

**BY-LAWS OF THE  
MASTER GARDENER VOLUNTEERS OF MANITOWOC COUNTY**

**I. NAME AND LOCATION**

The name of the organization shall be: Master Gardener Volunteers of Manitowoc County and its location and chief place of business shall be in the University of Wisconsin - Manitowoc County Cooperative Extension Office: 4319 Expo Drive, Manitowoc, WI 54220.

**II. PURPOSE**

The purpose of this organization is exclusively to 1) Provide horticultural education and information to the residents of Manitowoc County without the inclusion of any purpose or intention of carrying on any business, trade, vocation or profession for profit, and 2) Supplement the horticultural efforts of the University of Wisconsin – Extension Program. The UW-Extension agents with horticultural responsibilities will advise and help direct the focus of the organization in keeping with the objectives of the UW-Extension. The educational purposes to be within the meaning of Section 501 {c} {3} of the Internal Revenue Code.

**III. MEMBERSHIP**

**Section 1.** All persons who qualify for the membership categories listed below may become members of the association upon receipt of their annual dues.

**Section 2.** Membership in the association shall consist of the following categories:

- A. Certified Master Gardener Volunteers – Those persons certified by UW-Extension who are in good standing. Good standing is accomplished by completing the yearly training and service requirements by UW-Extension for maintenance of certification as a Master Gardener Volunteer as determined by the association.
- B. Intern Master Gardener Volunteers – Those persons who have completed the UW-Extension Master Gardener Volunteer training program but have not satisfied the service requirements for certification.
- C. Student Master Gardener Volunteers – Those persons currently taking Master Gardener Volunteer training but who have not completed the training program.
  - \* Must work with a Certified or Intern MGCV on any MGCV project.
  - \* Must not represent themselves as a UW-Extension MGCV or give advice representing UW-Extension until they become Intern MGCV's.
- D. Inactive Master Gardener Volunteers – Those persons who have been active Master Gardener Volunteers but who have not accomplished the yearly training and service required by UW-Extension as determined by the association or county
- E. Associates – Those persons who join during the period when MGCV training is not available. They must plan to comply with the standards set for Certified Master Gardener Volunteers at the next available training opportunity.
  - \* Must work with a Certified or Intern MGCV on any MGCV project.
  - \* Must not represent themselves as a UW-Extension MGCV or give advice representing UW-Extension until they become Intern MGCV's.
- F. Friends of Master Gardener Volunteers – Those persons who wish to support the association. They may be from industry, business or the community but do not plan to take the training. Friends also include persons who take the MGCV training for a high fee with the understanding that there will be no volunteer service hours required.

**Section 3.** Each individual member shall be entitled to cast one vote of any election or on any subject at any annual or special meeting of the members, and such votes must be cast in person.

**Section 4.** The annual dues shall be set by the membership, payable at the time of applying for membership and thereafter by the December meeting of each year.

#### **IV. MEETINGS OF MEMBERS**

**Section 1.** The conduct of all meeting of members shall be governed by the provisions of Roberts Rules of Order, Newly Revised, except when the same are in conflict with these by-laws.

**Section 2.** At any meeting of the members of the association, members present shall be sufficient to constitute a quorum for the transaction of business, and a majority of the votes of such quorum shall be sufficient to elect directors and officers.

**Section 3.** The annual meeting of the members of the association shall be held in January at a place established by the committee, at which time the directors and officers shall be chosen from among the members. And it shall be the duty of the secretary to give 30 days notice, in person or by mail, to all members of the annual meeting.

#### **V. BOARD OF DIRECTORS**

**Section 1.** The Board of Directors of the association shall have the entire 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 by these by-laws, shall be vested in the Board of Directors.

**Section 2.** The Board of Directors shall have the power to adopt these by-laws as operational until the first association meeting, at which time the by-laws will be adopted by the association.

**Section 3.** At no times shall the Board of Directors consist of less than four or no more than ten directors. The directors and officers so elected shall constitute the Board of Directors of the association until the next succeeding annual meeting. A board member may serve up to a maximum of three (3) consecutive, two (2) year terms. After three consecutive terms as a board member, a member may serve again after being off the board for a two (2) year term.

**Section 4.** An Executive Board Member (Officer) may only serve three (3) consecutive, one (1) year term in any one executive position. Secretary and Treasurer may serve indefinitely if they agree.

**Section 5.** In case of any vacancy in the Board of Directors, through death, resignation, disqualification or other cause, the remaining directors, by a majority vote of the whole thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant or until the director elected or appointed may be removed by the board at a duly called meeting whenever, in its judgement, the best interest of the association are served thereby.

**Section 6.** Four members of the Board of Directors shall constitute a quorum for the transaction of business, and a majority of the votes of such a quorum shall be sufficient to pass any measure coming before the board. All meetings of the Board of Directors shall be governed by the provisions of Roberts Rules of Order, Newly Revised, except when the same is in conflict with these by-laws.

**Section 7.** Regular meetings of the Board of Directors shall be held at such times and places as the Board, 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.

**Section 8.** The Board of Directors may formulate rules and regulations for the admission of members in addition to the members subscribing to the organizational meeting.

**Section 9.** The Board of Directors may provide for the issuance of appropriate certificates of membership.

**Section 10.** The Board of Directors shall have the power to prescribe the terms and conditions for admission to membership in the association for all the members.

**Section 11.** The Board of Directors shall keep the minutes and records of all of its proceedings and of committees acting under its authority. It shall, at all times, 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 12.** The Board of Directors may accept on behalf of the association any contribution, gift, bequest or device for the general purposes or any special purpose of the association.

**Sections 13.** The Board of Directors shall have power to sell or dispose of the whole or any part of the property, wither real or personal, which the association may own, and to acquire other property. The Board of Directors by resolution entered in its minutes 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 and in such manner as the board deems in the best interest of the Board of Directors, assets so classified may be disposed of by the Executive Committee as so authorized by the Board of Directors, in such manner as it deems in the best interest of the purposes for which the association is formed.

**Section 14.** The Board of directors shall have power and authority to: 1) receive and administer funds and other assets, 2) serve in an advisory capacity to the University of Wisconsin Master Gardener Volunteer program and 3) represent the interest of the Manitowoc County Master Gardener Volunteer Association to the Master Gardener Volunteer Association in Wisconsin.

**Section 15.** The President, Vice President, Secretary and Treasurer shall constitute the Board of Directors until the first annual meeting. The Executive Committee shall have and exercise such authority as may be delegated to it by the Board of Directors in the management of affairs of the association.

## **VI. OFFICERS**

**Section 1.** The duties of the President, Vice President, Secretary and Treasurer shall be such as are usually imposed upon such officials of associations, and as required by law, and such as may be assigned to them respectively by the Board of Directors, and as stipulated in Section 2.

**Section 2.**

### **PRESIDENT ROLES AND RESPONSIBILITY**

1. Presides over all meetings of the association, except for committee meetings, using Roberts Rules of Order.
2. Accepts responsibility for the affairs of the board such as signing association documents, maintaining mailing addresses and phone numbers and keeping the association current on legal requirements.
3. Helps create and carry out the goals of the association.

### **VICE PRESIDENT ROLES AND RESPONSIBILITY**

1. Serves in the absence of the President.
2. Serves as Program Chair for the Annual Meeting and other association programs.
3. Assumes the responsibilities of the President when that position is vacant.

## **SECRETARY ROLES AND RESPONSIBILITY**

1. Maintains a written record of the association's meetings, guideline and activities.
2. Keeps the association and its members informed and updated on the various activities of the Manitowoc Master Gardener Volunteer Association.
3. Assists the President in preparing the agenda and communications.

## **TREASURER ROLES AND RESPONSIBILITY**

1. Keeps accurate and detailed financial records and has the records available and open to all members.
2. Prepares and presents a report of the association's financial transactions and balances for each formally scheduled association meeting. If the Treasurer is unable to attend a meeting, then a report shall be submitted to the President prior to the meeting.
3. Maintains financial records in a single entry ledger format.
4. Maintains a petty cash account not to exceed one hundred dollars (\$100) for minor association expenses such as postage, envelopes and supplies.
5. Disperses all other expenses not mentioned above by check, and all checks shall have signature of the Treasurer.
6. Makes a photocopy of the association's financial records annually.
7. The Treasurer or President shall sign all checks drawn upon the bank account of the association.

## **VII. COMMITTEES**

Committees shall be entrusted to carry out and accomplish the goals of the association. The Chair shall enlist members to participate in the committee and report to the Board.

## **VIII. FINANCES**

**Section 1.** Funds may be solicited for purposes previously approved by the Board of Directors. 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 of Directors shall, after paying or making provision for the payment of all the liabilities of this association, dispose of all assets exclusively for the purposes of this association to such organization or organizations organized and 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) as the board determines.

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

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

**Section 5.** An audit report of the finances of the association shall be made annually by the audit committee at the end of each accounting year, and at such other times if any of the Board of Directors shall direct. The Board of Directors shall appoint the auditing committee.

## **IX. PARLIAMENTARY AUTHORITY**

Rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the by-laws and any special rules of order the organization may adopt.

## **X. AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds majority of the membership present at any association meeting if at least thirty days written notice signed by the President and Secretary is given to all members of the association of intention to alter, amend, repeal or adopt new by-laws at such meeting.

## **XI. LEGISLATIVE OR POLITICAL ACTIVITIES**

No substantial part of the activities of the association shall be the carrying on of propaganda or otherwise attempting to influence legislation and the association shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **XII. OPERATIONAL LIMITATIONS**

Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501 {c} {3} of Internal Revenue Code of 1954 Internal Revenue Law or (b) by an association, 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.)

Revised 9/2008