

BYLAWS OF
Master Gardener Association of Northwest Michigan

Adoption date: April 5, 2016 Signed  Secretary

ARTICLE I - NAME AND OFFICES

1.01 Name. The name of the organization is the Master Gardeners Association of Northwest Michigan (MGANM or “Association”)

1.02 Principal Office. The principal office of the Association shall be located within the MSUE county office.

ARTICLE II - PURPOSE

2.01 Purpose. The Association shall be organized exclusively for non-profit purposes, specifically to instruct adults and youth in horticulture science, to educate communities about environmentally sound practices through horticulture-based activities, to promote food security, and to improve the aesthetics of the community.

2.02 Mission. MGANM Mission Statement: *To further the horticultural educational activities of MSU Extension and provide horticultural knowledge and experience to members, enabling them to share this knowledge with others through gardening projects, educational programs and activities.*

The Association shall carry out the following:

- a) Coordinate, encourage, and foster opportunities for Members of the Association to further the goal of educating others through the dissemination of environmentally sound, research-based horticulture information, enhance the beautification of the communities of the Members through volunteering, and related activities;
- b) Provide appropriate assistance and support, to local organizations of similar mission;
- c) Facilitate certification and recertification of members that are Extension Master Gardeners in conjunction with the Michigan State University Extension (“MSUE”);
- d) Coordinate with MSUE in providing educational opportunities in horticulture to Members and the general public; and
- e) Provide topical communication with and foster community with Members of the Association.

ARTICLE III ORGANIZATION

3.01 Basis. The Association is unincorporated, but may become incorporated as a Michigan Nonprofit Corporation upon a majority vote of the membership.

ARTICLE IV - MEMBERSHIP

4.01 — **Eligibility for membership:** Membership is open to all without regard to race, color, nationality, gender, religion, age, marital or family status, disability, political beliefs, sexual orientation. Any resident of northern Michigan that is eligible to apply for membership will be accepted upon payment of dues and meeting the criteria below.

4.02 – **Membership categories**

4.02.01 **Certified Extension Master Gardeners** members. Individuals having successfully completed the Michigan Master Gardener course through Michigan State University Extension (MSUE), and are maintaining certification through the MSUE Volunteer Management System.

4.02.02 **Alumnus Master Gardener** members. Individuals having successfully completed the Michigan Master Gardener course through Michigan State University Extension (MSUE), and having completed at least 40 certified volunteer hours and 15 certified education hours, or more, through the MSUE Volunteer Management System, but are no longer maintaining their certification.

4.02.03 **Master Gardener Volunteer in Training.** Individuals having successfully completed the Michigan Master Gardener course through Michigan State University Extension (MSUE), and are working on completing their education and volunteer hours to achieve certification through the MSUE Volunteer Management System. This is a non-voting membership.

4.02.04 **Community Gardener** members. Individuals interested in learning more about research-based horticultural practices. Individuals considering enrollment in the Michigan Master Gardener training course in the future. Community Gardeners may also have previously taken the MSUE training course but did not complete their volunteer and education hours in the appropriate year. This is a non-voting membership.

4.03 Annual dues: The amount required for annual dues shall be determined by the board of directors each year and is payable in January of the current year. Continued membership is contingent upon being current with membership dues and not in arrears.

4.04 Regular Membership Meetings. Regular meetings of the Association shall be held at such time and place, either within or without the state of Michigan, as established by the Board. At least four (4) regular meetings shall be held each year.

4.05 Resignation and Removal of Members. Members may be removed if they fail to pay their dues, or by violating the Master Gardener Code of Conduct.

ARTICLE V –BOARD OF DIRECTORS

5.01 Duties. The power of management of the day-to-day operation lies with the Association Board of Directors. The board consists of directors that are either elected Officers or appointed Committee Chairs.

5.02 Qualifications. A Director must be a natural person eighteen (18) years of age or older, a resident of the State of Michigan, and a member of the Association. It is the intent of the Association that the composition of the Board shall represent a diversity of technical skills to enable the Board to make informed, well-balanced decisions. Any full voting member of the association may run for elected office.

5.04 Number of Directors. The membership of the Board shall consist of four elected officers and several appointed Committee Chairs for standing committees. The officers constitute the Executive Committee. The officer positions are the President, Vice-President, Secretary and Treasurer. The number of Committee Chairs will vary depending upon the needs of the organization. Committee Chairs may be voting or nonvoting members of the board, established by board resolution. A person may hold an officer and a Committee Chair position at the same time.

The board may also include appointed liaison members, who act as advisors or serve to facilitate communications with affiliated groups. These advisory/liaison members are non-voting.

5.05 Election. Officers will be elected in staggered terms at the Association annual meeting in November, for a term that begins the following January. The President and Secretary will be elected in alternating years from the Vice-President and Treasurer. Each Director shall be elected to serve until the first annual meeting of the members following the expiration of his or her term, or until a successor shall have been elected and qualified, or until health, resignation, disqualification or removal from office, whichever first occurs.

Notwithstanding the above, in the event that there is a vacancy on the Board due to resignation, removal, or otherwise, the Board may appoint, by a majority vote of Directors then in office, a new Director to serve the duration of an unfilled term. The resignation of a Director shall be affected by written notice thereof given to any officer of the Association, or to the Secretary of the Association, and shall be effective upon delivery of such written notice or at such other time as is specified in the written notice.

5.05 Tenure. Board of Director terms of office are two years. The first Board elected following the adoption of these bylaws shall be elected to staggered terms as follows: the President and Secretary will each be elected to one year initial terms, and the Vice-President and Treasurer will be elected to two year initial terms. All subsequent elections, except for those to fill vacancies, shall be for two (2) year terms.

No person may serve as a Director for more than two 2- year terms without being off the Board for a minimum of one year following the end of the second consecutive term as a Director.

5.06 Expectation and Removal. Members of the Board are expected to support the objectives, goals, and mission of the Association and to actively participate in the functions of the Board including meeting attendance, programming, fundraising, and special projects. Any member of the

Board who engages in actions contrary to the interests of the organization may be removed from the Board upon the vote of at least two-thirds (2/3) of all other Directors at a regular meeting or any special meeting called for that purpose. Any director proposed to be removed shall be entitled to at least five (5) days actual notice, in writing, of the meeting at which removal is to be voted on and the reasons for the proposed removal and such Director shall be entitled to appear and be heard at the meeting.

5.07 Annual Meeting. The annual meeting of the board shall be held during the month of January each year or at such other time as may be designated by the Board. The annual meeting shall be held at such place as established by the Board.

5.08 Regular Meetings. Regular meetings of the Association shall be held at such time and place, either within or without the state of Michigan, as established by the Board. At least four (4) regular meetings shall be held each year.

5.09 Special Meetings. Special meetings of the Board may be called by the President or the Secretary, upon written request of at least one fourth of the voting members of the Board, at a reasonable time and place. Minutes shall be recorded at each special meeting.

5.10 Notice. Notice of any regular or special meeting shall be given at least five (5) days previous thereto by written notice delivered personally or mailed to each member of the Board at the address designated by the Director, or by electronic mail or by other means of communication reasonably expected to provide notice. Any member of the Board may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs to be specified in the notice for that meeting, unless otherwise specified in the Articles or these Bylaws.

5.11 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone, electronic communications, or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting under this Section 4.11 constitutes a Director being present at the meeting.

5.12 Policies and Procedures. The Board shall adopt from time to time such policies and procedures as may be required or desirable for the governance of the Association. Such policies or procedures may include, but are not limited to, policies or procedures relating to conflict of interest, discrimination, governance of the activities of Association chapters, whistleblower, and record retention.

5.13 Compensation. Members of the Board shall not receive any compensation for their services as members of the Board or as officers, but may be reimbursed for reasonable expenses

ARTICLE VI – DUTIES OF THE OFFICERS

6.01 President. The President shall preside over all meetings of the general membership and the Board and the Executive Committee, and shall have such other powers and duties as may be assigned by the Board, subject to restrictions imposed by statute or these bylaws. The President shall sign all

legal documents for the organization and serve as the spokesperson for the organization. The President will oversee the enforcement of bylaws and policies adopted by the membership. The president is responsible for ensuring governance practices are followed. The president shall be an ex-officio member of all standing committees and shall cast a deciding vote in case of a tie at Board meetings.

6.02 Vice President(s). The Vice President(s) shall, in the absence of the President, have all of the powers and duties normally vested in the President, as well as such other powers and duties as may be assigned by the Board.

6.03 Secretary. The Secretary shall:

- (a) Keep minutes of all meetings of the Board and the Annual Meeting;
- (b) Be responsible for providing notice to each Director of all meetings as required by law, the Articles, or these Bylaws;
- (c) Keep a register containing the address of each officer and Director as provided by those individuals;
- (d) Attend to all correspondence of the Association as requested by the board;
- (f) Oversee regular review, no less than once every three (3) years, of these bylaws and recommend any possible changes or modifications to the Board;
- (g) Maintain the Association's records; and
- (h) Perform all duties incident to the office of Secretary, or any other duties assigned to the Secretary from time to time by the Board or the President.
- (i) Serve on the Executive Committee.

6.04 Treasurer. The Treasurer shall:

- (a) Have charge and custody over all the funds and securities of the Association;
- (b) Maintain a complete, current, and accurate register of the Members of the association;
- (c) Receive and issue receipts for any money due and payable to the Association;
- (d) Report to the Board at each meeting and as otherwise needed regarding financial records, financial status, and other matters within the responsibility of the office;
- (e) Exhibit financial records and documentation to Board members on request;
- (f) Provide the Board with an annual financial report which shall be subject to independent audit at the direction of the Board;
- (g) Attend to required or necessary annual Association reports with the State of Michigan, tax returns or reports, affiliated organization and related documentation;
- (h) Assure that accurate books and records are kept of Association receipts and disbursements; and
- (i) Perform all duties incident to the office of Treasurer or any duties designated from time to time by the Board or the President.
- (j) Serve on the Executive Committee.

ARTICLE VII – GOVERNANCE

7.01 Procedure. Meetings will be conducted using Roberts Rules of Order to pass motions and resolutions.

7.02 Bylaws. Bylaws may be approved and revised by a 2/3 vote of general membership in attendance at a membership meeting.

7.03 Compliance. The Association shall comply with all laws on the state and federal level pertaining to organizations.

DISSOLUTION

7.01 Dissolution. In the event that the Association is dissolved, all assets shall be turned over to the MSUE County office to pay or scholarships for the Master Gardener training class.