

NORTHERN NECK MASTER GARDENER ASSOCIATION
Bylaws

ARTICLE I: NAME AND PURPOSE

- Section 1. The name of the organization shall be the **Northern Neck Master Gardener Association (the Association)**, a not-for-profit association.
- Section 2. The purpose of this organization shall be:
- a. To promote and serve the Virginia Cooperative Extension (VCE) Master Gardener Program in cooperation with **the Lancaster, Northumberland, Richmond,** and Westmoreland County **VCE** Offices in fulfilling the educational mission of VCE.
 - b. To provide opportunities for Northern Neck residents with an interest in gardening and public service to undergo training and internship to become **Extension** Master Gardeners **(EMGs)**.
 - c. To provide opportunities for new **EMGs** to fulfill their service obligations for the instruction received at the **EMG** classes.
 - d. To promote continuing service opportunities and educational activities for active **EMGs**.
 - e. To assist local government, citizens, and associations in horticultural activities.
 - f. To maintain a good esprit de corps among **EMGs** through social activities and other opportunities to associate and work with people with similar interests.

ARTICLE II: MEMBERSHIP AND DUES

- Section 1. **Member in Good Standing: A member in good standing is defined as an Extension Master Gardener who is current on Association dues and payments and meets all VCE Master Gardener program requirements (background check, Civil Rights and Risk Management training, volunteer and continuing education requirements, current annual VCE re-enrollment process, etc.).**
- Section 2. There shall be **four classes of membership: Active, Emeritus, Leave of Absence, and Inactive.**

- a. Active Membership: Active membership shall be limited to individuals who have successfully completed the Virginia Cooperative Extension Master Gardener Training Program. Active members must pay annual dues and fulfill the yearly VCE requirements. Only Active members are eligible to make or second motions, vote, hold office, or serve on committees. Active members are considered to be members in good standing.
- b. Emeritus Member: Emeritus membership may be granted to any formerly active member who has contributed 2,000 or more hours to the Association and/or has held a position on the Executive Committee and who no longer fulfills the organizational commitments. Emeritus members shall not be required to pay dues and are not eligible to make or second motions, vote, hold office, or serve on committees.
- c. Leave of Absence (LOA) Status: If a member requests and is approved for LOA by VCE, that member shall be considered to be on LOA from the Association. Any member on LOA status will not be required to pay annual dues or fulfill the yearly VCE requirements. Members on LOA may attend meetings, but are not eligible to make or second motions, vote, hold office, or serve on committees. Because members on approved LOA are not required to complete the annual VCE re-enrollment process, they cannot volunteer as an EMG for Association projects. When VCE approves a member's request to return from LOA status, they will become an Active member and a member in good standing of the Association upon payment of annual dues as outlined in Article II, Section 4, and completion of the annual VCE re-enrollment process.
- d. Inactive Status: EMGs classified as "inactive" by VCE are not eligible for membership in the Association. If an inactive EMG is approved to return to active status by VCE, the EMG will become eligible to rejoin the Association upon payment of annual dues as outlined in Article II, Section 4, completion of the annual VCE re-enrollment process, and completion of any training required by the local VCE Agriculture and Natural Resources Agent or Master Gardener Coordinator.

Section 3. The category of "friend" of Northern Neck Master Gardeners may be offered to qualified individuals with skills and talents that can serve the mission of the Association. Friends are not members of the Association. Friends may attend meetings; however, they cannot make or second motions, vote, hold office, or serve on committees, do not pay dues, and do not have training or reporting requirements.

Section 4. Annual dues shall be set at the annual meeting at which officers are selected (see Article V, Section 1). Any EMG who transfers into the Association or returns from LOA or inactive status after September 30, will not be required to pay annual dues for that year. This date will be determined by the date the action is recorded by VCE in the official recording keeping software used to track EMG activities.

ARTICLE III: OFFICERS

Section 1. Officers and term of office.

- a. The officers of this Association shall consist of a President, Vice President, Secretary, and Treasurer. These officers shall also be members of the Executive Committee of the Association (see Section 5, below).
- b. The term of office for all officers shall be for two years from 1 January to 31 December.

Section 2. Nominating Committee.

- a. The Nominating Committee shall be selected by the Executive Committee at least three months before the annual meeting and shall be composed of two members of the Executive Committee and three or more members-at-large selected by the Executive Committee.
- b. The Nominating Committee shall select a chairperson.
- c. The Nominating Committee will recommend a candidate for each office, after having acquainted the candidate with the responsibilities of the office and securing his or her willingness to serve.
- d. At the time the Nominating Committee is selected, members at large will be notified and given the opportunity to volunteer, or to recommend another member or members, for consideration for office by the Nominating Committee.
- e. The slate selected by the Nominating Committee will be presented to the membership at least thirty days before the annual meeting.
- f. The Nominating Committee, as a special projects committee, shall dissolve upon fulfilling its purpose.

Section 3. Election of Officers.

Officers will be elected by a majority vote at the annual meeting.

Section 4. The duties of the officers shall be as follows:

- a. The President shall preside at all meetings of the Association and of the Executive Committee and shall coordinate the work of the officers and committees of the Association. The President will ensure that the Treasurer submits Federal tax return (IRS Form 990/990N/990EZ as appropriate). Every five years the President will ensure that the renewal application for the "Retail Sales and Use Tax Certificate of Exemption" is completed.
- b. The Vice President shall perform the duties of the President in the event of his/her absence and such other duties as may be assigned by the President. The Vice President will assist the President in ensuring that the Treasurer submits Federal tax return (IRS Form 990/990N/990EZ as appropriate). The Vice President will be the custodian of administrator passwords; expiration dates and serial numbers for, but not limited to, personal computers and laptops, software licenses, and hardware and software warranties; inventories of hardware and software; social media; websites; and domain name registrations.
- c. The Secretary shall record the minutes of all meetings of the Association and Executive Committee and maintain a true and faithful record of each meeting. In addition, the secretary will note and act on deaths, illnesses, and notable congratulatory events of the membership, as well as other duties as may be assigned by the President. Minutes will be posted on the Association's website or provided to the membership via email.
- d. The Treasurer shall have custody of all funds and bank account(s) of the Association. The Treasurer shall:
 - a. Maintain in the name of the Association bank accounts in which all funds collected shall be deposited and from which all disbursements shall be made.
 - b. Make disbursements as authorized by the Executive Committee, such payments to be supported by vouchers, reimbursement requests, or invoices.

- c. Maintain a full and accurate account of receipts and disbursements and shall submit a monthly report in writing with quarterly budget reports to be submitted to the membership.
 - d. Prepare an annual budget report from the requests of various committees and the budget to be presented to the membership for approval at the Annual Meeting.
 - e. Submit the appropriate IRS Federal Tax Form (IRS Form 990/990EZ/990N e-Postcard as appropriate) prepared accurately and submitted in a timely manner but no later than the May 15 due date.
 - f. Promptly turn over to a duly elected and installed successor all monies, property, books, records, and documents pertaining to the office and/or belonging to the Association.
 - g. Work with the Officers and Committees to collect and retain records that are required for maintaining tax exempt organization status, including but not limited to: cost of supplies, gross sales of goods sold and cost of those goods (fundraising), names and amounts of individuals receiving Master Gardener College or other Scholarships, and any advertising/promotion expenses.
- e. The Association's fiscal year shall run from January 1 to December 31.

Section 5. The Executive Committee consists of the elected officers of the Association, the immediate past President who shall be designated as the President Emeritus, the Program Committee chairs, and "members at large" as designated by the President.

- a. A majority of the membership of the Executive Committee shall constitute a quorum.
- b. All actions and business conducted by the Executive Committee shall be by a majority vote of those present.
- c. Duties of the Executive Committee shall be:
 - 1. To transact necessary day-to-day business of the Association;
 - 2. To create committees and/or appoint individuals to plan, prepare and evaluate various programs and activities and to approve such plans and preparations;

3. To provide leadership in suggesting new outreach projects and "sunsetting" projects with diminishing impact;
 4. To monitor and evaluate the functioning of the organization as a whole;
 5. To establish programming directions for the organization and present these to the membership for approval;
 6. To review Project Authorizations for accuracy, relevance, and completeness at the beginning of the President's two-year term of office. Project Authorizations will then be forwarded to VCE for review.
- d. Executive Committee meetings will be open to all members of the Association; however, only Executive Committee members may vote.
 - e. The Executive Committee shall meet monthly prior to the membership meeting.

ARTICLE IV: COMMITTEES AND VACANCIES

- Section 1. Program Committees will be created to manage and/or conduct important on-going operations and responsibilities of the Association.
- a. Chairs of Program Committees will be appointed by the President with the approval of the Executive Committee. The term of service of the committee chair/members will be for two years coinciding with the term of the elected officers of the Association.
 - b. Program Committee members may be re-appointed by the President with the approval of the Executive Committee.

Section 2. An Audit Committee, appointed by the President, shall audit the Treasurer's accounts annually and report their findings to the Executive Committee of the Association.

- Section 3. Special Project Committees will be created to manage and/or conduct special activities that are one-time events of short duration, or have a specific task to accomplish.
- a. The work of all Special Project Committees will be supervised by the appropriate Program Chairman or the Vice President.

- b. Special Project Committees and their chair/members will be appointed by the President with the approval of the Executive Committee.
- c. The term of any Special Project Committee will continue until the activity or task for which they were appointed has been completed.

Section 4. Vacancies shall be handled as follows:

- a. Committee chair vacancies, which develop for any reason, shall be filled by presidential appointment in consultation with the remaining committee members and the Executive Committee.
- b. Vacancies on the Executive Committee shall be filled by the nomination and majority vote of the Executive Committee for an Association member who will then fill the unexpired term of the office vacated.

ARTICLE V: MEETINGS

Section 1. The annual Meeting for the election of officers and for the transaction of such other business as may properly come before the membership shall be held in the last quarter of each calendar year at a date, time and place designated by the President.

Section 2. In normal circumstances there will be 12 meetings per year, one of which will be the annual meeting.

Section 3. All actions/recommendations submitted to the membership shall be approved by a majority vote of those present.

Section 4. In the event of public emergencies, natural disasters, or other circumstances beyond the control of the Association that prevent the Association from conducting in-person meetings, the Association may conduct meetings by electronic or other remote means. The Association President is authorized to make the determination to hold a meeting virtually.

The Association shall use its best efforts to conduct any such virtual meetings in a manner that provides as much accessibility as possible for all members, including those with disabilities and those who lack access to sophisticated technology tools.

Any action that could be taken at an in-person meeting, including bylaws amendments, may also be taken at a virtual meeting held pursuant to this clause. During a virtual meeting, all reasonable technology must be used to authenticate each individual who attends.

ARTICLE VI: AMENDMENTS AND PROCEDURES

- Section 1. These bylaws may be amended at any meeting of the Association by a majority vote of those present provided that the proposed amendment(s) shall have been submitted to the membership in writing at the previous meeting, by email or mail dated not less than 15 days prior to the meeting.
- Section 2. Procedures for the conduct of all meetings will be in accordance with Robert's Rules of Order.

Article VII: Miscellaneous

- Section 1. If circumstances occur that necessitate the dissolution of the Northern Neck Master Gardeners Association, such dissolution will require a majority vote of all elected Committee members. The President, President-Elect and the Treasurer will form a committee to oversee the transition. This committee will have complete discretionary authority to dispose of the Association's material assets used in support of its programs and training activities. After the final federal tax returns are filed and all known outstanding financial obligations are satisfied, the remainder of the Association's financial assets shall be distributed to one or more of the following: (1) the trustee of the trust fund used to support the Virginia Tech Foundation for the VMGA State Master Gardener Coordinator Endowment Fund, or (2) an organization that the Association has worked with in the past, is local in its outreach, and that works to foster environmental/horticultural education, protect the environment, or to provide services to a segment of the Northern Neck population that has a demonstrated need, not met by the public sector.
- Section 2. This Association will not discriminate on the basis of age, color, disability, sex (including pregnancy), gender, gender identity, gender expression, genetic information, national origin, political affiliation, race, religion, sexual orientation, veteran status, or on any other basis protected by law.

Amended and Approved by the membership on _____.