

Jefferson County Master Gardener Foundation BYLAWS

Approved by the Board July 2022, and by the Foundation membership November 2022.

(Prior version dated November 2017.)

I. NAME AND LOCATION

The name of the organization is the Jefferson County Master Gardener Foundation (JCMGF, or the Foundation). Its location and chief place of business is Jefferson County, Washington.

II. PURPOSES

The purposes of this organization are solely educational and charitable in furtherance of the Washington State University (WSU) Master Gardener Program (MGP) and WSU Extension education programs of Jefferson County. There is no purpose or intention of carrying on business, trade, avocation, or profession for profit. The following purposes are specifically stated:

- A. To enhance and supplement the educational efforts of the WSU MGP and thereby provide education and information about gardening and about environmental stewardship, as well as community service, to the citizens of Jefferson County,
- B. To raise funds to be used to supplement and enhance the Master Gardener programs of the WSU Cooperative Extension,
- C. To facilitate an exchange of ideas and information between Foundation members and the community through periodic newsletters, meetings, and ongoing educational activities,
- D. To inform and educate the citizens and decision-makers of Jefferson County about the value of the Master Gardener Program,
- E. To provide Master Gardener Foundation programs and activities open to all without discrimination.

III. MEMBERSHIP

- A. **ELIGIBILITY.** The membership of the Foundation consists of Jefferson County Master Gardeners in good standing, as stated in the WSU Master Gardener Handbook, who document their desire to be members of the JCMGF. Membership in the Foundation is optional for Master Gardeners. A person may be a WSU Master Gardener, participate in WSU Master Gardener Program activities, and not choose to be a member of the Foundation.
- B. **PRIVILEGES.** Only Foundation members may hold office or be counted in Foundation voting. Each member is entitled to cast one vote with respect to each matter brought before the membership for vote.

IV. FRIENDS OF MASTER GARDENERS

- A. **ELIGIBILITY.** The Friends of Master Gardeners is a non-membership group consisting of interested parties who have applied and have been enrolled as Friends. An updated contact list of Friends will be documented annually.
- B. **PRIVILEGES.** Friends are eligible to receive JCMGF communications and to participate in Foundation activities such as programs and field trips.
- C. **LIMITATIONS.** Friends may be required to pay annual dues, but are not members, have no vote in Foundation affairs, and cannot hold office.

V. OFFICERS

- A. **COMPOSITION.** The Officers of the Foundation consist of four positions - the Chairperson, Co-Chairperson, Secretary, and Treasurer.
- B. **TERMS OF OFFICE.** Chairperson and Co-Chairperson positions are one-year terms. The Co-

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Chairperson automatically moves to the Chairperson position the following year. Secretary and Treasurer serve two-year terms. Terms of office coincide with the fiscal year.

- C. DUTIES AND RESPONSIBILITIES. The duties of Chairperson, Co-Chairperson, Secretary and Treasurer are those 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 vote of the Board of Directors.
- D. INDEMNIFICATION. In addition to Officer indemnification authorized in the Articles of Incorporation [Article IV, Section 5], the Foundation may maintain insurance, at its own expense, to further protect itself and its Officers from liability.

VI. BOARD OF DIRECTORS

- A. COMPOSITION. The Board of Directors (the Board) consists of nine positions: five Directors plus the four Officers - Chairperson, Co-Chairperson, Secretary, and Treasurer. Each Officer and Director is entitled to cast one vote with respect to each matter brought before the Board for vote. In addition:
 - 1. The Program Coordinator for the WSU Master Gardener Program of Jefferson County serves as a non-voting, ex officio member of the Board.
 - 2. Up to two WSU Master Gardener Program Interns, as defined in the WSU Master Gardener Handbook, may also be recognized by the Board as non-voting class representatives - one from the previous year's Master Gardener training class and one from the current year's class.
- B. TERMS OF OFFICE for Officers are stated in Bylaw V.B above. Directors serve two-year terms: Director positions #1, #3, and #5 are elected during the odd calendar year; Director positions #2 and #4 are elected during the even calendar year. Interns serve two-year terms. All terms of office coincide with the fiscal year. Outgoing Board members will work closely with their incoming counterparts to ensure an effective transition.
- C. TERM LIMITS. No Officer, Director, or other elected member of the Board will hold the same position on the Board for more than two consecutive terms.
- D. NOMINATION AND ELECTION OF BOARD MEMBERS. The Board of Directors will appoint a Nominating Committee each year to recommend candidates to fill the position of any Board members whose terms are expiring. The Nominating Committee will include at least one voting-eligible Board member. The slate of nominees will be communicated to the membership in writing (including by electronic communications) well in advance of the Foundation's annual meeting and will be announced at the annual meeting before elections are conducted. Additional nominations from the floor will be accepted at the annual meeting.
- E. VACANCIES. If a vacancy should occur in the office of Chairperson, the Co-Chairperson automatically succeeds to the office of Chairperson and the Board of Directors will appoint another Co-Chairperson. Vacancies in other Board positions will be filled through appointment by the Board of Directors for the duration of the unexpired term.
- F. REMOVAL FROM OFFICE. Any Officer or Director may be removed from office and a replacement appointed by the Board in either of the following cases: willful misconduct; or failure, without prior notice, to attend three consecutive Board meetings. Such action will be discussed and voted upon at a duly called Board meeting whenever, in the Board's judgment, the best interest

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of the organization is served. Notice of the proposed removal, stating the cause, must be given to the person in question prior to the date of the meeting at which their removal is to be voted upon.

- G. **DUTIES AND RESPONSIBILITIES.** The Board of Directors of the Foundation holds 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 are vested in the Board. All proposed Foundation activities must have Board approval and must align with the purposes of the Foundation as stated in these Bylaws and the Articles of Incorporation of the Foundation. The Board of Directors has the power and authority to:
1. Accept on behalf of the Foundation any contribution, gift, bequest, or device for the general purposes and/or special purposes of the Foundation,
 2. Sell and/or dispose of the whole or any part of the property, real or personal, which the Foundation may from time to time own, and to acquire other property,
 3. Receive and administer funds and other assets,
 4. Serve in an advisory capacity to WSU Master Gardener Program for Jefferson County,
 5. Encourage interest in the Jefferson County Master Gardener Foundation,
 6. Appoint a representative to the Master Gardener Foundation of Washington State.
- H. **LIMITATIONS.** If twenty percent of the Foundation's members who are eligible to vote petitions the Board, any decision of the Board can be put to a vote by the general membership except in the case of the removal of a Board member from office.
- I. **RECORDS AND MINUTES.** The Board of Directors will keep minutes and records of all its proceedings and will maintain a current list of the names and contact information of JCMGF members. All books, records and minutes will be available for inspection by Foundation members at a convenient time.
- J. **EMERGENCY POWERS.** If a quorum of the Board cannot be readily assembled because of some catastrophic event, the available Board members may take the actions necessary to preserve the organization and ensure that it acts in accordance with its purposes.
1. **EXAMPLES OF ACTIONS UNDER EMERGENCY POWERS:** conducting business without establishing a quorum; designating any Board member present at a meeting to be the Chairperson for the purposes of that meeting; and other such actions.
 2. **DEFINITION OF A CATASTROPHIC EVENT:** a sudden, natural or man-made situation where rapid change or destruction has occurred that has limited normal functions in daily living including communications and travels.

VII. MEETINGS

- A. **BOARD MEETINGS.** Regular meetings of the Board of Directors will be held at least quarterly, at such times and places and by such means as determined by the Board. In addition, special Board meetings may be called by the Chairperson or by a majority of the Board members. All Board meetings are open to the membership of the Foundation.
- B. **MEMBERSHIP MEETINGS.** Regular meetings of the membership (including the annual meeting) will be held at least quarterly, at such times and places and by such means as determined by the Board. In addition, special membership meetings may be called by the Board of Directors or by

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request of the JCMGP Program Coordinator on behalf of the Foundation membership.

Membership meetings may be open to the public.

- C. ANNUAL MEETING. An annual meeting of the membership will be held to elect new Board members to positions that are being vacated. The annual meeting will be held in November, or at a time determined by the Board [Articles of Incorporation, VI].
- D. REMOTE MEETINGS. Regular, annual, and special meetings may be held remotely or virtually, if deemed necessary or desirable by the Board. Remote meetings may be conducted using communication technologies such as phone conferencing or video conferencing and may include the use of assistive technologies, through which members not physically present may participate in the meetings, vote on matters submitted to members, pose questions, and make comments. Any member participating in a meeting remotely is considered present at the meeting for the purpose of establishing a quorum
- E. NOTIFICATION OF MEETINGS. All Foundation members will be notified of upcoming regular, annual, and special meetings fifteen days prior to the meetings by email, e-newsletter, or other Board-approved communication method. Notifications of remote or virtual meetings will include complete instructions for participating by remote communication. Notifications of special meetings will describe the purpose for which the meeting is to be held.
- F. MINUTES OF MEETINGS. Minutes will be recorded for all regular, annual, and special meetings - whether held in-person or virtually – and will be distributed to the Board for approval no more than thirty days after meetings.

VIII. COMMITTEES AND PROGRAMS

The Board of Directors will appoint, amend the charge of, and dissolve committees or programs as deemed necessary to conduct the business and fulfill the purposes of the Foundation. All committee and program activities on behalf of the Foundation must be approved by the Board.

- A. COMMITTEE CHAIR DUTIES. The committee chair is responsible for organizing and guiding the work of the committee, reporting its proceedings to the Board, and preparing and managing its budget.
- B. STANDING COMMITTEES are established for an indefinite time to handle ongoing business.
- C. SPECIAL OR AD HOC COMMITTEES are formed to handle one-time special projects and usually have a specified time in which to complete their work.

IX. FINANCES

- A. FISCAL YEAR. The fiscal year of the Foundation is January 1 through December 31.
- B. CONTRIBUTIONS. Funds may be solicited for purposes approved by the Board of Directors. Contributions may be received for either regular or special needs or both. All contributions are to be deposited with the Treasurer and all contributions to and disbursements from the Foundation will be recorded by the Treasurer.
- C. EXPENDITURES
 - 1. Expenses for each year will not exceed funds available to pay for them.
 - 2. Expenditures not included in the annual budget must have prior approval by vote of the Board of Directors.

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- 3. Extraordinary expenses, defined as one-thousand dollars (\$1,000) or more, must be voted upon by the membership.
- D. LOANS. No loans will be made or obtained by the Foundation.
- E. BUDGET PREPARATION AND REVIEW
 - 1. During the first quarter of each fiscal year:
 - a) The Board of Directors is responsible for preparing and approving of a budget for the current fiscal year, including all receipts and disbursements anticipated by the Treasurer.
 - b) The Board will assign a financial review committee, composed of the Treasurer and two non-Board Foundation members who have accounting or business experience. The committee will conduct a review of the financial records for the previous fiscal year including, as appropriate, current inventories of Foundation property and merchandise. The committee will produce an informal financial report to the Board. The Board may order an official audit if it is deemed necessary.
 - 2. During the last quarter of each fiscal year:
 - a) Each committee and program chair will be asked to submit to the Treasurer their projected receipts and disbursements for the following fiscal year.
 - b) The Treasurer will compile and include all program and committee projections in the Foundation's budget proposal, to be presented to the Board for approval as early as possible in the first quarter of the following fiscal year.

X. QUORUMS AND VOTING

- A. BOARD QUORUM AND VOTING. A majority of the members of the Board of Directors who are eligible to vote constitutes a quorum for the transaction of business. A majority of the votes of such a quorum is sufficient to decide any measure coming before the Board.
- B. MEMBERSHIP QUORUM AND VOTING. Twenty percent of the Foundation members who are eligible to vote constitutes a quorum for the transaction of business. A majority of the votes of such a quorum is sufficient to decide any measure coming before the Foundation membership.
- C. DEFINITIONS
 - 1. QUORUM. A quorum is the minimum number of members who must be present for a meeting to conduct substantive business.
 - 2. MAJORITY VOTE. A majority of the votes is defined as more than half of the votes cast, excluding abstentions, by persons entitled to vote at a properly called meeting.
- D. VOTING BY PROXY. Voting by proxy is not permitted.
- E. ACTION WITHOUT MEETING. Any action that may be taken at any annual, regular, or special meeting of members may be taken remotely or virtually, without a meeting, so long as access to a virtual ballot or link to a polling website is provided to every member entitled to vote on the matter. Ballots will provide an opportunity to vote, or to withhold a vote (abstain), separately for each candidate for a position and/or for each proposed action. Such votes are valid when the number of ballots returned equals or exceeds the quorum that would be required if the vote took place at a meeting. The time or date by which a ballot must be returned to be counted will be specified and will not be less than ten days after the ballot is delivered to members.

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F. RESULTS OF ELECTIONS. Results of elections will be reported to all members.

XI. PARLIAMENTARY PROCEDURE

The Rules contained in the current edition of Robert's Rules of Order Newly Revised governs the organization in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order the Foundation may adopt.

XII. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by simple majority vote by a quorum present at any regular, special, or annual meetings of the membership, if at least 15 days written notice, signed by the Chairperson and Secretary, is emailed to all members of the Foundation stating the Board's intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

XIII. DISSOLUTION

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