

The Master Gardener Association of the Central Rappahannock Area Bylaws

(Revised November 14, 2018)

ARTICLE I

Name

The name of this association is “The Master Gardener Association of the Central Rappahannock area” hereinafter referred to as MGACRA or “the Association”.

ARTICLE II

Purpose

The purpose of MGACRA shall be

- To promote and teach environmentally sound and research-based horticulture and gardening practices to the citizens of the Central Rappahannock Area under the auspices of the Virginia Cooperative Extension (VCE) offices in Planning District 16
- To foster communication, education, and fellowship among those involved in the Virginia Cooperative Extension Master Gardener Program (hereinafter referred to as “the Program”)
- To support and promote the Program.

ARTICLE III

Membership

Section 1. The two classes of membership are Active and Auxiliary.

- a) **Active.** An active member shall be anyone who has completed the VCE Master Gardener training course and fulfills the annual VCE service requirement. Active Members are eligible to vote and hold office.
- b) **Auxiliary.** Auxiliary membership is open to one who has an interest in MGACRA programs or projects but does not fulfill the annual VCE Master Gardener Volunteer service requirement. Auxiliary members will not be eligible to vote or hold office.

Section 2. Dues for each class of membership will be established by the Board and announced at the Annual Meeting. Annual membership dues are due and payable no later than December 31.

ARTICLE IV

Officers

Section 1. The officers of MGACRA shall be a President, Vice President, Secretary, and Treasurer. The Treasurer will serve without bond. The Officers will perform the duties prescribed by these bylaws and by Robert's Rules of Order, current edition. Where the duties outlined in the reference conflict with these bylaws, the bylaws will prevail.

Section 2. Terms of Office. The Association's officers shall serve for one year beginning on the first of January each year and will be eligible for reelection to the same position for one additional term. They may serve again in the same position after an absence of at least one term.

Section 3. Election of Officers. (a). Officers will be nominated by Nominations and Elections Committee which will follow Article VIII, Section 3. (b). Election will be by ballot that permits "write-in" candidates. Candidates receiving a majority of votes will be installed. Any vacancies that may occur among the officers will be filled by the Board of Directors, subject to approval by the voting membership at the next annual meeting.

ARTICLE V

Board of Directors

Section 1. The Board of Directors (hereinafter referred to as "the Board") will consist of the President, Vice-President, Secretary, Treasurer, the Chairpersons of the Standing Committees and the Immediate Past President.

Section 2. The Board will fix the date, time and place of meetings, determine the Association's Operating Procedures, and perform such other duties as are listed in these bylaws or prescribed by the membership. The Board shall be subject to the orders of the Association and none of its acts shall conflict with the action taken by the membership.

Section 3. The Board will meet at least four times a year. Any Association member may attend these meetings. Special meetings of the Board may be called by the President and will also be called upon written request of at least twenty-five (25%) of the Board.

Section 4. Fifty percent (50%) of the Board will constitute a quorum at all Board meetings.

Section 5. In recognition of MGACRA's unique relationship with Virginia Cooperative Extension, the Virginia Cooperative Extension Agent responsible for the Master Gardener program and the Master Gardener Coordinator shall serve as advisors to the Board.

ARTICLE VI

Executive Committee

Section 1. The President, Vice-President, Secretary, Treasurer, and Immediate Past President will constitute the Association's Executive Committee.

Section 2. The Executive Committee will have general supervision of the affairs of the Association between Board meetings. The Executive Committee shall be subject to the orders of the Association and none of its acts shall conflict with the action taken by the Association.

Section 3. Subject to approval by the Board, the Executive Committee may hire a salaried staff head, to be called the Executive Director, who will be responsible for the daily administration and management of the Association.

ARTICLE VII

Ex-Officio Members of the Board

The Area Representatives, the Representative to the Virginia Master Gardener Association, the Parliamentarian and Historian will serve as ex-officio members of the Board.

ARTICLE VIII

Committees

Section 1. The Association will have Standing and Special committees, whose membership will consist of members selected by the President and approved by the Board.

Section 2. The Standing Committees will be: Education, Communication, Fundraising, Membership and Finance.

- a) The Education Committee will plan and coordinate the educational activities of the Association, as approved by the Board of Directors.
- b) The Communications Committee will include, but not be limited to, a website, newsletter and/or other means whose purpose will be to disseminate information to the public as well as MGACRA members and other Extension Master Gardeners.
- c) The Fundraising Committee will seek out funding sources, ideas and activities and will pursue and coordinate these with the approval of the Board.
- d) The Membership Committee will receive dues and maintain membership roles with contact information. The committee will also develop and implement plans and programs to increase membership in the Association with the approval of the Board.
- e) The Finance Committee will be composed of the Association Treasurer and at least two other active members, one of whom is the chairperson of the Committee. The Committee will prepare and submit a budget to the Board, review investments and review financial reports in advance of their presentation to the Board.

Section 3. The Association's Special Committees will include the Audit Review, Nominations and Elections, Master Gardener College Scholarship, VCE Awards Celebration Committee and such other committees as appointed by the President and approved by the Board. Special Committees will be dissolved upon completion of their assigned task.

- a) The Audit Review Committee will consist of three (3) members, none of who are on the Board, who will be appointed by the President and approved by the Board at least thirty (30)

days before the end of the fiscal year. The Audit Review Committee will examine the financial procedures and financial records including the assets and liabilities of the organization and will report to the Board at the Annual meeting confirming the accuracy and integrity of these reports and records.

- b) The Nominations and Elections Committee will seek candidates for officer positions from the voting membership; will report the list of candidates to the Board of Directors at least thirty (30) days before the date set for the election; and will prepare and distribute ballots to those members entitled to vote. It will tabulate the ballots and report the election results to the Board at least fifteen (15) days before the annual meeting.
- c) The Master Gardener College Scholarships Committee will develop criteria, solicit nominations and award scholarships to deserving Master Gardeners.
- d) The VCE Awards Celebration Committee will plan and conduct a celebration to honor those Master Gardeners who have achieved service awards. MGACRA may also acknowledge special contributions as approved by the Board.

ARTICLE IX

Meetings of the Association

Section 1. The Annual Meeting. The Association will hold an annual meeting each year, at a date, time and place to be determined by the Board. The membership will install officers and/or transact such other business as may properly come before the annual meeting. Notice of annual meetings will be announced at least thirty (30) days before the meeting.

Section 2. General Meetings. General membership meetings may be held each month in conjunction with educational events. These meetings may be open to the public.

Section 2. Special Meetings. A special meeting may be called by the President, a majority of the Board, or by a petition of not less than twenty-five percent (25%) of the voting membership. Special meetings will be held at a time and place to be determined by the Board and within forty-five (45) days of the date that they are called. Notice of any special meeting will be distributed to each member at least thirty (30) days before the meeting and will include a statement of the purpose or purposes for which the meeting is being called.

Section 3. Quorum. Ten percent (10%) of the voting membership will constitute a quorum at Association meetings.

ARTICLE X

Fiscal Year

The Association fiscal year will be from January 1 to December 31.

ARTICLE XI

Parliamentary Authority

Section 1. The parliamentary rules contained in Robert's Rules of Order, current edition, will govern the Association in all cases in which they are applicable and in which they are consistent with these bylaws and any special rules of order the Association may adopt.

Section 2. The president will select a Parliamentarian.

ARTICLE XI

Amendment of By-laws

These by-laws may be amended at any meeting of the Association by a two-thirds majority vote of the Active members present and voting, provided that notice of the proposed amendment(s) has been given to the membership at least thirty (30) days prior to the meeting where they are to be voted upon.

ARTICLE XII

Miscellaneous

MGACRA embraces human diversity and is committed to ensuring that it is open to all on a nondiscriminatory basis without regard to age, color, disability, gender, gender identity, gender expression, national origin, political affiliation, race, religion, sexual orientation, genetic information, veteran status, or any other basis protected by law.