

APPENDIX A

Articles of Incorporation Jefferson County Master Gardener Foundation

Article I

Name and Location

The name of the corporation shall be: "Jefferson County Master Gardener Foundation." Its location and chief place of business shall be in Jefferson County, in the State of Washington.

Article II

Purposes

The purposes of this organization are solely educational and charitable in furtherance of the Washington State Master Gardener and Extension education programs of Jefferson County. There is no purpose or intention of carrying on business, trade, avocation or profession for profit that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Without limitation as to the generality of the foregoing, the following purposes are specifically stated:

1. To enhance and supplement the community educational efforts of the Washington State University Master Gardener Program and thereby provide education and information about horticulture and environmental stewardship and community service to the citizens of Jefferson County;
2. To raise funds to be used to supplement and enhance the Master Gardener programs of WSU Cooperative Extension;
3. To facilitate an exchange of ideas and information between individual members and the community through periodic newsletters, meetings and ongoing educational activities;
4. To inform and educate the citizens and decision-makers of Jefferson County about the value of the Master Gardener Program.
5. No part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

Article III

Membership

Section 1. The membership of the Foundation shall consist of Washington State Master Gardeners in good standing as stated in the Jefferson County Master Gardener Volunteer Handbook.

**Article IV
Officers**

Section 1. The officers of the Foundation shall consist of a Chairperson, Co-Chairperson, Secretary and Treasurer.

Section 2. The duties of the Chairperson, Co-Chairperson, Secretary and Treasurer shall be such as are usually imposed upon such officials of organizations and as are required by law and as may be assigned to them respectively from time to time by the Master Gardener Board of Directors and as defined by the Foundation's by-laws

Section 3. The officers shall be elected yearly at the annual meeting held each November for a term of one (1) calendar year or until successors are elected. Officers shall not hold the same position for more than two (2) consecutive terms.

Section 4. The elected officers shall have and exercise such authority as may be necessary for the day to day management of the affairs of the Foundation. The duties and procedures of the officers shall be defined in the Jefferson County Master Gardener Volunteer Handbook.

Section 5. Officers shall be indemnified by the Foundation for their conduct as Officers, except for acts or omissions that involve intentional misconduct or knowing violation of law by an Officer or any transaction from which the Officer will personally receive a benefit in money, property or services to which the Officer is not legally entitled.

**Article V
Board of Directors**

Section 1. The Board of Directors (the Board), of the Foundation shall consist of five (5) Directors plus the four officers. Each Board Member shall be allowed one (1) vote.

Section 2. Each Director shall be elected to a term of two (2) years; three (3) shall be elected during the even calendar year and two (2) shall be elected during the odd calendar year at the annual meeting. Directors may not serve more than two (2) consecutive terms.

Section 3. The officers are ex-officio voting members of the Board of Directors. The Chairperson shall act as chair of the Board of Directors.

Section 4. The Board of Directors of the Foundation shall have all the powers and duties necessary, incident to or appropriate for, the management and administration of the affairs of the Foundation. All powers of the Foundation except those specifically granted or reserved to the members by law, shall be vested in the Board of Directors.

Section 5. Regular meetings of the Board of Directors shall be held at such times and places as the by-laws shall establish.

Section 6. The Board of Directors shall keep minutes and record all of its proceedings. It shall maintain a current list of names and addresses of members. Books, records and minutes shall be available for inspection by the members at a convenient time.

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Section 7. The Board of Directors may accept, on behalf of the Foundation, any contribution, gift, bequest or device for the general purposes and/or special purposes of the Foundation. The Board may establish an Endowment Trust for the same purposes.

Section 8. The Board of Directors shall have the power and authority to serve in an advisory capacity to the Washington State University Cooperative Extension Master Gardener Program for Jefferson County.

Section 9. Board Members shall be indemnified by the Foundation for their conduct as Board members, except for acts or omissions that involve intentional misconduct or knowing violation of law by a Board member or any transaction from which the Board Member will personally receive a benefit in money, property or services to which the Board member is not legally entitled.

*Article VI
Annual Meeting of Members*

Section 1. An annual meeting of the members of the Foundation shall be held during the month of November, or at a time and place established by the Board of Directors.

*Article VII
Committees*

Section 1. The Board of Directors shall establish such committees as necessary to conduct the business of the Foundation.

*Article VIII
Finances*

Section 1. The fiscal year of the Foundation shall be January 1 through December 31.

Section 2. Funds may be solicited from the general public for the purposes of the Foundation as defined by Article II.

Section 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 the purposes clause hereof.

Section 4. A Planned Giving Program may be established and operated as an integral part of the activities of the Foundation. Its purpose shall be to stimulate and solicit gifts to the Jefferson County Master Gardener Foundation under wills, life insurance, state pledges, annuity contracts, transfer of property or trust funds, and such other and similar matters as the Board deems appropriate.

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*Article IX
By-Laws*

Section 1. The by-laws of the Foundation shall provide for the administrative and operating procedures of the Foundation, the duties of Officers and Committees, and any other such matters as the Board may prescribe.

Section 2. The Board of Directors shall maintain the by-laws of the Foundation, under the direction of the members.

*Article X
Seal*

Section 1. The corporate seal shall be the name of the Foundation.

*Article XI
Quorum*

Section 1. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business, and the majority of votes of such a quorum shall be sufficient to pass any measure coming before the Board.

Section 2. At any meeting of the Foundation, 20% of the Foundation membership shall be sufficient to constitute a quorum and a majority of the votes of such a quorum shall be sufficient to transact business.

*Article XII
Parliamentary Authority*

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are consistent with the by-laws and any special rules of order the Foundation may adopt.

*Article XIII
Amendments*

Section 1. Recommendations that the Articles of Incorporation and/or by-laws be altered, amended or repealed may be proposed by a majority of the Board of Directors at any regular or special meeting of the Board and adopted by simple majority vote at a general membership meeting.

*Article XIV
Dissolution*

Section 1. Upon Dissolution of the Foundation, the assets of the Foundation shall be distributed to the Washington State Master Gardener Program, Pullman, Washington, or to such nonprofit

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scientific, or educational horticultural organizations as the Board of Directors may select, which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

January 15, 2001, was the date of the meeting of members at which the Articles of Incorporation were adopted. A quorum was present at the meeting; and the Articles of Incorporation received a majority of the votes, which members present were entitled to cast.

Sharon L. Lamm Date 1-11-01

Alicia M. Hume Date 1-11-01

Ann Harper Date 1-11-01

Jefferson County Master Gardener Foundation