

**BYLAWS OF THE MASTER GARDENER FOUNDATION OF
CHELAN COUNTY**

ARTICLE I ORGANIZATION

Section 1.1 Organization and Partnership

The name of the organization shall be "The Master Gardener Foundation of Chelan County" (the Foundation). The Foundation shall work in partnership with the Washington State University (WSU) Extension to support the WSU Master Gardener Program. The office and administrative services shall be located in Chelan County, Wenatchee, Washington.

ARTICLE II PURPOSE

Section 2.1 Purpose and Service

The Master Gardener Foundation of Chelan County is organized exclusively for charitable support of scientific and educational purposes, without the inclusion of any purpose or intention of carrying on any business, trade, avocation or profession for profit. Without limitation as to the generality of the foregoing, the following purposes are specifically stated:

- 2.1.1 The Master Gardener Foundation of Chelan County, in partnership with WSU Extension, provides financial support to the WSU Master Gardener Program so it can provide unbiased, research-based, WSU-approved information about non-commercial horticulture primarily to the citizens of Chelan and Douglas Counties, emphasizing sustainable gardening practices and environmental stewardship;
- 2.1.2 generate funds to supplement and enhance the Master Gardener Program; and,
- 2.1.3 facilitate individual Foundation member education and the exchange of ideas and information through periodic training seminars, and meetings.

ARTICLE III MEMBERSHIP

Section 3.1 Membership and Classifications

WSU Master Gardener Program volunteers shall be invited to become members of the Foundation. Only WSU Master Gardener volunteers meeting the volunteer and educational requirements of the WSU Chelan/Douglas County Master Gardener Program shall be granted membership. WSU Master Gardener volunteers must state membership preference on the Master Gardener Foundation of Chelan County Membership form before the beginning of the membership year.

Section 3.2 Voting Privileges

Foundation Members, as determined by the membership form, (hereinafter "Members"), shall be granted voting privileges and may hold office in the Foundation. Each member shall be entitled to one vote on each matter submitted by the Board of Directors to a vote of the Members.

Section 3.3 Membership Year

The membership year shall be January 1 through December 31.

Section 3.4 Quorum

Twenty (20) percent of the Members, including the Board of Directors, in attendance and entitled to vote, as defined by Section 3.2 "Voting Privileges," shall constitute a quorum at Foundation Member meetings.

Section 3.5 Foundation Meetings

- 3.5.1 Regular Foundation Meetings shall be held at least quarterly at a date, time and location set by the Board of Directors.
- 3.5.2 Special meetings may be called by the President or by the Board of Directors. Members may call a special meeting by delivering a petition to the Board of Directors, such a petition shall be signed by at least twenty (20) percent of the Members, and may include the Board of Directors.
- 3.5.3 The Annual Meeting of the Members shall be held in November of each year, for the purpose of electing the Board of Directors in accordance with Sections 4.6 "Elections" and 4.7.2 "Board Vacancies," and transacting other business as may properly come before the meeting.
- 3.5.4 The Board of Directors shall set the time, date and location of meetings. The President or Secretary shall provide fifteen (15) days' notice of regular and annual meetings to all Members. Notice may be provided by any written means, including but not limited to postal delivery, publication and/or electronic transmission to Members. The person(s) giving the notice may deliver it for circulation by the WSU Master Gardener Coordinator, if present, so long as the time periods for notice provided herein are satisfied.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Powers

- 4.1.1 A single Board of Directors (hereinafter "the Board") shall govern overall policy and direction of Foundation affairs.
- 4.1.2 The Board shall have full power and authority granted under the laws of the State of Washington, including, but not limited to, the power to:
 - 4.1.2 (a) Receive funds on behalf of the Foundation. Contributions or gifts that are deemed inconsistent with Foundation general or special purposes may be declined.
 - 4.1.2 (b) Administer funds and other assets of the Foundation
 - 4.1.2 (c) Manage and conduct the affairs and business of the Foundation and generally do and perform or cause to be performed any and every act which the Foundation may lawfully do and perform.

Section 4.2 Board of Directors Structure

The Board of Directors shall consist of seven Directors: the President, Vice President, Secretary, Treasurer, Immediate Past President, and two Directors-At-Large.

Section 4.3 Duties and Responsibilities

- 4.3.1 PRESIDENT: The President shall,
 - 4.3.1(a) Be responsible for and granted commensurate authority to lead the Board of Directors in the management and operation of Foundation affairs, subject to such policies as may be adopted and such orders as may be issued by the Board of the Foundation;
 - 4.3.1(b) serve as the duly authorized representative of the Foundation in all matters, for which the membership has not formally designated some other person to act;
 - 4.3.1(c) convene Foundation and Board meetings;
 - 4.3.1(d) sign all notes, drafts, and other orders for payment of money;
 - 4.3.1(e) sign and execute all contracts and agreements in the name of the Foundation;
 - 4.3.1(f) conduct an annual planning meeting to provide board direction in establishing Foundation goals and objectives which shall be held after the annual election of the Board of Directors and before the approval of the budget; and,

4.3.1(g) perform all other duties as may be required of the President by the Board Directors.

4.3.2 VICE PRESIDENT: The Vice President shall,

4.3.2(a) In the absence or incapacity of the President, perform the duties of the President;

4.3.2(b) perform all other duties as the Board of Directors may designate from time-to-time; and,

4.3.2(c) coordinate with the Secretary to maintain Foundation records at the WSU Extension office.

4.3.3 SECRETARY: The Secretary shall,

4.3.3(a) Record minutes of all Board of Directors and Membership meetings;

4.3.3(b) maintain the records of all the Board of Directors and Membership meetings until they are archived at the WSU Extension office and perform duties incident to the Office of Secretary under RCW 24.03.135; and,

4.3.3(c) perform all other duties as the Board of Directors may designate from time-to-time.

4.3.4 TREASURER: The Treasurer shall,

4.3.4(a) Be responsible for the care and custody of and be responsible for all Foundation funds;

4.3.4(b) deposit such funds in the name of the Foundation in such banks or safe deposit companies or other repositories as the Board of Directors may designate from time-to-time;

4.3.4(c) prepare, sign and endorse in the name of the Foundation all checks, drafts, notes and other orders for payment of money, and pay out and dispose of such under the direction of the President or the Board of Directors;

4.3.4(d) maintain, at the principle Foundation business office, accurate books of account of all Foundation business and transactions;

4.3.4(e) assist with the development of fund raising plans;

4.3.4(f) during reasonable business hours, exhibit books and accounts to the President or any Board of Directors member for examination;

4.3.4(g) support the annual financial audit process;

4.3.4(h) render a written report of the condition of Foundation finances, both income and expenditures, at all Board of Directors and Foundation meetings and at such other times as required to do so by the Board of Directors or governing agencies;

4.3.4(i) provide such bond for the faithful performance of his or her duties if required to do so by the Board of Directors or governing agencies; and,

4.3.4(j) perform all other duties as are incident to the Office of Treasurer or may be required from time-to-time by the Board of Directors.

4.3.5 DIRECTORS-AT-LARGE:

There shall be two Directors-At-Large, Position One and Position Two. Directors-At-Large shall,

4.3.5(a) Assist the President with the annual planning meeting which shall be held after the annual election of Directors and before the approval of the budget; and,

4.3.5(b) perform other duties as they may be assigned by the Board of Directors or President.

4.3.6 IMMEDIATE PAST PRESIDENT shall,

- 4.3.6(a) Serve in an advisory role to the President; and
- 4.3.6(b) perform other duties as he/she may be assigned by the Board of Directors or President.

Section 4.4 Board of Directors Meetings

- 4.4.1 The Board of Directors shall hold regular meetings at least bi-monthly to conduct the affairs of the Foundation, at a date, time and place set by the President. Board of Directors meetings may be conducted in combination with a meeting of the Foundation held pursuant to Section 3.5. Board of Directors meetings shall be open to the Foundation Members unless an executive session is called.
- 4.4.2 Special meetings of the Board of Directors may be called by the President or by any Director and shall be held at such time and place as shall be designated in the call for meeting.
- 4.4.3 The President shall set the time, date and location of meetings. The President or Secretary shall provide fifteen (15) days' notice of regular meetings to all Members. Notice may be provided by any written means, including but not limited to postal delivery, publication and/or electronic transmission to Members. The person(s) giving the notice may deliver it for circulation by the WSU Master Gardener Coordinator, if present, so long as the time periods for notice provided herein are satisfied.
- 4.4.4 Four Directors shall constitute a quorum to conduct business at Board of Directors meetings. Each Director has one vote. Matters before the Board shall be adopted by a majority.

Section 4.5 Board Compensation

The Board shall not be compensated for the performance of their duties. Reimbursement for out-of-area expenses requires preauthorization by the Board of Directors and will be reimbursed at a rate consistent with the Foundation's Travel and Expense Policy.

Section 4.6 Qualifications

Directors shall be Members of the Foundation and possess other qualifications as the membership may approve as an enhancement to the purpose of the Foundation.

Section 4.7 Elections

- 4.7.1 The Board of Directors shall appoint a Nominations Committee, consisting of three Foundation Members, at least 45 days prior to the annual meeting, when board vacancies exist.
- 4.7.2 The Nominations Committee shall prepare a list of qualified candidates for presentation at the annual meeting.
- 4.7.3 The Directors shall be elected at the annual meeting.
- 4.7.4 The Vice-President, President and Immediate Past President shall each serve one year terms, and shall not be eligible to serve consecutive terms in office. Except as provided in Section 4.10, the Vice-President shall automatically succeed the outgoing President, and the President shall automatically succeed the outgoing Immediate Past President.
- 4.7.5 The Secretary shall serve a two-year term and shall be elected in even-numbered years.
- 4.7.6 The Treasurer shall serve a two-year term and shall be elected in odd-numbered years.
- 4.7.7 Director-At-Large Position One shall serve a two-year term and shall be elected in odd-numbered years.
- 4.7.8 Director-At-Large Position Two shall serve a two-year term and shall be elected in even-numbered years.
- 4.7.9 The Secretary, Treasurer and Directors-At-Large may not serve more than two (2) consecutive terms in the same office.

- 4.7.10 Elections shall be held at the annual meeting, and terms of office begin on January 1st of the following year. New Directors will attend the meetings between the election and January 1st to facilitate the planning meeting, budget preparation, and Director transition.

Section 4.8 Board Vacancies

- 4.8.1 The Board of Directors may appoint Members to fill board vacancies, which may occur during the year.
4.8.2 Appointed Member(s) shall serve until the next election for the position vacated.

Section 4.9 Board Resignations

- 4.9.1 Board resignations must be presented in writing and received by the Board of Directors President.

Section 4.10 Board Absences

- 4.10.1 Board members may be removed from the Board of Directors, through Board action, after three absences in a twelve (12) month period.

Section 4.11 Removals of Board of Directors Members

- 4.11.1 At a meeting of the Foundation Members, one or more Directors may be removed from office, with or without cause, by a vote of two-thirds of the votes cast by Members entitled to vote, as defined by Section 3.2 "Voting Privileges" and represented in person, at a meeting where a quorum is present.

Section 4.12 Records

- 4.12.1 The Board of Directors shall maintain minutes and records of all its proceedings.
4.12.2 Records and minutes shall be maintained at the WSU Extension office and available to members upon request.

ARTICLE V COMMITTEES

Section 5.1 Committees

- 5.1.1 The Board of Directors shall appoint committees and chairpersons as necessary, to conduct the affairs of the Foundation.
5.1.2 Committee members shall follow Board of Directors directives in carrying out their duties.
5.1.3 Each committee shall report to the Board of Directors at least every other month, or more frequently if requested by the President.
5.1.4 Each committee shall determine its own meeting time and place unless the Board of Directors otherwise directs.

ARTICLE V FINANCE

Section 6.1 Financial Management

The Foundation shall be a non-profit organization qualified under provisions of Section 501(c) 3 of the Internal Revenue Code. The fiscal year shall be January 1 through December 31.

- 6.1.1 Expenses for an accounting year shall not exceed funds available to pay them in that year. Utilization of reserve funds shall be approved by the Board.
6.1.2 The Board of Directors shall, prior to the annual meeting, prepare a statement of income and expenses, for presentation at the annual meeting.

- 6.1.3 The Board of Directors shall, prepare an annual budget of proposed income and operating expenses for the following year.
- 6.1.4 The Foundation Members shall approve the annual budget.
- 6.1.5 Non-budgeted expenditures shall require approval by the Board of Directors.
- 6.1.6 Financial records shall be reviewed annually and a summary report provided to the Board of Directors and the Foundation Members.
- 6.1.7 The Foundation shall comply with all federal, state and local laws.

ARTICLE VII PARLIAMENTARY AUTHORITY

Section 7.1 Rules contained in the current edition of Robert's Rules of Order shall govern the Foundation in all cases to which they are applicable and which they are not inconsistent with the Bylaws and any special rules of order the organization may adopt.

ARTICLE VIII AMENDMENTS

Section 8.1 These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a majority of the Members present at any regular, special or annual meeting at which there is a quorum, if at least 30 days written notice signed by the President or Secretary is given to all members of intention to alter, amend or repeal or adopt new Bylaws at such meeting.

ARTICLE IX DISSOLUTION

Section 9.1 Upon dissolution of the Foundation, the assets of the Foundation shall be distributed to the Master Gardener Foundation of Washington State, or to such nonprofit, scientific, or educational horticultural organization as the Foundation Members may select, which would qualify under provisions of Section 501(c) 3 of the Internal Revenue Code.

BYLAWS ADOPTION:

The foregoing Bylaws were adopted at a meeting of the Foundation membership on _____, 2016.

June McCann, President
Master Gardener Foundation of Chelan County

Cheri Garrett, Secretary
Master Gardener Foundation of Chelan County