

**BYLAWS
of the
HANOVER MASTER GARDENER ASSOCIATION**

Formed January 19, 1988
Incorporated 1993
Amended Incorporation January 16, 1997
Revised September 2, 1999
Revised March 14, 2008
Revised December 6, 2010

Cheri Haggerty, President
Hanover Master Gardener Association

Hanover Master Gardener Association

BYLAWS

ARTICLE I

Name and Affiliation

Section 1. Name. The name of this organization is “The Hanover Master Gardener Association,” (hereinafter referred to as the “HMGA”).

Section 2. Affiliation. The HMGA shall be affiliated with the Hanover Office of the Virginia Cooperative Extension Service as part of the State Master Gardener Program.

ARTICLE II

Purpose

Section 1. Purpose. The purpose of this volunteer association is to provide environmental and horticultural information and education to its members and to the public, to foster communication and fellowship among those involved in the Hanover Master Gardener Program, and to support and promote the Virginia Cooperative Extension. The HMGA objectives are detailed in the Standard Operating Procedures (hereinafter referred to as the SOP). Activities may include but are not limited to:

- (a) Assisting the Hanover Virginia Cooperative Extension office with developing materials and programs, with the recruiting and training of new Master Gardeners, and with other duties;
- (b) Fund raising to support HMGA activities;
- (c) Providing a means for receiving and disbursing funds of the HMGA;
- (d) Serving the public through horticultural assistance and education;
- (e) Participating in seminars, lectures, workshops, and field trips;
- (f) Promoting fellowship among Master Gardeners and other environmental and horticultural groups through social and educational outreach.

Section 2. Compensation. No officers or members of the HMGA will receive compensation from the HMGA other than reimbursement for expenses that are approved by the Executive

Board.

ARTICLE III Membership and Dues

Section 1. Membership.

- (a) Membership in HMGA is open to all volunteers who have completed the training for Master Gardener certification as required by the Hanover VCE office.
- (b) HMGA does not discriminate on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, marital status or family status.
- (c) Members are bound by the HMGA Bylaws and shall comply with the policies and rules of the VCE-MG Program and the Hanover Extension Office.
- (d) The Executive Board, in consultation with Extension staff, has the authority to remove any member if found to be in violation of said rules and policies.

Section 2. Membership Categories. The five categories of membership are Active, Lifetime, Emeritus, Inactive, and Alumnae. Active, Lifetime, and Emeritus members are eligible to vote and hold office.

- (a) **Active.** Active members are dues paying individuals who are Master Gardeners who have met annual requirements for volunteer service and education. Eligible to vote and hold office.
- (b) **Lifetime.** Lifetime membership is obtained through a one-time special payment and requires the volunteer to perform minimum service and educational requirements annually. Eligible to vote and hold office.
- (c) **Emeritus.** Emeritus membership is designated by the Master Gardener Coordinator based upon meritorious service and long term commitment to the organization. Emeritus members pay no annual fee and are exempt from continued volunteer service and education requirements. Minimum criteria for Emeritus designation are noted in the MG Coordinator's Handbook. Eligible to vote and hold office.
- (d) **Inactive.** Inactive membership is a temporary designation granted by the MG Coordinator to a member unable to perform requirements for volunteer service and education. Dues are required of this membership category. Not eligible to hold office. However, inactive members retain full voting rights.

(e) Alumni. Alumni of the HMGA are dues paying members or lifetime members who have not met minimum annual service and education requirements. Master Gardener Trainees and Interns are included in this Category. Not eligible to vote or hold office.

Section 3. Dues

- (a) Dues will be set by the Full Board and will be ratified by the General Membership at the Annual Meeting.
- (b) Dues are based on the calendar year.
- (c) The fiscal year shall be from January 1 to December 31.
- (d) Dues for Master Gardener Trainees and Interns will be waived for the year in which their training begins.

ARTICLE IV Executive Board

Section 1. Responsibilities. The Executive Board:

- (a) Will transact necessary day-to-day business of the HMGA;
- (b) Is authorized to change committee structure and purpose as the needs of the organization change.
- (c) Will present a report of its activities and plans at the HMGA member meetings.
- (d) Will insure all financial and legal responsibilities of HMGA are met.

Section 2. Officers. The elected officers of the HMGA, and of the Executive Board are:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer

The Ex Officio members of the Executive Board are:

- (e) Immediate Past President
- (f) Master Gardener Staff Coordinator
- (g) Master Gardener Volunteer Coordinator

The Officers will reference Robert's Rules of Order, Revised, current edition. Where the reference conflicts with these bylaws, the bylaws will prevail.

Section 3. Elections. Officers will be elected by a majority vote of the membership at the Annual Meeting.

Section 4. Terms of Office. Officers may serve as long as they are elected and willing to serve. Officers shall assume their official duties at the beginning of the fiscal year.

Section 5. Vacancy of Office. Should an office become vacant, the Executive Board will appoint a replacement for the remainder of the term.

Section 6. Duties of Officers.

- (a) **President.** The President shall preside at all meetings of the HMGA and of the Executive Board, and shall coordinate the work of the officers and committees of the HMGA. The President shall sign all legal documents approved by VCE, and serve as the designated spokesperson for the HMGA. The President shall prepare an Annual Report, in writing, of all HMGA activities and present such report at the Annual Meeting.
- (b) **Vice-president.** 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.
- (c) **Secretary.** The Secretary shall record the minutes of all meetings of the HMGA and the Executive Board. The Secretary shall maintain and preserve a true and faithful record of each meeting and transfer these records to his/her successor. The secretary will provide a copy of minutes and notice of the next regular meeting to the Full Board prior to the next regular meeting. The Secretary shall handle correspondence, as directed by the President.
- (d) **Treasurer.** The Treasurer shall have responsibility for all funds and the bank account (s) of the HMGA. The Treasurer shall maintain this bank account in the name of the HMGA. All funds collected shall be deposited and disbursed from this account. The Treasurer shall make disbursements as authorized by the Executive Board, such payments to be supported by vouchers or invoices. The Treasurer shall maintain a full and accurate account of receipts and disbursements, and submit an annual report in writing at the Annual Meeting. Interim reports are to be submitted at regular Full Board Meetings. All funds, records, files, and other Association properties in the Treasurer's possession shall be turned over to a successor when such successor shall have been duly elected and installed.

The Treasurer shall recommend an annual budget, to be available to the membership in January.

A committee external to the Executive Board is to be appointed by the President, in January, to audit the Treasurer's accounts annually and report to the Full Board.

- (e) Duties of the Immediate Past President. The duties of this position shall be to chair the Nominating/Elections Committee. Responsibilities to be defined in the SOPs.
- (f) Duties of the Master Gardener Staff Coordinator. The Master Gardener Staff Coordinator shall coordinate between the local office Extension Agent and the HMGA, according to the dictates and requirements of Virginia Tech.
- (g) Duties of the Master Gardener Volunteer Coordinator. The Master Gardener Volunteer Coordinator will provide volunteers necessary for the various projects conducted by the HMGA and the Extension Office, and assist the Master Gardener Staff Coordinator as needed, and with other duties as defined in the SOPs.

Section 7. Quorum. A majority of the filled positions of the Executive Board shall constitute a quorum.

Section 8. Majority vote required. All actions and business conducted by the Executive Board shall be by a majority vote.

Section 9. Meetings. The Executive Board shall meet as often as necessary to carry out the HMGA's business. If there is no need for the Executive Board to meet in executive session, the meetings may be held in conjunction with the Full Board meetings. If circumstances warrant, the President may call a special meeting at any time, in consultation with another officer.

ARTICLE V

Full Board

Section 1. Full Board. The Full Board shall consist of:

- (a) The Executive Board
- (b) Coordinators
- (c) Virginia Master Gardener Representative
- (d) Advanced Master Gardener

All Coordinators shall be appointed by the Executive Board, for a one year term of service, coinciding with the fiscal year. They may be reappointed. These Coordinators are:

- (a) Plant Clinic Coordinator
- (b) Membership
- (c) Youth Education Coordinator
- (d) Adult Education Coordinator
- (e) Master Gardener Room Coordinator

Section 2. Quorum. A majority of the membership of the Executive Board and a majority of the Full Board shall constitute a quorum.

Section 3. Majority vote required. All actions and business conducted by the Full Board shall be by a majority vote.

Section 4. Meetings. The Full Board shall meet at least 10 times a year.

Section 5. Coordinator Vacancies. The President shall fill Coordinator vacancies through appointment in consultation with the Executive Board.

ARTICLE VI

Committees

Section 1. Standing Committees. Standing Committees shall be appointed by the President with the approval of the Executive Board. The term will be one year. They may be reappointed.

- (a) Historian
- (b) Grants
- (c) Newsletter
- (d) Plant Sale/Garden Fair
- (e) General Membership Meeting Planner
- (f) Continuing Education/Tours
- (g) Publicity
- (h) Training Liason
- (i) State Fair

Section 2. Special Committees. Special committees shall be appointed as needed by the President with the approval of the Executive Board and their term of service shall continue until the activity for which they were appointed has been completed. Chairs of these committees do not have voting rights at Full Board meetings.

- (a) Audit Committee
- (b) Nominations/Elections

ARTICLE VII
General Membership

Section 1. Meetings. The purpose of the General Membership Meetings is to report on activities of the Association, provide continuing education to the membership, and transact business of the Association.

- (a) There shall be four general membership meetings each year, scheduled by the Executive Board. One of these meetings will be the Annual Meeting.
- (b) Special meetings may be called by the Executive Board. Business not on the Agenda can not be voted upon.
- (c) Twenty-five percent of Association members may call a special meeting of the General Membership.

Section 2. Annual Meeting. The purpose of the Annual Meeting is for the membership to elect officers, for the Full Board to present all committee reports and an annual financial report, and for the membership to transact other business of the HMGA as needed.

Section 3. Notice of Meetings. Notification of place, date, and time of meetings must be made not less than 15 days before the meeting date.

Section 4. Majority Vote Required. All actions by the members shall be by majority vote of those present. Twenty members eligible to vote from the general membership present at a duly called membership meeting shall constitute a quorum.

ARTICLE VIII
Amendments and Procedures

Section 1. Amendments. These Bylaws may be amended at any meeting of the HMGA by a two-thirds majority vote of those present, provided that the proposed amendment(s) have been submitted to the membership in writing at the previous meeting or by other means no less than 15 days prior to the vote.

Section 2. Procedure. Robert's Rules of Order, Revised, Current Edition, shall govern the conduct of all meetings.

ARTICLE IX
Dissolution

Section 1. Dissolution Procedure.

- (a) The HMGA may be dissolved by the membership if the Extension staff approves of the proposed dissolution prior to a vote.
- (b) The written proposal for dissolution shall be presented to the General Membership no less than 15 days prior to a vote.
- (c) The vote for dissolution may occur at a General Membership Meeting or a duly called Special Meeting. Notice of the vote for dissolution will be given not less than 30 days prior to the vote.
- (d) A vote of a two-thirds majority of the voting members present at the General Membership Meeting or duly called Special Meeting is required for dissolution.

Section 2. Distribution of Remaining Assets.

- (a) Upon dissolution, the President must file any required local, state or federal documents, reports, notice, or tax returns.
- (b) Upon dissolution, the Treasurer must pay all outstanding bills, including any tax liabilities.
- (c) The disposition of other remaining assets will be determined by a vote of two-thirds of members present.

Section 3. Disposition of Records.

- (a) Upon the dissolution of the HMGA, its records shall be transferred to the Virginia Cooperative Extension of Hanover County unit office in care of the Extension staff. In the event the VCE is not willing or able to keep the archives, they will be transferred to Virginia Tech for safe keeping.

AMENDMENTS

Hanover Master Gardener Association Bylaws originally adopted July 1, 1999. Subsequent revisions approved December 13, 1999, and April 12, 2008.