented to the Active members, by e-mail or mail, fourteen (14) days prior to consideration at an Association meeting. At that meeting the proposal shall be offered and seconded as a motion.
- D) Discussion by the member submitting the motion and by the person named for removal shall be limited to thirty (30) minutes for each. Discussion by the other members present shall be allowed.
- E) A motion for removal requires a two-thirds (2/3) vote for passage provided a quorum is present.

- F) The named officer is deemed removed from office upon passage of the motion for removal.
- G) Any officer removed pursuant to this Article shall not be eligible to occupy any present or future position on the Board.

Article VI

Board of Directors

Section 1. The Board of Directors, (heretofore and hereinafter referred to as “the Board”), shall consist of the President, Vice-President, Secretary, Treasurer, and immediate Past President. **The Volunteer Coordinator, County Coordinators, and VMGA Liaison serve as consultative and participatory but non-voting advisors to the Board.**

Section 2. The Board shall fix the date, time and place of Board meetings (see Article VII, Section 1); approve the Association’s Bylaws (also see Article XIII), and Guidelines, which shall require approval of a majority of the membership at a meeting at which there is a quorum; and perform such other duties as may be listed in these Bylaws, the Guidelines, or prescribed by the Active members.

Section 3. The Board shall set Board meetings and meet at least four (4) times a year to conduct a business meeting. Such meetings are open and any Association member may attend. Board meetings may be held before or following a meeting of the Association members. Special meetings may be called by the President and shall be called upon request of at least three (3) members of the Board.

Section 4. Three (3) **Voting** members of the Board will constitute a quorum at all Board meetings.

Article VII

Meetings

Section 1. The Association shall hold regular business meetings at least once each quarter but no more than once each calendar month, at a date, time, and place to be determined by the Board. This duty may be delegated to the Program Committee. The November meeting of the calendar year will be designated for the purpose of electing and installing new officers.

Section 2. Special meetings of the Association may be called by the President, a majority of the Board, or by petition of not less than twenty-five percent (25%) of the Active and Intern members. The date, time, and place of such meetings shall be determined by the Board but must be within forty-five (45) days of the date such meetings shall be called. Notice of any special meeting shall be sent by U.S. Postal Service or by e-mail by the Secretary to the Active and Intern members at least thirty (30) days before the meeting and shall include a statement of the purpose or purposes for which the meeting is called.

Section 3. A quorum for any Association meeting shall be one-quarter (1/4) of the Active members.

Article VIII

Committees

Section 1. The Association shall have Standing and Special committees whose membership shall be either as set forth in these Bylaws or as selected by the President and approved by the Board. Unless otherwise stipulated in these Bylaws, committees shall have no less than three (3) members. All committees report to the Board.

Section 2. The Standing committees shall be: Communications and Publicity, Education, Finance, Membership, Program, Newsletter, and Volunteer Coordination.

- A) The Communications and Publicity Committee shall foster communication to the public and among Association members and with other Master Gardeners and shall assure that Association activities receive coverage in media outlets. It shall cooperate with the Newsletter Editor as requested by the Editor.
- B) 1. The Education Committee shall plan and, with the Volunteer Coordination Committee, coordinate the educational activities of the Association as approved by the Board. The Volunteer Coordinator and the Coordinator of the current Master Gardener Class, as appointed by the Volunteer Coordinator, with approval of the Board, shall serve as members of the Committee from the time of appointment to the graduation of that Coordinator's class.
2. The Committee, in conjunction with the Communications and Publicity Committee, will advertise to all accredited Virginia colleges and universities, the opportunity for rising seniors from the Association's area, to apply for a \$1000.00 scholarship to be awarded to one recipient once each year. Criteria for selection will be in the Association's Guidelines.
- C) The Finance Committee shall be composed of the President, Treasurer, and two (2) additional members of the Association. The Treasurer shall serve as Chairman of the Committee. The Committee shall be responsible for preparing and submitting an annual budget due by October 1 of each year to the Board for its approval and for subsequent approval by a vote of the Active members.
- D) The Membership Committee shall be responsible for developing and implementing plans and programs to increase membership in the Master Gardener Program and in the Active membership of the Association.
- E) The Program Committee shall be composed of the Vice-President and two (2) members. It shall be responsible to the Board for the planning of the Association meetings, in particular the educational and social aspects of meetings.
- F) The Newsletter Committee shall consist of the Newsletter Editor, selected by the Board, and such reporters as the Editor may request.
- G) The Volunteer Coordination Committee shall consist of the Association Volunteer Coordinator, VMGA Liaison, and the Volunteer Coordinators from each of the counties in the Association's region. The Coordinators shall be appointed by the President and approved by the Board. The Committee will be responsible for encouraging members to conceive, develop, lead, and execute projects of an educational nature. The Committee shall do this by working with project leaders to assure the educational aspects of proposals, locating the people and material needed, and obtaining approval from the Northern Shenandoah Valley Extension Representative.

Section 3. The Special committees are appointed by the President and approved by the Board. Such committees may include Fund-Raising, Nominating, Guidelines Review, Bylaws Review, Audit Review and such others as the President may appoint and the Board may approve. Special committees shall be dissolved upon completion of their assigned tasks.

- A) The Fund-Raising Committee shall be responsible for seeking sources, ideas and activities to raise funds. It shall do this in coordination with the Finance Committee and with approval of the Board.
- B) The Nominating Committee shall have the composition and responsibilities laid out in Article V, Section 2(B) of these Bylaws.
- C) The Guidelines Review Committee shall consist of the President, Vice-President, and two (2) members from the Active members at large. It shall be responsible for the formulation of any needed Guidelines to assist in the governance of the Association. Its rules must be approved by the Board and by a majority of the Active and Intern members present and voting at an Association meeting at which there is a quorum before taking effect.
- D) The Bylaws Review Committee shall consist of the President and four (4) members drawn from the Active and Intern members at large and such additional members as the President may appoint. The Committee shall be responsible for reviewing the Bylaws to assure they are appropriate for the Association and meet the needs of the Association at the time of review and the foreseeable future. It shall be responsible for the drafting of proposed amendments to meet the requirements of the previous sentence and assure that these proposals are submitted to the membership in accordance with Article XIII of these Bylaws.
- E) The Audit Committee shall consist of three (3) non-officer members of the Association. It will have the responsibility to audit all financial records and transactions biannually or at the time of a change in the office of Treasurer.

Article IX

Expenditure of Funds

Section 1. Authorization by the Board of any funds not specifically included in the budget approved by the membership shall not exceed \$250.00 per request. Such authorization requires approval of three (3) voting members of the Board. Such approval may occur at a regular or special meeting of the Board or e-mail vote by the Board, such vote to be completed within forty-eight (48) hour of initiation of the vote. All votes shall be recorded in the minutes of the Board.

Section 2. Requests for expenditure of funds not specifically included in the approved budget which exceed \$250.01 must (a) be approved by three (3) of the voting members of the Board and (b) be presented at a regular or special meeting of the Association at which there is a quorum and then approved by a majority of that quorum.

Article X

Fiscal Year

The Associations' fiscal year shall be from January 1 to December 31.

Article XI

Parliamentary Authority

Section 1. The rules contained in the most current edition of Robert's Rules of Order shall govern the Association in all cases in which they are applicable and in which they are consistent with these Bylaws and any Guidelines the Association may adopt.

Section 2. The President shall appoint a Parliamentarian whose rulings shall govern in matters covered by Robert's Rules of Order and which is in accordance with these Bylaws.

Article XII

Extension Representative

The Association shall request the Virginia Cooperative Extension Service to appoint a representative from the Northern Shenandoah Valley region to serve as an advisor and liaison between the Association and Virginia Cooperative Extension Service.

Article XIII

Amendment of Bylaws

Section 1. These Bylaws may be amended at any meeting of the Association at which there is a quorum, as defined in Article VII, Section 3 of these Bylaws, by a two-thirds (2/3) majority of those Active members present and voting, provided the proposed amendment, or amendments, have been given to the membership thirty (30) days prior to the meeting when the vote to amend is to be taken. Notice may be made by e-mail to those members with e-mail service or U.S. Postal Service mail.

Section 2. Proposed amendments may arise from the Bylaws Review Committee or from any Active or Intern member. No matter the source of origin, the time requirements in Section 1 above must be met. It shall be the responsibility of the originator to assure compliance with all requirements for amending the Bylaws.

Article XIV

Miscellaneous

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

Section 2. Upon the dissolution of the organization, assets shall be distributed 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal

office of the organization 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.

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

Article XV

Effective Date

This amendment is effective as of the adjournment of the Association meeting at which it is approved by a two-thirds (2/3) majority of the Active members present and voting, provided there is a quorum.