

BYLAWS OF THE MASTER GARDENER FOUNDATION OF WASHINGTON STATE

Revised March 30, 2018, Revised June 1, 2018, Revised March 11, 2021, Revised February 16, 2022

ARTICLE I – MISSION AND PURPOSE

Section 1. Our Mission is: “We share best practices with local foundations and support the State Advanced Education Conference.”

Section 2. The Purpose of the Foundation is to offer statewide volunteer-based unifying leadership to, and communication among, county and regional WSU Master Gardener Programs, foundations, and affiliates.

ARTICLE II – MEMBERSHIP

Section 1. Membership. Membership of the Foundation shall consist of chartered chapters of county Master Gardener foundations or organizations, and chartered affiliates.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Membership. The primary governing body of the Foundation shall be a Board of Directors (the Board). Up to three representatives to the Board shall be selected by each chartered chapter and affiliate, employing the methods of their choice, for a term of not less than two (2) years. Chapters are encouraged to have at least two representatives to the Board.

Section 2. Vacancies. If a chartered chapter or affiliate experiences an early vacancy of their Board representative, the Membership Director shall work proactively with the county organization or affiliate to encourage its selection of a replacement representative to be a member of the Board.

Section 3. Removal of Board Members. Any Board member may be removed at any time, with cause, by the affirmative vote of a majority of the entire Board.

Section 4. Voting.

- a. Voting Rights. In any matter before the Board, each representative shall be entitled to one (1) vote, and each Officer shall also be entitled to one (1) vote, separate and in addition to her/his chapter or affiliate of origin.
- b. Quorum. At least one representative from a majority of the member-chartered chapters and affiliates, with at least one officer present, shall constitute a quorum. For the transaction of business, a majority of the votes of such a quorum shall be sufficient to decide any measure coming before the Board, except for removal of Officers and Board Members.
- c. Required Presence. Votes may be cast only by members present at a meeting, either in person or participating by conference telephone or other electronic means as defined herein. E-mail voting, absentee voting, and proxies are not permitted.

ARTICLE IV – OFFICERS

Section 1. Officers. The officers of the Foundation are President, Past President, Executive Vice-President, Secretary, Treasurer, and the following positions:

- a. Conference Directors (3 – past, current, future)
- b. Communications Director
- c. Historian/Archivist
- d. Membership Director
- e. Awards Director
- f. Development Director

Section 2. Election of Officers.

- a. A standing nominating committee shall recruit, evaluate, and place names in nomination for all elected offices; provided, however, any general member in good standing may place a name in nomination for any office of the Foundation at the annual meeting in even-numbered years.
- b. Officers shall be elected by the majority of a quorum of the voting members of the Board during an annual meeting of the MGFWS for a term of two (2) years, (with terms beginning concurrent with the new fiscal year) and may be re-elected.

Section 3. Duties of Officers. The duties of the officers are defined in the Policy & Procedures Manual.

Section 4. Absence of President. In the absence of the president, the Executive Vice-President shall assume the duties of the president. Although officers can serve for any number of terms, the Executive Vice-President should be prepared to step into the role of president if the need should arise.

Section 5. Vacancies. In the case of an early vacancy of an office for any reason, the president shall as soon as possible coordinate with the Membership Director to request volunteers from among the current Board members to fill the vacancy. The name of the volunteer(s) for the officer position will be submitted to the Board for approval or election. If there is no volunteer, the remaining officers shall assume and share the responsibilities of the vacant position until such time as a volunteer can be recruited.

Section 6. Removal of Officers. Any officer may be removed at any time, with cause, by the affirmative vote of a majority of the entire Board.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee shall consist of the Officers of the Foundation, plus the WSU Extension Master Gardener Program Leader serving in a non-voting, ex officio status.

Section 2. Responsibilities.

- a. The Executive Committee shall be responsible for the day-to-day operation of the Foundation.
- b. The Executive Committee shall review chapter charters and affiliate charters for establishment, renewal or termination as needed. Initial approval, renewal, or termination of each charter of an independent county chapter, dependent county chapter or affiliate shall be referred with a recommendation to the Board to be voted upon.

ARTICLE VI – OPERATING COMMITTEES

Section 1. The Board shall establish such standing and special committees as necessary to conduct the business of the Foundation.

Section 2. Standing Committees Defined. A Standing Committee is a committee established by the Board for an indefinite time.

Section 3. Membership of Standing Committees. Annually, at the first meeting of each fiscal year, the Executive Committee shall forward to the Board for approval the names of Board members who are willing and recommended to constitute the members of each standing committee.

Section 4. Special Committees. A Special Committee is a committee that shall have a specified time to complete a specific task. The Board shall establish special committees, define their scope and term, solicit volunteers and appoint their members. Committees shall serve solely in an advisory capacity with a vote required by the Board to institute or change any policy or practice.

Section 5. Vacancies on Committees. If a member of a committee steps down for any reason, the president shall as soon as possible request volunteers from among the Board members to fill the vacancy. The name of the volunteer(s) for the position will be submitted to the Board for approval. If there is no volunteer, the remaining committee members shall assume and share the responsibilities of the vacant position until such time as a volunteer can be recruited.

ARTICLE VII – MEETINGS

Section 1. Location and Date of Annual Meeting. The annual meeting of general and voting members of the Foundation shall be held at a time and place established by the Board, generally in conjunction with the annual advanced education conference. All general and voting members shall be provided with an agenda and notice of the time and place of the annual meeting not less than ten (10) nor more than fifty (50) days before the meeting.

Section 2. Location and Date of Board Meetings. The Board shall determine the calendar and location of Board meetings. Agenda shall be distributed to all Board members not less than 3 days before the meeting. Minutes of the meeting shall be distributed to all Board members not more than 30 days after the meeting.

Section 3. Location and Date of Executive Committee Meetings. The Executive Committee shall determine the calendar and location of Executive Committee meetings. Agenda shall be distributed to all Board members not less than 3 days before the meeting. Minutes of the meeting shall be distributed to all Board members not more than 30 days after the meeting.

Section 4. Special Meetings. Special meetings may be called at any time by the president or vote of a quorum of the Board. The president shall give notice of a special meeting, including an agenda, by mail or e-mail not less than ten (10) days prior to the date of the meeting. Minutes of the meeting shall be distributed to all Board members not more than 30 days after the meeting.

Section 5. Meeting Location. Foundation meeting may be held at a physical location (in-person location), via electronic communications equipment (virtual location), or a combination of the two (hybrid location). The organizer of a virtual or hybrid meeting location must ensure that the conference telephone or other electronic communications equipment used enables all meeting

attendees to hear and speak to each other at the same time (video is not required). Participation by such means shall constitute presence in person at a meeting. The organizer of an in-person meeting shall not be required to provide an electronic communications (hybrid) option. The secretary shall specify and oversee a standard electronic communications system(s) for use by all Foundation meeting organizers.

Section 6. Notice. Notice to members, officers and directors shall be by electronic transmission. Acceptance of a position on the MGFWS board shall constitute consent to receive notice by e-mail, with such notice deemed to be delivered when received at an e-mail address provided for that purpose by the recipient or the chapter they represent. If additional notice is provided in a tangible medium, such notice shall be deemed to be delivered when deposited in the United States mail. Other forms of notice in a tangible medium are effective when received.

ARTICLE VIII – COUNTY CHAPTERS

Section 1. All county Master Gardener foundations and organizations in Washington State shall be encouraged to partner with the MGFWS in pursuit of the mission and purpose of the Foundation. County Master Gardener foundations or organizations may be, for tax purposes, either independent of, or dependent upon the Foundation. Independent organizations shall establish and maintain their own status as 501(c)3 charities. A dependent county chapter is one that may solicit funds using the nonprofit determination of MGFWS granted by the Internal Revenue Service and the MGFWS charitable organization number assigned by the Washington Secretary of State.

Section 2. Counties that wish to establish and maintain dependent status for tax purposes may apply to the Board to become a dependent county chapter by completing an *Application for Dependent County Status*, (available at the organization's web site.)

Section 3. Establishment of a Chartered Chapter.

- a. The Board, through a standing membership committee, shall, not less often than annually, extend invitations to non-chartered county WSU MG organizations to become Chartered Chapters of the Foundation.
- b. Requests for new charters shall be vetted by the Executive Committee and voted upon by the Board.
- c. Upon MGFWS Board approval, a Chapter Charter in a form approved by the MGFWS Board will be signed by the President of the MGFWS and an authorized officer of the county organization, and the Chartered Chapter shall operate as a part of the Foundation.

Section 4. Eligibility Requirements. A county WSU Master Gardener organization shall be eligible to become a chartered chapter if the following requirements are met:

- a. The organization supports the purposes of the state Foundation.
- b. The organization selects and supports a representative to the Foundation.
- c. The organization commits to actively participate in MGFWS business.
- d. The organization has a good public image and reputation.
- e. The organization operates with sound business practices.
- f. An authorized officer of the organization signs a Chapter Charter in a form approved by the MGFWS Board.

Section 5. Dependent Chapters. A dependent county shall agree to submit all required fiscal documents to the MGFWS treasurer in a timely manner for tax filing in order to retain their dependent county status. When a dependent county has annual gross income of \$10,000 or more for three consecutive years, the board has the authority to recommend the county apply for their own 501(c)(3) designation.

Section 6. Renewal of Chapter Charters. Independent Chapter Charters shall be entered into for a period of five (5) years and are renewable. Dependent Chapter Charters shall be entered into for a period of three (3) years and are renewable. The membership committee will work with each county organization to review its existing charter prior to expiration and will make a recommendation for the Board to approve renewal.

ARTICLE IX – AFFILIATE ORGANIZATIONS

Section 1. Eligibility Requirements. An independent organization may be eligible to become a chartered affiliate if the following requirements are met:

- a. The purposes of the organization are consistent with and complimentary to the purposes of the MGFWS.
- b. The organization has a good public image and reputation.
- c. The organization operates with sound business practices.
- d. The organization commits to actively participate in MGFWS business.
- e. The organization selects and supports a representative to the Foundation.
- f. An authorized representative of the organization signs an Affiliate Charter in a form approved by the Board.

Section 2. Renewal of Affiliate Charters. Affiliate Charters shall be entered into for a period of five (5) years and are renewable. The membership committee will work with each Affiliate organization to review its existing charter prior to expiration and make a recommendation for the Board to approve renewal.

ARTICLE X – FINANCES

Section 1. Fiscal Year. The fiscal year of the Foundation shall start on January 1st and end on December 31st.

Section 2. Contributions. Funds may be solicited for any purpose not in conflict with the stated purposes of the Foundation. Contributions received for a designated purpose are to be used solely for that designated purpose. Contributions received without a designated purpose are to be used at the discretion of the Board for purposes within the mission and purposes of the Foundation. Monetary contributions are to be deposited by the treasurer in a financial institution approved by the Finance Committee. The treasurer shall maintain records of all contributions to and disbursements from the Foundation.

Section 3. Disbursements. Disbursement for each year shall not exceed funds available.

Section 4. Reports.

- a. The Executive Committee shall prepare, and the treasurer shall present to the Board during the last quarter of each fiscal year an itemized operating budget for the following fiscal year.
- b. An annual financial report shall be prepared by the treasurer and presented during the first quarter of each fiscal year.
- c. The treasurer shall present a year-to-date budget report and a year-to-date income/expense report at each meeting of the Board.

Section 5. Borrowing and Lending.

- a. Authority to incur debt is reserved to the board.
- b. No loans shall be made by the Foundation.

Section 6. Annual Internal Financial Review. The treasurer shall make the Foundation's financial records available to the Financial Review Committee for their annual review.

Section 7. Transactions. Cash transactions shall be avoided whenever possible. Purchases, reimbursements, payments, etc., shall be made by check or credit card.

Section 8. Signing & Approval Authorities.

- a. Contracts must be signed by the president or the executive vice president. Copies of the signed contracts (including all pages & attachments) shall be sent to the President, Executive Vice president, the Treasurer, the Secretary, and the originator.
- b. Spending is authorized only if related to an approved budget line item and approved by the officer or chair responsible for that line item.
- c. Upon board approval and direction, the Treasurer shall set up the necessary accounts and processes to accept credit card payments.
- d. Upon board approval and direction, the Treasurer shall establish and manage a purchasing credit card account. The credit card account should be paid in full each month.
- e. Upon board approval and direction, the Treasurer shall open, close, and manage investment accounts.
- f. Grant applications shall be signed by the president or the executive vice president. If funds are granted, copies of the signed agreements (including all pages & attachments) shall be sent to the President, Executive Vice President, Treasurer, Secretary, and the originator.

Section 9. Treasurer may establish other financial policies & procedures as appropriate for the Foundation and consistent with these Bylaws.

ARTICLE XI – AMENDMENTS

These Bylaws may be altered, amended, repealed, or new Bylaws adopted as specified in the Foundation's Articles of Incorporation.

ARTICLE XII – PARLIAMENTARY AUTHORITY The rules contained in the most recent edition of Robert's Rules of Order shall govern the Foundation Board meetings.

ADOPTION This restatement of the Bylaws of the Master Gardener Foundation of Washington State was approved by a majority of a quorum of the Board of Directors on February 16, 2022
Authorized signature:

President: Don Enstrom

Master Gardener Foundation of Washington State