

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

Revised December 17, 2018

Hanover Master Gardener Association

Bylaws

Article I

Name and Affiliation

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

Section 2. Affiliation. The HMGA shall be affiliated with the Hanover Unit of the Virginia Cooperative Extension (VCE) as part of the Virginia Master Gardener Program.

VCE and the HMGA are open to all, regardless of age, color, disability, gender, gender identity, gender expression, national origin, political affiliation, race, religion, sexual orientation, genetic information, veteran status, or any other basis protected by law.

Section 3. Legal Compliance. The HMGA shall comply with IRS regulations related to Section 501(c)(3) for non-profit corporations. HMGA is incorporated in the Commonwealth of Virginia and will follow all regulations required.

Article II

Purpose

Section 1. Purpose. The purpose of this volunteer association is to promote and support the Hanover Unit of the VCE through providing environmental and horticultural information and education to its members and to the public through projects that meet the needs of Hanover County and the surrounding areas, and to foster communication and fellowship among those involved with HMGA.

Section 2. Compensation. No officers or members of the HMGA shall receive financial or other compensation from the HMGA other than reimbursement for expenses as approved by the Board of Directors.

Article III

Membership and Dues

Section 1. Membership

- a) Membership in the HMGA is open to active Master Gardeners who have met the yearly requirements as established by Virginia Cooperative Extension (VCE).
- b) Master Gardeners transferring from other areas are eligible for membership after they have been accepted by the Hanover office of VCE.
- c) Members are bound by the HMGA Bylaws.
- d) The Board of Directors has the authority to remove any member from the HMGA if found to be in violation of the HMGA rules and policies. Membership dues shall be forfeited.
- e) Trainees and Interns will be members of HMGA but will not have voting rights until they complete their internship and become Master Gardeners.
- f) Emeritus status may be granted to a member who has a record of distinguished service but can no longer fulfill the requirements for volunteer hours and/or continuing education to remain an active Master Gardener.

Section 2. Dues

- a) Dues shall be set by the Board of Directors and shall be ratified by the General Membership at an Annual Meeting.
- b) Dues are based on calendar year of January 1 to December 31 and are due no later than March 1 of each year.
- c) Dues for Master Gardener Interns shall be waived for the year they complete their classroom training.
- d) Members that have been granted Emeritus status shall be exempt from dues.

Article IV

General Membership Meetings

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

- a) There shall be four General Membership Meetings each year as scheduled by the HMGA President and confirmed by the Board of Directors.
- b) One of the four meetings shall be the Annual Meeting held in the month of December.
- c) Only business included on the meeting agenda can be voted on.
- d) Special Meetings can be called by the Board of Directors, as necessary, or by twenty-five percent of the HMGA members with at least one week's notice.

- e) Member-led HMGA meetings may be offered throughout the year. Their purpose shall be to provide VCE-approved educational topics and current HMGA information updates.

Section 2. Annual Meeting. The purpose of the Annual Meeting is to elect officers and board members, give an Annual Report of the activities of the previous year, and conduct other HMGA business as necessary.

Section 3. Notice of Meetings. Notice of place, time, and date of meetings shall be made available 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 the eligible members present.

Article V

Operational Organization

Section 1. Projects

- a) Any member may submit an idea for a project for HMGA.
- b) The project must be approved by the Board of Directors to ensure that there will be enough support in the organization.
- c) The project must follow the goals and guidelines of VCE.
- d) The project must be presented to and approved by VCE using the VCE-approved Project Proposal Form.
- e) The project leader will be responsible for making timely status reports to the Board of Directors.

Section 2. Board of Directors

a) Responsibilities

1. Transact the necessary official business of the HMGA as outlined in each Position Description.
2. Setting the strategic direction for HMGA.
3. Approve the annual budget.
4. Conduct any sensitive business as needed.

b) Members. The elected officers and the immediate Past President of the HMGA serve as members of the Board of Directors. The elected officers shall be President, Vice President, Secretary, and Treasurer. At least four additional board members shall be elected by the membership. VCE staff members may serve as ex-officio members of the Board of Directors. VCE staff will not have voting rights and are not counted in determining the existence of a quorum.

- c) **Additional Board Members.** Members shall be nominated by the membership and recommended by the Nominating Committee after confirming they are willing to serve if elected. Holding a position as a project leader is not a prerequisite to serving on the Board.
- d) **Officers and Board Member Elections.** Officers and additional board members shall be elected by a majority of the eligible membership in attendance at the HMGA Annual Membership Meeting. The slate of officers and board members, as recommended by the Nominating Committee, shall be distributed to the general membership by email or other such means, not less than 15 days before the Annual Meeting.
- e) **Terms of Office.** The term of office shall be one calendar year. The President and Vice President may be elected for no more than four consecutive terms. The Secretary and the Treasurer may serve as long as they are elected and willing to serve. Officers and additional board members shall assume their official duties at the beginning of the calendar year.
- f) **Vacancy of Office.** Should the President be unable to serve, the Vice President shall assume that role. For all other vacancies, the Board of Directors shall select a replacement volunteer for the remainder of the current term. The replacement must be a member in good standing.
- g) **Duties of Officers.** Details for Policies and Procedures for each position are included in the Position Descriptions and SOPs as approved by the Board of Directors.
 1. **President.** The President shall preside over all General Membership Meetings, Special Meetings, and Board Meetings of the HMGA, and shall oversee the work of the officers and projects of the HMGA. The President shall serve as the public spokesperson for the HMGA. The President shall prepare an Annual Report, in writing, of all the HMGA activities and present this report at the HMGA Annual Membership Meeting and to the Hanover Unit of VCE.
 2. **Vice President.** The Vice President shall perform the duties of the President in the event of his/her absence. The Vice President shall secure speakers for all HMGA General Membership and Member-led meetings and introduce the speaker at the meetings.
 3. **Secretary.** The Secretary shall record the minutes of all the HMGA General Membership Meetings, Board Meetings, and any Special Meetings. The Secretary shall maintain and preserve a true and faithful record of each meeting and transfer these records to his/her successor. The Secretary shall provide, on a timely basis, a copy of minutes for review to the Board of Directors before the next board meeting. The secretary shall provide a copy of the minutes to be published for the membership after Board of Directors approval. The Secretary shall handle correspondence as directed by the President.
 4. **Treasurer.** The Treasurer shall have responsibility for all funds and the bank account(s) of the HMGA.

- a. The Treasurer shall deposit all collected funds within five business days. The Treasurer shall make disbursements as authorized at board meetings. Authorized payments are to be supported by vouchers or invoices. All transactions need to be completed within five business days.
- b. The Treasurer shall maintain a full and accurate account of receipts and disbursements.
- c. The Treasurer shall provide to the Board of Directors on a monthly basis a report to include a copy of bank account statements showing the activity for the previous month.
- d. The Treasurer shall turn over all funds, records, files, and other HMGA properties in the Treasurer's possession to a successor.
- e. The Treasurer shall present an annual budget to the Board of Directors for discussion in January.
- f. The Treasurer shall make all records available to a final review committee.

5. Immediate Past President. The Immediate Past President shall chair the Nominating Committee and perform such duties and activities as the current Board of Directors may deem necessary.

- h) Quorum.** A majority of the Board of Directors shall constitute a quorum. Vacant positions shall not count in determining a quorum.
- i) Majority Vote Required.** All actions and business conducted by the Board of Directors shall be by a majority vote.
- j) Meetings.** The Board of Directors shall meet at least 10 times per year to carry out the HMGA business. Documents concerning the HMGA shall be posted in the members' only section of the HMGA website and on VMS. If circumstances warrant, at least three members of the Board may call a special meeting to be convened by the President with one week of notice. A majority of the Board of Directors can cancel a meeting.
- k) Communications.** Communications to members shall be done by email or other such methods as necessary. Documents concerning the HMGA shall be posted on the HMGA website in the members only section and on VMS.
- l) Removal of Board Members.** If a board member fails to comply with the agreed-upon bylaws, the result may be removal from office.

Section 3. Special Committees. Special committees shall be initiated, as needed, by the President with the approval of the Board of Directors. All committee members shall be Master Gardeners in good standing, and their term of service shall continue until the activity for which they were appointed has been completed. Required special committees are:

- a) **Financial Accounts Review** – A committee independent of the Board of Directors shall be selected by the Board of Directors in January to review the Treasurer's accounts for the previous year(s) and report to the Board of Directors no later than April of the current fiscal year. This committee shall consist of a chairperson and two qualified members from the general HMGA membership. This review will follow the guidelines

for finances as set out in the SOP which is approved by the Board of Directors. The review can be done yearly, at least every three years, or as deemed necessary by the Board.

- b) **Nominations/Elections.** This committee shall consist of a chairperson and two or more qualified members. The preferred chairperson is the Immediate Past President if that position is filled. This committee shall take nominations and present a slate of officers and board members to be voted on at the annual meeting.

Article VI

Amendments and Procedures

Section 1. Amendments

- a) Notification of proposed bylaw amendments must be made available to the HMGA membership at least 45 days before a General Membership meeting.
- b) The proposed amendments must be presented to the membership via email or other such means as necessary at least 45 days before the scheduled meeting.
- c) A two-thirds majority of the voting eligible members present is required to approve any amendments.

Section 2. Procedure. *Robert's Rules of Order, Newly Revised*, Current Edition shall serve as a guide for the conduct of all meetings.

Article VII

Dissolution

Section 1. Dissolution Procedure

- a) The decision to dissolve the HMGA shall be made by majority vote of the Board of Directors.
- b) The proposal of dissolution shall be communicated to the General Membership, by email or other such means as necessary, no less than 45 days prior to the vote.
- c) The vote for dissolution may occur at a General Membership Meeting or a duly-called Special Meeting.
- d) A vote of two-thirds majority of Association members present at a General Membership Meeting or duly-called Special Meeting is required for dissolution.
- e) The Treasurer and President shall file all required local, state, or federal documents, reports, notices and tax returns.
- f) The Treasurer must pay all outstanding bills, including any tax liabilities, as soon as possible.

Section 2. Distribution of Remaining Assets. Following dissolution, the disposal of any and all remaining assets and/or obligations shall be determined by the rules and regulations of the Commonwealth of Virginia and federal regulations governing such matters. Any funds remaining in the treasury after all obligations are met will be turned over to the Virginia Cooperative Extension Master Gardener Program.

Section 3. Final Dissolution. IRS and State Corporation Commission guidelines for dissolution in effect at the time of dissolution shall be followed.