

# LINCOLN COUNTY MASTER GARDENER™ ASSOCIATION BY-LAWS

Adopted and approved May 23, 1995; Proposed 4/20/95; Revised 6/96, Revised spring 1999; Revised December 2001 to conform to Articles of Association dated January 2001; Revised April 2003; Revised September 2003; Revised October 10, 2006; Revised October 22, 2010. These by-laws are not in conflict with Oregon Master Gardener™ Association (OMGA) by-laws.

## ARTICLE I - NAME

The name of this organization shall be the Lincoln County Master Gardener™ Association (LCMGA), a nonprofit organization affiliated with the Oregon Master Gardener™ Association (OMGA).

## ARTICLE II – PURPOSE

The Lincoln County Master Gardener™ Association is a service organization supporting the Oregon State University (OSU) Extension Service Master Gardener™ Program and dedicated to:

1. Educating and supporting Lincoln County residents by providing leadership in the use of effective and environmentally responsible horticultural techniques.
2. Promoting and providing continuing education and fellowship opportunities for LCMGA members.

## ARTICLE III – MEMBERS

1. There shall be three classes of membership: Active, Life and Honorary.
  - a. Active Membership: Anyone successfully completing the Master Gardener (MG) Program is qualified to be an Active Member upon payment of dues. They may vote and hold office.
  - b. Life Membership: To honor Active Members for exceptional service to LCMGA, the board may bestow upon them a Life Membership. Life Members may vote or hold office but are exempt from dues.
  - c. Honorary Membership: Extension Service staff engaged in the OSU Lincoln County Master Gardener Program are automatically Honorary Members who are exempt from payment of dues. Other deserving persons may be granted Honorary Membership by the Board. They may not vote or hold office.
2. OSU Lincoln County MG Apprentices are automatically Active Members of LCMGA until the end of the calendar year of their Class. They are exempt from paying dues for that year. They may hold office or serve on committees at the discretion of the Board.

3. LCMGA membership may be terminated for conduct violating LCMGA standards as determined by the Board. Members shall be given 15 days written notice of the termination and the reason for termination and be given the opportunity to respond to the Board orally or in writing.

#### ARTICLE IV – OFFICERS

1. The Board of Directors of LCMGA shall consist of the following seven officers (active members) elected by the Active Membership for one-year terms:

President

Vice President

Secretary

Treasurer

OMGA Representative

Historian/Alternate OMGA Representative

The following is a member because of his/her position in previous years:

Immediate Past President

2. LCMGA officer positions may be jointly held when desirable. Each person holding office will have one vote.
3. Nominations shall be accepted from any active LCMGA member or the nominating committee in October. Election of officers shall be held in November by vote of the general membership.
4. Term of office shall be for one year, January 1<sup>st</sup> – December 31<sup>st</sup>. Officers may serve consecutive terms in the same office.
5. Officer vacancies occurring before expiration of a normal term shall be filled by appointment of the President with the approval of the LCMGA Board.
6. An officer may be removed from office, with or without cause, by a vote of two-thirds of the Board members. An officer absent from three consecutive board meetings without excused absence may be deemed to have submitted a resignation to the Board.
7. The OSU Lincoln County Extension Master Gardener Program Director is a member of the LCMGA Board, however only in an advisory position with no voting privilege.

## ARTICLE V – DUTIES OF OFFICERS

1. The President shall preside at all board meetings of the LCMGA and perform other duties as stated in the job description. Annually in January, the President shall appoint Committee Chairpersons. The President shall assign oversight of each committee to a Board member. The President shall fill vacancies in elected positions with the approval of the Board.
2. The Vice-President shall preside at all General Meetings and in the absence of the President shall preside at the Board Meeting. The Vice President shall perform other duties as stated in the job description.
3. The Secretary shall keep the minutes of LCMGA meetings, assist the President in preparing necessary correspondence and perform related duties as requested by the President and/or the Board. The Secretary shall make minutes easily available to all Members by posting a copy in the Extension Office and by providing an electronic copy to OSU staff for posting to the LCMGA web site.
4. The Treasurer shall serve without bond and keep financial records of the LCMGA, providing a Treasurer's report at each Board meeting, or as required, and prepare a year-end report. The Treasurer shall receive and disburse funds on behalf of LCMGA. Disbursements of amounts over \$100, not including previously budgeted items or regular/usual business expenses, shall require prior approval of the LCMGA Board.
5. The OMGA Representative shall prepare a quarterly LCMGA report, with input from LCMGA Board Members, to be presented at OMGA meetings. The OMGA Representative shall attend quarterly OMGA meetings and report its business to the LCMGA. These reports shall be made available to the General Membership. When the OMGA Representative is unable to attend the Alternate OMGA Representative shall attend. When a new OMGA Representative is elected he or she shall attend the year's final OMGA meeting with the current Representative.
6. The Historian/Alternate OMGA Representative shall provide documentation of LCMGA yearly activities through photos, newspaper articles, the LCMGA newsletter and a scrapbook. The Historian will also coordinate the development of a descriptive display of the year's activities at the annual OMGA Mini College. The Historian shall also serve as the Alternate OMGA Representative as needed.

## ARTICLE VI – COMMITTEES

The President shall appoint all committee chairs who shall in turn select the committee members.

1. The President shall appoint a Nominating Committee Chair in September.

2. The President shall appoint an independent Audit Committee Chair at the October LCMGA Board meeting who will form a committee consisting of at least two active members. The committee shall report its findings at the February Board meeting.
3. The President shall appoint a Budget Committee Chair at the October Board meeting. They will review the financial records and prepare a recommended budget for the upcoming calendar year. The budget will be presented at the final Board meeting of the year for tentative approval. Once approved, the Board shall be permitted to act in accordance with the tentative budget. The incoming Board shall review the tentative budget and may make modifications at the January Board meeting. The resulting budget shall be made available to active LCMGA members at the OSU Extension office. The Board shall be empowered to continue acting in accordance with the tentative budget, modified or not, prior to its final approval at the next General Membership meeting.
4. The President shall appoint an Electronic Media Committee Chair. The committee shall be responsible for updating and maintaining the Membership Roster. The scope of responsibilities of the committee shall also include development and maintenance of any form of electronic communication. Any additions to the current electronic media shall be approved by the Board, with input from the OSU coordinator. This committee shall abide by all OSU policies. The committee chair shall report to the LCMGA Board annually.
5. The LCMGA Board may establish other committees as needed. The President shall appoint committee chairs. Committee chairs will report to the oversight Board member before board meetings and report at board meetings as needed.
6. Annually, in January, the LCMGA Board will review the current list of committees. With the exception of Nominating, Budget, Audit, and Electronic Media, the Board may vote to disband any unnecessary committees.

## ARTICLE VII - MEETINGS

1. General Membership meetings shall be held as determined by the Board of Directors. Notice of meetings shall be given to the General Members at least 10 days before the meeting.
  - a. A quorum for LCMGA General Membership meetings shall consist of at least six active members.
  - b. A simple majority of all Active Members present shall be required to pass any actions. Tie votes shall be resolved by the vote of the Presiding Chair.
  - c. General Membership meetings shall be open to all Members and guests.

2. LCMGA Board meetings shall be held monthly or as desired by a two-thirds majority of the Board.
  - a. A quorum for LCMGA Board meetings shall consist of a simple majority of the Board Members.
  - b. A simple majority of those Board members present shall be required to pass any actions. Tie votes shall be resolved by the vote of the Presiding Chair.
  - c. Special meetings may be held as required, in person or via email and or by telephone.
  - d. All Members are encouraged to attend and participate in LCMGA Board meetings. However, only Board members are eligible to vote.
  - e. A simplified agenda shall be provided to the General Membership at least 5 days prior to the meeting via listserv.
3. Committee meetings shall be called at the discretion of the committee chairperson.
  - a. A quorum at a committee meeting shall consist of a simple majority of all committee members.
  - b. A simple majority of those committee members present shall be required to pass any actions.
4. Robert's Rules of Order (latest revision) and in which they are not inconsistent with these by-laws shall govern the procedural conduct of all meetings.

#### ARTICLE VIII - AMENDMENTS

1. These by-laws may be amended or revised by a two-thirds vote of the Active Members attending a general membership meeting. A 30 day notice of amendments or revisions to be considered shall be given prior to the vote by newsletter, listserv or announcement and distribution at an earlier General Meeting.
2. At least every five years the Board shall appoint a By-Laws Review Committee. The Committee shall examine the By-Laws and Officer Job Descriptions. The Committee shall recommend appropriate revisions to the Board.

#### ARTICLE IX - DISSOLUTION OF THE ASSOCIATION

In the event of dissolution of the association, all assets, after obligations and expenses of the association have been satisfied, shall be distributed to the Oregon Master Gardener Association, a tax exempt organization, or 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose.