

**BY-LAWS  
BERKELEY-JEFFERSON MASTER GARDENER ASSOCIATION**

**Article I – Name**

The name of the organization shall be the Berkeley-Jefferson Master Gardener Association, hereinafter referred to as the Association.

**Article II – Purpose**

This Association shall support the West Virginia University Extension Service, hereinafter referred to as the WVU Extension Service or the Extension Service in serving Berkeley and Jefferson Counties by extending the services, programs, and expertise of the Extension Service to the general public by the following:

- Enhance and supplement the consumer horticulture programs of the Extension Service,
- Provide information on horticultural practices and techniques to educational and community groups;
- Improve Master Gardeners’ knowledge and interest in horticulture and related activities;
- Provide opportunities for Master Gardeners to meet and associate with others with similar interests;
- Undertake horticulture-based projects that support the mission of the Extension Service, which is to form learning partnerships with the people of West Virginia to enable them to improve their lives and communities;
- Assist “Master Gardener Interns” in fulfilling their volunteer commitment.

**Article III – Basic Policies**

**Section 1:** The Association shall be nonprofit, nonsectarian, and nonpartisan.

**Section 2: Nondiscrimination.** The Association shall not discriminate on the basis of race, gender, age, handicap, veteran status, religion, sexual orientation, color, or national origin in its programs and activities.

**Section 3: Discrepancy in policies.** The policies of the West Virginia Master Gardener Association shall supersede these policies should any discrepancy occur.

**Section 4: Compensation.** There shall be no compensation to any member of the Association for the discharge of his or her duties, except for reimbursement of approved expenditures.

**Article IV – Membership**

**Section 1: Classes of Membership.**

*Provisional:* Provisional, nonvoting membership is automatically granted to anyone graduating from the Master Gardener training. Membership is for up to one calendar year from graduation, during which time the member must accrue hours of volunteer service equal to hours of education received. Provisional membership shall also be granted to any person who has completed the requirements to be certified or recertified while not paying dues.

*Active:* Active, voting membership is granted to all who have successfully completed their Master Gardener training and have fulfilled their annual volunteer service and re-certification requirements and

have paid any dues assessed by the Association. To maintain good standing, each active member must be re-certified every year by the Extension Service, which includes 6 hours of additional training per year and 12 hours of community service volunteer work. Re-certification hours run from October 1 through September 30 each year. (Those who have just completed the Master Gardener course work have one year from the completion of the class to fulfill the initial 30 hours service requirement.)

*Inactive:* Inactive, nonvoting membership is granted to any Master Gardener who is unable to commit to an additional 6 hours of advanced training plus 12 hours of volunteer service at the present, but would like the opportunity to be recertified at a later date. Inactive members must meet the criteria stated in the WVU Extension Service Master Gardener Policy Statement Guidelines.

*Honorary:* Honorary membership is approved by the Board of Directors, hereinafter referred to as the Board, and granted to individuals for their teaching and leadership commitment to the Master Gardener Program.

**Section 2: Annual Dues.** Annual dues for active members may be established by the Board.

## **Article V – Officers and Duties**

**Section 1: Governance.** The Association shall be governed by the Board of Directors.

**Section 2: Officers and General Duties.** The officers of the Association shall be the President, Vice-President, Secretary, and Treasurer. The officers shall perform the duties prescribed by these By-laws, the Standing Rules, and by the parliamentary authority adopted by the Association.

**Section 3: Membership Status.** Candidates for office must be active members of the Association.

**Section 4: Election of Officers.** Elections shall be held in alternate years at the annual meeting of the Association in October. In addition to the candidates presented by the Nominating Committee, candidates may be nominated from the floor before the election. Election may be by written ballot. Candidates shall be elected by a majority of the active members voting at the meeting.

**Section 5: Term of Office.** An officer shall serve for two years or until his or her successor is elected. The term of office shall begin at the close of the annual meeting at which the officer is elected. No officer shall serve more than three consecutive terms in the same office.

### **Section 6: Specific Duties.**

#### *President:*

- The President shall preside over all Association meetings, Board meetings, and Executive Committee meetings.
- As the chief executive officer, the President shall direct the activities of the Association in such a manner as to achieve the stated purposes and goals.
- The President, with the approval of the Board of Directors, shall establish committees as defined in Article VIII of the By-laws and in the Standing Rules, appoint the leadership position of committees, and announce that information at the next general membership Association meeting.
- The President shall represent the Association in the community.
- The President shall fulfill other duties as defined by the Board and/or the Standing Rules.

#### *Vice-President:*

- The Vice-President shall become the presiding officer in the absence of the President.
- The Vice-President shall perform such functions as directed by the President.

- The Vice-President shall fulfill other duties as defined by the Board and/or the Standing Rules.

*Secretary:*

- The Secretary shall make and keep an accurate and complete written record of the activities of the Board.
- The Secretary shall take and publish the minutes of the annual meeting, general membership meetings, special meetings, Board meetings, and Executive Committee meetings. Minutes should be sent to the Board of Directors within two weeks after the meeting.
- The Secretary shall keep a record of attendance at meetings.
- The Secretary shall fulfill other duties as defined by the Standing Rules.

*Treasurer:*

- The Treasurer shall have charge of all funds of the Association, shall keep accurate and complete records of all income and expenditures, and shall disburse funds only for such purposes as approved by the Board.
- The Treasurer, along with the President, shall be responsible for preparing a budget, which will be approved by the Board of Directors, and then presented to the membership at the annual meeting in October.
- The Treasurer shall present a written report at every meeting of the Association.
- The Treasurer shall pay all bills upon receipt of a written statement and purchase proof, with the approval of the Board of Directors.
- The Treasurer shall have check co-signature authority, along with a minimum of two other active member signatories approved by the Board of Directors.
- The Treasurer shall fulfill other duties as defined by the Board and/or the Standing Rules.

**Section 7: Replacement of Officers:** If an Association officer shall leave office for any reason, the Board shall appoint a successor to fulfill the remaining term of that officer.

**Section 8: State of West Virginia Master Gardener Association Representatives.** The Berkeley-Jefferson Master Gardeners may provide up to two representatives to serve on the state board. The representative(s) from Berkeley-Jefferson County shall be selected by the membership or by the local county Extension Agent and shall serve for a term of two years. An Alternate Representative may be designated to attend state board meetings.

## **Article VI – Meetings**

**Section 1: Annual Meeting.** The Association shall hold an annual meeting in October of each year at a date, time, and place to be determined by the Board. The membership shall elect officers and transact such business as may properly come before the annual meeting. The October meeting shall include the results of the Treasurer’s financial audit, the presentation of the annual budget, and the election of officers. Notice of the annual meeting shall be sent to all active members at least 30 days before the meeting.

**Section 2: General Membership Meetings.** The Association shall hold one general membership meeting each year.

**Section 3: Special Meetings.** Special meetings may be called by the President. Special meetings shall be called by the President upon receipt of a written request from 10% of the members who are active at the time of the meeting. Notice of the special meeting shall be sent to each active member at least 30 days before the meeting.

**Section 4: Quorum.** A quorum at general membership meetings and special meetings shall consist of the active members present and voting.

## **Article VII – Board of Directors**

**Section 1: General Powers.** The business of the Association shall be managed by the Board constituted as described in Section 2.

**Section 2: Members.** The Board shall consist of the Executive Committee (President, Vice-President, Secretary, and Treasurer) and five at large members. In addition there will be nonvoting members--County Extension Agents who shall serve in an advisory capacity and a student representative who shall serve for a term of one year.

**Section 3: Duties.** The Board will develop policy, review the functioning of the standing committees, evaluate and recommend volunteer service projects, and assign special committees as needed. The Board shall fix the date, time, and place of general membership meetings and special meetings, determine the Association's standing rules, and perform such other duties as are specified in these By-laws or prescribed by the membership.

**Section 4: Meetings.** The Board shall meet at least four times a year. Any Association member may attend these meetings and notice of each meeting shall be publicized to the general membership. Special meetings of the Board may be called by the President and shall also be called upon written request of at least 35% of the voting members of the Board.

**Section 5: Term of Office.** Board members shall serve for two years or until his or her successor is elected or appointed. The term of elected office shall begin at the close of the annual meeting at which the Board member is elected. Unexpired terms will be filled by appointment by the Board.

**Section 6: Quorum.** A quorum at any Board meeting shall be 25% of the voting members of the Board.

**Section 7: Compensation.** There shall be no compensation to members of the Board for discharge of their duties except for reimbursement of approved expenditures.

## **Article VIII – Committees**

The President, with Board approval shall create committees as needed and shall appoint committee leadership positions. These committees will be categorized as one of four types:

1. Standing Committees – permanent committees necessary for the continued existence of the Berkeley-Jefferson Master Gardeners Association.
2. Sub-Committees – permanent committees subordinate to a standing committee.
3. Special Committees - committees to manage ongoing Association sanctioned projects.
4. Ad Hoc Committees - short term committees to meet an immediate and short term goal.

Committees will perform duties as prescribed by these By-laws, by the Standing Rules, and by the parliamentary authority adopted by the Association.

## **Article IX – Parliamentary Authority**

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 by-laws and any special rules of order the Association may adopt.

## **Article X – Fiscal Year**

The Association's fiscal year is defined as January 1 through December 31.

## **Article XI – Amendment Process**

Changes to these By-laws shall be approved by a two-thirds vote at an annual meeting or a special meeting. Notice of the meeting and the proposed revision to these By-laws shall be made available to all active members 30 days before the meeting.

## **Article XII – Dissolution of Organization**

Upon dissolution of the Association, a majority vote of the active membership shall distribute the assets (1) for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal\* Revenue Code, or corresponding section of any future federal tax code, (2) to the federal government, (3) to a state or local government, or (4) for public purposes.

Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **Article XIII – Disbursement of Income**

Section 1: The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2: No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association 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 Article II – Purpose. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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. Notwithstanding any other provision of this document, the Association shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.