

BY-LAWS
of the
**NORTHEASTERN WISCONSIN (N.E.W.) MASTER GARDENERS ASSOCIATION,
INC.**

Adopted February 3, 1984

Amended November 20, 1987

Amended January 23, 2002

Amended October 20, 2005

Amended October 14, 2010

Amended October 17, 2017

Mission Statement

The mission of the N.E.W. Master Gardener Association is to provide horticultural support and leadership to individuals, local organizations and community programs through volunteerism, education and environmental stewardship. The association's mission is also to assist the local University of Wisconsin-Extension's (UWEX) horticultural program.

I NAME AND LOCATION

The name of the organization shall be: Northeastern Wisconsin Master Gardeners Association, Inc.; also known as N.E.W. Master Gardeners. Its location and chief place of business shall be in the State of Wisconsin. The official mailing address shall be: 210 Museum Place, Green Bay, Wisconsin, 54303.

II MEMBERSHIP

Section 1. Membership in the association shall consist of the following:

A. Voting Members

1. Certified Master Gardener Volunteers: those persons certified by the UWEX who are in good standing. Good standing is accomplished by completing the required yearly continuing education hours and service requirements set by the UWEX for maintenance of certification And shall have paid dues equal to the amount of the State Association fee plus any local association fee by January 1st of each year.

or

2. Emeritus Master Gardener Volunteers:

(a) Persons who have been certified Master Gardener Volunteers for at least ten years and have one hundred or more service hours during that period.

(b) They do not have yearly service and/or continuing education requirements.

(c) They must notify the treasurer each year that they wish to maintain their membership.

and

Shall have paid dues equal to the amount of the State Association fee by January 1st of each year.

B. Non-Voting Members

1. Inactive Master Gardener Volunteers: those persons who have been active Master Gardener Volunteers, but have not accomplished the yearly training and service hours required by the UWEX.

2. Student Master Gardener Volunteers: those persons currently in training, but have not completed the training program. They must work with a certified Master Gardener Volunteer on any Master Gardener project and not represent themselves as a Master Gardener Volunteer.

3. Associate Master Gardener Volunteers: those persons who join during the period when Master Gardener Volunteer training is not available, but plan to comply at the next training opportunity. They must work with a certified Master Gardener Volunteer on any Master Gardener project and not represent themselves or give advice as a Master Gardener Volunteer.

4. Friends of Master Gardener Volunteers: those persons who wish to support the association, but do not plan on taking Master Gardener training. Friends also include those persons who take the Master Gardener Volunteer training with the understanding there will be no volunteer service hours required.

III GENERAL MEMBERSHIP MEETINGS

Section 1. General membership meetings of the association shall be held at a time and place established by the Board. At these meetings each voting member shall be entitled to one vote.

Section 2. At any meeting of the members of the association, voting members present shall be considered a quorum and may carry-on the business of the organization.

Section 3. The last general membership meeting in each calendar year shall be designated the annual meeting. It shall be the duty of the Secretary to give thirty days notice in person, by mail or electronic mail to all members, of the annual membership meeting. At this meeting:

(a) Local dues shall be determined by vote.

(b) New Board members shall be elected for a three (3) year term from the voting membership.

IV BOARD OF DIRECTORS

Section 1. The Board 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 By-Laws, shall be vested in the Board. A quorum for transaction of business shall constitute 51% of the current year's Board members.

Section 2. All Board members must be certified Master Gardener Volunteers in good standing or Emeritus Master Gardener Volunteers. The Board shall consist of not less than twelve (12) or more than twenty-one (21) directors. Board members shall be elected for a three (3) year term, and may serve up to two (2) consecutive terms. The Board may vote to extend the term of a particular Board member beyond two (2) consecutive terms in certain circumstances.

Section 3. The Board elects a Wisconsin Master Gardener Association (WIMGA) Local Representative for a one (1) year term, from the portion of the general membership who is a Certified Master Gardener Volunteer or Emeritus Master Gardener Volunteer in good standing with the association. See the Wisconsin Master Gardener website for a description of this person's duties.

Section 4. Any member who has two consecutive unexcused absences or three absences from Board meetings in one year will be removed from the Board.

Section 5. A mail or electronic mail vote of the Board may be taken and shall be sufficient on any question of routine procedure. On matters of policy, however, a mail or electronic mail vote shall not be sufficient. A vote may only be accepted after a complete notice of the question has been sent to all directors.

Section 6. In the case of a vacancy on the Board, the remaining directors may elect a successor for the unexpired portion of that director's term or until the election of his successor by the members of the association.

Section 7. Regular meetings of the Board shall be held at such times and places as they, by resolution, shall appoint. The President or a majority of the Executive Committee may call special meetings by giving fifteen days notice to each director. Notice of these meetings may be waived in writing, when signed by all members of the Board, whether before, at or after the time of the meeting. Attendance of a member of the Board at any such meeting shall constitute a waiver of notice, unless such attendance is for the purpose of protesting that the meeting was not lawfully called.

Section 8. The Board shall keep minutes and records of all its proceedings and of committees acting under its authority. It shall 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.

Section 9. The Board, at a duly called meeting, may remove any director elected or appointed whenever in its judgment the best interests of the association are served.

Section 10. The Board shall have the power to adopt any revision of these By-Laws, with approval of the general membership, at its subsequent annual meeting. The members present at an annual meeting shall constitute a quorum for this vote.

Section 11. The Board may accept on behalf of the association, any contribution, gift, bequest or devise for the general purposes of the association.

Section 12. The Board shall have the 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. The Board by resolution may classify portions of its assets as held for investment, endowment or annuity purposes. Where so classified, such assets may be disposed of at the discretion of the Board in such manner as it deems in the best interests of the association. Between meetings of the Board, assets so classified may be disposed of by the Executive Committee as so authorized by the Board, in such manner as it deems in the best interests of the association.

Section 13. The Board shall have power and authority:

- (a) To receive and administer funds and other assets.
- (b) To serve in an advisory capacity to the UWEX Master Gardener Program.
- (c) To represent the interests of the N.E.W. Master Gardener Association.

Section 14. All committees require the approval of the Board. A report of each committee's activities shall be reported to the Board on at least a yearly basis.

V OFFICERS/EXECUTIVE COMMITTEE

Section 1. The officers shall be a President, Vice-President, Secretary and Treasurer. Their roles and responsibilities are:

(a) President: Preside over all meetings of the association, except for committee meetings. He/she is an ex officio member of all committees. Determine meeting agendas. Serve as or designate someone to maintain Robert's Rules of Order at all meetings except committee meetings. Accept responsibility for the affairs of the Board such as signing association documents and keeping the association current on legal requirements. Create and carryout goals of the association. Designate a committee of at least three members to review the financial records each year. The President serves in the second year of his or her two-year commitment after ascending from the position of Vice-President in the first year. The outgoing President will serve a third year as advisor to the incoming President and Board.

(b) Vice-President: Serve in the absence of the President or assume his/her responsibilities when that position is vacant. The Vice-President will become President in year two of his or her two-year commitment.

(c) Secretary: Maintain a written record of the association's meetings, Board membership terms and attendance at Board meetings, guidelines and activities. Keep the members informed of association activities. Assist the President in setting meeting agendas.

(d) Treasurer: Keep accurate and detailed list of membership and financial records. Have records available and open to all members. Prepare and present a report of the association's financial transactions and balances for each formally scheduled meeting. Attend meetings of the Endowment Committee. If the treasurer is unable to attend a meeting, a report shall be submitted to the President prior to the meeting. Maintain records in a single ledger format. Maintain a petty cash account not to exceed one hundred dollars (\$100.00) for minor expenses such as postage, envelopes and supplies. Disperse all other expenses by check. All checks shall have the signature of the President or the Treasurer. Present an annual budget report.

Section 2. The officers of the Board of Directors shall be elected each year at the first Board meeting following the annual meeting. The president shall appoint three board members to a nominating committee after the annual meeting, but before the first Board meeting. The nominating committee shall present their slate of officers:

- Vice-President will serve one year as Vice-President, moving into the President position in year two. Therefore, a Vice-President will be nominated every year.
- Secretary will be nominated in odd years.
- Treasurer will be nominated in even years.

Nominations shall be presented at the first subsequent Board meeting. The officers shall be elected for a two-year term, but individuals may serve up to two consecutive terms. The Board may vote to extend the term of a particular officer in certain circumstances. They will assume their offices at the next Executive Committee meeting.

Section 3. The Executive Committee shall consist of the officers and the advisor (non voting member). Executive Committee meetings shall be held prior to each Board meeting to develop the meeting agenda and as needed.

VI FINANCES

Section 1. Funds may be solicited for purposes previously approved by the Board. The Board shall approve only such purposes as are not in conflict with the stated purpose of the association.

Section 2. Upon the dissolution of this association the Board shall, after paying or making provisions for the payment of all of the liabilities of this association, dispose of all of its assets. These assets shall go to such horticultural organization or horticultural organizations that have been created and are operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law). Any assets not so disposed of shall be disposed of by the Circuit Court for the county in which the association was maintaining its principal place of business or such other court as may be required or permitted by law exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Section 3. All contributions are to be deposited with the Treasurer, who shall record all contributions to and disbursements from the association.

Section 4. Expenses for an accounting year shall not exceed funds available to pay them that year.

Section 5. The Board shall, prior to the end of each accounting year, prepare an itemized statement of the proposed operating expenses and budget for all proposed receipts and disbursements for the following accounting year.

Section 6. The audit committee at the end of each accounting year; and at such other times if any, shall make an audit report of the finances of the association annually as the Board shall direct. The Board shall appoint the auditing committee.

Section 7. The Executive Committee shall appoint an Endowment Committee Chair for a two-year term. This appointment will be made in odd years. The Endowment Committee Chair may serve up to two consecutive terms. The Board may vote to extend the term of a particular Chair. Responsibilities will include, but not limited to:

- a. Lead the Endowment Committee and serve as liaison between the Greater Green Bay Foundation and the Board.
- b. Inform the Board on the amount of the endowment fund annually for distribution and provide updates at each Board meeting.
- c. Present candidates recommended by the Scholarship Committee for horticulture scholarship offered through endowment funds to the Board.

VII PARLIAMENTARY AUTHORITY

Rules contained in the current edition of Roberts Rules of Order, shall govern the organization unless they are inconsistent with the By-Laws or any special rules of order the organization may adopt.

VIII LEGISLATIVE OR POLITICAL ACTIVITIES

The activities of the corporation shall not include the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

IX OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under Section 170 (c) (2) of the internal Revenue Code of 1954 (or the corresponding provision of any future united States Internal Revenue Law).