



# Sheboygan County Master Gardener Volunteers Association Bylaws

## **Article I**

The name of the organization shall be: Sheboygan County Master Gardener Volunteers Association. It's location and chief place of business shall be the UW-Extension Office, 5 University Drive, Sheboygan, WI 53081.

## **Article II – Purpose**

Purpose of organization:

- Sec. 1 To provide horticultural information and education to residents of Sheboygan County. This organization is primarily intended for disseminating horticultural information, and developing educational programs to supplement the educational efforts of the University of Wisconsin Extension Program.
- Sec. 2 To develop and increase horticultural knowledge for all Master Gardener Volunteers, thereby more effectively providing horticultural expertise to Sheboygan County residents.

## **Article III – Membership**

- Sec. 1 Any adult or business can participate in the Master Gardener Volunteer Program.
- Sec. 2 The membership of the Association shall consist of the founding members as of May 1, 1988, who remain in good standing with the Association.
- Sec. 3 Additional members shall be admitted upon successful completion of a UW-Master Gardener Volunteer Training Program, whether it be the “general program” or “a specialized program”.
- Sec. 4 The Board of Directors shall prescribe the terms and conditions for “members in good standing”.
- Sec. 5 The boundaries of the county may not be construed to be limits of membership.

## **Article IV – Meeting of Members**

- Sec. 1 The annual meeting of the members of the Association shall be held during the 9<sup>th</sup> month of each year at a time and place established by the Board of Directors, at which time the Board of Directors shall be chosen from among the members. It shall be the duty of the secretary to give notice, in person or by mail, to all members, of the annual meeting.

Sec. 2 Three additional meetings of the organization may be held each year, approximately one in Spring, Summer and Fall.

Sec. 3 Special Meetings. The president may call a special meeting of the organization upon giving notice to the members, specifying the purpose of the special meeting.

Sec. 4 Quorum. A quorum of a member meeting shall be ten percent of the membership.

- Sec. 5
- a) Each member is entitled to one and only one vote on each question.
  - b) Businesses, partnerships or corporations holding one membership shall designate prior to each meeting, one person authorized to cast the ballot. If not designated, the president of this organization shall authorize the voting member. Business individuals may become individual members and be entitled to one vote and only one vote.

Sec. 6 Order of Business

- a) The order of business at Annual Meetings, and so far as applicable at other meetings of the members, shall be substantially as follows:

- 1) Call to order by the presiding officer
- 2) Reading and disposal of unapproved minutes
- 3) Appropriate correspondence
- 4) Reports of officers and committees
- 5) Election of directors (Annual Meeting)
- 6) Unfinished business
- 7) New Business
- 8) Adjournment
- 9) Educational program

- b) Rules of Order

Meetings of the members and of the Board of Directors shall be conducted according to Roberts Rules of Order (Revised) except as otherwise provided in these bylaws.

**Article V – Board of Directors**

Sec. 1 The Board of Directors of the Association shall have all the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the Association.

All powers of the Association except those specifically granted or reserved to the members by law, or these bylaws, shall be vested in the Board of Directors.

Sec. 2 The Board of Directors shall have the power to adopt these bylaws as operational until the first Association Meeting, at which time the bylaws will be adopted by the Association.

Sec. 3 Qualifications: Any adult member in good standing may be elected a director for any term. Subsequent terms shall qualify according to section 5 of this bylaw.

Sec. 4 Number: There shall be seven (7) directors elected from the membership to serve as directors of the organization.

Sec. 5 Election:

a) At the first Annual Meeting of members, three (3) directors shall be elected for a three (3) year term, two (2) directors for a two year term, and two (2) directors for a one year term, and from then on at each Annual Meeting, directors will be elected for terms of three years each for those whose terms have expired. To fill a vacancy occurring before the end of the term, the directors shall appoint a member to fill the vacancy until the next Annual Meeting when the membership shall elect a director to fill the remainder of the term for that directorship.

b) Members shall elect directors by ballot. The Nominating Committee shall be the out-going directors. Additional nominations may be made from the floor. Absent nominees must agree to being nominated prior to election.

c) Distribution of Directors: No more than two people from a particular horticultural related entity (landscapers, retailers, garden club, etc.) may serve as Board Directors at any time.

d) Ex-Officio Members: The UW-Extension Agent with horticulture responsibilities will advise and help direct as an Ex-Officio Director at board meetings. This position does not hold voting rights.

e) A director shall be retired when he has served two consecutive three-year terms as a director. After a director is retired one year or more, he shall be eligible for re-election or appointments to the Board of Directors.

Sec. 6 Board Meetings:

a) Time: The directors shall hold their Annual Meeting as soon as possible after their annual membership meeting. The president may call additional meetings at any time and shall do so upon the demand of a majority of directors.

b) Quorum: A majority of the voting directors shall be a quorum at a board meeting.

- Sec. 7 Action Without Meeting: Any action required or permitted by the bylaws or any provision of authority to be taken by an officer or director, may be taken without a meeting when:
- 1) Action required does not involve money, and
  - 2) Verbal consent, setting forth the action required is given by the president, or in his absence the vice president. Action involving money can be approved verbally or in writing by a majority of the directors, but must include the treasurer.
- Sec. 8 Regular meetings of the Board of Directors shall be held at such times and places as the Board, by resolution, shall appoint. Special meetings may be called by the President or a majority of the Executive Committee.
- Sec. 9 The Board of Directors shall keep minutes and records of all its proceedings and of committees acting under its authority. It shall at all times have available for the annual meeting of members and special meetings thereof a list of the names and addresses of the members entitled to vote at such meetings.
- Sec. 10 The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or any special purpose of the Association.
- Sec. 11 The Board of Directors shall have power to sell or dispose of the whole or any part of the property, either real or personal, which the Association may own, and to acquire other property.
- Sec. 12 The Board of Directors shall have power and authority (1) to receive and administer funds and other assets, (2) to serve in any advisory capacity to the University of Wisconsin Master Gardener Volunteer Program, and (3) to represent the interests of the Master Gardener Volunteer Association in Sheboygan County.

## **Article VI – Officers and Duties**

- Sec. 1 Election of Officers:
- a) The directors at their Annual Meeting following the annual membership meeting, shall elect from their number a President, Vice-President, Secretary and Treasurer; each for a term of one year. An officer may be re-elected this post for as many terms as allowed within his term of office as a director.
  - b) Method of Election: Directors shall elect officers by ballot. A nominating ballot shall be taken on which each director may write the name of one nominee for the officer being elected. If none of the nominees have a clear majority on the nominating ballot, the chairman may declare the two high as candidates for a second ballot.

- c) Officer Vacancy: The directors shall elect any eligible member as an officer to the unexpired term for which there is a vacancy.
- d) Minutes: Shall be taken of the Board Meeting by the secretary and kept on file and available to all directors. Minutes of board proceedings may be read by the secretary at the next regular membership meeting.

Sec. 2 **Duties of Officers**

- a) President: The principal duties of the president shall be to preside at all meetings of the membership and of the Board of Directors, and to have a general supervision of the affairs of the organization. The president shall sign all certificates, contracts and legal instruments, except financial affairs of the organization that are assigned to the treasurer.
- b) Vice-President: The principal duties of the vice-president shall be to discharge the duties of the president in that person's absence or disability.
- c) Secretary: The principal duties of the secretary shall be to keep minutes of the meetings of the membership and Board of Directors, and report such minutes when called upon by the president. The secretary shall maintain records of minutes and proceedings of this organization, as any books, documents, records and correspondence of the organization. The secretary shall normally be in charge of the correspondence not directly executed by the president.
- d) Treasurer: The principal duties of the treasurer shall be to receive, keep and account for all monies, dues, credits and property of the organization which shall come into his hands, to keep an accurate account of such, pay bills, and report such accounts to the membership and directors when requested, including an Annual Report subject to audit.

Sec. 4 **Payments**

All checks, votes, bills of exchange and other instruments calling for payment of money belonging to the organization shall be signed by the Treasurer.

**Article VII – Capital Structure**

Sec. 1 The membership shall determine the amount of membership dues and subsequent changes in dues at the Annual Meeting.

**Article VIII – Audits**

Sec. 1 At the close of each fiscal year or such time as determined by the Board of Directors, the books and accounts of the organization shall be carefully examined by an Audit Committee and findings reported to the membership at the Annual Meeting.

Sec. 2 The Audit Committee shall be appointed by the president to be made up of one officer other than the treasurer and two additional members.

**Article IX – Amendments of Bylaws**

Sec. 1 Any bylaws may be adopted, amended or repealed by a majority vote of attending membership at any regular meeting of the membership.

Sec. 2 The Board of Directors may not alter or repeal any bylaws adopted by the members without membership approval.

**Article X – Fiscal Year**

The fiscal year of this organization shall end on December 31<sup>st</sup> of each year.

**Article XI – Committees**

Committees that are needed to carry on the organization’s work, or do work in cooperation with the County Extension Office shall be appointed by the president.

**Article XII – Affiliations**

Sheboygan County Master Gardener Volunteers shall maintain a close affiliation with the UW-Extension Horticulture Program, and be committed to sharing UW-Research based horticultural information with area residents.

These bylaws were presented at the Sheboygan County Master Gardener (“Volunteer”) Association membership at a special meeting of organization held February 28, 1989 at UW-Extension Office in Sheboygan Falls.

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Rev. ~~4/2/97~~ 6/15/05

Article IV, Sec. 1 – Changed the annual meeting of the members from the 11<sup>th</sup> month to the 9<sup>th</sup> month to coincide with the new deadline from WIMGA to report volunteer and education hours by October 1<sup>st</sup> of each year.

Rev: 10/06/08

Program title changed from “Master Gardeners” to “Master Gardener Volunteers”.

Address changed to: 5 University Drive, Sheboygan, WI 53081