

BYLAWS
of
MASTER GARDENER FOUNDATION OF LEWIS COUNTY

Article I. Name and Location

The name of this Foundation shall be, ***Master Gardener Foundation of Lewis County*** (MGFLC) commonly referred to as the ***Foundation***. Its location and primary place of business shall be in Lewis County, in the State of Washington.

Its mailing address shall be 351 NW North St. Chehalis, WA. 98532-1900.

Article II. Purpose

The purpose for which this Foundation is formed are solely educational and charitable in furtherance of the Washington State University (WSU) Master Gardener Volunteer Program in the State of Washington, without the inclusion of any purpose of intention of carrying on any business, trade, avocation, or profession for profit. Without limitation as to the generality of the foregoing, the following are specifically stated:

1. To promote and perpetuate the WSU Master Gardener program with the Lewis County Extension office.
2. To raise funds used in supporting and enhancing the Master Gardener program.
3. To promote public interest in gardening and home horticulture through education and other activities.
4. To facilitate an exchange of ideas, information and expertise among members through periodic newsletters, seminars, meetings and other activities.
5. To engage in activities that will further the objectives of the Foundation and the WSU Extension Service.
6. To interact with the Master Gardener Foundation of Washington State.

Article III. Membership

Section 1. Membership of the Foundation. The membership of the Foundation shall consist of any certified WSU Master Gardener Volunteer, Master Gardener Emeritus on the current membership list and current year WSU Master Gardener Volunteer Trainee in good standing interested in supporting the purposes and goals of the Master Gardener Foundation of Lewis County who wish to belong to such Foundation.

Section 2. Member Classifications. Member classifications shall be as follows: Individual or Associate.

2.1. Individual Members. Individual Members shall consist of active WSU Master Gardener Volunteer, Master Gardener Emeritus and Master Gardener Trainee who elect to become members. Individual members may vote, and participate in all Foundation activities. Only active Master Gardener Volunteers may hold an elective office. Individual members must abide by the MGFLC Bylaws and Policies & Procedures and WSU MG Extension Guidelines.

2.2. Associate Members. Associate Members shall consist of persons not specified in Section 2.1 who are interested in supporting the purposes and goals of the Master Gardener Foundation of Lewis County, who elect to become Associate members and pay annual dues. Associate members shall not vote, hold elective office, provide educational assistance in the name of WSU or Master Gardeners or participate in activities which require the participants be a Master Gardener. Associate members of the MGFLC are not covered by WSU liability or the Master Gardener Foundation of Lewis County.

Section 3. Dues. Annual dues for MGFLC can be set by the membership.

Section 4. Non-voting Membership. The board shall have the authority to establish and define non-voting categories of membership.

Section 5. Resignation and Termination.

5.1. Resignation. Any member may resign by filing a written resignation with the President and Secretary for record. Resignation shall not relieve a member of unpaid dues or other charges previously accrued if applicable.

5.2. Termination. Any member may be removed from an assigned position or general membership of the Foundation for conduct deemed prejudicial to this Foundation.

Article IV. Meetings of Membership

Section 1. Regular Meetings. The regular meetings of the entire Foundation membership and Board meetings shall be held once a month on a day, time, and place established by the Foundation Officers unless otherwise ordered by the Foundation members. Notice of meetings may be sent electronically.

Section 2. Foundation Officers. The Foundation Officers may call special meetings as deemed necessary with at least three (3) days' notice given. The term "Foundation Officers" may be used interchangeably herein with "Board Members" and "Board".

Section 3. Annual Meeting. The annual meeting of the members of the Foundation shall be held during the month of November or at a time and place established by the Board.

Section 4. Quorum. At least thirty percent (30%) of the current membership constitutes a quorum during any meeting of the Foundation.

Section 5. Public. The regular meetings of the Foundation shall be open to the public. The public shall have none of the obligations of individual MGFLC

members, but shall be entitled to all the privileges, except those of making motions, voting, and holding office.

Section 6. Voting. Each individual member shall be entitled to cast one vote at any election or on any subject at meetings of the Foundation. Proxy voting is not permitted.

Section 7. Virtual Meetings. Meetings shall be held and attended in person whenever possible. When determined to be in the Foundation's best interest, the Board may approve virtual meetings (phone, video conference, etc.) or virtual attendance of physical meetings. Members attending by phone, video conference, or other virtual means shall have the same rights and responsibilities as those attending in person. Quorum requirements shall be determined by the sum of all active members attending either physically or virtually.

Section 8. Electronic & USPS mail Voting. If the Board determines that a timely decision requires an immediate vote of the membership; a mail, e-mail, telephone, or other virtual form of voting may be used. A virtual vote is valid only when the total number of votes received exceeds 30% of the active membership.

Article V. Board Members

Section 1. Elected Officers. Elected officers shall be President, Vice President of Resources, Vice President of Communications, Vice President of Educational Outreach, Vice President of Youth Outreach, Secretary, Treasurer, State Foundation Representative, or other officers as deemed necessary by the membership.

Section 2. Duties of Officers.

- A. President** – Shall preside at meetings of the Board and membership, direct activities of the Foundation and appoint committee members and chairs. Any board member may preside at meetings in place of the President, in his/her absence.
- B. Vice President of Resources** – Shall be responsible for all events of the membership that pertain to raising funds and donations and shall work with Treasurer concerning such funds.
- C. Vice President of Communications** – Shall ensure internal and external communications are timely, effective, and efficient. Shall manage the use of on-line platforms (including social media and websites.) Oversee the Membership Committee and serve as a liaison with the Lewis County MG Coordinator. Serve as the Foundation's representative to the Chamber of Commerce.
- D. Vice President of Educational Outreach**– Shall be responsible for coordination of public educational outreach activities and monthly membership programs for Master Gardeners.
- E. Vice President of Youth Outreach** – Shall screen and coach all

Youth Outreach volunteers, serve as the Foundation's representative to district and school staff and administrations, and coordinate the preparation of horticulture related educational material and its delivery to the schools.

- F. Secretary** – Shall keep minutes of the board and regular meetings, handle correspondence at the direction of the President and act as custodian of the Foundation meeting records.
- G. Treasurer** – Shall manage investment funds approved by Board, keep financial records, receive, and disburse monies and shall give a monetary report at each regular meeting. Only Foundation Officers have the authority to sign off, approve or authorize expenditures.
- H. State Foundation Representative(s)** – Shall represent Lewis County Master Gardeners on the Master Gardener Foundation of Washington State Board and serve as liaisons between the State and the County.
- I. Immediate Past President** – Shall provide continuity between the incoming President and existing board members and provide support to committees as assigned.

Section 3. Election of Officers. A nominating committee of three members appointed by the President, shall be formed two months before the annual meeting. Their duty shall be to nominate candidates for offices. This slate of nominees shall be communicated to the membership prior to the annual meeting, at which elections are conducted. Additional nominations may be made from the floor. Officers shall be elected by written ballot or by unanimous approval.

Section 4. Term of office. Term of office shall be from January through December.

- A.** President, Vice President of Resources, Vice President of Youth Outreach, and Secretary positions will begin two (2) year terms in office in odd numbered years. State Foundation Representative(s) positions will begin two (2) year terms in alternating odd and even numbered years.
- B.** Vice President of Communications, Vice President of Educational Outreach, and Treasurer positions will begin two (2) year terms in office in even numbered years.
- C.** Immediate Past President will serve a one (1) year term, the position remaining vacant thereafter until a new President takes office.
- D.** Any officer may be elected to succeeding term or terms of office.
- E.** No member shall hold more than one elected office at a time.

Section 5. The Board

- A.** The Board shall consist of the elected officers, the Immediate Past

President and the Master Gardener Coordinator. The Coordinator is an ex-officio member of the Board.

- B.** The Board shall have the powers and duties necessary to conduct the affairs of the Foundation, and shall perform such other duties as are specified in these bylaws, subject to the limitations of the Articles of Incorporation and the laws of the State of Washington.
- C.** The Board shall hold monthly meetings, or as frequently as deemed necessary to conduct the business of the Foundation. Special board meetings may be called and any action taken by the Board shall be brought before the general membership at the next monthly meeting. Meetings of the Board shall be open to any member in good standing.
- D.** A majority of the Board shall constitute a quorum.
- E.** Board Meetings shall be held and attended in person whenever possible. When determined to be in the Foundation's best interest, the Board may approve virtual meetings (phone, video conference, etc.) or virtual attendance of physical meetings. Board Members attending by phone, video conference, or other virtual means shall have the same rights and responsibilities as those attending in person.
- F.** A mail, e-mail or telephone vote of the Board may be taken and shall be sufficient on any question of routine procedure.
- G.** In case of a vacancy of an elected officer, the Board may elect or appoint a successor to fill the unexpired portion of the term. An officer may be removed by two-thirds vote of the membership present at a duly called meeting.

Article VI. Committees

Section 1. Determination of committees. Foundation members or the Board shall determine committees deemed necessary for the operation of the Foundation.

Section 2. Charge of committee. Members of all standing committees shall serve for a period of one year, concurrent with the Foundation's fiscal year. Ad Hoc Committee members shall serve in accordance with the charge of that committee.

Section 3. Membership Committee. The Membership Committee shall consist of two to three persons appointed by the Board to serve for one year. The President shall appoint VP Communications or an officer of the Board to chair the Membership Committee and serve as a liaison with the LC MG Coordinator.

3.1 Function. The function of the Membership Committee shall be to:
Recruit members and provide membership application forms to prospective members.
Develop a welcome/orientation for new members.

Develop a standardized method for tracking membership gains and losses.
Provide new members positive direction and encouragement.

Article VII. Finances

Section 1. Fiscal Year. The fiscal year of the Foundation shall be January 1 to December 31, inclusive. The Board shall prepare a budget of expected income and expenses based on Master Gardener Program input and present this to the membership for approval at the annual meeting.

Section 2. Fiscal Year Expenses. Expenses for a fiscal year shall not exceed funds available to pay them that year.

Section 3. Funds. Funds are solicited and raised for purposes approved by the Board, provided they are not in conflict with the stated purposes of the Foundation.

Section 4. Contributions. All contributions are to be deposited by the treasurer; and all contributions to and disbursements from the Foundation shall be recorded by the treasurer. Two signatures are required on checks.

Section 5. Expenditures in excess. All expenditures in excess of \$25 not previously approved or included in the budget must be authorized by the membership before disbursement.

Section 6. Financial Report. The Treasurer shall have available for the members a monthly financial report.

Section 7. Financial Review. A financial review of the finances shall be made annually by a Review Committee at the end of each fiscal year, and at other times if the Board deems it necessary.

Section 8. Planned Giving Program. A Planned Giving Program may be established and operated as an integral part of the activities of the Foundation. Its purpose shall be to stimulate and solicit gifts to the Master Gardener Foundation of Lewis County under wills, life insurance, state pledges, annuity contracts, transfer of property or trust funds, and such other and similar matters, as the Board deems appropriate.

Article VIII. Non-Discrimination

It is the policy of the Master Gardener Foundation of Lewis County not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Article VIII. Parliamentary Authority

Rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

Article X. Amendments

These Bylaws may be altered, amended, repealed or new Bylaws adopted

by simple majority vote of the members present at a regular membership meeting, if the changes have been submitted in writing in the previous meeting. The Bylaws shall be reviewed every three (3) years or more frequently if deemed necessary.

Article XI. Dissolution

Upon dissolution of the Foundation, the assets of the Foundation shall be distributed exclusively to Washington State University, Pullman, Washington, or to such nonprofit scientific or educational horticultural organization(s) that the Foundation may select, as long as it qualifies under the provisions of Section 501(c)(3) of the Internal Revenue Code.

Amended and Adopted ... October 24, 2006
Amended and Adopted ... September 25, 2007
Amended and Adopted ... July 22, 2008
Amended and Adopted ... August 29, 2011
Amended and Adopted ... February 24, 2015
Amended and Adopted ... October 22, 2019
Amended and Adopted ... November 17, 2020