

# **Master Gardener Association of Fauquier and Rappahannock Counties Bylaws**

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## **Article I. Organization**

1. The organization's name shall be Master Gardener Association of Fauquier and Rappahannock Counties, hereafter referred to as MGAFC or the Association.
2. The Association shall be affiliated with the Virginia Cooperative Extension Service as a part of the Master Gardener Program.
3. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and the Association's Standing Rules.
4. If a governance issue arises that is not explicitly covered by the by-laws or presents a by-laws conflict, the board is empowered to decide if Members are informed of the decision and rationale supporting it and, by-laws are adjusted appropriately to cover any similar issues in the future.

## **Article II. Objectives**

The objectives of the Association shall be:

1. To enhance and supplement the work in horticulture and related matters of the Virginia Cooperative Extension Office by participating in or arranging lectures, seminars, workshops, etc., and providing information to the public.
2. To foster communication, education, volunteerism and leadership development among its members.
3. To provide an opportunity for members to meet and associate with others of similar interest.

## **Article III. Membership and Dues**

Membership in the Association shall be open to all persons who have successfully completed or who are currently enrolled in the Master Gardener course.

### **Membership Classes**

Classes of membership are defined as follows:

1. An Active member is one who has successfully completed the Virginia Cooperative Extension Master Gardener Training Program (hereafter the Program) and also fulfilled

the Program's volunteer service, education, and training requirements. These requirements are set by the local Master Gardener Coordinator. Active members must pay annual dues. A Provisional member can be either a Trainee or an Intern. A Trainee is one who is enrolled in the Master Gardener Training Program. An Intern is one who has completed the Program but not yet completed the required volunteer service hours. Provisional members don't pay annual dues for the first year. Interns may vote.

2. A Lifetime member is an Active member who expects to remain a member of the Association indefinitely. Lifetime members must pay a one-time fee as set by the Executive Board.
3. An Inactive member is one who does not meet the requirements of Active or Provisional membership.
4. Honorary membership may be granted to an individual who has given exceptional service to the Association or to the community. An Honorary member shall have none of the obligations of membership in the Association, but shall be entitled to have all of the privileges of the Association except those of making motions, voting, and holding office. Emeritus membership may be conferred on a member who can no longer volunteer because of health concerns or other life circumstances and who has volunteered a minimum of 1,000 hours.
6. Dues: Dues shall be established by the Executive Board.

#### **Article IV. Officers**

1. The officers of the Association shall be a President, President Elect, Vice President, Secretary, Treasurer and a Member at Large. The Treasurer will serve without bond. Officers shall have lifetime or annual membership.
2. The officers and the Member at Large election slate will be chosen by a Nominating Committee that is appointed by the President. The slate of nominees shall be presented 30 days prior to the Annual Meeting. Write in nominations may be added to the slate up to 10 days before the meeting and a vote will be conducted through an electronic and ballot process concluding the day before the meeting. The Officers will be announced at the Annual meeting.
3. Terms for all Officers shall be two years, with the exception of the President Elect, President and Member at Large. The President Elect will serve in that role for one year and in their second year, they will assume the role of President. The current President will move into the Past President Advisory role. The Member at Large will be elected annually for up to two one-year terms. A Board participant may serve on the Board for up to six consecutive years in different roles. A subsequent term may only be available after the passing of one year.
4. Terms of all Officer positions shall begin at the start of a fiscal year, which is January 1.
5. The terms of the Officer positions will be staggered as follows:
  - a. Annually: President Elect and Member at Large
  - b. Odd numbered years: Treasurer
  - c. Even numbered years: Election of the Vice President and Secretary

- d. Past President serves for a one- year term in an advisory non-voting role.

## **Article V. Executive Board**

1. The Executive Board shall consist of six elected voting Officers, that is, President, President Elect, Vice President, Secretary, Treasurer and Member at Large. The immediate past President will serve in a non-voting role (except for the tie breaking exception noted below).
2. The Executive Board shall transact the necessary day-to-day business of the Association. Additionally, the Executive Board may authorize the payment of expenses associated with approved Association activities. All requests for expenditures which are over budget must be presented to the Executive Board for approval.
3. The Executive Board shall develop and implement plans, policies, and procedures to meet the objectives of the Association, and may present such proposals to the membership for approval.
4. A majority of the membership of the Executive Board shall constitute a quorum. All actions and business conducted by the Executive Board shall require a quorum vote by the Executive Board, except as stated in Article VII. Unless otherwise stated, a majority vote of the quorum will be required for board actions. In the event of a tie vote, the Past President will be invited to cast the tie breaking vote.
5. The Executive Board shall meet no less than quarterly, and may have special meeting at any time if the president deems it necessary to accomplish objectives.
6. The Executive Board meetings shall be open to all members, but only Executive Board members may cast votes.
7. The Executive Board may remove an officer who fails to or is unable to perform the duties of the office. The vote for removal shall be a unanimous vote of remaining officers. An appeal may be made to the membership of the Association.

## **Article VI. Projects and Committees**

1. The Executive Board may create Projects and Committees as it deems necessary to promote the objectives of the Association.
2. The Project Leader for each Project or Committee shall present a plan of work to the Executive Board for approval and shall keep the Executive Board updated on status.
3. The term of each Project or Committee shall be at the pleasure of the Executive Board.

## **Article VII. Vacancies**

1. Project or Committee vacancies shall be appointed by the President.
2. Should the office of President of the Association become vacant, the Vice President shall assume the office for the remainder of the term.

3. All vacancies on the Executive Board shall be filled by a majority vote of the remaining Executive Board members to fill the unexpired balance of the term of such vacancy. This would also apply in an instance where the Vice President is unable to serve the rest of the President's term.
4. Time served in an appointed role during a term shall not be counted when considering term limits for that individual.

### **Article VIII. Meetings**

1. The Association shall hold a minimum of four General Meetings of the membership annually. One of those meetings shall be the Annual Meeting for election of officers.
2. The Annual Meeting shall be held the last month of the fiscal year.
3. Notice of date, place, and time of meetings shall be provided not less than seven nor more than 30 days prior to the meeting date.
4. Special meetings may be called by the Executive Board, or not less than 25 percent of the voting Association members.
5. All meeting decisions shall be made by majority vote of those eligible members present.
6. Votes for Officers and By-laws may be conducted outside the meeting through a process defined in our Standing Rules and will require a quorum as defined above.

### **Article IX. Financial Audit**

1. The Association shall annually conduct a Financial Audit of its monies and financial records. The audit shall be conducted in January after the books have been closed for the fiscal year. The audit results shall be presented to the Executive Board.
2. The process for this audit is specified in the Association's Standing Rules.

### **Article X. Amendments**

1. Any proposed amendment to these Bylaws shall be presented to the Executive Board for review.
2. The proposed amendment shall be provided to all voting members not less than seven nor more than 30 days prior to the General Meeting date.
3. The proposed amendment shall be presented to the membership for discussion at a General Meeting or a special session called by the Board. All amendments shall be approved by a two-thirds majority vote of a member quorum (defined as 30% of members) conducted either in the meeting or through the process outside the meeting outlined in our Standing Rules.

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## **Article XI. Dissolution**

The Association may be dissolved at any time by a vote of at least two-thirds (2/3) majority vote of the members. In the event of the dissolution of the Association, after payment of all lawful debts of the Association, its tangible property and assets shall be turned over to the appropriate Extension unit office who has the obligation and authority to ensure appropriate disposition according to Virginia Cooperative Extension guidelines.